



## **RANDON S.A. Implementos e Participações**

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

### **Minutes no. 734 of the Board of Directors` Meeting**

DATE, TIME, VENUE: January 18, 2013, at 4:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: the majority of members of the Board of Directors.

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

RESOLUTIONS: By unanimous vote, the Board members decided to authorize the Executive Board, Statutory and Non-Statutory, to make arrangements to: **(i)** take on loans through the opening of a line of credit with transfer agents of funds from *Banco Nacional de Desenvolvimento Econômico e Social* (BNDES) (National Economic and Social Development Bank) for a total amount of R\$ 100.000.000,00, pursuant to BNDES Investment Maintenance Program (BNDES PSI) - Pre-Shipment Export Subprogram, at a financing cost of 5.50% per year, levied on the value in Reais, with the principal to be paid in a lump sum within 36 (thirty-six) months from the date of the loan signing, and quarterly amortization of interest; and **(ii)** provide surety guarantee in favor of the controlled company Suspensys Sistemas Automotivos Ltda., with *Banco Nacional do Desenvolvimento Econômico e Social* (BNDES), pursuant to loan taken on by said Controlled company, in the amount of R\$ 123.740.000,00, divided into 6 (six) subloans, as per terms and conditions approved by the *BNDES* Board – Document no. 1.403/2012, dated December 18, 2012. The Board members Célia Maria Xavier Larichia and Hugo Eurico Irigoyen Ferreira, unable to attend the meeting, have sent, by electronic means, their written agreement with the decision made by the other Board members.

CLOSURE: There being no other matters to address, the minutes were drawn up, read, approved and signed by the Board of Directors members.

Caxias do Sul, January 18, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho