



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

CNPJ 89.086.144/0001-16

Publicly-Traded Company

### **Extraordinary General Meeting**

#### **Notice of Call**

Randon S.A. Implementos e Participações ("Company") invites its shareholders for the Extraordinary General Meeting ("EGM") to be held at 9:00 AM on December 31, 2013, at the Company's headquarters, located at Abramo Randon Ave, 770, Caxias do Sul (RS), whose Agenda will include: to examine, discuss and vote on the following matters:

- 1) The Protocol and Justification of Incorporation of Suspensys Sistemas Automotivos Ltda. ("Suspensys") by the Company, signed by the directors of both Companies;
- 2) The appointment and hiring ratification of Deloitte Touche Tohmatsu Auditores Independentes ("Deloitte"), as a specialized company responsible for the appraisal of the net equity of the company to be incorporated, and preparation of the respective accounting appraisal report ("Appraisal Report");
- 3) The Appraisal Report prepared by Deloitte;
- 4) The incorporation by the Company of the controlled company Suspensys, with the consequent extinction of Suspensys and incorporation of its net equity into the Company ("Incorporation"); and,
- 5) The ratification of all acts performed so far by the administrators of the Company with the goal of implementing the incorporation, including authorization to the directors to take the necessary measures to give effect to the incorporation, also before the competent government offices.

#### **General Instructions:**

- ⇒ To attend and vote at the Meeting, the shareholders shall: (a) submit proof of identity and proof of ownership of the shares issued by the Company, issued by the depository financial institution or by the custodian; (b) if they are represented by a proxy, this latter must have been appointed less than a year ago, must be a shareholder, administrator of the Company, a lawyer or financial institution, being up to the administrator of the investment funds to represent its joint owners; (c) submit the constitutive acts of the shareholders which are legal persons and documents proving the regularity of such representation by the signatories of the proxies.
- ⇒ As set forth by the provisions of Article 15 of the By-Laws, the Company requests that these documents be delivered to the Company's headquarters, preferably by 5:00 pm of December 27, 2013.
- ⇒ All additional documents relating to the Agenda are available on the World Wide Web page of the Company, [www.randon.com.br/ri](http://www.randon.com.br/ri), of the Brazilian Securities Commission (CVM), [www.cvm.gov.br](http://www.cvm.gov.br) and BM&FBOVESPA S.A. Bolsa de Valores, Mercadorias e Futuros, [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).



⇒ Any clarifications may be obtained through the e-mail address [ri@randon.com.br](mailto:ri@randon.com.br), or phone (54) 3239-2505.

Caxias do Sul, December 13, 2013.

Raul Anselmo Randon  
Chairman of the Board of Directors