



RANDON S.A. Implementos e Participações

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

Minutes no. 768 of the Board of Directors` Meeting

DATE, TIME, VENUE: April 29, 2014, at 2:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: all members of the Board of Directors.

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

RESOLUTIONS: Pursuant to the Meeting`s Agenda, known to all, the Board Members accepted the resignation of Alexandre Randon as Vice-President Director – effective on June 2, 2014, to serve, from this date on, as a Director (without a specific designation). Additionally, pursuant to Article 22, paragraph “f” of the Company`s By-Laws, the Board members unanimously elected **Daniel Raul Randon**, Brazilian citizen, married, mechanical engineer, resident in São Paulo (SP), Rua Rio Grande, 477, apt. 162, Vila Mariana, CEP (Zip Code) 04018-001, bearer of the Identity Card RG no. 3049685534-SSP/RS and enrolled with the Private Taxpayers` Registry (CPF/CPF) under no. 680.334.270-00, to fill the vacant position of Vice-President Director and serve the remaining term of office of his predecessor. The new Vice-President Director will take office on June 2, 2014. Considering the resolutions made in this meeting and in the Board of Directors` Meeting (RCA) no. 740, dated April 17, 2013, the Executive Board, as of June 2, 2014, will be composed as follows: President: David Abramo Randon; Vice-President Directors: Daniel Raul Randon and Erino Tonon; and, as directors, Alexandre Randon and Geraldo Santa Catharina, the latter one concurrently serving as Investor Relations Officer.

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 29, 2014.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia