



## **RANDON S.A. Implementos e Participações**

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

### **Minutes no. 743 of the Board of Directors` Meeting**

DATE, TIME, VENUE: April 29, 2013, at 3:00 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 all necessary measures to sign an Agreement for Purchase and Sale of Quotas between the Company, *Meritor Heavy Vehicle Systems LLC*, and *Meritor do Brasil Sistemas Automotivos Ltda.*, whose object is the acquisition of quotas representing 49.999% of the stock capital of *Suspensys Sistemas Automotivos Ltda.*, a company in which the Company already has an equity interest equal to 50.001%. According to the provisions of said Agreement, the total amount of the transaction amounts to US\$ 195.000.000,00 and its materialization depends on being approved by the Brazilian Competition Defense System. The Board members Hugo Eurico Irigoyen Ferreira and Célia Maria Xavier Larichia, unable to attend the meeting, have sent, in writing, by e-mail, their manifestation of agreement with the decisions made by the other Board members.

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 29, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho