



RANDON S.A. Implementos e Participações

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

Minutes no. 739 of the Board of Directors` Meeting

DATE, TIME, VENUE: February 22, 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;

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 grant a fiduciary guarantee to its controlled company Master Sistemas Automotivos Ltda. with Banco do Brasil S.A. in a financial operation called *Credit Note to Export* to be negotiated with such Controlled company in the total amount of R\$ 60.000.000,00, at the rate of 5.50%/year, with payment of the principal amount in a lump sum within 36 months from the date of negotiation, and quarterly amortization of interest.

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 22, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira