



RANDON S.A. Implementos e Participações

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

Minutes no. 737 of the Board of Directors` Meeting

DATE, TIME AND VENUE: February 13, 2013, at 4:00 PM, at the company`s headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS.

PARTICIPANTS: The majority of members of the Board of Directors.

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

RESOLUTIONS: The Board unanimously decided to rectify the decision made in minutes RCA no. 733, of January 9, 2013, ratifying the act performed by the Executive Board, statutory and non-statutory, to negotiate the financial transaction called *Finame Fabricante – Production Category* with Banco do Brasil S.A., *Contract no. 40/01240-9*, for a total value of up to R\$ 99.272.385,00 with payment term of 7 (seven) months at the interest rate of 2.50% a year. The Board members Célia Maria Xavier Larichia and Hugo Eurico Irigoyen Ferreira, unable to attend the meeting, have sent, in writing, by e-mail, their manifestation of agreement with the decisions made by the other Board members.

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

Caxias do Sul, February 13, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho