



RANDON S.A. Implementos e Participações

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

Minutes no. 773 of the Board of Directors` Meeting

DATE, TIME AND VENUE: June 23, 2014, at 2:30 PM, at the Company`s headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS.

PARTICIPANTS: The majority of members of the Board of Directors.

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: to approve the credit and payment of interest on own capital to shareholders, relating to the period January-June 2014, in the form and limits established by legislation. The amount to be credited on June 30, 2014, is R\$ 30.095.512,48, and all shareholders holding shares of the capital stock of the Company by the end of the day, will be paid with the amount of R\$ 0,09989 per common or preferred share. Such value may be attributed to dividends for 2014 fiscal year, as to be deliberated in the next Ordinary General Meeting. Payment will begin on July 25, 2014, and the shares will be traded ex-right on interest, as of June 24, 2014, in accordance with the legal provisions in force relating to withholding of income tax at source. The Board members Hugo Eurico Irigoyen Ferreira and Célia Maria Xavier Larichia, unable to attend the Meeting, have sent, in writing, by e-mail, their manifestation of agreement with the decisions made by the other Board members.

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, June 23, 2014.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho