



RANDON S.A. Implementos e Participações

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

Minutes no. 764 of the Board of Directors` Meeting

DATE, TIME AND VENUE: March 12, 2014, at 3:00 PM, at the Company`s headquarters at Abramo Randon Avenue, 770, Caxias do Sul, RS.

PARTICIPANTS: All members of the Board of Directors, members of the Audit Board and Executive Board.

PRESIDING BOARD: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: According to the Agenda of the day, known to all, the Board members: unanimously decided to authorize the convening of an Extraordinary General Meeting to be held, concurrently with the Ordinary General Meeting, on April 14, 2014, in order to submit to the shareholders the Proposal of the Executive Board to increase the share capital upon incorporation of reserves, with distribution of shares to shareholders, as bonus; and, as a result of such bonus, increase the limits of the authorized capital. The Board members expressed their agreement with the proposal, wherein the share capital of the Company will be increased by R\$ 470.000.000,00, going from R\$ 730.000.000,00 to R\$ 1.200.000.000,00, and 60,946,364 new shares will be issued, of which 20,472,074 will be common shares and 40,474,290 will be preferred shares, which will be allotted, free-of-charge, to shareholders, in the proportion of one new share for every four shares of the same class that they hold, accounting for 25% of the shares currently owned. Additionally, the proposal concerning the increase of the limit of the authorized capital to up to 600,000,000 shares, of which 200,000,000 will be common shares and 400,000,000 will be preferred shares, was also approved. The Audit Board Members have handed over the Opinion of such Supervisory Board to the Chairman of the Board of Directors, with their opinion in favor of such Proposal.

CLOSURE: There being no other matters to address, the minutes were written up, read, approved and signed by the Board members.

Caxias do Sul, March 12, 2014.



Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia