



RANDON S.A. Implementos e Participações

CNPJ 89.086.144/0001-16
Publicly-Traded Company

Ordinary and Extraordinary General meetings CALLNOTICE

We invite our shareholders to meet at the headquarters of the Company on Abramo Randon Avenue, 770, Caxias do Sul, RS, at 3:00 PM, on April 14, 2014, to discuss the following agenda:

(1) In Ordinary General Meeting

- (a) Examine, discuss and vote for the Annual Report, Financial Statements, and Independent Auditors` and Audit Board`s Reports for the fiscal year ended December 31, 2013.
- (b) To allocate the net profit for the year and decide on the distribution of dividends;
- (c) Elect, if applicable, the members of the Audit Board, and
- (d) Establish the remuneration of the Administrators and, if elected, of the Audit Board members.

(2) In Extraordinary General Meeting

- (a) Deliberate on proposal to increase the share capital of the Company, from R\$ 730.000.000,00 to R\$ 1.200.000.000,00 upon (i) incorporation of part of the Investment Reserve and Working Capital in the amount of R\$ 470.000.000,00 and (ii) issuance of 60,946,363 new nominative book-entry shares, with no par value, being 20,472,074 common shares and 40,474,290 preferred shares, allocating to shareholders, free-of- charge, a new action for every four shares of the same type which the shareholders hold, that is, 25% bonus shares, and
- (b) Deliberate on the related modifications in the Bylaws (i) adjusting the “caput” of Article 5 regarding the increase of stock capital mentioned in the previous item, and (ii) modification of Article 6, with an increase to 200,000,000 common shares and 400,000,000 preferred shares, the authorization threshold for the Board of Directors to resolve on capital increases regardless of statutory reform;

General Instructions:

- ⇒ To participate and vote in these General Meetings, shareholders shall: **(a)** provide identification (Identity Card) and proof of ownership of shares of the Company issued by the depository financial institution or by the custodian financial institution; **(b)** if the shareholder is to be represented by a proxy, the proxy shall have been appointed not longer than one year before the date of the meeting, be a shareholder, an officer of the Company, an attorney or a financial institution, being incumbent upon the investment fund manager to represent its condominium members; **(c)** submit the incorporation documents of the shareholders who are legal entities, and documents corroborating the correctness of the representation by the signatories of the proxies;
- ⇒ Pursuant to Article 15 of the By-Laws, the Company requests that these documents be delivered at the Company`s headquarters, preferably by 5:00 PM of April 10, 2014;
- ⇒ Additional information established in CVM Instruction no. 481/09, as well as the Manual for Shareholders` Attendance at the General Meetings containing instructions to shareholders and details on the topics of the agenda, are available on the World Wide Web of the Company, www.randon.com.br/ri, of the Securities Exchange Commission (CVM) www.cvm.gov.br and of BM&FBovespa, www.bmfbovespa.com.br.



⇒ Any clarifications can be obtained through the e-mail address ri@randon.com.br or by phone (54) 3209-2505.

Caxias do Sul, March 13, 2014.

Raul Anselmo Randon
Chairman of the Board of Directors

Publish on the Newspapers DOE, Pioneiro (Caxias do Sul) and Valor Econômico (São Paulo) on March 13, 14 and 17, 2014..