



RANDON S.A. Implementos e Participações

Publicly-Traded Company

CNPJ 89.086.144/0001-16

NIRE 43300032680

Extraordinary General Meeting

Summarized Minutes

(I) (I) Date, time, place: December 31, 2013, at 9:00 AM, at the headquarters of the Company, on Avenida Abramo Randon, 770, CEP (Zip Code) 95055-010, Interlagos District, in Caxias do Sul, RS.

(II) Participants: shareholders representing 88,66% of the capital stock of the Company with voting right; shareholders holding preferred shares, administrators, Audit Board members, and the representative of Deloitte Touche Tohmatsu Auditores Independentes.

(III) Legal Publications: (a) Call Notices published on the issues of December 16, 17 and 18, 2013, of *Diário Oficial da Indústria e Comércio do Rio Grande do Sul; Pioneiro*, of Caxias do Sul; and, *Valor Econômico São* (São Paulo Area); and (b) Material Fact published on the issue of December 16, 2013, of *Pioneiro*, of Caxias do Sul, and *Valor Econômico – São Paulo Area*.

(IV) Presiding Board: Raul Anselmo Randon, Chairman, and Alexandre Randon, Secretary.

(V) Deliberations: In compliance with the Meeting's Agenda, by unanimous vote and without any restriction, the shareholders decided to

(1st) Approve, in its exact wording, the Protocol and Justification of Incorporation of Suspensys Sistemas Automotivos Ltda. ("Suspensys") by the Company, signed by the directors of both Companies on December 12, 2013, which lays down the terms and conditions for the incorporation of Suspensys;

(2nd) Ratify the appointment of the specialized company Deloitte Touche Tohmatsu Auditores Independentes ("Deloitte"), a company headquartered in the city of São Paulo, Capital, at Rua Alexandre Dumas 1981, registered at the Regional Accounting Council of the State of São Paulo under no. 2SP011609/O-8, enrolled with the General Taxpayers' Registry (CNPJ/MF) under no.. 49.928.567/0001-11 as a specialized company ("Specialized Company") to conduct the appraisal of the net equity of the Incorporated company by its equity book value, which, based on the assumption of this ratification, had previously prepared the respective Appraisal Report ("Appraisal Report");

(3rd) Approve the Appraisal Report of the assets and liabilities of the Incorporated company, by their book values, in the total amount of R\$ 302.914.197,66, prepared by Deloitte, on December 12, 2013;

(4th) Approve the incorporation, by the Company, of the controlled company **Suspensys Sistemas Automotivos Ltda.**, a limited liability company, headquartered on Abramo Randon Ave, 1262, Interlagos District, CEP (Zip Code) 95055-010, Caxias do Sul (RS), enrolled with the General Taxpayers` Registry (CNPJ/MF) under No. 10.523.280/0001-76, with its Articles of Association filed at the Board of trade of the State of Rio Grande do Sul under NIRE 43203253154, without increasing the Company's capital stock, since, being this latter party the holder of the totality of the capital quotas of Suspensys, the value of the incorporated net equity will be compensated by a same-value amount from the investment account of the Company;

(5th) Ratify all acts performed by the administrators of the Company in order to implement the incorporation and authorize the Directors to perform all acts that are required to formalize and give effect to the incorporation, also before the competent government bodies. As a result of the resolutions made by this General Meeting, Suspensys was declared extinct, assuming the Company, by succession, all of the rights and obligations of that company.

(6th) Closure: There being no other matters to address, the Meeting came to an end and authorization has been given to draw these minutes up in the form of summarized minutes and to publish them with respective signatures omitted, as per Article 130, paragraphs 1st and 2nd, of Law 6.404/76, which, after being read and approved, was signed by the shareholders present to the Meeting.

Caxias do Sul, December 31, 2013.

Raul Anselmo Randon
Chairman

Alexandre Randon
Secretary

DRAMD Participações e Administração Ltda.
Directors Raul Anselmo Randon Nilva Therezinha Randon
President Director Vice-President Director



On behalf of Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI
Guilherme de Castro Barcellos

Raul Anselmo Randon

Alexandre Randon

David Abramo Randon

Sergio Martins Barbosa

Daniel Raul Randon

Erino Tonon

Nilva Therezinha Randon

Maurien Helena Randon Barbosa



Participants at the Extraordinary General Meeting held at 9:00 AM, on December 31, 2013.

SHAREHOLDER	COMMON	%	PREFERRED	%
DRAMD PARTICIPAÇÕES E ADMINISTRAÇÃO LTDA	64.351.787	78,585	34.218.665	21,136
RAUL ANSELMO RANDON	537	0,001	0	0,000
NILVA THEREZINHA RANDON	0	0,000	83.484	0,052
ALEXANDRE RANDON	0	0,000	490	0,000
MAURIEN HELENA RANDON BARBOSA	330	0,000	27.442	0,017
ERINO TONON	544	0,001	1.851.571	1,144
SERGIO MARTINS BARBOSA		-	210.474	0,130
DANIEL RAUL RANDON		-	37.500	0,023
DAVID ABRAMO RANDON	1.078	0,001	1.420	0,001
CAIXA PREV. FUNCION. DO BANCO BRASIL-PREVI	8.250.000	10,075	8.304.860	5,130
TOTAL PARTICIPANTS	72.604.276	88,663	44.735.906	27,632
SHARES IN TREASURY	-	-	2.756.221	1,702
OTHER SHAREHOLDERS	9.284.018	11,337	114.405.031	70,665
TOTAL	81.888.294	100,000	161.897.158	100,000