



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

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

### **Minutes no. 795 of the Board of Directors` Meeting**

DATE, TIME, VENUE: May 29, 2015, at 2:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: the majority of 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 decided to authorize the Executive Board, statutory and non-statutory, to take all necessary measures to (i) negotiate a Bank Guarantee with Banco Safra S.A. in the amount of 8.930.129,74, with maturity on September 30, 2015, at the cost of 0.6% per year, as a guarantee of the fulfillment of the Supply Agreement of rail wagons by the Company, and, (ii) take out BNDES (National Economic and Social Development Bank) Capital Goods Financing Lines with Banco Safra S.A., in the amount of R\$ 150.000.000,00, with maturity in up to 13 months, at the TJLP (Long Term Interest Rate) annual cost plus 2.8% for 50% of the amount and at CDI (Interbank Deposit Certificate) annual cost, plus 2.5% for the remaining 50%. The Board members Hugo Eurico Irigoyen Ferreira and Antônio José de Carvalho 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, May 29, 2015.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho