



RANDON S.A. Implementos e Participações

Publicly-Held Company
CNPJ 89.086.144/0011-98
NIRE 43300032680

Minutes no. 788 of the Board of Directors` Meeting

DATE, TIME, VENUE: December 11, 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.

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

RESOLUTIONS: In conformity with the Meeting`s Agenda, known to all, the Board Members unanimously decided to nominate, as Head Office, the establishment located on Abramo Randon Ave, no. 770, First Floor, *Interlagos* Neighborhood, ZIP CODE 95055-010, Caxias do Sul (RS), enrolled with the General Taxpayers` Registry under no. 89.086.144/0011-98 (CNPJ), and under NIRE (Company Register Identification No.) under no. 43300032680, which will act, in essence, with the purpose of participating in the capital stock of other companies (holding companies), such activity comprising the management and administration of the businesses of the companies belonging to the same economic Group, as well as the administration of their own movable and immovable property. Other activities provided for in the Company's corporate purpose, as described in Article 3 of its Bylaws, shall be carried out by its branches/subsidiaries, according to the operations of each Unit. In this concern, the establishment, which until then used to operate as Head Office, located on Abramo Randon Ave, no. 770, in Interlagos Neighborhood, ZIP CODE 95055-010, Caxias do Sul (RS), enrolled with the General Taxpayers Registry (CNPJ) under no. 89.086.144/0001-16, will now operate as a branch/subsidiary, under NIRE 43901753799 and trading name of "Randon Implementos", with the following corporate purpose: (i) industrialization, commercialization, import and export of automotive and towed vehicles for moving and carrying materials; equipment for road and railway transportation; related mechanical devices, equipment, machines, spare parts, parts and components. (ii) road transportation of cargoes; and (iii) provision of services related to its fields of business. The changes are intended to allow for better control and statement of income of each operating unit, based on its market segment, not resulting in Bylaw changes or in corporate restructuring, since the Company's capital



structure will remain unchanged. The statutory and non-statutory Directors are authorized to take the necessary measures to adjust all relevant registries accordingly, as soon as the Internal Revenue Service of Brazil approves the changes brought about at this meeting.

CLOSURE: There being no further business to address, these minutes were read, approved and signed by the Board members.

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Caxias do Sul, December 11, 2014.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia