



## **RANDON S.A. Implementos e Participações**

Publicly Traded Company  
CNPJ 89.086.144/0001-16  
NIRE 43300032680

### **Minutes no. 786 of the Board of Directors Meeting**

DATE, TIME AND VENUE: December 5, 2014, at 4:30 PM, at the Company`s headquarters, located at Abramo Randon Avenue, 770, in Caxias do Sul, RS.

PARTICIPANTS: All members of the Board of Directors.

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

RESOLUTIONS: Pursuant to the Meeting`s Agenda, known to all, pursuant to subparagraph "I" of Article 22, of the By-Laws, the members of the Board of Directors unanimously resolved to approve the credit and the payment of interest on capital payable, in the form and limits laid down by law, in the amount of R\$ 25.003.769,95, to all shareholders holding shares of the Company`s capital stock at the end of this day, who will be remunerated with the amount of R\$ 0.08299 per common or preferred share. The amount to be credited during this period may be attributed to the dividends relating to the same period, as it may be decided in the next General Meeting. Concerning the withholding tax, the current legal provisions will be followed. . Payment will begin on January 26, 2015, pursuant to current legislation regarding withholding tax and shares will be traded ex-rights to interest as of December 8, 2014.

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, December 5, 2014.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia