



RANDON S.A. Implementos e Participações

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

Minutes no. 738 of the Board of Directors` Meeting

DATE, TIME AND VENUE: February 22, 2013, at 10:00 A.M., 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, sitting members of the Audit Board, Directors, and representatives of Ernst & Young Terco Auditores Independentes S.S.

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

RESOLUTIONS: According to the Agenda of the Day, known to all, the Board members unanimously decided to formalize their favorable opinion about:

- (i)** The Financial Statements and their Notes to the financial statements, the report of Ernst & Young Terco Auditores Independentes S.S., and the 2012 Annual Management Report ended December 31, 2012. The Directors deemed the Report contents as correct, and the Financial Statements as appropriate in all its aspects; and,
- (ii)** The Board's Proposal on the appropriation of net income for the year, including the proposal on dividends, which have been calculated at the rate of 30% of the adjusted income, in compliance with the terms established by the Company`s By-Laws;

The Board member Célia Maria Xavier Larichia, who was unable to attend the meeting, has sent, in writing, her manifestation of agreement with the decisions made by the other Board members.

The Audit Board Member Nilo José Panazzolo, who represents the minority shareholders, congratulated the Company on its posture and transparency, thanked for the collaboration of the administrators and technicians, highlighted the progress of tasks and informed that the opinion of the Supervisory Board is that the Management Documents are suitable for their appreciation by shareholders at the Annual General Meeting.

As a result of the decisions made in this meeting, the Board Members authorized the convening of the Annual General Meeting, to be held on April 5, 2013, to resolve on the matters relating to Art. 132, of Law 6404/76.



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 22, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira