



RANDON S.A. Implementos e Participações

Publicly-Traded Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 721 of the Board of Directors` Meeting

DATE, TIME AND VENUE: July 20, 2012, at 9:00 AM, at the Company`s headquarters located at Av. Abramo Randon, 770, in Caxias do Sul, RS.

PARTICIPANTS: all members of the Board of Directors.

PRESIDING BOARD: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: The Board members unanimously decided to: **(1st)** authorize the Executive Board, statutory and non-statutory, to take all necessary measures to sign the following financial operations: (i) Bank Guarantee Letter in the amount of up to R\$ 7.500.000,00, at a cost of up to 1.00% per annum and for a maximum term of one year, in order to ensure the re-payment of the payment made in advance for part of the amount concerning the contract to purchase rail cars, by *MRS Investimentos in Infra-Estrutura Ferroviária VTUM-AL Ltda.*, or by another company belonging to the same economic group in case the Company fails to meet its obligations; and, (ii) through a Brazilian financial institution, bank guarantees in an institution of Venezuela in order to ensure the repayment of the partial payment made in advance and the fulfillment of obligations assumed (performance bond) in a contract to supply road equipment to *Venezolana de Cimentos S.A.*, in the amounts of US\$ 8,238,488.00 and US\$ 2,471,546.55, respectively, for terms of up to 290 days and at a maximum cost of 4.00% per annum, per operation; **(2nd)** formalize favorable agreement regarding the performance of the Company in the first half of this year, as well as in relation to the indicators provided for the second half of the year, which were considered to be aligned to the sector and macroeconomic scenarios of the automotive industry, regarding which recommendations have been made to the Executive Board to make efforts to lengthen the debt profile of the Company.

CLOSURE: There being no other matters to address, these minutes were drawn up, read, approved and signed by the Board of Directors members. Caxias do Sul, July 20, 2012.



Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia