



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

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

### **Minutes no. 798 of the Board of Directors` Meeting**

DATE, TIME, VENUE: July 17, 2015, at 10:00 AM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: The majority of the members of the Board of Directors;

CHAIR AND SECRETARY: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: according to the Meeting`s Agenda, known to all, and by unanimous vote, the Board members decided to authorize the Executive Board - statutory and/or non-statutory – to take all necessary measures to negotiate a guarantee operation, namely: **(i)** Bank Guarantee Letter before the Santander Bank (Brazil) S.A., worth up to R\$ 5.919.770,68 (five million, nine hundred and nineteen thousand, seven hundred and seventy Reais plus sixty-eight cents) for a period of up to 15 months, at the financial cost equivalent of 0.95% per annum, the beneficiary of which being *Financiadora de Estudos e Projetos-FINEP*; **(ii)** Supplement to the Bank Guarantee Letter negotiated in October 2014 with Banco Safra S.A., in the amount of up to R\$ 60.597.714,29 (Sixty million, five hundred and ninety-seven thousand, seven hundred and fourteen Reais, plus twenty-nine cents), the beneficiary of it being Klabin S.A. or a member company of the same economic group, as authorized by this Board, as per minutes RCA 784 regarding the financial cost, which now shall be of 0.80% a year; **(iii)** Letter of Credit with Banco Santander (Brazil) S.A., in the total amount of up to USD 883.200,00 (Eight hundred and eighty three thousand, and two hundred Dollars of the United States of America), at the maximum cost to 0.40% per annum and maturity until November 30, 2015, as a payment guarantee in the import operation negotiated with MA Steel International Trade and Economic Corporation; and, **(iv)** Letter of Credit with Banco Santander (Brazil) S.A., for a total value of up to USD 816,000.00 (Eight hundred and sixteen thousand dollars of the United States of America), at the maximum cost to 0.40% per annum and maturity until November 30, 2015, as a payment guarantee in the import operation negotiated with Taiyuan Heavy Industry Railway Transit Equipment Co. Ltd. The Board member Antônio José de Carvalho has sent, in writing, by e-mail, his 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, July 17, 2015.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira