



**Randon S. A. Implementos e Participações**

Companhia Aberta

CNPJ: 89.086.144/0001-16

NIRE 43300032680

**Audit Board`s Meeting**

**Minutes No. 121**

**Date: April 14, 2014**

**Time: 09:00 AM**

**Venue: Company`s Headquarters**

**Participants:** Maria Tereza Casagrande, João Carlos Sfreddo, Fernando Bevilacqua e Fanchin, Imer José Puerari and Nilo José Panazzolo, sitting members of the Audit Board.

**Resolutions:**

The Board members reviewed the Executive Board`s Proposal for the Incorporation of the Controlled Company Randon Brantech Implementos para o Transporte Ltda. and its attachments – I - Protocol and Justification of Incorporation, II – Appraisal Report of Net Equity, III – Information on the Appraisers, IV – Work Proposal by KPMG Auditores Independentes, and V – Financial Statements of Brantech, ended March 31, 2014, and respective KPMG`s Report.

After analyzing these documents, which meet the relevant legal requirements and objectives proposed by Management, the Board members expressed themselves in favor of the Incorporation, as follows: "**Audit Board`s Opinion:** Pursuant to item III of Article 163, of Law 6404/76, the Audit Board examined the Executive Board`s Proposal, dated April 11, 2014, concerning the incorporation of the controlled company Randon Brantech Implementos para o Transporte Ltda. by Randon S.A. Implementos e Participações, which integrate, among other attachments, the Protocol and Justification of Incorporation, the Appraisal Report of Net Equity, and the Financial Statements ended March 31, 2014, with respective KPMG`s Report. The proposal was approved at the Board`s Meeting held on April 11, 2014, as per Minutes no. 41. The Board members stated that the proposal complies with the current legislation and with the goals established by the company. This way, the Board members formalized that the Company's administrators may submit the proposal to the appreciation of the shareholders at the Extraordinary General Meeting, and continue the incorporation process, since it serves the interests of the Companies..



Caxias do Sul, April 14, 2014. Maria Tereza Casagrande, Nilo José Panazzolo, Imer José Puerari, Fernando Bevilacqua e Fanchin, João Carlos Sfreddo”.

The Minutes were read, approved and signed by all Board members.

Caxias do Sul, April 14, 2014.

Maria Tereza Casagrande

João Carlos Sfreddo

Imer José Puerari

Fernando Bevilacqua e Fanchin

Nilo José Panazzolo