



## Report on the Brazilian Code of Corporate Governance - Minerva S.A.

Reference date for information: December 31, 2018

1. Shareholders			
Item	Recommended Practice	Adopted?	Explanation
<b>1.1 Share structure</b>	1.1.1 "The capital of the company should consist only of common shares"	YES	--
	1.2.1 "Shareholders' Agreements should not bind the exercise of voting right of any manager or member of the supervision and control bodies."	NO	The Company's two Shareholders' Agreements bind the exercise of voting right of the members of management, as described in item 12.3 of the Company's Reference Form - version 2, of June 24, 2019, and are available in the Empresas.Net system of the Brazilian Securities and Exchange Commission - CVM and on the Company's website ( <a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a> ). The shareholders that signed the agreement believe that binding the members of the Board of Directors at prior meetings, held in accordance with the two Shareholders' Agreements, is not incompatible with their duties as managers, in particular the duty of independence mentioned in article 154, paragraph 1 of Law 6.404/76. This is because the block vote obtained at prior meetings is an efficient means of exercising the power and duty of control by the Company's controlling group, so as to harmonize and align guidance at Shareholders' Meetings and for the management body, and accordingly it is essential for serving the Company's corporate interests and achieving its business purpose.
<b>1.2 Shareholders' Agreement</b>	1.3.1 "The executive board should use Shareholders' Meetings to report on the conduct of the company's business, and management should publish a manual to facilitate and encourage attendance at Shareholders' Meetings."	YES	--
	1.3.2 "The minutes should provide a full understanding of the discussions held at a meeting, even if entered in the form of a summary of events, and should detail the votes cast by the shareholders."	YES	--
<b>1.3 Shareholders' Meeting</b>	1.4.1 "The Board of Directors should make a critical analysis of the advantages and disadvantages of the protection measures and their characteristics, in particular the triggers and price parameters, if applicable, with explanations."	PARTIALLY	Article 42 of the Company's Bylaws establishes a mechanism to protect shareholder dispersion, as also indicated in item 18.2 of the Reference Form - version 2, of June 24, 2019, both of which are available in the CVM's Empresas.Net system and on the Company's website ( <a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a> ).
<b>1.4 Defense measures</b>			



**1. Shareholders**

Item	Recommended Practice	Adopted?	Explanation
1.4.2 Clauses which cannot be removed from the Bylaws (known as "immutable clauses") should not be used.		YES	<p>The mechanism for protecting shareholder dispersion was included in the Company's Bylaws in order to avoid the concentration of Company shares in the hands of a small group of investors, and, consequently, promote the dispersion of shares. The Company's Board of Directors analyzes and evaluates the issue when amendments to the Bylaws are proposed. Notwithstanding the subsequent statutory amendments, these provisions have been maintained, with the last one being approved at the Shareholders' Meeting held on October 15, 2018, stating that the percentage adopted as a trigger for the application of the mechanism to protect shareholder dispersion in the Company's Bylaws increased from 20% to 33.34%, a percentage that exceeds the interest of the Company's largest shareholder; therefore, the Company's management understands that this new percentage is in line with good corporate governance practices observed in Brazilian and foreign markets.</p> <p>Thus, although the Board of Directors has analyzed the advantages and disadvantages of the protection measures adopted in the Company's Bylaws, including their characteristics, in particular the triggers and price parameters. The content of these analyses was not formally recorded in a proper document, as these issues were analyzed by the Company management at the time of the initial public offering ("<u>IPO</u>") in 2007, the voluntary public offering for acquisition ("<u>OPA</u>") of the subscription warrants issued by the Company in 2011 ("<u>Subscription Warrants</u>") and the update of the percentage that triggers the mechanism to protect shareholder dispersion in 2018.</p> <p>Accordingly, because the analyses conducted by the Company's Board of Directors were not formally recorded in a proper document, they are not available online, there remaining only the excerpts of the minutes of the Board of Directors' Meetings ("<u>RCA</u>") held on May 2, 2007, July 30, 2011 and June 24, 2019, all of which were drafted in summary form of the resolutions and are available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p> <p>For more information on protection measures, see item 18.2 of the Company's Reference Form.</p>

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## 1. Shareholders

Item	Recommended Practice	Adopted?	Explanation
	1.4.3 "If the Bylaws provide that a public offering for acquisition (OPA) must be held whenever a shareholder or group of shareholders reaches a significant direct or indirect interest in the voting share capital, the rule for determining the offering price should not impose the addition of a premium substantially above the net economic value or market value of the shares."	NO	Under article 42 of the Company Bylaws, the OPA price per share may not be less than the highest of (i) 135% (one hundred and thirty-five percent) of the net economic value ascertained in a valuation report; (ii) 135% (one hundred and thirty-five percent) of the issue price of shares in any capital increase by public distribution during the twenty-four (24) months preceding the date on which the OPA became mandatory, to protect shareholder dispersion, pursuant to the Bylaws. This figure must be adjusted by changes in the Broad Consumer Price Index ("IPCA") from the date of issue of the shares in the capital increase to the date of financial settlement of the OPA to protect shareholder dispersion, pursuant to the Bylaws; (iii) 135% (one hundred and thirty-five percent) of the average unit price of the shares during the period of ninety (90) days preceding the date of the OPA, weighted by the trading volume on the stock exchange with the highest turnover in Company shares; and (iv) 135% (one hundred and thirty-five percent) of the highest unit price paid by the Material New Shareholder, at any time, for one Company share or lot of shares.  Accordingly, the Company expects a premium above the economic or market value of the shares because it believes that the imposition of said premium is justified as a measure to protect shareholder dispersion adopted by the Company, preserving share liquidity and maximizing value for the benefit of all shareholders. The premium in question is in line with the market practices adopted by companies with a similar shareholding structure.
<b>1.5 Change of control</b>	1.5.1 The company's bylaws should provide that: (i) transactions representing the direct or indirect disposal of equity control must be accompanied by a public offering for acquisition (OPA) addressed to all the shareholders, at the same price and on the same terms as obtained by the seller; (ii) the managers must make a declaration about the terms and conditions of corporate restructurings, capital increases and other transactions giving rise to a change of control, confirming that they ensure fair and equitable treatment for all shareholders of the company.	YES	--
<b>1.6 Management's declaration in OPAs</b>	1.6.1 The Bylaws should provide that the Board of Directors issue an opinion on any OPA applying to shares or securities convertible or exchangeable into company shares, with important information including	PARTIALLY	Under Article 19, section XXX, of the Company Bylaws, the Board of Directors must indicate whether it is for or against any public offering for the acquisition of Company shares, by issuing an opinion, with its reasons, not more than fifteen (15) days after publication of the offering document, on at least (i) the convenience and timeliness of the OPA for the interests of the Company and the shareholders as a whole, including comments on the price and the potential impact on share liquidity; (ii) the strategic plans for the Company disclosed by the offeror; and (iii) alternatives to accepting the offering that are available in the market.



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	its recommendation on whether to accept the OPA and an opinion on the economic value of the company.		We would mention that this extract from the Bylaws is in line with the new rules of the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão, which do not expressly refer to the adoption of a minimum clause in the Bylaws providing that the OPA should apply to "securities convertible or exchangeable for Company stock."
<b>1.7 Earnings distribution policy</b>	1.7.1 The company must draft and disclose an earnings distribution policy defined by the board of directors. Among other things, this policy must indicate the frequency of dividend payments and the reference parameter to be used to define the amounts (percentages of adjusted net income or of free cash flow, for instance).	YES --	
	1.8.1 The bylaws must identify clearly and precisely the public interest which justified the incorporation of the government-controlled company, in a separate chapter.	NOT APPLICABLE	--
<b>1.8 Government-controlled companies</b>	1.8.2 The board of directors must monitor the activities of the company and set policies, mechanisms and internal controls to ascertain any costs of meeting the public interest and possible reimbursement of the company or its other shareholders and investors by the controlling shareholder.	NOT APPLICABLE	--
2. Board of Directors			
Item	Recommended Practice	Adopted?	Explanation
<b>2.1 Duties</b>	2.1.1 The board of directors should, in addition to any other legal or statutory duties and other practices provided for in this code: (i) define business strategies, taking into account the impact of the Company's activities on society and on the environment, with a view to the future of the company and	YES	<u>Item (i) – Definition of Business Strategies</u>  The Board of Directors is the main body of the Company's governance system and its mission is to protect and increase the value of the Company's equity and maximize the return on investment to shareholders. Therefore, pursuant to article 19 of the Company's Bylaws and item 5 of the Internal Regulations of the Company's Board of Directors (both of which are available in the CVM's Empresas.Net system and on the Company's website ( <a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a> )), its Board of Directors defines the Company's business strategies taking into account their impacts on society and the environment, so as to comply always



## 2. Board of Directors

Item	Recommended Practice	Adopted?	Explanation
	<p>the creation of long-term value; (ii) periodically assess the company's exposure to risks and the effectiveness of the risk management systems, the internal controls and the integrity/compliance system, and approve a risk management policy compatible with its business strategy (see chapter 4); (iii) define the company's values and ethical principles and ensure that transparency is maintained in dealings with all stakeholders (see chapter 5); (iv) review the corporate governance system annually with a view to improving it.</p>		<p>with the law, the principles of environmental sustainability and the Company's social function, in order to create value in the long term.</p> <p>The Board of Directors is also assisted by the Company's Strategic and Investment Committee and Finance Committee. The purpose of the Strategic and Investment Committee is to analyze and issue annual recommendations on the Company's strategic and business plans to be adopted by the Board of Directors in the next five (5) years; to provide the Board of Directors with an analysis of potential niches for the development of new products and/or opening sales channels to access new markets; to analyze and diagnose products already available in the market and in sales channels already in operation, and to issue annual recommendations on the adoption of key performance indicators that shall be followed by the Company in the next five (5) years, monitoring the adoption of such indicators.</p> <p>The Finance Committee will recommend and monitor the adoption of the best economic and financial practices, verifying the process of implementation and maintenance of said practices by the Company, monitoring the average cost of the Company's capital structure, suggesting changes, whenever necessary, and evaluating and discussing funding alternatives. Thus, this Committee provides the Board of Directors with macro and microeconomic analyses and possible impacts on the Company's debt profile, assessing any opportunities and risks in the definition of strategies to be adopted by the Company in order to optimize its debt structure, making recommendations to the Board of Directors with regard to the financial strategies to be adopted by the Company and procedures to maintain the excellence of the Company's financial structure, at least annually, according to parameters defined by the Board of Directors.</p> <p>We should also mention, in relation to the environment, that the Company has many years of experience in relations with government, in particular the social and environmental bodies that regulate issues involving the environment and occupational health and safety and supervise our activities. This relationship has always been one of respect, and based on the highest ethical values. There have not been any material problems between the Company and any authority, as indicated in item 7.5 of the Reference Form - version 2, of June 24, 2019, available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p>



## 2. Board of Directors

Item	Recommended Practice	Adopted?	Explanation
			<p><u>Item (ii) – Assessment of Risks</u></p> <p>The Board of Directors regularly assesses the Company’s exposure to risk and the effectiveness of the internal control systems, as set forth in its Internal Regulations, with the assistance of the Risk Committee, a body that reports to the Company’s Board of Directors, helping manage risks, providing an extensive and integrated vision of the risks and their impacts, and preparing, monitoring and evaluating the Company’s integrated risk map in order to propose improvements to the plans to mitigate strategic, operational, financial and corporate risks to which the Company is exposed.</p> <p>Finally, The Company will prepare and approve a Risk Management Policy, as recommended by the Brazilian Code of Corporate Governance and in order to comply with the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão.</p> <p><u>Item (iii) – Definition of Values and Principles</u></p> <p>The Board of Directors defines the values and ethical principles of the Company and ensures that transparency is maintained in relations with all stakeholders, under the terms of its Internal Regulations. The Board of Directors is responsible for approving changes to the Ethical Conduct Manual adopted by the Company at the suggestion of the Company’s Executive Board.</p> <p><u>Item (iv) – Review of the Corporate Governance System</u></p> <p>The Board of Directors, with the support of the Executive Board and its Committees, analyzes and reviews annually the entire corporate governance structure of the Company, so as to guarantee corporate efficiency and alignment with the best practices of corporate governance, pursuant to its Internal Regulations. Each Committee is responsible for suggesting amendments to their respective Internal Regulations, submitting them for approval by the Board of Directors.</p>
<p><b>2.2 Composition of the Board of Directors</b></p>	<p>2.2.1 The bylaws should provide that: (i) the majority of the members of the board of directors be external, with at least a third of them independent; (ii) the board of directors analyses and reports annually which of its members are independent, and indicates and justifies any circumstances that might compromise their independence.</p>	<p>PARTIALLY</p>	<p>The Company Bylaws do not provide that a majority of the members of the Board of Directors should be external, or that at least a third of them should be independent.</p> <p>However, article 16, paragraph 1 of the Company’s Bylaws sets out the minimum requirements for the composition of the Board of Directors set forth in article 15 of the Novo Mercado Regulations of B3 S.A. – Brasil, Bolsa, Balcão (“Novo Mercado Regulations”), i.e., at least 2 or 20% of independent Board member, whichever is higher. In this sense, the Company believes that there is an adequate number of independent members, since currently there are two independent members of a total of ten members. In compliance with the Novo Mercado</p>

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## 2. Board of Directors

Item	Recommended Practice	Adopted?	Explanation
			<p>Regulations, the Company discloses the names of Board members that fit the definition of independent members in the Management Proposal for the Shareholders' Meeting that elects candidates to the Board of Directors, in the minutes of said meeting and, annually, in its Reference Form. The Management Proposal for the Shareholders' Meeting that is convened to elect Board members includes a statement from the Board of Directors including the reasons why each candidate can be classified as an independent Board member, under the provisions of the Novo Mercado Regulations, and a statement submitted by the candidates for the position of independent members of the Board of Directors attesting to their independence based on the independence criteria established in said Regulations.</p> <p>Thus, although the number of independent board members is not one third of the total, it is in line with the requirements of the Novo Mercado Regulations.</p> <p>Furthermore, the Board of Directors consists of ten (10) members with different profiles, with outstanding professional experience and supplementary knowhow (financial, agricultural and/or corporate), so as to enable committees to be set up, ideas to be effectively debated, and good decisions made. Details and CVs of each member are provided in item 12.5 of the Reference Form - version 2, of June 24, 2019, available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p>
	2.2.2 The board of directors must approve an appointment policy that determines: (i) the process for appointing members of the board of directors, including details of the participation of other company bodies in the process; (ii) that the board of directors must be staffed bearing in mind the availability of its members' time to exercise their functions, and the diversity of their skills, experience, conduct, cultural aspects, age brackets and gender.	NO	<p>The Company still does not have a formal Appointment Policy. However, even if this Policy is not formalized, the members of the Board of Directors are chosen and evaluated according to their availability, knowledge, experience, behavior, cultural aspects, age and gender, in order to ensure diversity in the management body. In this sense, pursuant to item 8.1 of its Internal Regulations, the members of the Board of Directors are required to analyze all personal and professional commitments in order to assess whether they can devote the necessary time to be a member the Board of Directors.</p> <p>However, in order to continue enhancing its corporate governance practices, the Company will prepare and approve such a policy, as recommended by the Brazilian Code of Corporate Governance and in order to comply with the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão.</p>
<b>2.3 Chair of the Board</b>	2.3.1 The chief executive officer should not also hold the position of chair of the board of directors.	YES	--
<b>2.4 Evaluation of the Board of</b>	2.4.1 The company should implement an annual evaluation process regarding the performance of the board of directors and its	PARTIALLY	<p>The Company has an annual performance evaluation process for the Board of Directors and Committees, as collegiate bodies, and the Chair of the Board of Directors and Board members, on an individual basis, although there is not yet a formal performance evaluation policy.</p>

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Item	Recommended Practice	Adopted?	Explanation
<b>Directors and its members</b>	committees, as decision-making bodies, the chair of the board of directors, the directors individually, and the governance secretariat, if there is one.		In order to continue enhancing its corporate governance practices, the Company is analyzing the implementation of such a policy, as recommended by the Brazilian Code of Corporate Governance and in order to comply with the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão.
<b>2.5 Succession planning</b>	2.5.1 The board of directors should approve and keep up to date a succession plan for the CEO, prepared under the supervision of the chair.	NO	Although the Company has no succession plan, it must observe the rules and procedures described in section 3.8 of the Shareholders' Agreement between VDQ Holdings S.A ("VDQ") and SALIC (UK) Limited ("Salic"), dated December 22, 2015 and amended on December 20, 2018, which deals with the succession of the CEO as indicated in item 3.2 of this report. Because of the specific procedures contained in said Shareholders' Agreement, which provides for the appointment of a new CEO by the shareholders VDQ and Salic, we believe that it is not currently necessary to prepare a formal succession plan for this position.
<b>2.6 Onboarding of new directors</b>	2.6.1 The Company should have a predefined onboarding program for new members of the board of directors, to introduce them to key members of the staff and the company facilities, and to discuss matters essential to an understanding of the company's business.	PARTIALLY	Although the Company has no formal onboarding program, we have informal procedures for familiarizing new members of the Board of Directors with the culture, climate, facilities, governance policies, other managers and the business model of the Company, so that they can perform their functions with excellence and make a useful contribution at meetings. The Board of Directors provides new members with a memorandum containing important information to help them perform their functions. In addition, the Company arranges formal meetings between them.
<b>2.7 Compensation of Board members</b>	2.7.1 The compensation of members of the board of directors should be proportional to their duties, responsibilities and time demands. Compensation should not be based on attendance at meetings, and variable compensation for board members, if any, should not be linked to short-term results.	YES	--
<b>2.8 Internal Regulations of the Board of Directors</b>	2.8.1 The board of directors must have internal regulations describing its responsibilities, duties and rules for operation, including: (i) the duties of the chair of the board of directors (see 2.3); (ii) the rules for replacing the chair during absences or in the event of a vacancy; (iii) the measures to be adopted in situations of conflicts of interest; and (iv) a definition of the period of notice sufficient for the receipt of board papers, and how detailed they should be.	YES	--

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## 2. Board of Directors

Item	Recommended Practice	Adopted?	Explanation
<b>2.9 Meetings of the Board of Directors</b>	2.9.1 The board of directors should issue an annual calendar with the dates of ordinary meetings, at least six and not more than twelve, in addition to calling an extraordinary meeting when necessary. This calendar must include an annual agenda of important topics, with discussion dates.	PARTIALLY	<p>Pursuant to Article 18 of the Company's Bylaws, the Board of Directors will meet ordinarily four times a year (quarterly) and extraordinarily, when necessary, at the call of its Chair or of any of the two Vice-Chairs. Thus, the Company's annual calendar of corporate events includes only four ordinary meetings of the Board of Directors, identifying the date and matters for discussion.</p> <p>Ordinary meetings are held to discuss the Company's quarterly financial information, which the Company understands to be the most important predictable corporate event, without the need to schedule meetings in advance to discuss other matters, since, subject to the analysis of the Board of Directors, the meetings may be called extraordinarily.</p> <p>Thus, if necessary, the Chair or any of the two Vice-Chairs of the Board may call extraordinary meetings to discuss pertinent topics.</p> <p>However, the Company and its management remain attentive to any demands that may arise and, if necessary, may change the calendar to include more frequent meetings.</p>
	2.9.2 Board of directors' meetings should include regular sessions for external directors, without the presence of the executives or other invitees, for them to reach agreement and discuss matters that could cause embarrassment.	NO	The Company does not have a specific policy for meetings held exclusively with independent members, as it believes that the presence of the other Board members at the meetings supports informed decision-making by all members of the Board of Directors for the purpose of fulfilling all their fiduciary duties to the Company. However, the Company does not forbid independent Board members from meeting without the presence of the other members of the Board of Directors to examine the matters submitted to them.
	2.9.3 Minutes of board of directors' meetings must be drafted clearly and record the decisions taken, the people in attendance, dissident votes and abstentions.	YES	As a good governance practice, all minutes of Company meetings are drafted clearly, recording the decisions taken, attendance, dissenting votes and abstentions, pursuant to item 7.14 of the internal Regulations of the Company's Board of Directors.

## Executive Board

Item	Recommended Practice	Adopted?	Explanation
<b>3.1 Duties</b>	3.1.1 The executive board should, in addition to any other legal or statutory duties and other practices provided for in this code: (i)	PARTIALLY	Without prejudice to its legal and statutory duties, the Company's Executive Board is responsible for implementing and maintaining effective mechanisms, processes and programs for monitoring and disclosing the financial and operational performance and the impacts of the Company's activities on

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	execute the risk management policy and, whenever necessary, propose to the board of directors any amendments required to the policy due to changes in the risks to which the company is exposed (see 2.1.1 (ii) and chapter 4); and (ii) implement and maintain effective mechanisms, processes and programs for monitoring and reporting financial and operating performance and the impact of the company's activities on society and the environment (see chapter 5).		society and the environment. Although the Company does not have a formal Risk Management Policy, the Executive Board maintains an annual process to review and improve internal controls related to the preparation of the Company's financial statements, in order to provide reliable accounting information to its shareholders and the market in general.
	3.1.2 The executive board should have its own internal regulations governing its structure, its operation and its roles and responsibilities.	NO	<p>Although the Company's executive board has no formal internal regulations, its Bylaws, in section III, define its structure, duties and operation, including the specific duties of each of its members, and so the body can perform all the acts necessary for its regular operation and to attain the Company's business purpose.</p> <p>In this respect, any aspects not covered by the Company Bylaws are decided by the Chief Executive Officer, who is responsible, among other things, for coordinating the work of the other executive officers of the Company and its subsidiaries, pursuant to article 20, paragraph 3, of the Bylaws, and for coordinating, managing, directing and supervising all the Company's business, in Brasil and abroad.</p> <p>We therefore believe that the provisions of the Bylaws are sufficient for the executive board to operate satisfactorily.</p> <p>Only the Chief Executive Officer and the Chief Financial Officer are appointed under section 3.8 and 3.9 of the Shareholders' Agreement between VDQ Holdings S.A ("VDQ") and SALIC (UK) Limited ("<u>Salic</u>"), dated December 22, 2015 and amended on December 20, 2018.</p>
<b>3.2 Appointment of executive officers</b>	3.2.1 Executive officers and managers should not be appointed directly by shareholders.	PARTIALLY	Regarding the Chief Executive Officer, if, on October 1, 2019, and provided that on that date Salic is still a shareholder of the Company and holds a number of tied shares representing at least 10% (ten percent) of the capital stock of the Company, and Fernando Galleti de Queiroz no longer wishes to be Chief Executive Officer, the parties to the Shareholders' Agreement shall arrange for an Appointment Committee to be instated, consisting of the Chair of the Board of Directors, one member of the Board of Directors nominated by VDQ, and one member of the Board of Directors nominated by Salic, and this committee must select a new Chief Executive Officer for the Company.

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Item	Recommended Practice	Adopted?	Explanation
			In addition, for the appointment of any new Chief Financial Officer of the Company as of the date of the Agreement, the parties shall convene a three-member Appointment Committee, which shall be composed of two members of the Board of Directors appointed by SALIC, of whom must be an independent member of the Board of Directors, and one member of the Board of Directors appointed by VDQ. The Appointment Committee will conduct the selection process of the Company's new Chief Financial Officer, and the Chief Executive Officer will be responsible for preparing the list of candidates (being able to include or exclude names).
	3.3.1 The CEO should be evaluated annually, in a formal process conducted by the board of directors, on the basis of attaining financial and non-financial performance targets set by the board for the company.	NO	As a way of minimizing the possibility that an appointment might put the Company at risk, the Appointment Committee and the Nomination Committee shall only approve the nomination of candidates with the appropriate qualifications for the respective positions and, once candidates have been selected, they shall be submitted to the Board of Directors. The Company has no formal process for an evaluation of the CEO by the Board of Directors. The Company's Board of Directors is responsible for evaluating executive officers, in order to determine their compensation, indirect benefits and other incentives, within the overall limit of management compensation approved by the Shareholders' Meeting. The key performance indicators considered when determining each compensation component are: (i) efficiency; (ii) productivity; and (iii) commitment, with no specific financial indicators taken into consideration to determine the compensation of executive officers. Accordingly, the Company's Board of Directors conducts an evaluation of the Executive Board, but the Company has no formal policy in this regard.
<b>3.3 Evaluation of the CEO and executive officers</b>	3.3.2 The results of the evaluation of the other executive officers, including the proposals of the CEO for targets to be agreed and the continuation, promotion or dismissal of executives, should be submitted, analyzed, discussed and approved at a board of directors' meeting.	NO	However, in order to continue enhancing its corporate governance practices, the Company is analyzing the implementation of a Management Performance Evaluation Policy, as recommended by the Brazilian Code of Corporate Governance and in order to comply with the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão.  The Company has no formal process for evaluating the CEO conducted by the Board of Directors. However, in order to continue enhancing its corporate governance practices, the Company is analyzing the implementation of a Management Performance Evaluation Policy, as recommended by the Brazilian Code of Corporate Governance and in order to comply with the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão. See the explanations in item 3.3.1 of this Report.
<b>3.4 Compensation of</b>	3.4.1 Compensation of the executive board should be fixed by means of a compensation	NO	The Company has no formal Management Compensation policy, and it monitors the effectiveness of its compensation policy informally, based on its capacity to attract and retain qualified professionals.

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<b>the Executive Board</b>	<p>policy approved by the board of directors in a formal, transparent process that takes into account the costs and risks involved.</p> <p>3.4.2 Compensation of the executive board should be linked to results, with medium and long-term targets related clearly and objectively to the generation of economic value for the company in the long term.</p>	<p>YES</p>	<p>The Company's Board of Directors is also responsible for determining the compensation, indirect benefits and other incentives of executive officers, within the overall limit of management compensation approved by the Shareholders' Meeting.</p> <p>However, in order to continue enhancing its corporate governance practices, the Company is analyzing the formal implementation of such a policy, as recommended by the Brazilian Code of Corporate Governance and in order to comply with the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão.</p> <p>The compensation of the Executive Board, composed of fixed and variable compensation, as detailed below, is based on the efficiency, productivity and commitment of its members. The Company does not take into account any specific financial indicators to determine the compensation of each executive officer.</p> <p>Executive officers receive a fixed compensation consisting of: (i) salary or management (<i>pro labore</i>) fees, as applicable, and (ii) only one indirect benefit, health insurance. The members of the Executive Board are also eligible to participate in the Company's Second Stock Option Plan, subject to the terms set forth therein. In addition, for fiscal year 2019, part of the compensation of the statutory Executive Board will be variable.</p> <p>Share-based compensation is the Company's long-term variable compensation mechanism designed to encourage the implementation of medium- and long-term actions that create value for the Company, leading to an increase in the value of its securities.</p> <p>Thus, the fixed compensation aims to attract, incorporate, retain and enable the growth of qualified market professionals whose performance can help the Company achieve its corporate purposes. In turn, the objectives of the share-based compensation provided for in the Plan are (a) to encourage the expansion, success and achievement of the Company's corporate purposes; (b) to align the interests of the Company's shareholders with those of management, including executive officers and employees of the Company and its subsidiaries, through participation on an equal basis with the other shareholders in any increase in value of the shares as well as in the risks to which the Company is subject; and (c) to enable the Company or its subsidiaries to attract and retain members of management and employees who are considered key executives. The variable compensation of the statutory Executive Board is intended to encourage the statutory executive officers' efficiency, productivity and commitment to their activities, being fully aligned with the other objectives of the</p>

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Item	Recommended Practice	Adopted?	Explanation
	3.4.3 The incentives structure should be aligned with the risk limits defined by the board of directors and should prohibit a single person both controlling and overseeing the decision-making process. No one should determine his/her own compensation.	YES	<p>Company's compensation practices and policies. The incentives structure is defined by the Board of Directors, which is responsible for determining the individual compensation of the managers, within the global total approved by the Shareholders' Meeting. The Company's incentives structure is in line with the risk limits defined by the Board of Directors and linked to medium and long-term targets and results.</p> <p>We would also stress that the Company's incentives structure does not allow executive officers to decide on their own compensation, and that, in accordance with our internal regulations, a member of the Board of Directors who also holds the position of statutory executive officer, even on a temporary basis, may not be involved in the process of deciding management compensation.</p>

## 4. Supervision and Control Bodies

Item	Recommended Practice	Adopted?	Explanation
<b>4.1 Audit Committee</b>	4.1.1. The statutory audit committee should: (i) among its other duties, advise the board of directors on monitoring and controlling the quality of the financial statements, internal controls, risk management and compliance; (ii) have a majority of independent members, and be chaired by an independent director; (iii) have at least one independent member with proven experience in all of the following areas: accounting/corporate, internal controls, finance and auditing; and (iv) have its own budget to engage consultants for accounting, legal and other matters, when necessary in the opinion of an external specialist.	NO	<p>The Company has no Audit Committee, but our internal controls system consists of a structured process including the Board of Directors, the Executive Board, the Risks Committee and all the Company staff, intended to enable the Company's business to be carried on safely, appropriately and efficiently, and dependable financial statements to be prepared, in accordance with the law and the requirements of the regulatory authorities. Systems and procedures are constantly reassessed by management and compliance tests carried out regularly, in order to check the effectiveness of the existing controls, as described in item 5.3 of the Reference Form - version 2, of June 24, 2019, available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p> <p>To monitor and control the quality of the financial statements, we engage independent auditors who carry out their procedures to assess the risk of material misstatement. To this end, they examine the more important internal controls to ensure that our financial statements adequately represent the Company's situation. Our financial statements are currently audited by Grant Thornton Auditores Independentes.</p> <p>However, in accordance with the practices recommended by the Brazilian Code of Corporate</p>



#### 4. Supervision and Control Bodies

Item	Recommended Practice	Adopted?	Explanation
			Governance and in order to comply with the rules and procedures of the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão, the Company will create an Audit Committee to approve the respective Internal Regulations.
<b>4.2 Fiscal Council</b>	4.2.1 The fiscal council should have its own internal regulations describing its structure, its operation, work schedule, role and responsibilities, without hindering the individual work of its members.	YES	--
	4.2.2 Minutes of fiscal council meetings must observe the same rules of disclosure as minutes of board of directors' meetings.	YES	--
<b>4.3 Independent audit</b>	4.3.1 The company should introduce a policy for contracting non-audit services from its independent auditors, approved by the board of directors, prohibiting the practice if it may compromise the independence of the auditors. The company must not engage an independent auditor who has provided internal audit services for the company within the last three years.	PARTIALLY	<p>Although the Company does not have a policy for contracting non-audit services from its independent auditors approved by the Board of Directors, it is the Board of Directors that engages independent auditors, under article 19 of the Bylaws, who work following the principles of ethics established in the Company's Ethical Conduct Manual, observing the applicable rules to preserve the independence of external auditors referring to the hiring of services not related to the external audit, while ensuring adherence to international principles according to which auditors are forbidden from auditing their own work, performing management functions, or acting as an advocate for the client, in accordance with the procedures established by the Company.</p> <p>Additionally, when hiring other services, the scope and procedures of such services are discussed with the independent auditors, so that they do not affect the independence rules. The Company, through its Board of Directors, works to ensure the independence of the independent auditors.</p> <p>In short, when hiring services other than the audit, the Company will be responsible for ensuring that the independent auditors will not have their independence compromised in relation to the Company, its management and its shareholders.</p>
	4.3.2 The independent audit team should report to the board of directors, through the audit committee if there is one. The audit committee must monitor the effectiveness of	NO	We also point out that the current independent auditors of Company, at the date of this report, had not provided internal audit services to the Company during the three years prior to their engagement.
			The Company currently does not have an Audit Committee, and the independent audit team reports directly to the Company's Board of Directors, which monitors the effectiveness of the work of independent auditors, as well as their independence, evaluating and discussing their annual work plan.



#### 4. Supervision and Control Bodies

Item	Recommended Practice	Adopted?	Explanation
4.4 Independent audit	the work of the independent auditors, and their independence. It must also assess and discuss the annual work schedule of the independent auditors and submit it for the consideration of the board of directors.	NO	However, in accordance with the practices recommended by the Brazilian Code of Corporate Governance and in order to comply with the rules of the Novo Mercado Regulations of B3 S.A. - Brasil, Bolsa, Balcão, the Company will create an Audit Committee to approve the respective Internal Regulations.
	4.4.1 The company should have an internal audit department reporting directly to the board of directors.		The Company currently does not have an Internal Audit area reporting to the Board of Directors, which performs the function of monitoring, evaluating and recommending improvements to internal controls and risk management directly, with the assistance of the Risk Committee.
	4.4.2 If this activity is outsourced, the internal audit services must not be provided by the firm which audits the financial statements. The company must not engage an internal auditor who has provided independent audit services for the company within the last three years.		--



#### 4. Supervision and Control Bodies

Item	Recommended Practice	Adopted?	Explanation
<b>4.5 Risk management, internal controls and compliance</b>	4.5.1 The company should have a risk management policy, approved by the board of directors, which includes a definition of the risks for which protection is required, the instruments used for the purpose, the organizational structure for risk management, the assessment of the adequacy of the operating structure and the internal controls for verifying their effectiveness, as well as defining guidelines for establishing acceptable limits for the company's exposure to these risks.	PARTIALLY	<p>The Company has no formal risk management policy, but it has a Risk Committee, which in turn is governed by its Internal Regulations. The Company's risks are monitored by its Board of Directors, advised by the Risk Committee, which continuously evaluates, verifies, supervises and observes whether the practices adopted when conducting the Company's activities are adequate for the internal controls established, in order to identify changes in the level of performance required or expected. The Board of Directors, upon recommendation of the Risk Committee, makes any necessary adjustments and changes to internal control procedures.</p> <p>The Internal Regulations of the Risk Committee were approved by the Board of Directors at a meeting held on March 12, 2019 and are available in the CVM's Empresas.Net system and on the Company's website. (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p> <p>Pursuant to the Internal Regulations of the Board of Directors and the Internal Regulations of the Risk Committee, the Board of Directors periodically assesses the Company's exposure to risk and the effectiveness of the internal control systems, as set forth in its Internal Regulations, with the assistance of the Risk Committee, a body that reports to the Company's Board of Directors, helping manage risks, providing an extensive and integrated vision of the risks and their impacts, and preparing, monitoring and evaluating the Company's integrated risk map in order to propose improvements to the plans to mitigate strategic, operational, financial and corporate risks to which the Company is exposed. The Risk Committee operates independently of the Company's Executive Board.</p> <p>In addition, the Executive Board maintains an annual process to review and improve internal controls related to the preparation of the Company's financial statements, in order to provide reliable accounting information to its shareholders and the market in general.</p> <p>It is also worth mentioning that the Company's Fiscal Council is the supervisory body of the acts of the Company's management, being responsible for verifying the fulfillment of the legal and statutory duties of said members of management. The Fiscal Council is the Company's management body that operates independently of the other management bodies and independent auditors hired by the Company.</p>



#### 4. Supervision and Control Bodies

Item	Recommended Practice	Adopted?	Explanation
			<p>The Company also has a whistleblowing channel that receives opinions, criticisms, complaints and reports of wrongdoing expressed by stakeholders. This channel has the necessary independence and, in all cases, guarantees the confidentiality of its users.</p> <p>It is worth noting that the Company's several departments, within their attributions and hierarchical functions, are responsible for monitoring and mitigating the risks related to their area and competence. The risk control and monitoring performed by each department is directly guided and supervised by the Company's management. Any deviations are reported to the Company's management, which is responsible for taking measures to minimize negative impacts.</p> <p>The Company also has mechanisms and procedures for constantly monitoring its operational and financial processes, with the aim of (1) keeping records that accurately and precisely reflect the Company's transactions and assets; (2) providing reasonable assurance that the transactions recorded enable the preparation of financial statements in accordance with accounting principles generally accepted in Brazil, and that the Company's receipts and disbursements are made only with the authorization of the Company's management; (3) providing reasonable assurance about the prevention or timely detection of unauthorized transactions involving the acquisition, use or sale of Company assets that could have a material effect on the financial statements; (4) identifying non-compliance or deficiencies or that compromise the Company's compliance with policies and standards adopted by it, including possible cases of fraud, damage or misappropriation of assets; (5) providing reasonable information security for the Company's computer systems and restricted data protection; and (6) constantly managing the risk factors to which the Company is exposed, pursuant to items 5.1 and 5.2 of this Reference Form.</p> <p>The Company believes that the degree of efficiency of the internal controls adopted to ensure the preparation of the financial statements is adequate for its activities. In any case, given its commitment to constantly improving its practices, management has been evaluating the effectiveness of the Company's internal controls and continuously adopting procedures to identify the best tools that fully meet the specific needs of the Company's business model, allowing the implementation of a consolidation information system that mitigates the deficiencies identified in the independent auditors' evaluation and review process. In this sense, the Company will prepare and approve the Risk Management Policy, in accordance with the practices recommended by the Brazilian Code of Corporate Governance and in order to comply with the Novo Mercado Regulations of</p>



#### 4. Supervision and Control Bodies

Item	Recommended Practice	Adopted?	Explanation
			<p>B3 S.A. - Brasil, Bolsa, Balcão.</p> <p>For more information on the risk control structure and mechanisms adopted by the Company, see items 5.1 to 5.3 of the Reference Form - version 2, of June 24, 2019, available in the CVM's Empresas.Net and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p> <p>Financial risks, credit risks, international operations and export risks, the risk of a deterioration in the economic situation, risks from the use of derivative financial instruments, risks arising from fluctuations in interest rates and exchange rates, and the risk of volatility in the purchase price of cattle are controlled.</p> <p>The risks to which the Company is exposed are constantly monitored and managed by the Finance Department, under the supervision of the Risk Committee, in order to define limits and methods of control. The Financial Department's discretion to determine the limits necessary to minimize the Company's exposure to currencies, interest rates and cattle prices is limited exclusively to the parameters of a VaR (Value at Risk) analysis of the derivatives portfolio.</p> <p>The Company believes that effective management of these risks helps preserve and develop its values and assets, as well as protecting its reputation. The purpose of this management is to keep risk within acceptable levels, by means of:</p> <ul style="list-style-type: none"> <li>(i) identifying the key business risks, both internal and external, to which the Company is exposed;</li> <li>(ii) quantifying the direct and indirect economic impacts;</li> <li>(iii) constantly assessing risks, especially in relation to the probability of occurrence and financial impact on the business, so as to enable them to be prioritized and dealt with;</li> <li>(iv) adopting internal risk management procedures, with duties and functions of hierarchical competencies between areas and departments of the Company;</li> <li>(v) analyzing the market risks to which the Company is exposed and which could adversely affect our business, financial situation and operating results;</li> <li>(vi) monitoring changes in the macroeconomic and sectoral scenario which could affect our activities; and</li> <li>(vii) disseminating a risk culture and pursuing best market practices.</li> </ul>



#### 4. Supervision and Control Bodies

Item	Recommended Practice	Adopted?	Explanation
	4.5.2 It is the responsibility of the board of directors to ensure that the executive board has mechanisms and internal controls to identify, assess and control risks, so as to keep them within limits, including a compliance program aimed at observance of the law, regulations and internal and external standards.	PARTIALLY	With respect to its internal controls (compliance), the Company has been systematically strengthening best governance practices, focusing on the anti-corruption, loss and fraud prevention, and antitrust pillars, as well implementing continuous monitoring processes for the practices adopted on behalf of the Company, environmental review, verification of conflicts of interest and training to ensure that the Company, its employees and its management comply with all applicable national and international laws and regulatory standards. The Company also provides its management and employees with minimal guidance on the conduct expected from them (for example, guidance on receiving or offering gifts, giveaways, sponsorships or others) through the "Anti-Bribery and Anti-Corruption", "Conflict of Interest Prevention" and "Ethical Conduct Manual" policies and procedures. In case of violation of internal rules or external requirements involving the Company, disciplinary guidance or corrective measures are applied as necessary.
	4.5.3 The executive board must, at least once a year, assess the effectiveness of the risk management policies and systems and internal controls, as well as the compliance program, and report the results of the assessment to the board of directors.	PARTIALLY	Although the Company does not have a formal risk management policy, the executive board is responsible for assessing, at least once a year, the effectiveness of the risk management policies and systems and internal controls, as well as the compliance program, and reporting the results of the assessment to the Board of Directors.

#### 5. Ethics and Conflicts of Interest

Item	Recommended Practice	Adopted?	Explanation
<b>5.1 Code of conduct and whistleblowing channel</b>	5.1.1 The company should have a conduct committee that is independent and autonomous, reporting directly to the board of directors, and responsible for the implementation, dissemination, training, revision and updating of the code of conduct and the whistleblowing channel, and for investigating reports and proposing corrective measures for violations of the code of conduct.	NO	<p>The Company has an Ethics and Integrity Committee ("<b>Committee</b>"), which is intended to ensure a working environment that is decent, safe, healthy and pleasant, with respectful, transparent and, above all, ethical relationships with direct and indirect employees, service providers and suppliers of the Company. Its duties vary, covering different matters related to Ethics and Integrity. The Committee is a permanent advisory body to the Board of Directors on issues related to exposure to risk to the Company's integrity and reputation.</p> <p>The Committee is permanent in nature and consists of four members, holding office for 2 years, with reelection being permitted, whose appointments must be approved by the CEO of the Company. The members must represent the Administrative, Legal, Human Resources and Corporate Affairs areas.</p>



**5. Ethics and Conflicts of Interest**

Item	Recommended Practice	Adopted?	Explanation
<p>5.1.2 The code of conduct, drafted by the executive board with the help of the committee of conduct, and approved by the board of directors, should (i) govern the internal and external relations of the company, expressing the commitment expected of the company, its directors,</p>		<p>PARTIALLY</p>	<p>The Committee meets monthly, and extraordinary meetings can be called at any time, with all members needing to be present. Extraordinary meetings must be attended by one invited person selected unanimously by the Committee, with the right to speak and vote. The invited person shall be selected on the basis of the matters on the agenda, as someone who can contribute to the decisions to be taken and to the development of the Ombudsman offices.</p> <p>Finally, the ombudsman/secretary must receive and register charges and complaints received by the Ombudsman Offices and through other channels of communication, pass them on for handling and monitor them until they have been resolved.</p> <p>The ombudsman is selected and recruited by the Company's Human Resources area. The ombudsman/secretary may report exclusively to the members of the Committee, and the CEO may veto any involvement in other activities of the Company.</p> <p>In addition to the Ethics and Integrity Committee, the Company's Board of Directors is responsible for periodically assessing the Company's exposure to risks and the effectiveness of its risk management systems, internal controls and integrity/compliance system. Also, the Board of Directors is responsible for preparing and amending the Company's Code of Conduct, applicable to all its employees and members of management, which may also apply to third parties, such as suppliers and service providers, as set forth in the Novo Mercado Regulations.</p> <p>The Company periodically conducts continuous training for its employees in order to make them aware of the "Anti-Bribery and Anti-Corruption" policies and procedure rules, based on their positions and the functions performed by them, in order to disseminate and perpetuate the ethical values and principles adopted. The content and frequency of training are defined by the Company's Compliance area.</p> <p>The Company's Ethical Conduct Manual is available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>). It (i) governs the Company's internal and external relationships; (ii) manages conflicts of interest; (iii) clearly defines the scope and comprehensiveness</p>



## 5. Ethics and Conflicts of Interest

Item	Recommended Practice	Adopted?	Explanation
	<p>executive officers, shareholders, staff, suppliers and stakeholders to proper standards of conduct; (ii) administer conflicts of interest and provide for the abstention of any member of the board of directors, the audit committee or the committee of conduct, if any, if they are in a position of conflict; (iii) define, clearly, the rules applying to privileged information (e.g. use of privileged information for commercial purposes or to obtain advantages in securities trading); (iv) ensure that ethical principles are the basis for contracts, agreements, proposals for changes in the bylaws, and the policies that guide the whole company, and set a maximum value for goods, services or favors that managers and staff may accept from third parties without payment.</p> <p>5.1.3 The whistleblowing channel must be independent, autonomous and impartial, operating as defined by the executive board and approved by the board of directors. It must operate independently and impartially and guarantee anonymity for users, as well ensuring that reports are investigated promptly and appropriate measures taken. This service can be outsourced to a suitable firm.</p>	YES	<p>of actions designed to investigate situations believed to involve the use of insider information; and (iv) sets out the ethical principles that should underlie the Company's business.</p> <p>This Manual is complemented by the "Anti-Bribery and Anti-Corruption" and "Conflict of Interest Prevention" policies and procedures adopted by the Company, which have the full support and engagement of the Company's Board of Directors and Executive Board, and are applied by the Compliance area and supervised by the Ethics and Integrity Committee.</p> <p>Such policies and procedures, however, are currently available for consultation by Company employees only.</p> <p>The Company has a whistleblowing channel to receive opinions, criticisms, complaints and reports of wrongdoing from stakeholders. The channel has the necessary independence, as it is outsourced and, in all cases, confidentiality is guaranteed to users.</p> <p>Contact information:</p> <p>a) Argentina            Website: <a href="http://www.conexaominerva.com">www.conexaominerva.com</a>            Phone: 0800 666 0457            Email (24/7): <a href="mailto:conexionminerva-ar@minervafoods.com">conexionminerva-ar@minervafoods.com</a></p> <p>b) Brazil            Website: <a href="http://www.conexaominerva.com">www.conexaominerva.com</a></p>



**5. Ethics and Conflicts of Interest**

Item	Recommended Practice	Adopted?	Explanation
<b>5.2 Conflicts of Interest</b>	5.2.1 The company's governance rules should ensure the separation and clear definition of functions, roles and responsibilities associated with the mandates of all the agents of governance. Approval authorities for each level must also be defined, in order to minimize possible conflicts of interest.	YES	<p>Phone: 0800 741 0027</p> <p>Email (24/7): <a href="mailto:conexaominerva@canalconfidencial.com.br">conexaominerva@canalconfidencial.com.br</a></p> <p>Mail: P.O. box 521, Barretos/SP, CEP: 06320-291</p> <p>In order to minimize possible conflicts of interest, pursuant to the Company's Bylaws, the Board of Directors shall determine the approval authorities of the Executive Board, in accordance with its duties set out in sections XIX, XXIII, XXIV and XXVI of article 19 of its Bylaws.</p> <p>In addition to the provisions of the law and regulations, the Bylaws define the duties of the Board of Directors (art. 19) and Executive Board (art. 21), and sets the individual duties of each executive officer (art. 20), also contributing to the control of responsibilities for executive decisions taken by the Company. In addition, the Company has approved (i) the Internal Regulations of the Board of Directors; (ii) the Internal Regulations of the Fiscal Council; (iii) the Internal Regulations of the Risk Committee; (iv) the Internal Regulations of the Strategic and Investment Committee; and (v) the Internal Regulations of the Finance Committee, each of which establishes, individually and in detail, the respective responsibilities of each body, as well as its structure and method of operation.</p> <p>The Bylaws currently in effect, approved by an Extraordinary Shareholders' Meeting held on October 15, 2018, the Internal Regulations of the Board of Directors and the Internal Regulations of the Fiscal Council are available in the CVM's Empresas.Net system on the Company's website (<a href="http://ri.minervafoods.com">http://ri.minervafoods.com</a>).</p>

# Minerva Foods

## 5. Ethics and Conflicts of Interest

Item	Recommended Practice	Adopted?	Explanation
<p>5.2.2 The company's governance rules should be published and should require that any member of a management or supervisory body who is not impartial in respect of a matter under discussion must declare a conflict of interest or personal interest at the appropriate time. If this person fails to do so, the rules must provide that any other person who is aware of the conflict must report it, and that in either case the conflicted individual must abstain from the discussions and voting, which means being physically absent. The rules should provide that this temporary absence must be registered in minutes.</p>	PARTIALLY	<p>The Company observes the practices and mechanisms provided for in Law No. 6.404/76 ("<u>Brazilian Corporate Law</u>"), as amended, and the legislation governing conflicts of interest.</p> <p>The person in a situation of conflict of interest or personal benefit must declare the fact and abstain from participating in the discussion or vote on the matter in question, which must be decided by the other shareholders and/or members of management.</p> <p>In this context, the Company complies with all the precepts of the Brazilian Corporate Law, including the provisions of article 115, which states that shareholders and managers must abstain from voting at Shareholders' Meetings relating to (a) valuation reports on assets which they are proposing to transfer to the Company as capital; (b) the approval of management accounts, in the case of managers; (c) matters which could benefit them individually, or which represent a potential conflict of interest with the Company. Thus if a shareholder has a conflict of interest in respect of a matter on the agenda, they may not vote on it.</p> <p>Similarly, in compliance with article 156 of the Brazilian Corporate Law, the Company managers may not be involved in any transaction where they have a conflict of interest with the Company, or in decisions about it taken by the other managers, and may only deal with the Company on an arm's length basis, on the same market conditions that the Company would agree with a third party.</p> <p>In addition, and in line with other provisions of the Brazilian Corporate Law, the Company forbids its directors and executive officers: (i) to use Company assets for any gratuitous action to the detriment of the Company; (ii) to receive any type of direct or indirect personal advantage from a third party, because of their position in the Company, without authorization in the Bylaws or by resolution of a Shareholders' Meeting; or (iii) to be involved in any corporate transaction when their interests conflict with those of the Company, or in resolutions passed by the other board members in relation to such a transaction.</p> <p>The Company also has guidelines on conflicts of interest available in its (i) Ethical Conduct Manual (available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>)); and (ii) "Conflict of Interest Prevention" policies and procedures, currently available for consultation by the Company's employees only.</p>	



**5. Ethics and Conflicts of Interest**

Item	Recommended Practice	Adopted?	Explanation
5.2.3 The company should have mechanisms to manage conflicts of interest in proposals submitted to the vote at shareholders'		YES	<p>These Company rules establish that it is the duty of all employees to refrain from participating in any negotiations, hiring, approvals or management of third parties in situations that constitute or may constitute conflict of interest, as defined in said internal rules. If an employee is in a conflict of interest situation or a potential conflict of interest situation, he/she should notify his/her line manager and contact Conexão Minerva - internal and external Ombudsman channels to report the situation, providing minimum information about the conflict, such as (i) the counterparty; (ii) the object of the contract; (iii) the existing conflict of interest; and (iv) the employees involved.</p> <p>An individual facing a conflict of interest situation, even if it is a potential conflict of interest situation that has not yet been analyzed, should refrain from participating in any decision-making and/or discussion process related to the issue at hand. Exceptionally, and only if previously authorized in writing by the Company's Compliance area, the employee in a conflict of interest may participate in the discussion regarding the potential conflict of interest to the extent necessary to provide additional information that may assist the Company in its decision-making process. Even if authorized to participate in the discussion regarding a potential conflict of interest, the employee in a conflict of interest situation should refrain from participating in the decision and abstain from participating in any way in the voting and resolution on the matter.</p> <p>Regardless of voluntary disclosure by the employee who is in a conflict of interest situation, any other employee who identifies said situation must report it through Conexão Minerva channels.</p> <p>If an employee is in a conflict of interest situation or a potential conflict of interest situation, he/she should notify his/her line manager and contact Conexão Minerva - Internal and External Ombudsman channels to report the situation, providing minimum information about the conflict, such as (i) the</p>



## 5. Ethics and Conflicts of Interest

Item	Recommended Practice	Adopted?	Explanation
<b>5.3 Transactions with related parties</b>	5.3.1 The bylaws should define which transactions with related parties must be approved by the board of directors, excluding any members with potentially conflicting interests.	PARTIALLY	<p>counterparty; (ii) the object of the contract; (iii) the existing conflict of interest; and (iv) the employees involved.</p> <p>Also, regardless of voluntary disclosure by the employee who is in a conflict of interest situation, any other employee who identifies said situation must report it through Conexão Minerva channels.</p> <p>In order to reinforce the duties of employees towards conflict of interest regulations, all those who work in departments with administrative and/or corporate activities within the Company, as well as those who work in positions at a level equal to or greater than supervisors in industrial units, must commit to adhere to the "Conflict of Interest Prevention" procedure by signing the agreement to comply.</p> <p>Should any of the aforementioned employees refuse to submit such document, they will be subject to sanctions, which, depending on the nature and severity of the violation, may range from a simple warning to dismissal or termination of contract in the case of suppliers, customers and service providers, without prejudice to the application of administrative and/or judicial measures.</p> <p>Known or suspected violations of "Conflict of Interest Prevention" policies and procedure should be immediately reported to the Conexão Minerva channel.</p> <p>Finally, these practices are implemented and applied by the Compliance area and supervised by the Ethics and Integrity Committee, with the support and engagement of the Company's Board of Directors and Executive Board.</p> <p>The Bylaws of the Company do not define which transactions with related parties must be approved by the Board of Directors. However, the Company has a Policy for Transactions with Related Parties, approved at the Meeting of the Board of Directors held on December 6, 2018 and available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p>



**5. Ethics and Conflicts of Interest**

Item	Recommended Practice	Adopted?	Explanation
			<p>According to said Policy, the Board of Directors is responsible for approving any transaction between parties related to the Company, except (a) transactions between the Company and the Company's direct or indirect affiliates or subsidiaries ("Investee") in the normal course of business; (b) transactions between direct and indirect subsidiaries of the Company; and (c) granting loans or providing guarantees of any kind to the direct or indirect controlling shareholders of the Company, companies under common control, companies directly or indirectly controlled by them, or a person with significant influence over the Company.</p> <p>In the cases of items (a) and (b) above, when the direct or indirect controlling shareholders of the Company, their management or persons related to them hold a direct or indirect interest in a vehicle other than the Company itself exceeding 5 % of the capital stock of the Investee, the authorization of the Company's Board of Directors will be required.</p> <p>If requested by the Chair of the Board of Directors or the Chief Executive Officer, as the case may be, the members of management who have an interest in the transaction in question will participate in the discussion only to explain their involvement in the transaction and provide further information about the transaction and the parties involved. In this case, they should be absent from the final part of the discussion, including the voting process.</p> <p>If any member of the Board of Directors or statutory executive officer who may have a potential private gain arising from a decision fails to communicate his or her conflict of interest, any other member of the body who is aware of the fact must do so. In this case, if the member of management fails to communicate the conflict of interest voluntarily, this will be considered a violation of the Company's conflict of interest policy and submitted to the Board of Directors, which will evaluate possible corrective actions.</p> <p>The communication of conflict of interest and the subsequent abstention must be mentioned in the minutes of the meeting, including the nature and extension of the interest.</p>

## 5. Ethics and Conflicts of Interest

Item	Recommended Practice	Adopted?	Explanation
	<p>5.3.2 The board of directors should approve and implement a policy for transactions with related parties, including the following rules: (i) a provision that, before approval of specific transactions or guidelines for contracting transactions, the board of directors must ask the executive board for market alternatives to the transaction with a related party in question, adjusted for the risk factors involved; (ii) a prohibition on methods of remunerating advisors, consultants or intermediaries that create a conflict of interest for the company, its managers, shareholders or classes of shareholder; (iii) a prohibition on loans to the controlling shareholder or managers; (iv) a list of transactions with related parties that must be based on independent valuation reports prepared without the participation of anyone involved in the transaction in question, such as a bank, lawyer or consultancy firm, based on realistic premises and information provided by third parties; (v) corporate restructuring involving related parties must ensure equitable treatment for all shareholders.</p>		<p>The Company has a Policy for Transactions with Related Parties, approved at the Board of Directors' Meeting held on December 6, 2018 and available in the CVM's Empresas.Net system and on the Company's website (<a href="http://ri.minervafoods.com/">http://ri.minervafoods.com/</a>).</p>
		PARTIALLY	<p>This Policy includes (i) a provision stating that, prior to the approval of specific transactions or guidelines for contracting transactions, the Board of Directors must request the Executive Board to present market alternatives to the related party transaction in question, adjusted for the risk factors involved; (ii) a prohibition of any forms of remuneration of advisors, consultants or intermediaries that create conflict of interest with the Company, management, shareholders or classes of shareholders; (iii) examples of related party transactions that should be supported by independent appraisal reports, prepared without the participation of any party involved in the transaction in question, including banks, lawyers, specialized consulting firms, among others, based on realistic assumptions and information endorsed by third parties; and (iv) a provision stating that corporate restructurings involving related parties should ensure equitable treatment for all shareholders.</p> <p>However, the aforementioned Policy determines that the granting of loans or the provision of guarantees of any kind to the Company's direct or indirect controlling shareholders, companies under common control, companies directly or indirectly controlled by them, or persons with significant influence on the Company does not require approval by the Board of Directors.</p>
<b>5.4 Securities trading policy</b>	<p>5.4.1 the board of directors of the company should resolve on adopting a policy on trading in company securities, which meets CVM requirements and also creates controls for monitoring trades, as well as for investigating and punishing those responsible in the event of violation of the policy.</p>	YES	<p>The Company has a Policy on Trading in Company securities, approved by the Board of Directors on August 14, 2017, which is intended to prevent the use of privileged information for personal benefit, directly or indirectly, when trading in the securities of Minerva.</p> <p>The policy is intended to prevent the practice of insider trading (the improper use of privileged information for personal benefit or for the benefit of a third party) and/or "tipping" (tips based on privileged information from which a third party may benefit), preserving transparency in securities trading.</p> <p>The Company has undertaken a major awareness campaign among its staff about the importance of complying</p>



## 5. Ethics and Conflicts of Interest

Item	Recommended Practice	Adopted?	Explanation
<b>5.5 Contributions and donations policy</b>	5.5.1 In order to ensure more transparency in the use of company resources, there should be a policy on voluntary contributions, including those related to political activity, to be approved by the board of directors and executed by the executive board, containing clear and objective principles and rules.	PARTIALLY	<p>with Securities Commission rules concerning trading in our shares, and giving notice of the punishment for failure to do so.</p> <p>The rules of said Policy define periods of time during which Related Persons (as defined in the Policy) will be prevented from trading (buying, selling, exchanging, etc.) Company securities, in order to avoid raising questions about the improper use of insider information.</p> <p>The rules of the Policy also apply and should be observed in cases where Related Persons trade Company securities for their own benefit, directly and/or indirectly, but using, for example: (i) third parties with whom Related Persons have an investment portfolio management, fiduciary or administration agreement; and/or (ii) proxies or agents acting on behalf of Related Parties.</p> <p>The Company may also approve the creation of investment plans for Related Persons, pursuant to the Trading Policy.</p> <p>Related Persons who fail to comply with any rule or provision of the Policy shall be liable without limitation for the damages caused and are obliged to indemnify the Company and/or other Related Persons, in full and without limitation (including their respective personal assets), for all damages that the Company and/or other Related Persons may suffer or incur, directly or indirectly, due to such non-compliance with the rules of the Trading Policy by the Related Person.</p> <p>The Trading Policy is available on the websites of Company (<a href="http://ri.minervafoods.com">http://ri.minervafoods.com</a>) and of the CVM (<a href="http://www.cvm.gov.br">www.cvm.gov.br</a>).</p> <p>The Company adopts "Anti-Bribery and Anti-Corruption" policies and procedures, which must be observed by all employees and are available for consultation by employees only. These regulations establish directives regarding (i) acts of corruption and bribery; (ii) relationship with public agents; (iii) family relations with public agents and politically exposed persons; (iv) bonuses, gifts, donations, hospitality and sponsorships; (v) signature of purchase and service contracts; (vi) payments; and (vii) corporate restructurings, associations, consortiums, mergers and acquisitions.</p> <p>The procedures are implemented and applied by the Compliance area and supervised by the Ethics</p>



**5. Ethics and Conflicts of Interest**

Item	Recommended Practice	Adopted?	Explanation
	5.5.2 The policy should provide that the board of directors is the body responsible for approving all disbursements related to political activity.	NO	and Integrity Committee, with the support and engagement of the Company's Board of Directors and Executive Board. The "Anti-Bribery and Anti-Corruption" policies and procedures do not specifically establish the responsibility of the Company's Board of Directors for approval of all disbursements related to political activities. For more information on these policies and procedures, see explanation given in item 5.5.1 of this Report.
	5.5.3 The policy on voluntary contributions by government-controlled companies, or which have recurrent and significant commercial relations with government, should prohibit contributions or donations to political parties or their agents, even if allowed by law.	NOT APPLICABLE	--
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