

MINERVA S.A.

Corporate Taxpayers' ID (CNPJ): 67.620.377/0001-14

Company Registry (NIRE): 35.300.344.022

MATERIAL FACT

Minerva S.A. (BOVESPA: BEEF3; Bloomberg: BEEF3.BZ; Reuters: BEEF3.SA), one of the leading producers and sellers of beef, leather and live cattle in Brazil, pursuant to CVM Instructions 319, of December 3, 1999, as amended ("CVM Instruction 319"), and 358, of January 3, 2002, as amended ("CVM Instruction 358"), hereby informs its shareholders and the market in general that the Extraordinary General Meeting held on this date approved: (i) the merger into the Company of its subsidiary, Lord Meat – Ind., Com., Importação e Exportação Ltda., under the terms of the Protocol and Justification of Merger of Lord Meat entered into between the management of the Company and Lord Meat on September 15, 2008; and (ii) the Company's Stock Option Plan, which is aimed at (a) attracting, motivating and retaining the Company's and its subsidiaries' officers, supervisors and managers; and (b) aligning the interests of these executives with the objectives and interests of the Company and its shareholders.

Barretos, October 1, 2008.

Carlos Watanabe
CFO and IRO