



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

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

### **Minutes no. 789 of the Board of Directors` Meeting**

DATE, TIME AND VENUE: March 6, 2015, at 10:00 A.M., at the Company`s headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS.

PARTICIPANTS: All members of the Board of Directors, sitting members of the Audit Board, Directors, and representatives of the Independent Auditors.

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

RESOLUTIONS: According to the Meeting Agenda, known to all, the Board members unanimously decided to formalize their favorable opinion about: (a) the Financial Statements and their Notes to the financial statements, the report of KPMG Independent Auditors, and the 2014 Annual Management Report ended December 31, 2014. The Board members deemed the Report contents as correct, and the Financial Statements as appropriate in all its aspects; and, (b) The Board's Proposal on the appropriation of net income for the year, including the proposal on dividends, which have been calculated at the rate of 30% of the adjusted income, pursuant to the Company`s By-Laws. The Supervisory Board Member Maria Tereza Casagrande congratulated the Company on its posture and transparency, thanked for the collaboration of the administrators and technicians, highlighted the harmonious pace of tasks and informed that the opinion of the Supervisory Board is that the Management Documents are suitable for their appreciation by shareholders at the Annual General Meeting. As a result of the decisions made in this Meeting, the Board members authorized the convening of the Annual General Meeting, to be held on April 15, 2015, to resolve on the matters relating to Art. 32, of Law 6404/76;

CLOSURE: There being no other matters to address, the minutes were written up, read, approved and signed by the Board of Directors members.

Caxias do Sul, March 6, 2015.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia.