



**RANDON S.A. Implementos e Participações**  
CNPJ 89.086.144/0011-98  
Publicly-Traded Company

**Annual General Meeting  
CALL NOTICE**

We invite our shareholders to convene in the Annual General Meeting to be held at the headquarters of the Company, on Abramo Randon Avenue, 770, Interlagos District, Caxias do Sul, RS, at **3:30 PM**, on **April 15, 2015**, to discuss the following agenda:

- (a)** Examine, discuss and vote for the Annual Report, Financial Statements, and Independent Auditors` and Supervisory Board`s Reports for the fiscal year ended December 31, 2014.
- (b)** To allocate the net profit for the year and decide on the distribution of dividends;
- (c)** Elect the members of the Board of Directors;
- (d)** Elect, if applicable, the members of the Supervisory Board;
- (e)** Establish the remuneration of the Administrators and, if elected, of the Supervisory Board members.

**General Instructions:**

- ⇒ Pursuant to CVM Instruction, no. 165/91, dated December 11, 1991, amended by CVM Instruction 282/98, of June 26, 1998, the minimum percentage of voting capital to request cumulative voting is 5% (five percent) for the election of the Board of Directors members.
- ⇒ To participate and vote in the General Meeting, shareholders shall note the following: **(i)** provide identification (Identity Card) and evidence of respective equity interest issued by the depository financial institution or by the custodian financial institution; **(ii)** if the shareholder is to be represented by a proxy, the proxy shall have been appointed not longer than one year before the date of the meeting, be a shareholder, an officer of the Company, attorney or a financial institution, being incumbent upon the investment fund manager to represent its condominium members; **(iii)** submit the incorporation documents of the shareholders who are legal entities, and documents corroborating the correctness of the representation by the signatories of the proxies;
- ⇒ Pursuant to Article 15 of the By-Laws, the Company requests that these documents be submitted at the Company`s headquarters, preferably by 3:30 PM of April 13, 2015;
- ⇒ The additional information provided in CVM Instruction no. 481/09, as well as the Manual for Shareholders` Attendance at the General Meetings, containing instructions to shareholders and details of the topics of the agenda, are available on the World Wide Web of the Company, [www.randon.com.br/ri](http://www.randon.com.br/ri), of the Securities Exchange Commission (CVM) [www.cvm.gov.br](http://www.cvm.gov.br) and of BM&FBovespa, [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).
- ⇒ Any clarifications can be obtained through the e-mail address [ri@randon.com.br](mailto:ri@randon.com.br), or by phone (54) 3239-2505.

Caxias do Sul, March 12, 2015

Raul Anselmo Randon  
Chairman of the Board of Directors