



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

Publicly-Traded Company

CNPJ: 89.086.144/0011-98

NIRE 43300032680

### **Supervisory Board`s Meeting**

**Minutes No. 138**

**Date: April 8, 2016**

**Time: 2:00 PM**

**Venue: Company`s Headquarters**

**Participants:** Maria Tereza Casagrande, João Carlos Sfreddo, Roberto Heeren, Imer José Puerari and Telma Suzana Mezia, sitting members of the Advisory Board..

#### **Resolutions:**

The members of the Supervisory Board decided to issue their Opinion, which may be assigned for disclosure and other legal purposes, relating the proposal to increase the Capital Stock of the Company, as follows: "**SUPERVISORY BOARD`S OPINION**". *The members of the Supervisory Board of Randon S.A. Implementos e Participações, in exercising their roles provided for by Article 163, item III, of the Brazilian Corporation Law No. 6404, of December 15, 1976, as amended, as well as according to the legal and statutory provisions, has examined the proposal of the Board of Directors to increase the Capital Stock of the Company, within the limit of the capital authorized by Article 6 of the Company`s By-laws, by R\$ 99.990.000,00, through the issuance of up to 14,682,819 common shares and 29,365,639 preferred shares, at the issue price of R\$ 2,27 per share, upon private subscription by the current shareholders of the Company. The Board members expressed the opinion that the proposal meets the legal and statutory provisions. Caxias do Sul, April 8, 2016. Maria Tereza Casagrande, João Carlos Sfreddo, Imer José Puerari, Roberto Heeren and Telma Suzana Mezia.* Caxias do Sul, April 8, 2016.

Maria Tereza Casagrande

João Carlos Sfreddo

Imer José Puerari

Roberto Heeren

Telma Suzana Mezia