



RANDON S.A. Implementos e Participações

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

Minutes no. 37 of the Executive Board`s Meeting

DATE, TIME, VENUE: December 12, 2013, at 4:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: All members of the Executive Board;

PRESIDING BOARD: David Abramo Randon, Chair, and Alexandre Randon, Secretary.

DELIBERATION: By unanimous vote, the Executive Board members deliberated on proposing the incorporation of the controlled company Suspensys Sistemas Automotivos Ltda. by the Company, as per studies conducted by technical and advisory organs, embodied in the Protocol and Justification of Incorporation of Suspensys Sistemas Automotivos Ltda. by Randon S.A. Implementos e Participações this date, drawn up in accordance with the provisions of Articles 224 and 225, of Law 6,404, dated December 15, 1976, as amended, and with the rules issued by the Brazilian Securities and Exchange Commission.

The Board's proposal will be forwarded for examination of the Board of Directors and Audit Board of the Company. If approved and receiving a favorable opinion from these bodies, the proposal will be submitted to shareholders at the Extraordinary General Meeting.

CLOSURE: After being read and approved, these Minutes were signed by the Executive Board members.

Caxias do Sul, December 12, 2013.

David Abramo Randon

Alexandre Randon

Erino Tonon

Geraldo Santa Catharina