



RANDON S.A. Implementos e Participações

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

Minutes no. 761 of the Board of Directors` Meeting

DATE, TIME, VENUE: December 20, 2013, at 4:00 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.

DELIBERATIONS: In conformity with the Meeting`s Agenda, known to all, and by unanimous vote, the Board members decided to: **(1st)** ratify a Board act of providing fidejussory guarantee on behalf of the controlled Company Castertech Fundação e Tecnologia Ltda. before Banco Itaú BBA S.A., in a swap financial operation made by such Controlled company, as per Cash Flow Swap Confirmation of Operation No. 109813120037400, dated December 13, 2013, worth the equivalent of up to US\$ 4,740,386.20, with maturity on January 15, 2018; and, **(2nd)** to authorize the Executive Board to take the necessary measures to sign, with Banco IBM S.A., as leaseholder and/or guarantor, leasing contracts to be signed by the Company and its subsidiaries, in the total amount of R\$ 8.365,000,00 for a period of 48 months. 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, the minutes were drawn up, read, approved and signed by the Board of Directors members.

Caxias do Sul, December 20, 2013.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho