



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

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

### **Minutes no. 806 of the Board of Directors` Meeting**

DATE, TIME, VENUE: January 20, 2016, at 9:00 AM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: members of the Board of Directors representing the majority of its members and members of the Executive Board;

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 ratify the act performed by the Executive Board of signing the Private Instrument of Fiduciary Assignment of Bond and Credit Rights No. 106312035580050, with Itaú Unibanco S.A., aimed at ensuring the fulfillment of the obligation taken on with such financial institution in the *Export Credit Note Through Transfer of Foreign Resources* ("NCE") in the amount of US\$ 100,000,000.00, signed on March 30, 2012, with maturity on March 19, 2020. The goal of the operation is to make a financial deposit in the amount equivalent to two semi-annual installments of US\$ 9,090,909.09 each, linked to the NCE operation, as additional guarantee by the granting of "waiver", arising from the breach of financial covenants in 2015. 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 contained in these minutes.

CLOSURE: There being no other matters to address, these minutes were drawn up, read, approved and signed by the Board of Directors members. Caxias do Sul, January 20, 2016.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho