



RANDON S.A. Implementos e Participações

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

Minutes no. 765 of the Board of Directors` Meeting

DATE, TIME, VENUE: April 14, 2014, at 4:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: all members of the Board of Directors, members of the Executive Board and members of the Audit Board;

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

RESOLUTIONS: According to the Agenda scheduled for the Meeting, known to all, and by unanimous vote, the Board members decided, pursuant to the provisions of subparagraph "t", of Article 22 of the Company`s By-Laws, approve the Board`s Proposal concerning the incorporation of the controlled company Randon Brantech Implementos para o Transporte Ltda ("Brantech"), a legal entity headquartered in the city of Chapecó (SC), by the Company and recommend that shareholders, at the Extraordinary General Meeting: (i) approve the Protocol and Justification of Incorporation, signed by the legal representatives of the Company and of Brantech; (ii) ratify the appointment of KPMG Auditores Independentes ("KPMG"), as responsible for the appraisal of Brantech`s net equity by its accounting book value; (iii) approve the Appraisal Report prepared by KPMG;; and (vi) the incorporation of Brantech by the Company, being the directors authorized to take the necessary measures to give effect to such incorporation. The Board members authorized to convene the Extraordinary General Meeting at 10:00 AM of April 30, 2014 in order to deliberate on the matters discussed during this meeting. In compliance with the provisions of paragraph 3 of Article 163, Law 6404/76, the members of the Audit Board attended the meeting and delivered to the President of this Deliberative Body their written opinion in favor of the operation.

CLOSURE: There being no other matters to address, these minutes were drawn up, read, approved and signed by the attending Board Members.

Caxias do Sul, April 14, 2014..

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia