



Randon S. A. Implementos e Participações

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

Audit Board`s Meeting

Minutes no. 110

Date: February 21, 2013

Time: 4:00 PM

Venue: Headquarters` of the Company

Attendance: Carlos Osvaldo Pereira Hoff, Fernando Bevilacqua e Fanchin, João Carlos Sfreddo, Maria Tereza Casagrande and Nilo José Panazzolo, sitting Audit Board Members. .

Resolutions:

1. Based on the examination of (i) Company`s Financial Statements ended December 31, 2012, comprising: Annual Report, Individual and Consolidated Financial Statements prepared according to Brazilian and International accounting standards issued by the International Accounting Standards Board - IASB (Balance Sheets, Statements of Income, Comprehensive Income, Changes in Equity, Cash Flows and Added Value Statements), the Notes to Financial Statements and the Independent Auditors' Report , and (ii) Proposal of the Executive Board regarding the allocation of the net income for 2012, dated February 2013. And also considering the testimony provided by the representative-partner of Ernst Young & Terco Auditores Independentes S.S. and by the Company's Director, the Audit Board Members, pursuant to sections II, III and VII of Article 163, of Law 640476, resolved to issue their respective Opinion, which reads as follows: **"Audit Board`s Opinion:** *The Audit Board members of Randon S.A.-Implementos e Participações, pursuant to corporation law, have examined the Management Annual Report, the Financial Statements adjusted to current accounting rules, the Notes to Financial Statements and Independent Auditors' Report on Financial Statements containing their opinion on such Statements, issued by Ernst & Young Independent Auditors Terco SS, for the fiscal year ended December 31, 2012; they examined the proposed allocation of net income for 2012, they listened to the company`s management and the partner-representative of the Independent Auditors on these management documents. The Audit Board members expressed the opinion that the business and the main administrative facts for the ended year are included in the Report, the financial and equity position of the Company on December 31, 2012 is demonstrated in the Financial Statements, and the proposed allocation of net income for 2012, including dividends to shareholders, complies with the law and the Company`s Bylaws. The directors state that the documents are in condition to be examined and approved by the shareholders at the Annual General Meeting. Caxias do Sul, February 21, 2013. Maria*



Tereza Casagrande, Carlos Osvaldo Pereira Hoff, Nilo Jose Panazzolo, João Carlos Sfreddo, Fernando Bevilacqua and Fanchin "

The minutes were read and approved by Board members.

Caxias do Sul, February 21, 2013

Maria Tereza Casagrande

Carlos Osvaldo Pereira Hoff

Fernando Bevilacqua e Fanchin

João Carlos Sfreddo

Nilo José Panazzolo