



**RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES**

CNPJ n.º 89.086.144/0001-16

Public Traded Company

**MATERIAL FACT**

Randon S.A. Implementos e Participações (“Randon”) – BM&FBovespa RAPT3 and RAPT4 - in compliance with the rules laid down in Law No. 6.404/76, Section 157, § 4º and on CVM Instruction no. 358/02 informs its shareholders and the market in general that had celebrated today a Quota Purchase and Sale Agreement of the 49.999% Meritor’s ownership interest in Suspensys Sistemas Automotivos Ltda. (“Suspensys”), company where Randon already had 50.001% ownership.

Suspensys, a well successful joint venture with the Meritor group, manufactures suspension systems, axles, hubs, drums and supports to commercial vehicles, having obtained in 2011 and 2012, respectively, net revenues of R\$ 1,168.4 million and R\$ 730.9 million, and EBITDA of R\$ 142.0 million and R\$ 68.4 million. The transaction is part of the Randon Companies’ Development and Expansion Plan and through it the group amplifies the scope of this affiliate, allowing the search for new markets.

The total value of the transaction amounts US\$ 195 million and had been signed under the condition of the approval by the Brazilian Antitrust Authority. The acquisition was approved by the Board of Directors and is not a material investment according the Law No. 6.404/76, section 256.

Caxias do Sul, April 29th, 2013.

Geraldo Santa Catharina  
Investor Relations Officer