



RANDON S.A. Implementos e Participações

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

Minutes no. 740 of the Board of Directors` Meeting

DATE, TIME AND VENUE: April 17, 2013, at 10:00 AM, at the Company`s headquarters, located at Abramo Randon Avenue, 770, in Caxias do Sul, RS.

PARTICIPANTS: All members of the Board of Directors.

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

RESOLUTIONS: Pursuant to the Agenda of the Day, known to all, the members of the Board of Directors unanimously resolved on the following:

(1^a) In conformity with sole paragraph of Article 19 of the Company`s by-laws, to elect Raul Anselmo Randon and Alexandre Randon to serve, respectively, as Chairman and Vice-Chairman of the Board of Directors;

(2^a) In conformity with Article 21, item "f", of the Company`s Bylaws, to elect the members of the Executive Board of the Company for a term of 2 (two) years, to remain in their office until their substitutes are duly sworn in. As President-Director, it was elected **David Abramo Randon**, Brazilian, married, mechanical engineer, resident and domiciled at Gironda St, no. 80. Zip Code 01435-040, in the city of São Paulo (SP), bearer of the Identity Card no. 18.453.983-3-SSP/SP, and enrolled with the Private Taxpayer`s Registry under no. 277.049.120-20; and, as Vice-President Directors, it was re-elected **Alexandre Randon**, Brazilian, divorced, mechanical engineer, resident and domiciled at Rio Grande St, 477, Apt. 142, Zip Code 04018-001, Vila Mariana District, in São Paulo, SP, bearer of the Identity Card no. RG nº 9001742445-SJS/RS and enrolled with the Private Taxpayers` Registry under no.468.801.000-15; and **Erino Tonon**, Brazilian, married, mechanical engineer, resident and domiciled at Alberto Bracagioli St., no. 1132, Jardim Margarida District, Zip Code 95050-020, in the city of Caxias do Sul, RS, bearer of the Identity Card RG nº 2003943087-SSP/RS and enrolled with the Private Taxpayers` Registry under no. 057.383.420-20; and, as Director, **Geraldo Santa Catharina**, Brazilian, married, business administrator, resident and domiciled at Rua das Camélias, no. 620, Zip Code 95012-120, in the city of Caxias do Sul (RS), bearer of the Identity Card no. RG no. 1009723501-SSP/RS and enrolled with the Private Taxpayer`s Registry under no. 327.305.350-04, who will, cumulatively with his executive functions, serve as Investor Relations Director. The Secretary of the Meeting expressed the Company`s gratitude



to Astor Milton Schmitt for his services during the thirty-six years in which he held executive functions in Randon Companies.

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, April 17, 2013.

Raul Anselmo Randon

Alexandre Randon

Hugo Eurico Irigoyen Ferreira

Ruy Lopes Filho

Célia Maria Xavier Larichia