



RANDON S.A. Implementos e Participações

Publicly-Traded Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 799 of the Board of Directors` Meeting

DATE, TIME AND VENUE: August 5, 2015, at 9:30 AM, at the Company`s headquarters located at Av. Abramo Randon, 770, in Caxias do Sul, RS.

PARTICIPANTS: all members of the Board of Directors.

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

RESOLUTIONS: According to the Meeting`s Agenda, known to all, the Board members unanimously decided to: **(1st)** Approve the Financial Statements and its Notes, which have been audited by KPMG Auditores Independentes, and the Management Report relating to the second quarter of this year (2Q2015) and first half of the current year (1H2015). **(2nd)** Approve, "*ad referendum*" by the shareholders in the first Extraordinary General Meeting to be held, Board of Directors` Proposal to amend the corporate bylaws in order to adjust them to the new rules of the Regulations for Issuers` Listing and Admission on Securities Trading of BM&F Bovespa S.A. – *Bolsa de Valores Mercadoria e Futuros*, especially concerning the rules on the withdrawal and exclusion from trading of securities admitted for trading in such Organized Markets. According to the proposal, Article 18 of the By-Laws will now read as follows:

"**Article 18th.** As a Company authorized to trade its securities in the listing segment called Level 1 of Corporate Governance of BM&FBOVESPA S.A.- Bolsa de Valores, Mercadorias e Futuros, the Company, its shareholders, administrators and members of the Audit Board, when functioning, are subject to the provisions of the Corporate Governance Level 1 Listing Agreement of BM&BOVESPA. The Company, its administrators and shareholders shall also follow the provisions laid down in the Regulations for Issuers` Listing and Admission on Securities Trading, including the rules concerning the withdrawal and exclusion from trading of securities admitted for trading in such Organized Markets managed by *BM&FBOVESPA*. **(3rd)** Formalize manifestation in favor of the review of the indicators forecasted for the second half of the year (guidance), considering them to be aligned with the macroeconomic and industry scenarios.

CLOSURE. There being no other matters to address, these minutes were written up, read, approved and signed by all Board members present at the Meeting.

Caxias do Sul, August 5, 2015.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Antônio José de Carvalho