



RANDON S.A. Implementos e Participações

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

Minutes no. 736 of the Board of Directors` Meeting

DATE, TIME, VENUE: February 4, 2013, at 3:00 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;

CHAIR AND SECRETARY: 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 take the necessary measures to (i): enter into a financial transaction known as Credit Note to Export with primary financial institutions in the amount of US\$ 110,000,000.00 (One hundred and ten million) at the rate of 5.50% per year, with payment of the principal amount in a lump sum, within 36 months from the contract and quarterly amortization of interest; and (ii) grant a fiduciary guarantee on behalf of its controlled company Fras-le S.A. with *Banco Nacional do Desenvolvimento Econômico e Social* (BNDES), pursuant to financing to be negotiated by such controlled Company, in the total amount of R\$ 109,046,000, divided into 6 (six) subloans, as per the terms and conditions approved by the BNDES`s Board decision no. 33/2013, dated January 22, 2013. The Board members Célia Maria Xavier Larichia and Hugo Eurico Irigoyen Ferreira have sent, in writing, by e-mail, their manifestation of agreement with the decisions contained in these minutes.

CLOSURE: There being no other matters to address, these minutes were drawn up, read, approved and signed by the attending Board Members.

Caxias do Sul, February 4, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho