



**MANAGEMENT'S PROPOSAL FOR THE EXTRAORDINARY SHAREHOLDERS'  
MEETING TO BE HELD ON MAY 10, 2019 AT 11 AM**

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April 10, 2019

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**MINERVA S.A.**

**MANAGEMENT'S PROPOSAL FOR  
EXTRAORDINARY SHAREHOLDERS' MEETING  
TO BE HELD ON MAY 10, 2019, AT 11 A.M.**

Proposal prepared by the management of Minerva S.A., under the terms and for the purposes of CVM Instruction 481, of December 17, 2009, as amended.

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April 10, 2019

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**MINERVA S.A.**

*Publicly-Held Company*

Corporate Taxpayer ID (CNPJ) No. 67.620.377/0001-14  
State Registry (NIRE) 35300344022 - Code of the Brazilian Securities and Exchange  
Commission (CVM) 02093-1

**MANAGEMENT'S PROPOSAL FOR THE EXTRAORDINARY  
SHAREHOLDERS' MEETING TO BE HELD ON MAY 10, 2019**

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*Publicly-Held Company*

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Commission (CVM) 02093-1

**PROPOSAL OF THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY  
SHAREHOLDERS' MEETING TO BE HELD ON MAY 10, 2019**

Dear Shareholders,

The Management of **Minerva S.A.**, publicly-held company, headquartered in the city of Barretos, State of São Paulo, at the extension of Avenida Antonio Manço Bernardes, s/n.º, Rotatória Família Vilela de Queiroz, Chácara Minerva, CEP 14.781-545, with of its articles of incorporation filed at the Trade Board of the State of São Paulo, under State Registry (NIRE) 35.300.344.022, registered in the National Registry of Legal Entities of the Ministry of Economy ("Corporate Taxpayer's ID" or "CNPJ") under number 67.620.377/0001-14, registered in the Brazilian Securities and Exchange Commission ("CVM") as a publicly-held company, category "A", under ticker 02093-1 ("Company"), under the terms of Law 6404, of December 15, 1976, as amended ("Brazilian Corporation Law"), and CVM Instruction 481, of December 17, 2009 ("CVMI 481"), hereby presents the following proposal to be considered at the Extraordinary Shareholders' Meeting of the Company to be held, on first call, on May 10, 2019, at 11 a.m., at the Company's headquarters in the city of Barretos, state of São Paulo, in the extension of Avenida Antonio Manço Bernardes, s/n.º, Rotatória Família Vilela de Queiroz, Chácara Minerva, CEP 14.781-545 ("ESM"), observing the current corporate law and the provisions of the Company's Bylaws ("Proposal").

**1. PURPOSE:**

The Company's Management, considering the Company's best interests, submits the matters below included in the agenda to the evaluation, discussion and vote of the ESM:

- (i) amendment of the head paragraph of Article 5 of the Company's Bylaws to decrease the Company's share capital, in the amount of one billion reais (R\$1,000,000,000.00), without cancellation of shares, to absorb part of the losses accumulated in the financial statements for the fiscal year ended December 31, 2018; and
- (ii) authorization for the executive officers to carry out all acts necessary for

the actual decrease reduction of the Company's share capital.

Therefore, the sections below will evaluate the items listed above, included in the agenda of the Company's ESM, with the reasoning that led the Management to formulate this Proposal.

## **2. CALL NOTICE FOR THE ESM**

Pursuant to Article 124 of the Brazilian Corporation Law, the shareholders' meeting will be convened through a call notice published at least three times in the newspapers typically used by the Company, including the agenda, as well as the place, date and time of the meeting.

Pursuant to the Brazilian Corporation Law, the first the call notice of a shareholders' meeting of publicly-held companies must be published at least fifteen (15) days before the shareholders' meeting, in the Official Gazette of the state where the Company's headquarters is located and in a newspaper of comprehensive circulation in the region of the headquarters. Additionally, Article 8 of CVM Instruction 559, of March 27, 2015, establishes that the company that has issued shares used as collateral for a Depository Receipts program must issue the call notice for the shareholders' meeting no later than 30 days before the said meeting.

In the specific case of the Company, considering the American Depository Receipts issued and sponsored by the Company, the call notice for the shareholders' meeting was published three (3) times, with the advance of 30 days, in the "Official Gazette of the State of São Paulo" and in the newspaper "O Diário de Barretos" all circulating in the state of São Paulo.

## **3. PLACE OF THE ESM**

In general, shareholders' meetings are held in the building in which the company has its headquarters. In exceptional situations of force majeure and fortuitous event, the meeting may be held out of the building of the headquarters, nonetheless in a place located in the region of the Company's headquarters (Brazilian Corporation Law, Article 124, Paragraph 2).

Thus, in compliance with the provisions of the Brazilian Corporation Law, the shareholders' meeting will be held at the building of the Company's headquarters, located in the city of Barretos, state of São Paulo, at the extension of Avenida Antonio Manço Bernardes, s/n.º, Rotatória Família Vilela de Queiroz, Chácara Minerva, CEP 14.781-545.

#### **4. INFORMATION ON THE PARTICIPATION IN THE ESM**

Pursuant to Article 126 of the Brazilian Corporation Law, Article 10, Paragraph 5 of the Bylaws and Item 12.2 of the Company's Reference Form, to participate in the shareholders' meeting the shareholders must submit the following documents to the Company:

- (i) identity document (General Registry Identity Card (RG), driver's license (CNH), passport, identity cards issued by professional councils and professional identity cards issued by Public Administration agencies, provided that they have the holder's photo);
- (ii) proof of ownership of the shares issued by the institution responsible for the bookkeeping of the Company's shares, which is recommended to have been issued up to five (5) days before the date of the Shareholders' Meeting;
- (iii) power of attorney, in case of participation through a representative; and/or
- (iv) referring to shareholders participating in the fungible custody of registered shares, a statement containing respective shareholding, issued by appropriate agency.

The corporate shareholder's representative shall submit a certified copy of the following documents, duly registered at the appropriate agency (Civil Registry of Legal Entities or Trade Board, where applicable): (a) articles of incorporation or Bylaws; and (b) corporate act electing the member of the management to (b.i) attend the shareholders' meeting as the legal entity's representative, or (b.ii) grant a power of attorney for a third party to represent the corporate shareholder.

Regarding the investment funds, the shareholder shall be represented at the shareholders' meeting by the managing institution, observing the provisions of the fund's regulations regarding those who have voting rights of the shares and assets in the fund's portfolio. In this case, the representative of the fund's administrator or manager, in addition to the aforementioned corporate documents related to the manager or the administrator, must submit a simple copy of the fund's regulation, duly registered with the due body.

Concerning the participation through an attorney-in-fact, the powers of representation to participate in the ESM must have been granted less than one (1) year, pursuant to Article 126, Paragraph 1 of the Brazilian Corporation Law.

In addition, in compliance with the provisions of Article 654, Paragraphs 1 and 2 of the Brazilian Civil Code, the power of attorney must indicate the place where it was granted, full identification of the grantor and attorney-in-fact, the date and the purpose of the power of attorney, with designation and extension of the powers granted, with the grantor's signature notarized.

It's worth noting that (a) individual shareholders of the Company may only be represented at the Meeting by an attorney-in-fact who must be a shareholder, member of the Management of the Company, lawyer or financial institution, pursuant to Article 126, Paragraph 1 of the Brazilian Corporation Law; and (b) corporate shareholders of the Company may, pursuant to CVM decision on CVM Proceeding RJ2014/3578, ruled on November 4, 2014, be represented by an attorney-in-fact empowered in accordance with its articles of incorporation or Bylaws and the Brazilian Civil Code rules, without the need of such person being the Company's manager, shareholder or attorney.

The documents of shareholders issued abroad must include the signatures notarized by the Notary Public Officers, must be apostilled or, if the country that issued the document is not a signatory of the Hague Convention (Apostille Convention), they must be legalized in a Brazilian Consulate, translated by a sworn translator enrolled in the Trade Board, and registered in the Registry of Deeds and Documents, in accordance with the current Law.

To better organize the shareholders' meeting, pursuant to Paragraph 5 of Article 10 of the Company's Bylaws, the Company requests the shareholders to send the necessary documents for the shareholders' meeting no later than 72 (seventy-two) hours in advance, to the Investor Relations Department at the Company's headquarters. Copy of the documentation may also be sent by email to [ri@minervafoods.com](mailto:ri@minervafoods.com).

It should be noted that the shareholders may attend the shareholders' meeting even if they do not send the documents in advance, simply presenting such documents at the opening of the shareholders' meeting, in accordance with the provisions of Paragraph 2 of Article 5 of CVMI 481/2009.

Before the opening of the shareholders' meeting, the shareholders or their representatives must sign the shareholders' attendance book, filling out their name, nationality and residence, as well as the number, type and class of shares held, in accordance with the provisions of Article 127 of the Brazilian Corporations Law.

## **5. RULES TO INSTALL THE ESM**

As a general rule, pursuant to Article 125 of the Brazilian Corporation Law, the shareholders' meetings must be convened, at first call, with the attendance of shareholders representing at least 1/4 of the voting shares and, at second call, with any number of shareholders with voting shares.

On the other hand, the extraordinary shareholders' meetings that have as purpose to amend the bylaws will only be installed, on first call, with the attendance of shareholders representing at least 2/3 of the voting capital, pursuant to Article 135 of the Brazilian Corporation Law

Considering that the agenda includes the amendment of the Bylaws, the ESM will only be installed, at first call, with the attendance of shareholders who own shares representing at least 2/3 of the share capital.

If not possible to install the ESM in the first call, new call notices will be duly published by the Company. The ESM may be installed, on second call, with the attendance of shareholders representing any number of shares with voting rights.

## **6. MAJORITY FOR APPROVAL OF THE MATTERS**

The resolutions of the shareholders' meetings, except for the exceptions provided by law, shall be taken by absolute majority of the votes of the attending shareholders, disregarding abstentions (Article 129 of the Brazilian Corporation Law).

Concerning the matters on the agenda, resolutions must be taken by absolute majority of the votes of the attending shareholders, not considering the abstentions.

## **7. MINUTES OF THE ESM**

Pursuant to Article 130, head paragraph of the Brazilian Corporation Law, the work of the shareholders' meetings is documented in writing in the minutes drawn up in the "Book of Minutes of the Shareholders' Meetings", which will be signed by the members of the board and by the attending shareholders. Although it's recommended that all attending shareholders sign the minutes, it will be valid if signed by shareholders with enough shares to the majority required for the resolutions of the shareholders' meeting.

It's possible, if authorized by the shareholders' meeting, to draw up the minutes as a summary of the facts occurred, including dissents and protests, with only the transcript of the resolutions taken, as set forth in Article 130, Paragraph 1, of the Brazilian Corporation Law. In this case, the proposals or documents submitted to the meeting, as

well as the statements of vote or dissent, mentioned in the minutes, will be numbered, authenticated by the presiding board and by any shareholder who so requests, and filed with the company. In addition, the presiding board, at the request of an interested shareholder, will authenticate a copy of the proposal, statement of vote or dissent, or protest presented.

Pursuant to Article 130, head paragraph, of the Brazilian Corporation Law, certificates will be taken from the minutes of the shareholders' meeting, duly authenticated by the chairman and secretary, sent electronically to CVM and B3 S.A. – *Brasil, Bolsa, Balcão* (“B3”), filed at the trade board of the state of the company's headquarters and published in the official gazette and a newspaper of comprehensive circulation, in accordance with the provisions of Article 135, Paragraph 1 and in Article 289 of the Brazilian Corporation Law. Pursuant to Article 130, Paragraph 2 of the Brazilian Corporation Law, publicly-held companies may, if authorized by the shareholders' meeting, publish the minutes without the shareholders' signatures.

Accordingly, the Management proposes that the minutes of the Extraordinary Shareholders' Meeting should be drawn up as a summary of the facts occurred, in compliance with the aforementioned requirements, and published without the shareholders' signatures.

## **8. EVALUATION OF THE MATTERS IN THE AGENDA**

The purpose of this section is to review the matters submitted to evaluation by the Extraordinary Shareholders' Meeting, thus allowing the development of a certainty and an informed decision-making process by the shareholders.

### **8.1. Amendment of the head paragraph of Article 5 of the Company's Bylaws to decrease the Company's share capital, in the amount of one billion reais (R\$1,000,000,000.00), without cancellation of shares, to absorb part of the losses accumulated in the financial statements for the fiscal year ended December 31, 2018.**

The Company's financial statements for the fiscal year ended December 31, 2018 (“DFs 2018”), submitted to approval by the annual shareholders' meeting convened for April 25, 2019 (“ASM 2019”), recorded a negative net income of one billion, two hundred sixty-four million, seven hundred and eighty-three thousand, six hundred and forty reais and eleven cents (R\$1,264,783,640.11) that, when added to the losses of prior years, totals one billion, three hundred and ninety-seven million, nine hundred and fifteen thousand, three hundred and twelve reais and eighty-two cents (R\$1,397,915,312.82).

Within the legal system, accumulated losses prevent the distribution of dividends or interest on shareholders' equity (Brazilian Corporation Law, Article 201,

c/c, Sole Paragraph of Article 189), as well as limit the trading of the Company's shares (Brazilian Corporation Law, Article 30).

According to the Brazilian Corporation Law, the share capital can only be changed in the cases and in compliance with the procedures provided for in the Law and the Bylaws (Article 6). We highlight that, among the cases in which the capital decrease is authorized, there is the possibility of a resolution by the shareholders' meeting to decrease the capital in case of loss, up to the amount of accumulated losses (Article 173 of the Brazilian Corporation Law).

Accordingly, the Company's Management proposes to the Extraordinary Stockholders' Meeting, pursuant to Article 173 of the Brazilian Corporation Law, the Company's capital decrease in the amount of one billion reais (R\$1,000,000,000.00), without cancellation of shares, to absorb part of the accumulated losses that, as per the DFs 2018, totaled one billion, three hundred and ninety-seven million, nine hundred and fifteen thousand, three hundred and twelve reais and eighty-two cents (R\$1,397,915,312.82) ("Capital Decrease").

Pursuant to the capital increase approved by the Company's Board of Directors at a meeting held on December 20, 2018, as filed at the Trade Board of the State of São Paulo ("JUCESP") under number 044.168/19-6 in a session of January 16, 2019, at the end of 2018 the Company's share capital was of one billion, one hundred and fifteen million, one hundred and fifty-six thousand, eight hundred and sixty-four reais and three cents (1,115,156,864.53), divided into three hundred and seventy-six million, six hundred and eighty-seven thousand, one hundred and fifty-seven (376,687,157) common, registered, book-entry shares with no par value.

Since then, due to subscription warrants, the Company's Board of Directors approved increases in the share capital, within the authorized capital limit, based on Article 6 of the Company's Bylaws.

Such capital increases were approved by the Company's Board of Directors at Meetings held on January 11, 2019 ("BDM January 11, 2019"), February 11, 2019 ("BDM February 11, 2019") and March 13, 2019 ("BDM March 13, 2019" and, together with BDM January 11, 2019 and BDM February 11, 2019, "BDMs").

At the BDM January 11, 2019, according to the minutes filed at JUCESP under number 173.434/19-8 in session of March 28, 2019, the Company's Board of Directors approved a capital increase totaling thirty-two reais and ten cents (R\$32.10), issuing five (5) new common, registered, book-entry shares with no par value.

At the BDM February 11, 2019, according to the minutes filed at JUCESP under number 199.723/19-9 in session of April 08, 2019, the Company's Board of Directors

approved a capital increase totaling one thousand, five hundred and ninety-two reais and sixteen cents (R\$1,592.16), issuing two hundred and forty-eight (248) new common, registered, book-entry shares with no par value.

At the BDM March 13, 2019, with minutes under registration at JUCESP, the Company's Board of Directors approved the capital increase totaling sixty-four thousand and two hundred reais (R\$64,200.00), issuing ten thousand (10,000) new common, registered, book-entry shares with no par value.

Considering the capital increases approved by the BDMs, the Company's capital currently corresponds to one billion, one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy nine cents (R\$1,115,222,688.79), divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, registered, book-entry shares with no par value.

Therefore, with the approval of the proposed Capital Decrease, in the amount of one billion reais (R\$1,000,000,000.00), the Company's share capital will go from the current one billion, one hundred and twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$1,115,222,688.79) to one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$115,222,688.79).

The Capital Decrease is proposed without the cancellation of shares issued by the Company. In this sense, the Company's share capital will continue to be divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, registered, book-entry shares with no par value.

It's important to note that the final share capital and the number of shares issued may vary until the date of the ESM due to capital increases resulting from the conversion of subscription warrants issued by the Company. Thus, the final wording proposed for the Bylaws after the Capital Decrease includes the capital figure and the number of shares already considering any increases due to subscription warrants up to the date of the ESM.

It should also be pointed out that since the Capital Decrease will be carried out without refunding part of the shares price of the shareholders, nor reducing the price of non-paid-in shares, the Company will not need to comply with the creditors' opposition term, as set forth in Article 174 of the Brazilian Corporation Law. Thus, if approved by the ESM, the Capital Decrease will take effect immediately.

Furthermore, it should be noted that, if the Capital Decrease is approved by the

ESM, the Company’s “Accumulated Losses” account will register a balance of three hundred ninety-seven million, nine hundred and fifteen thousand, three hundred and twelve reais and eighty-two cents (R\$397,915,312.82), substantially lower than the current total. This should contribute to enable the Company to distribute dividends or interest on shareholders’ equity to its shareholders, thus benefiting all the Company's shareholders, depending on the net income calculated in the current year.

Pursuant to the applicable legislation, **Exhibit I** of this Proposal has information on the Capital Decrease, pursuant to Exhibit 16 of CVM 481.

Accordingly, to reflect the proposed Capital Decrease and already considering the capital increases approved in the above BDMs, the Company’s Management amending the head paragraph of Article 5 of the Company’s Bylaws, which will become effective with the following new wording:

*“Article 5. The share capital is of one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$115,222,688.79), fully subscribed and paid-in, divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, all registered, book-entry shares with no par value.”*

In compliance with Item II of Article 11 of CVM 481I, below is the report that details the origin and the reasoning of the proposed amendment, assessing its legal and economic effects:

Current Wording of the Bylaws	Proposed Amendment to the Bylaws
<p><b>Article 5.</b> The share capital is of one billion, one hundred and fifteen million, one hundred and fifty-six thousand, eight hundred and sixty-four reais and fifty-three cents (R\$1,115,156,864.53), fully subscribed and paid-in, divided into three hundred and seventy-six million, six hundred and eighty-seven thousand, one hundred and fifty-seven (376,687,157) common shares, all registered, book-entry shares with no par value.</p>	<p><b>Article 5.</b> The share capital is of <del>one billion, one hundred and fifteen million, one hundred and fifty-six thousand, eight hundred and sixty-four reais and fifty-three cents (R\$1,115,156,864.53)</del> <u>ne hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (115,222,688.79)</u>, fully subscribed and paid-in, divided into <del>three hundred and seventy-six million, six hundred and eighty-seven thousand, one hundred and fifty-seven (376,687,157)</del> <u>three hundred seventy-six million, six hundred and ninety-seven thousand, four hundred and</u></p>

	<p><u>ten (376,697,410)</u> common shares, all registered, book-entry shares with no par value.</p>
<p><b>Reasoning and Impact:</b> The amendment to the bylaws proposed herein has the purpose to reflect the Company’s updated share capital, resulting from: (i) the capital increases approved by the Board of Directors, within the authorized capital limit, in the BDMs; and (ii) the Capital Decrease proposal submitted to the Extraordinary Shareholders’ Meeting.</p> <p>The Company’s Management considers that the statutory amendment to the Bylaws is appropriate and timely given that it will ensure the identity between the provisions of the Company’s Bylaws and the reality of its share capital.</p> <p>It’s important to note that the final share capital and the number of shares issued may vary until the date of the ESM due to capital increases resulting from the conversion of subscription warrants issued by the Company. Thus, the final wording proposed for the Bylaws after the Capital Decrease includes the capital figure and the number of shares already considering any increases due to subscription warrants up to the date of the ESM.</p>	

To comply with the provisions of Item I of Article 11 of CVMI 481, **Exhibit II** includes a copy of the Company’s consolidated bylaws, with a special emphasis on the changes proposed above.

The Company’s Management further clarifies that the ESM’s resolution on this proposed Capital Decrease depends directly on the approval of the Management’s accounts and of the 2018 DFs at the 2019 ASM, as well as the Management’s proposal for the allocation of the loss ascertained in the year ended on December 31, 2018 to the “Accumulated Losses” account.

Thus, if any of the above matters is not approved in the 2019 ASM, the resolution of the Capital Decrease will be impaired, and will not be subject to evaluation by the ESM.

Therefore, based on the documents and information in this Proposal and in accordance with the terms and conditions above, the Management proposes the approval of the amendment to the head paragraph of Article 5 of the Company’s Bylaws by the ESM, with the purpose to reflect the new share capital due to the Capital Decrease.

**8.2. Authorization for the executive officers to carry out all acts necessary for the actual decrease reduction of the Company's share capital.**

The Company's Management proposes that they be authorized to carry out all acts necessary to implement the Capital Decrease, including the registrations in the public and private bodies that are necessary for such purpose.

**9. CORPORATE APPROVALS**

The proposals for the Extraordinary Shareholders' Meetings were evaluated by the Company's Board of Directors, which approved them at a meeting held on April 9, 2019. A copy of the minutes of the said meeting can be found in **Exhibit III** of this Proposal.

The Company's Fiscal Council also evaluated and issued an opinion in favor of the Capital Decrease proposal, according to an expert opinion of April 9, 2019, approved at the meeting of the Fiscal Council held on the same date. A copy of the minutes of the said meeting can be found in **Exhibit IV** of this Proposal.

**10. DOCUMENTS FOR CONSULTATION**

All documents concerning the proposed matters to be submitted to the Extraordinary Shareholders' Meeting of the Company to be held on May 10, 2019, including but not limited to this Proposal, are available on the web pages of the Company ([www.minervafoods.com/ri](http://www.minervafoods.com/ri)), B3 and CVM on the world wide web.

**11. CONCLUSIONS**

Given the above reasons, the Company's Management submits this Proposal to your evaluation and recommends its full approval.

Barretos, April 9, 2019.

**Ibar Vilela de Queiroz**  
Chairman of the Board of Directors

**MINERVA S.A.**  
*Publicly-Held Company*

Corporate Taxpayer ID (CNPJ) No. 67.620.377/0001-14  
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Commission (CVM) 02093-1

**PROPOSAL OF THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY  
SHAREHOLDERS' MEETING TO BE HELD ON MAY 10, 2019**

**EXHIBIT I**  
**Information on the Capital Decrease (Exhibit 16 of CVM 481)**

**1. State the amount of the decrease and the new share capital**

The Company's capital is currently of one billion, one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$1,115,222,688.79), divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, registered, book-entry shares with no par value.

The above amount already considers the capital increase approved at the meeting of the Company's Board of Directors on December 20, 2018, and the increases, within the authorized capital limit, approved by the Board of Directors at the meetings held on January 11, 2019, February 11, 2019 and March 13, 2019 due to subscription warrants.

The proposed capital decrease will total one billion reais (R\$1,000,000,000.00), without changing the number of shares issued by the Company, to partially absorb the losses accumulated by the Company, under the terms of Article 173 of Law 6404, of December 15, 1976, as amended ("Brazilian Corporation Law") ("Capital Decrease").

According to the Company's financial statements for the fiscal year ended December 31, 2018 ("DFs 2018"), the Company recorded a net loss of one billion, two hundred and sixty-four seven hundred and eighty-three thousand, six hundred and forty reais and eleven cents (R\$1,264,783,640.11). The Management proposed fully allocating this loss to the "Accumulated Losses" account. For this purpose, the "Accumulated Losses" account now has a total balance of one billion, three hundred and ninety-seven million, nine hundred and fifteen thousand, three hundred and twelve reais and eighty-two cents (R\$1,397,915,312.82).

The proposed Capital Decrease will be carried out without the cancellation of shares. In this sense, the Company's share capital will continue to be divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, registered, book-entry shares with no par value.

Therefore, if the Capital Decrease is approved, the Company's share capital will go from the current one billion, one hundred and twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$1,115,222,688.79) to one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$115,222,688.79).

It's important to note that the final share capital and the number of shares issued may vary until the date of the ESM due to capital increases resulting from the conversion of subscription warrants issued by the Company. Thus, the final wording proposed for the Bylaws after the Capital Decrease includes the capital figure and the number of shares already considering any increases due to subscription warrants up to the date of the ESM.

**2. Explain, in detail, the reasons, method and consequences of the decrease**

The purpose of the Capital Decrease proposal is to absorb part of the accumulated losses recorded in the DFs 2018, pursuant to Article 173 of the Brazilian Corporations Law.

As well known, the Decrease of the Share Capital is a strictly accounting operation and is carried out through an accounting entry that includes the amount decreased in the "share capital" and excludes an equal amount from the "accumulated losses".

Accordingly, the Company's management understands that the Capital Decrease, as proposed, may provide benefits to shareholders, such as to enable future distributions of dividends, depending on the earnings achieved by the Company in future years.

In addition, the Capital Decrease also has as purpose reestablishing the balance between the capital level and the Company's equity.

It should also be noted that the proposal for the Capital Decrease does consider refunding to shareholders part of their shares price and the approval by the extraordinary shareholders' meeting will have immediate effects, since it's not necessary to wait for the opposition term of creditors, as set forth in Article 174 of the Brazilian Corporations Law.

**3. Provide a copy of the expert opinion of the fiscal council, if installed, when the decrease is proposed by the Management**

Pursuant to the meeting of the Fiscal Council held on April 9, 2019 (minutes available on CVM's website and in Exhibit IV of this Proposal), the Fiscal Council issued the following expert opinion on the Management's proposal regarding the Capital Decrease:

"The Fiscal Council of **MINERVA S.A.** ("Company"), under its legal assignments and responsibilities, at a meeting held on April 9, 2019, at the Company's office located in the City of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Júnior, 758, 8º andar, conjunto 82, Itaim Bibi, CEP 04542-000, evaluated and assessed the Management's Proposal to decrease the Company's share capital, in the amount of one billion reais

(R\$1,000,000,000.00), without changing the number of shares issued by the Company, to absorb part of the losses accumulated in the Company's financial statements for the fiscal year ended December 31, 2018 ("Capital Decrease"). Based on the evaluations carried out and the clarifications provided by the Management, the Fiscal Council issued an opinion in favor of the Management's Proposal for the Capital Decrease. In this sense, it was authorized to submit the said proposal to the evaluation of the extraordinary shareholders' meeting of the Company, with the certainty that the Company's Fiscal Council recommends the full approval of the Management's proposals by the shareholders."

- 4. State, as the case may be: (a) the amount of the refund per share, (b) the decrease in the shares price, in the case of shares not paid-in and (c) the number of shares subject to the decrease.**

Not applicable, since the Capital Decrease will have as purpose to absorb part of the accumulated losses up to December 31, 2018, without refund to shareholders.

**MINERVA S.A.**

*Publicly-Held Company*

Corporate Taxpayer ID (CNPJ) No. 67.620.377/0001-14

State Registry (NIRE) 35300344022 - Code of the Brazilian Securities and Exchange

Commission (CVM) 02093-1

**PROPOSAL OF THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY  
SHAREHOLDERS' MEETING TO BE HELD ON MAY 10, 2019**

**EXHIBIT II**

**Copy of the Company's consolidated Bylaws, with the proposed changes  
highlighted (Article 11, Item I, of CVMI 481)**

## BYLAWS OF MINERVA S.A.

### CHAPTER I CORPORATE NAME, HEAD OFFICES, JURISDICTION, BUSINESS PURPOSE AND DURATION

**Article 1.** MINERVA S.A. ("**Company**") is a corporation governed by these Bylaws and by the applicable laws.

**Sole Paragraph.** With the Company's listing in the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("**B3**"), the Company, its shareholders, including controlling shareholders, managers and members of the Fiscal Council, whenever installed, are subject to the provisions of the Novo Mercado Regulations.

**Article 2.** The Company has its head offices and jurisdiction in the City of Barretos, State of São Paulo, at the extension of Avenida Antonio Manço Bernardes, no number, Família Vilela de Queiroz Roundabout, Chácara Minerva, postal code 14781-545, and may open, close and change the address of branches, agencies, warehouses, distribution centers, offices and any other establishments in Brazil or abroad by resolution of the Executive Board, with due regard for the provisions of Article 21, Item IV of these Bylaws.

**Article 3.** The Company has the following business purposes:

I exploit the industry and commerce of meat, agriculture and livestock in all modalities, including but not limited to:

(i) produce, process, manufacture, trade, buy, sell, import, export, distribute, improve and represent:

- (a) cattle, sheep and hog livestock, poultry and other living or slaughtered animals, as well as meat, offal, products and their byproducts, either raw, manufactured or processed in any manner or method;
- (b) fish or seafood products;
- (c) products and byproducts of animal and vegetal origin, either for food purposes or not, including but not limited to, products for animals (such as nutrition additives for animal food, balanced food and prepared food for animals), seasoning, glycerin, grease products, hygiene and personal and home cleaning products, collagen, perfumery and toiletry items, cosmetics, tanning byproducts and other activities related to leather

preparation;

- (d) proteins and food products in general, either fresh or prepared, transformed or not, aimed at the Brazilian and foreign markets;
  - (e) products related to the exploitation of the aforementioned activities, such as saw strips, knives, hooks, disposable uniforms and accessories and appropriate packaging;
  - (f) sugarcane industry and farming on its own land or by means of agricultural partnership on third parties' land, and trade of sugar, ethanol and their byproducts; and
  - (g) any products relating to the activities set forth in the items above.
- (ii) establish, install and exploit slaughterhouses, meatpacking plants and industrial establishments intended for preparation and conservation, by any appropriate process, of meat and other products arising out of cattle slaughter of any kind whatsoever;
- (iii) build, sell, install, import and export, by itself or third parties, machines, machine parts and devices intended for preparation of meat and their byproducts;
- (iv) exploit the business of public warehouses and warehouses, especially refrigerated ones, of meat and their food byproducts and other perishable items, including, but not limited to, raw materials, packaging, intermediate material and inputs in general;
- (v) build, grant or carry out agency or representation of meatpacking plants, warehouses, plants and producers;
- (vi) generate, produce, sell, import and export electricity, biofuel and biodiesel and their byproducts, based on animal fat, vegetal oil and their byproducts and bioenergy;
- (vii) manufacture, sell, import and export alcoholic and non-alcoholic beverages in general, including distillates and liquefied carbon dioxide, as well as exploit the activities of bottling of said beverages, in its own establishments or third parties' establishments; and
- (viii) produce, manufacture, distribute, sell and store chemicals in general.
- II provide services to third parties, including transportation of goods;

- III. hold equity interest in other companies in Brazil or abroad as partner or shareholder;
- IV. render combined office and administrative support services; and
- V. perform and carry out all legal acts that has any direct or indirect connection with the corporate purposes.

**Article 4.** The Company shall operate for an indefinite term.

## **CHAPTER II CAPITAL STOCK**

**Article 5.** The share capital is of ~~one billion, one hundred and fifteen million, one hundred and fifty six thousand, eight hundred and sixty four reais and fifty three cents (R\$1,115,156,864.53)~~ one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (115,222,688.79), fully subscribed and paid-in, divided into ~~three hundred and seventy six million, six hundred and eighty seven thousand, one hundred and fifty seven (376,687,157)~~ three hundred seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common shares, all registered, book-entry shares with no par value.

**Article 6.** The Company is authorized, by resolution of the Board of Directors, to increase its capital up to the limit of four hundred and sixty-five million (465,000,000) registered common shares, regardless of amendment to the bylaws.

**Paragraph 1.** Within the limit of authorized capital set forth in this article, the Company may, upon resolution of the Board of Directors, increase the capital, regardless of amendment to the bylaws. The Board of Directors shall set the number, price and payment term and any other conditions of issue of shares.

**Paragraph 2.** Within the limit of authorized capital, the Board of Directors may resolve on the issue of subscription warrants or debenture stock.

**Paragraph 3.** Within the limit of authorized capital and in accordance with the plan approved by the Shareholders' Meeting, the Company may grant stock options to managers, employees or individuals providing services thereto, or to managers, employees or individuals providing services to companies under its control, except for the right of first refusal of the shareholders in relation to concession and exercise of stock options.

**Paragraph 4.** The Company shall not issue founders shares.

**Article 7.** The capital shall be represented exclusively by common shares and the issue of preferred shares is forbidden, and each common share shall be entitled to one vote in resolutions of the Shareholders' Meeting.

**Article 8.** All shares of the Company are book-entry type, held in a deposit account with a financial institution authorized by the Brazilian Securities Commission ("CVM") and designated by the Board of Directors, on behalf of their holders, with no issue of certificates.

**Sole Paragraph.** The cost of transfer of ownership of book-entry shares may be directly charged from the shareholder by the bookkeeping institution, as may be defined in the share bookkeeping agreement, with due regard for the maximum limits established by the CVM.

**Article 9.** At the discretion of the Board of Directors, the right of first refusal in the issue of shares, debenture stock and subscription warrants may be excluded or reduced, and they shall be placed by means of trading in stock exchange or public subscription, or upon share exchange, in public offering of Control acquisition, as provided for by law, within the limit of authorized capital.

### **CHAPTER III SHAREHOLDERS' GENERAL MEETING**

**Article 10.** The Shareholders' Meeting shall be ordinarily held once (1) a year and, on a special basis, whenever called as provided for by Law No. 6,404, of December 15, 1976, as amended ("**Corporation Law**") or by these Bylaws.

**Paragraph 1.** The Shareholders' Meeting shall be called by the Board of Directors or, in the cases provided for by law, by shareholders or by the Fiscal Council, if any, upon published announcement. The first call shall be made at least fifteen (15) days in advance and the second call, at least eight (8) days in advance. The first call term shall be thirty (30) days in case the Company is participating in a Sponsored Depository Receipts Program on the call notice date.

**Paragraph 2.** Resolutions of the Shareholders' Meeting shall be passed by a majority of the votes present.

**Paragraph 3.** The Shareholders' Meeting that resolves on the delisting as a publicly-held company or the waiver of implementation of public offering of shares as requirement for the Company's withdrawal from Novo Mercado shall be called, at least, thirty (30) days in advance.

**Paragraph 4.** The Shareholders' Meeting shall solely resolve on matters stated in the agenda set forth in the corresponding call notice, except for the cases provided for by the Corporation Law.

**Paragraph 5.** At Shareholders' Meetings, the shareholders shall submit, at least, seventy-two (72) hours in advance, in addition to the applicable identity card and/or corporate instruments evidencing the legal representation, as the case may be: (i) evidence issued by the bookkeeping institution, no more than five (5) days before the date of the Shareholders' Meeting; (ii) the instrument of power of attorney with certification of the principal's signature; and/or (iii) in relation to shareholders that participate in the fungible custody of registered shares, the statement containing the corresponding equity interest, issued by the applicable body.

**Paragraph 6.** The minutes of Shareholders' Meetings shall be drawn up on the Register of Minutes of Shareholders' Meetings as a summary of the facts occurred and published with omission of the signatures.

**Article 11.** The Shareholders' Meeting shall be declared open and presided over by the Chairman of the Board of Directors or, in his or her absence or impediment, shall be declared open and presided over by another Director, Officer or shareholder designated in writing by the Chairman of the Board of Directors. The Chairman of the Shareholders' Meeting shall appoint up to two (2) Secretaries.

**Article 12.** The Shareholders' Meeting shall have the following duties, in addition to any duties provided for by law:

- I. elect and dismiss the members of the Board of Directors and of the Fiscal Council, if in place;
- II. set the global annual compensation of the managers and of the members of the Fiscal Council, if in place;
- III. effect changes to the bylaws;
- IV. resolve on the dissolution, liquidation, consolidation, spin-off or merger of the Company or of any company into the Company;
- V. (vi) allocate stock dividends and decide on any share grouping and splitting;
- VI. approve stock option plans intended for managers, employees or individuals providing services to the Company or to any companies controlled by the Company;

- VII. resolve, in accordance with a proposal submitted by the management, on the allocation of the profit for the fiscal year and the distribution of dividends;
- VIII. elect and dismiss the liquidator, as well as the Fiscal Council that shall operate during the liquidation period;
- IX. waive the public offering of shares as requirement for the Company's withdrawal from Novo Mercado;
- X. resolve on delisting as a publicly-held company with the CVM; and
- XI. (xiv) to deliberate on any other matters submitted by the Board of Directors.

**Sole Paragraph.** The matter set forth in item (ix) of this Article shall be taken by the majority of votes of the shareholders holding outstanding shares attending the meeting, disregarding blank votes. To be installed on first call, the meeting shall be attended by shareholders representing, at least, two thirds (2/3) of the total number of outstanding shares and, on second call, by any number of shareholders holding outstanding shares.

## **CHAPTER IV MANAGEMENT BODIES**

### **Section I – Provisions in Common to the Management Bodies**

**Article 13.** The Company shall be managed by the Board of Directors and by the Executive Board.

**Paragraph 1.** Investiture of the members of the Board of Directors and of the Executive Board is subject to the signature of instrument of investiture, which shall contemplate their subjection to the arbitration clause referred to in article 45.

**Paragraph 2.** The managers, who are specifically designated as Directors if they are members of the Board of Directors, and Officers if they are members of the Executive Board, shall remain in their positions up to the investiture of their substitutes, unless otherwise resolved by the Shareholders' Meeting or by the Board of Directors, as the case may be.

**Paragraph 3.** The positions of Chairman of the Board of Directors and Chief Executive Officer or main executive of the Company shall not be accumulated by the same person.

**Article 14.** The Shareholders' Meeting shall set the global amount of compensation

of the managers, and the Board of Directors, at a meeting, shall set the individual compensation of the Directors and Officers.

**Article 15.** Unless as provided for in these Bylaws, any of the management bodies shall validly meet upon the attendance of a majority of its respective members and shall resolve upon the vote of the qualified majority of those present.

**Sole Paragraph.** The previous call notice of the meeting as a condition for its validity shall solely be waived upon attendance of all its members. The Directors shall be deemed present if they cast their vote by means of power of attorney granted to another member of the respective body, by means of written vote cast in advance and by written vote transmitted by facsimile, electronic mail or any other communication means.

## **Section II - Board of Directors**

**Article 16.** The Board of Directors shall be composed of ten (10) members and their respective deputies, which shall all be shareholders elected and dismissed by the Shareholders' Meeting, for unified terms of office of two (2) years, and each year shall mean the period between two (2) Annual Shareholders' Meetings, reelection permitted.

**Paragraph 1.** At least, two (2) or twenty percent (20%), whichever is higher, of the Directors shall be Independent Directors, as defined in the Novo Mercado Regulations, and the characterization of those appointed for the Board of Directors as Independent Directors shall be decided in the Shareholders' Meeting that elects them, and any director(s) elected under the prerogative set forth in article 141, Paragraphs 4 and 5 and article 239 of the Corporation Law, as applicable, shall be further deemed independent director(s), provided that, on the occasion of election, the Company has controlling shareholder(s), under the terms of article 16, paragraph 3, of the Novo Mercado Regulations.

**Paragraph 2.** Whenever a fractional number of results from the calculation of the percentage referred to in the previous paragraph, the Company shall proceed with the rounding to the whole number immediately higher.

**Paragraph 3.** Upon expiration of the term of office, the Directors shall remain in the exercise of their positions up to the investiture of the new elected members.

**Paragraph 4.** The Director or deputy member shall not have access to information or attend meetings of the Board of Directors related to matters in which he or she may have any interest that conflicts with the Company's interests.

**Paragraph 5.** The Board of Directors, for better performance of its duties, may create

committees or workgroups with defined purposes, to operate as ancillary bodies without resolution powers, aiming at all times at advising the Board of Directors, and shall be composed of persons designated by it among the management members and/or other persons directly or indirectly related to the Company.

**Article 17.** The Board of Directors shall have one (1) Chairman and two (2) Vice-Chairmen, who shall be elected by a qualified majority of the votes present at the first meeting of the Board of Directors held immediately after the investiture of said members, or whenever there is any resignation or vacancy of said positions.

**Paragraph 1.** The meetings of the Board of Directors shall be called by the Chairman of the Board of Directors or by any of the two (2) Vice-Chairmen and shall be presided over exclusively by the Chairman of the Board of Directors, except whenever the Chairman designates in writing another Director to preside over the meeting.

**Paragraph 2.** In resolutions of the Board of Directors, the Chairman of the body (or his or her deputy, as the case may be) shall have, in addition to his or her own vote, the casting vote in case of tie vote. Each Director shall be entitled to one (1) vote in resolutions of the body, and the resolutions of the Board of Directors shall be passed by the favorable vote of a majority of the Directors present at the relevant meeting.

**Paragraph 3.** In case of temporary absence or vacancy resulting from resignation, death or any other reason provided for by law of any member of the Board of Directors, up to the replacement, the respective deputy of the relevant Director may attend and vote at meetings of the Board of Directors.

**Article 18.** The Board of Directors shall meet (i) at least, once every quarter, to be called by the Chairman of the Board of Directors or any of the two (2) Vice-Chairmen of the Board of Directors, in writing, at least, fifteen (15) days in advance, with indication of the date, time, place, detailed agenda and documents to be considered at such meeting, if any. Any Director may include items in the agenda upon written request to the Chairman. The Board of Directors may unanimously resolve on any other matter not included in the agenda of the quarterly meeting; and (ii) at special meetings, at any time, upon call notice by the Chairman of the Board of Directors or by any of the two (2) Vice-Chairmen of the Board of Directors, in writing, at least, fifteen (15) days in advance, with indication of the date, time, place, detailed agenda, objectives of the meeting and documents to be considered, if any. The Board of Directors may resolve by unanimous votes on any other matter not included in the agenda of the special meetings.

**Paragraph 1.** Meetings of Board may be held by means of conference call, videoconference or any other communication means that enable the member identification and simultaneous communication with all other persons present at such

meeting.

**Paragraph 2.** The call notices of meetings shall be made by means of written notice delivered to each Director, at least, fifteen (15) business days in advance, unless a majority of its members in office establishes a shorter term, which shall be not shorter than forty-eight (48) hours.

**Paragraph 3.** All resolutions of the Board of Directors shall be recorded in minutes drawn up in the proper Register of Minutes of Meetings of the Board of Directors, and a copy of said minutes shall be delivered to each of the members after such meeting.

**Article 19.** The Administrative Council shall, in addition to other duties as may be conferred by law or by the Bylaws:

- I. define the Company's general business policy;
- II. elect and dismiss the Officers and specify their duties;
- III. set the compensation, fringe benefits and any other incentives of the Officers, up to the global limit of compensation of the management approved by the Shareholders' Meeting;
- IV. inspect the management of the Officers; examine the Company's books and documents at any time; request for information on agreements entered into or about to be entered into, and on any other acts;
- V. select and dismiss the independent auditors and to call them to provide any clarifications that may be deemed required on any matter;
- VI. examine the Management Report, the accounts of the Executive Board and the Company's financial statements, and resolve on the submission thereof to the Shareholders' Meeting;
- VII. approve and review the annual budget, the capital budget, the business plan and the pluriannual plan, which shall be reviewed and approved on a yearly basis, and prepare the capital budget proposal to be submitted to the Shareholders' Meeting for purposes of profit withholding;
- VIII. resolve on calling the Shareholders' Meeting whenever deemed convenient or in the events provided for by article 132 of the Corporation Law;
- IX. submit a proposal to the Annual Shareholders' Meeting for allocation of the net profit for the fiscal year, and resolve on the appropriateness of preparing balance

sheets on a semester basis or at shorter intervals, and payment of dividends or interest on equity resulting from such balance sheets, and resolve on the payment of interim or periodical dividends by way of retained profits or reserves of retained earnings existing in the last annual or half-year balance sheet;

- X. submit any proposal for amendment to the Bylaws to the Shareholders' Meeting;
- XI. submit a proposal to the Shareholders' Meeting for dissolution, consolidation, spin-off and merger by and into the Company of any other companies, and authorize the organization, dissolution or liquidation of any subsidiaries in Brazil or abroad;
- XII. (A) make a previous statement on any subject to be submitted to the Shareholders' Meeting; and (B) approve the Company's vote in any corporate resolution concerning the Company's controlled or associated companies the subject matter of which are the matters listed in items III, IV, V and VI of article 12 of these Bylaws and in items XV, XXIII, XXIV, XXV and XXVI of this article 19, provided that the Company's Executive Board shall have authority to approve the Company's vote on any other corporate resolution related to the Company's controlled or associated companies the subject matter of which are not the matters specified above;
- XIII. authorize the issue of shares of the Company within the limits authorized by article 6 of these Bylaws, establishing the price, the payment term and the conditions of issue of the shares, with authority to exclude the right of first refusal or reduce the term for its exercise in the issues of shares, subscription warrants and debenture stock, the placement of which is made by means of trading in stock exchange or public subscription or in any public offering of Control acquisition, as provided for by law;
- XIV. resolve on the issue of subscription warrants, as provided for by paragraph 2 of article 6 of these Bylaws;
- XV. to grant stock options to managers, employees or individuals providing services to the Company or to any companies controlled by the Company, without any right of first refusal for the shareholders, in accordance with plans approved at the Shareholders' Meeting;
- XVI. to resolve on the trading of shares issued by the company for purposes of cancellation or maintenance in treasury and corresponding disposal, with due regard for the applicable legal provisions;

- XVII. resolve on the issue of simple debentures, at all times in compliance with the limits of authorized capital, convertible into shares, provided that the debentures of any of the classes may be of any kind or guarantee whatsoever;
- XVIII. resolve, by delegation of the Shareholders' Meeting, upon the Company's issue of debenture stock exceeding the limit of authorized capital, on (a) the maturity, amortization or redemption time and conditions; (b) the time and conditions for payment of interest, of profit sharing and of reimbursement premium, if any; and (c) the subscription or placement method and the type of debentures;
- XIX. establish the amount of authority of the Executive Board for issue of any fund raising credit instruments, either bonds, notes, commercial papers or any other instruments commonly used in the market, and establish their issue and redemption conditions, with the possibility, in the cases defined by it, to demand prior authorization of the Board of Directors as a condition of validity of such act;
- XX. establish the amount of profit sharing of the Officers and employees of the Company and of companies controlled by the Company, with authority to decide not to attribute any equity interest thereto;
- XXI. resolve on the payment or credit of interest on equity to the shareholders under the applicable law;
- XXII. authorize the acquisition or disposal of investments in equity interests, and authorize leases of industrial plants, corporate associations or strategic alliances with third parties;
- XXIII. to establish the authority amount of the Executive Board for purchase or disposal of fixed assets and properties, and authorize the purchase or disposal of fixed assets in any amount in excess of the authority amount of the Executive Board, unless the transaction is included in the Company's annual budget;
- XXIV. to establish the authority amount of the Executive Board for establishment of property liens and provision of aval guarantees, sureties and guarantees of own obligations, and authorize the establishment of property liens and the provision of aval guarantees, sureties and guarantees to own obligations in any amount in excess of the authority amount of the Executive Board;
- XXV. to approve the execution of, amendment to or termination of any contracts, agreements or conventions between the Company and related companies (as defined in the Income Tax Regulations) to the managers, provided that the non-approval of the execution of, amendment to or termination of any contracts,

agreements or conventions covered by this sub-item shall imply nullity of the corresponding contract, agreement or convention;

XXVI. establish the authority amount of the Executive Board to contract indebtedness in the form of loan or issue of notes or assumption of debt, or any other legal business that affects the Company's capital structure, and authorize the contracting of indebtedness in the form of loan or issue of notes or assumption of debt, or any other legal business that affects the Company's capital structure in any amount in excess of the authority amount of the Executive Board;

XXVII. provide, in special cases, specific authorization for certain documents to be signed by a single Officer, which shall be recorded in minutes drawn up on the proper book;

XXVIII. approve the engagement of the share bookkeeping service provider institution;

XXIX. approve the Company's policies of market information disclosure and securities trading;

XXX. express its opinion for or against any public offering of shares in relation to shares issued by the Company, by means of a previous substantiated expert opinion, disclosed within up to fifteen (15) days as from publication of the notice of the public offering of shares, which shall address, at least, (i) the convenience and appropriateness of the public offering of shares in relation to the interest of the Company and of the group of shareholders, including in relation to the price and potential impacts for the liquidity of shares; (ii) the strategic plans disclosed by the offering party in relation to the Company; and (iii) alternatives to the acceptance of the public offering of shares available in the market.

XXXI. resolve on any matter that may be submitted thereto by the Executive Board, and call the members of the Executive Board for joint meetings whenever deemed convenient;

XXXII. implement Committees and establish the respective internal regulations and duties;

XXXIII. provide, with due regard for the rules of these Bylaws and the applicable law, for the order of its works and adopt or revoke regulation rules for its operation;

XXXIV. provide statement on the terms and conditions of corporate restructurings, capital increases and other transactions that give rise to change of control and determine whether they guarantee fair and equitable treatment to the Company's shareholders.

- XXXV. establish the remuneration policy of the Company;
- XXXVI. establish policy to appoint the members of the Board of Directors, advisory committees and Executive Board of the Company;
- XXXVII. establish the risk management policy of the Company;
- XXXVIII. establish the policy on transactions with related parties of the Company;  
and
- XXXIX. establish the conduct code of the Company, applicable to all its employees and managers, which may encompass third parties, such as suppliers and service providers, as established in the Novo Mercado Regulations.

XL.

### **Section III - Executive Board**

**Article 20.** The Executive Board, the members of which shall be elected and dismissed at any time by the Board of Directors, shall be composed of two (2) to eight (8) Officers, which shall be designated as Chief Executive Officer, Chief Financial Officer, Chief Investor Relations Officer, Chief Commercial and Logistics Officer, Executive Officers, Chief Supply Officer and Chief Operations Officer. The positions of Chief Executive Officer and Chief Investor Relations Officer shall be mandatorily occupied. The Officers shall have unified term of office of two (2) years, provided that one year shall mean the period between two (2) Annual Shareholders' Meetings, reelection permitted.

**Paragraph 1.** Except in case of vacancy of the position, the election of the Executive Board shall take place within up to five (5) business days after the date of the Annual Shareholders' Meeting, and the investiture of the elected officers may match the expiration of the term of office of their predecessors.

**Paragraph 2.** In case of resignation or dismissal of the Chief Executive Officer, or in case of the Chief Investor Relations Officer, where such fact results in noncompliance with the minimum number of Officers, the Board of Directors shall be called to elect a substitute, who shall complete the term of office of the replaced officer.

**Paragraph 3.** It is incumbent upon the Chief Executive Officer to: (i) perform and cause performance of the resolutions of the Shareholders' Meetings and of the Board of Directors; (ii) establish goals and objectives for the Company; (iii) direct and instruct the preparation of the annual budget, the Capital budget, the business plan and the pluriannual plan of the Company; (iv) coordinate, manage, direct and oversee

all business and operations of the Company in Brazil and abroad; (v) coordinate the activities of the other Officers of the Company and of its subsidiaries, with due regard for the specific duties set forth in these Bylaws; (vi) direct, at the highest level, the public relations of the Company and instruct the institutional advertising; (vii) call and preside over meetings of the Executive Board; (viii) represent the Company in person or by means of an appointed attorney-in-fact at Shareholders' Meetings or other corporate instruments of companies in which the Company has an equity interest; and (ix) carry out any other duties to be designated by the Board of Directors from time to time.

**Paragraph 4.** It is incumbent upon the Chief Financial Officer to: (i) coordinate, manage, direct and oversee the finance and accounting areas of the Company; (ii) direct and instruct the preparation of the annual budget and the capital budget; (iii) direct and instruct the treasury activities of the Company, including fund raising and management, as well as the hedge policies previously defined by the Chief Executive Officer; and (iv) any other duties to be designated by the Chief Executive Officer from time to time.

**Paragraph 5.** It is incumbent upon the Chief Investor Relations Officer to: (i) coordinate, manage, direct and oversee the Company's Investor Relations areas; (ii) represent the Company before shareholders, investors, market analysts, the Brazilian Securities Commission, the Stock Exchanges, the Central Bank of Brazil and any other control bodies and other institutions related to the activities performed in the capital market in Brazil and abroad; and (iii) any other duties to be designated by the Chief Executive Officer from time to time.

**Paragraph 6.** It is incumbent upon the Chief Commercial and Logistics Officer to: (i) coordinate, manage, direct and oversee the commercial and logistics areas; (ii) establish the customer relationship policy in line with the operation segments and markets; (iii) establish sales goals for the commercial area team; (iv) monitor the default of the customer portfolio; (v) maintain a relationship with the main service providers; (vi) coordinate the cost negotiations; and (vii) any other duties to be designated by the Chief Executive Officer from time to time.

**Paragraph 7.** It is individually incumbent upon the Executive Officers to: (i) support the Chief Executive Officer in the supervision, coordination, direction and management of the Company's activities and business; and (ii) any other duties to be designated by the Chief Executive Officer from time to time.

**Paragraph 8.** It is incumbent upon the Chief Supply Officer to: (i) define the Company's purchasing policy; (ii) manage the activities of purchase of cattle, meat from third parties, raw materials, packages and other inputs used in the production process of the company; (iii) maintain relationship with the main suppliers of the

company; and (iv) any other duties to be designated by the Chief Executive Officer from time to time.

**Paragraph 9.** It is incumbent upon the Chief Operations Officer to: (i) coordinate, manage, direct and oversee the operation area of the meatpacking units located in Brazil, from raw material purchase, processing and sale to the international market, being in charge of the sustainable economic result of the business unit; (ii) carry out effective planning, organization, direction and control management of all meatpacking units located in Brazil; (iii) ensure full operating capacity of the industrial units, in accordance with the corporate strategies; (iv) ensure the budgetary feasibility of the area, by means of management of the resources, defining goals, objectives and performance indicators of the units; and (v) any other duties to be designated by the Chief Executive Officer from time to time.

**Article 21.** The Executive Board holds all powers to carry out any acts required for the regular operation of the Company and the achievement of the business purpose, no matter how special they may be, including powers to waive rights, settle and enter into agreements, with due regard for the applicable legal or statutory provisions. With due regard for the authority amounts of the Executive Board established by the Board of Directors in the cases set forth in article 19 of these Bylaws, it is incumbent upon the Executive Board to administer and manage the Company's business, in particular:

- I. comply and cause compliance with these Bylaws and the resolutions of the Board of Directors and of the Shareholders' Meeting;
- II. on a yearly basis, prepare the Management Report, the accounts of the Executive Board and the Company's financial statements together with the report of the independent auditors and a proposal for allocation of the profits ascertained in the previous fiscal year for analysis by the Board of Directors and the Shareholders' Meeting;
- III. propose to the Board of Directors the annual budget, the capital budget, the business plan and the pluriannual plan, which shall be reviewed and approved on a yearly basis;
- IV. resolve on the installation and closing of branches, warehouses, distribution centers, offices, sections, agencies, representations by itself or third parties, anywhere in Brazil or abroad; and
- V. resolve on any matter that is not exclusively incumbent upon the Shareholders' Meeting or the Board of Directors.

**Article 22.** The Executive Board shall validly meet upon attendance of two (2)

Officers, one of whom shall be the Chief Executive Officer at all times and shall pass resolutions upon the vote of a qualified majority of those present, provided that the Chief Executive Officer shall have the cast vote in case of tie vote.

**Article 23.** The Executive Board shall meet whenever called by the Chief Executive Officer or by a majority of its members. Meetings of Executive Board may be held by means of conference call, videoconference or any other communication means that enable identification and simultaneous communication among the Officers and all other persons present at the meeting.

**Article 24.** Call notices of meetings shall be made by means of a written communication delivered, at least, two (2) business days in advance, containing the agenda, date, time and place of the meeting.

**Article 25.** All resolutions of the Executive Board shall be recorded in minutes drawn up on the corresponding Register of Minutes of Meetings of the Executive Board and signed by the attending Officers.

**Article 26.** The Company shall be represented, in all acts, (i) by the joint signature of two (2) officers, (ii) by the signature of any of the officers jointly with one attorney-in-fact, provided that vested in special and express powers, or (iii) by the joint signature of two (2) attorneys-in-fact, provided that vested in special and express powers.

**Paragraph 1.** All powers of attorney shall be granted by the Chief Executive Officer or by any of the Executive Officers individually, by means of power or attorney with specific powers and definite term of effectiveness, except in case of powers of attorney for judicial purposes, which may be granted for an indefinite term of effectiveness, by means of a public or private instrument.

**Paragraph 2.** The acts of any Officers, attorneys-in-fact, agents and employees involving the Company or concerning any operations or business not related to the Company's business purpose and interests, such as sureties, aval guarantees, endorsements and any guarantees in favor of third parties, unless expressly approved by the Board of Directors at a meeting, and in case of provision of aval guarantees, allowances and guarantees by the Company to controlled or associated companies, in any bank or credit establishment or financial institution, rural loan or commercial credit department, departments of foreign exchange contracts and other transactions not specified herein are expressly forbidden and shall be null and void and ineffective in relation to the Company.

## **CHAPTER V FISCAL COUNCIL**

**Article 27.** The Fiscal Council shall operate on a non-permanent basis, with the powers and duties attributed thereto by law, and shall be solely installed by resolution of the Shareholders' Meeting, or at the request of the shareholders, in the events provided for by law.

**Article 28.** When the Fiscal Council is in place, it shall be composed of a minimum of three (3) and a maximum of five (5) actual members and the same number of deputy members, shareholders or not, elected and dismissed by the Shareholders' Meeting at any time.

**Paragraph 1.** The members of the Fiscal Council shall have a term of office up to the first Annual Shareholders' Meeting held after their election and may be reelected.

**Paragraph 2.** The members of the Fiscal Council shall elect their Chairman at their first meeting.

**Paragraph 3.** Investiture of the members of the Fiscal Council is subject to the signature of instrument of investiture, which shall contemplate their subjection to the arbitration clause referred to in article 45.

**Paragraph 4.** The members of the Fiscal Council shall be replaced in their absences and impediments by their respective deputies.

**Paragraph 5.** Any vacant position of member of the Fiscal Council shall be occupied by the respective deputy member; if there is no deputy member, the Shareholders' Meeting shall be called to elect a member for the vacant position.

**Article 29.** The Fiscal Council, when in place, shall meet whenever required and have all duties established by law.

**Paragraph 1.** Regardless of any formalities, a meeting shall be deemed regularly called if attended by all members of the Fiscal Council.

**Paragraph 2.** The Fiscal Council shall make statements by the majority of votes, provided that the majority of its members are present.

**Paragraph 3.** All resolutions of the Fiscal Council shall be recorded in minutes drawn up on the proper Register of Minutes and Opinions of the Fiscal Council, signed by the members present.

**Article 30.** The compensation of the members of the Fiscal Council shall be set by the Shareholders' Meeting that elects them, with due regard for paragraph 3 of article 162 of the Corporation Law.

## **CHAPTER VI DISTRIBUTION OF PROFITS**

**Article 31.** The fiscal year shall begin on January 1 and end on December 31 of each year.

**Sole Paragraph.** At the end of each fiscal year the Executive Board shall cause the Company's financial statements to be prepared in compliance with the applicable legal provisions.

**Article 32.** The Board of Directors shall submit to the Annual Shareholders' Meeting the financial statements for the fiscal year, together with a proposal for allocation of the net profit of the fiscal year, calculated after deduction of the equity interests referred to in article 190 of the Corporation Law, as provided for by paragraph 1 of this article, adjusted for purposes of calculation of dividends in accordance with article 202 of the same law, in the following order of deduction:

(a) five percent (5%) shall be applied, before any other allocation, to the establishment of the legal reserve, which shall not exceed twenty percent (20%) of the capital stock. In any fiscal year when the balance of the legal reserve accrued by the amounts of the capital reserves referred to in paragraph 1 of article 182 of the Corporation Law exceeds thirty percent (30%) of the capital stock, the allocation of part of the net profit of the fiscal year to the legal reserve shall not be mandatory;

(b) an amount proposed by the management bodies may be allocated for establishment of reserve for contingencies and reversal of the same reserves established in previous fiscal years, as provided for by article 195 of the Corporation Law;

(c) in accordance with a proposal of the management bodies, the portion of the net profit resulting from donations or governmental subventions for investments, which may be excluded from the calculation basis of the mandatory dividend, may be allocated for reserve of tax incentives;

(d) in any fiscal year in which the amount of mandatory dividend calculated in accordance with item (e) below exceeds the realized amount of profit for the fiscal year, the Shareholders' Meeting may, by a proposal of the management bodies, allocate any surplus to the establishment of reserve of retained earnings to realize, with due regard for the provisions in article 197 of the Corporation Law;

(e) an amount intended for payment of a mandatory dividend which shall not be smaller, in each fiscal year, than twenty-five percent (25%) of the adjusted annual net profit, as provided for by article 202 of the Corporation Law; and

(f) any profit remaining after the legal and statutory deductions may be allocated for establishment of reserve for expansion, which shall be intended for application in operating assets, provided that this reserve shall not exceed the following amounts, whichever is smaller: (i) 80% of the capital; or (ii) the amount that, added to the balances of the other reserves of retained earnings, except reserve of profits to realize and reserve for contingencies, does not exceed 100% of the Company's capital.

**Paragraph 1.** The Shareholders Meeting may attribute profit sharing to the members of the Board of Directors and of the Executive Board, not to exceed ten percent (10%) of the remaining profit of the fiscal year, limited to the global annual compensation of the managers, after deduction of accrued losses and the provision for income tax and social contribution, as provided for by article 152, paragraph 1, of the Corporation Law.

**Paragraph 2.** The distribution of profit sharing to the members of the Board of Directors and of the Executive Board shall solely take place in the fiscal years in which the shareholders are ensured payment of the minimum mandatory dividend provided for by these Bylaws.

**Article 33.** By a proposal of the Executive Board, approved by the Board of Directors, "ad referendum" of the Shareholders' Meeting, the Company may pay or credit interest to the shareholders by way of remuneration of their equity, with due regard for the applicable law. Any amounts so disbursed may be attributed to the amount of the mandatory dividend provided for by these Bylaws.

**Paragraph 1.** In case of recording of credit of interest to the shareholders during the fiscal year and their attribution to the amount of mandatory dividend, the shareholders shall be compensated with the dividends to which they are entitled, being ensured the payment of any outstanding balance. In case the amount of the dividends is smaller than the amount of recording of credit to them, the Company shall not charge the shareholders for the surplus.

**Paragraph 2.** The actual payment of interest on equity, in case of recording of credit during the fiscal year, shall be made by resolution of the Board of Directors, in the course of the fiscal year or in the subsequent fiscal year, but never after the dates of payment of the dividends.

**Article 34.** The Company may prepare balance sheets on a semester basis or shorter periods and declare the following by resolution of the Board of Directors:

- (a) the payment of dividends or interest on equity by way of the profit ascertained in the half-year balance sheet, attributed to the amount of the mandatory dividend, if any;
- (b) the distribution of dividends in periods shorter than six (6) months, or interest on equity, attributed to the amount of mandatory dividend, if any, provided that the total dividends paid in each semester of the fiscal year shall not exceed the amount of the capital reserves; and
- (c) the payment of interim dividend or interest on equity by way of retained profits or reserve of retained earnings existing in the last annual or half-year balance sheet, attributed to the amount of the mandatory dividend, if any.

**Article 35.** The Shareholders' Meeting may resolve on the capitalization of reserve of retained earnings or capital reserve, including those established in interim balance sheets, with due regard for the applicable law.

**Article 36.** Any dividends not received or claimed shall be forfeited within three (3) years as from the date they are made available to the shareholder and be reverted to the benefit of the Company.

## **CHAPTER VII**

### **DISPOSAL OF EQUITY CONTROL, DELISTING AS PUBLICLY-HELD COMPANY, WITHDRAWAL FROM *NOVO MERCADO* AND PROTECTION AGAINST DISPERSION OF THE SHAREHOLDING BASIS**

#### **Section I – Disposal of the Company's Control**

**Article 37.** The disposal of the Company's control, directly or indirectly, by means of a single transaction or successive transactions, may be contracted subject to the condition whereby the Control's buyer undertakes to make the public offering of shares issued by the Company owned by the other shareholders, with due regard for the conditions and terms established by the applicable law and regulations in effect and by the *Novo Mercado* Regulations, in such a manner as to provide equalitarian treatment thereto compared to that provided to the seller.

**Sole Paragraph.** For the purposes of this Section, control and its related terms means the power actually exercised by shareholders to direct the Company's activities and instruct the operation of the Company's bodies, directly or indirectly, 'de facto' or legally, regardless of the equity interest held.

## **Section II – Delisting as Publicly-Held Company and Withdrawal from *Novo Mercado***

**Article 38.** The public offering of shares to be made by the Controlling Shareholder or by the Company for delisting as a publicly-held company shall be made at fair price, under the terms of the legal and regulatory rules in effect.

**Article 39.** The voluntary delisting from *Novo Mercado* may occur (i) regardless of whether the public offering of shares mentioned in the previous article is held if a waiver by a Shareholders' Meeting is approved; or (ii) in case such waiver is not conceded, if preceded by a public offering of shares that follows the procedures required by CVM regulation governing public offering of shares held to cancel registration as a public company, if the following requirements are observed:

- (a) the offered price shall be fair, so that a new appraisal of the Company may be requested in the manner established by Article 4-A of Brazilian Corporation Law; and
- (b) shareholders who hold more than one third (1/3) of the outstanding shares shall accept the public offering of shares or expressly agree to delist without a sale of shares.

**paragraph 1.** For the purposes of this article, outstanding shares means only the shares held by shareholders that expressly agree with the delisting from *Novo Mercado* or enroll for the public offering of shares auction, in accordance with the rules issued by CVM governing public offering of shares held to cancel registration as a public company.

**paragraph 2.** If the quorum referred to in the previous paragraph is reached: (i) the acceptors of the public offering of shares shall not be subjected to apportionment in selling their shares, provided that the ownership limit waiver procedures stipulated in the rules issued by CVM for public offering of shares are observed; and (ii) the offeror is obliged for a period of one (1) month starting on the auction date to buy the remaining outstanding shares at the final price reached in the auction, updated to the date of actual payment as per the terms of the bidding notice and the applicable laws and regulations, which payment must occur within, at most, fifteen (15) days from the date on which the shareholder exercises this discretion.

**Article 40.** If there is no controlling shareholder and B3 determines that the quotations of the securities issued by the Company be disclosed separately or that the trade of securities issued by the Company be suspended in *Novo Mercado* due to the default of the obligations set forth in the *Novo Mercado* Regulations, the Chairman of the Board of Directors shall call, within up to two (2) days as from such determination,

computing only the days on which the newspapers usually used by the Company are distributed, a Special Shareholders' Meeting for replacement of the entire Board of Directors.

**Paragraph 1.** If the Chairman of the Board of Directors fails to call the Special Shareholders' Meeting referred to in the main provision hereof within the established term, it may be called by any shareholder of the Company.

**Paragraph 2.** The new Board of Directors elected at the Special Shareholders' Meeting referred to in the main provision hereof and in Paragraph 1 of this article shall remedy the default of the obligations established in the *Novo Mercado* Regulations as soon as possible or within a new term to be granted by B3 for that purpose, whichever is shorter.

**Article 41.** The valuation report of the Company for purposes of determining the fair price and/or economic value, as the case may be, shall be prepared by a specialized company with proven experience and which is independent from the Company, its managers and the controlling shareholder and from their decision power, and the report shall also meet the requirements of Paragraph 1 of article 8 of the Corporation Law and contain the liability set forth by paragraph 6 of the same article 8.

**Sole Paragraph.** The costs incurred to prepare the required valuation report shall be fully borne by the offering shareholder.

### **Section III - Protection Against Dispersion of the Shareholding Basis**

**Article 42.** Any New Relevant Shareholder (as defined in paragraph 11 of this article) that purchases or becomes the holder of shares issued by the Company or of any other rights, including usufruct or trust on shares issued by the Company in any quantity equal to or greater than thirty-three point thirty-four percent (33.34%) of its capital shall carry out a public offering of shares for purchase of all shares issued by the Company, with due regard for the provisions of the applicable regulations of the CVM, the B3 regulations and the provisions of this article. The New Relevant Shareholder shall request the registration of said offering within, at most, thirty (30) days as from the date of purchase or as from the event that resulted in the title to the shares in rights in any quantity equal to or greater than thirty-three-point thirty-four percent (33.34%) of the Company's capital.

**Paragraph 1.** The public offering of shares shall be (i) indistinctively addressed to all shareholders of the Company; (ii) made in an auction to be held at B3, (iii) launched at the price determined in accordance with the provisions in paragraph 2 of this article; and (iv) paid in cash, in Brazilian currency, upon purchase in the offering of shares issued by the Company.

**Paragraph 2.** The purchase price in the public offering of each share issued by the Company shall not be smaller than the greatest amount between (i) one hundred and thirty-five percent (135%) of the economic value ascertained in a valuation report; (ii) one hundred and thirty-five percent (135%) of the issue price of shares obtained in any capital increase made upon public distribution occurred in the period of twenty-four (24) months preceding the date when it becomes mandatory to carry out the public offering of shares in accordance with this article, an amount which shall be duly restated by the Extended National Consumer Price Index (IPCA) from the date of issue of shares for the Company's capital increase to the time of financial settlement of the public offering of shares under this article; (iii) one hundred and thirty-five percent (135%) of the average unit quotation of the shares issued by the Company during the period of ninety (90) days before the offering, weighted by the volume of trading at the stock exchange in which the greatest volume of negotiations of the shares issued by the Company occurs; and (iv) one hundred and thirty-five percent (135%) of the highest unit price paid by the New Relevant Shareholder at any time for any share or lot of shares issued by the Company. If the CVM regulations applicable to the offering set forth in this case provides for the adoption of a calculation criterion for setting the purchase price of each share in the Company in the offering that results in a greater purchase price, the purchase price calculated in accordance with the CVM regulations shall prevail in the offering.

**Paragraph 3.** The public offering of shares referred to in the main provision of this article shall not exclude the possibility of another shareholder of the Company or, as applicable, the Company itself, making a competing offering under the applicable regulations.

**Paragraph 4.** The New Relevant Shareholder shall be required to meet any requests or requirements of the CVM based on the applicable law in relation to the public offering of shares, within the maximum terms established by the applicable regulations.

**Paragraph 5.** If the New Relevant Shareholder fails to comply with the obligations imposed by this article, including as regards compliance with the maximum terms (i) to carry out or request registration of the public offering of shares; or (ii) to meet any requests or requirements of the CVM, the Company's Board of Directors shall call a Special Shareholders' Meeting, at which the New Relevant Shareholder shall not vote, to resolve on the suspension of exercise of the rights of the New Relevant Shareholder that fails to comply with any obligation imposed by this article, as provided for by article 120 of the Corporation Law, without prejudice to the liability of the New Relevant Shareholder for damages and losses caused to the other shareholders as a result of the default of the obligations imposed by this article.

**Paragraph 6.** The provisions of this article shall not apply if a person becomes the holder of shares issued by the Company in a quantity greater than thirty-three point thirty-four percent (33.34%) of the total shares issued by the Company as a result of (i) legal succession, under the condition that the shareholder shall dispose of the surplus of shares within thirty (30) days as from the concerned event; (ii) merger of another company into the Company, (iii) merger of shares of another company into the Company, (iv) subscription of the Company's shares in a single primary issue approved at a Shareholders' Meeting of the Company, called by its Board of Directors, the capital increase proposal of which has determined that the shares issue price should be set based on the economic value ascertained in an economic and financial valuation report of the Company prepared by a specialized company with proven experience in valuation of publicly-held companies, or (v) exercise of subscription warrants issued by the Company as additional advantage to subscribers of shares in the Company's capital increase exclusively in relation to own preemptive rights (disregarding subscription rights acquired in the market or from third parties) and actually exercised in such capital increase. Furthermore, the provisions of this article shall not apply to Company's shareholders and their successors on the effective date of the Company's adhesion to and listing with *Novo Mercado*.

**Paragraph 7.** The calculation of the percentage of thirty-three-point thirty-four percent (33.34%) of the total shares issued by the Company as described in the main provision of this article shall not compute any involuntary increases in equity interest resulting from cancellation of shares kept in treasury or Company's capital reduction with cancellation of shares.

**Paragraph 8.** The Shareholders' Meeting may release the New Relevant Shareholder from the obligation to carry out the public offering of shares established in this article, if that is in the Company's interest.

**Paragraph 9.** Shareholders holding at least ten percent (10%) of the shares issued by the Company may request the Company's managers to call a special shareholders' meeting to resolve on a new valuation of the Company to be carried out for purposes of review of the purchase price, and any such valuation report shall be prepared based on the same methods of the valuation report referred to in article 41, in accordance with the procedures set forth in article 4-A of the Corporation Law and in compliance with the provisions of the applicable regulations of the CVM, of the B3 regulations, and of this Chapter. The costs incurred to prepare the valuation report shall be fully borne by the New Relevant Shareholder.

**Paragraph 10.** If the special shareholders' meeting referred to above resolves that a new valuation shall be made, and such valuation report ascertains any amount greater than the initial amount of the public offering of shares, then the New Relevant Shareholder may give it up, in which case it shall comply, as applicable, with the

procedure set forth in articles 23 and 24 of CVM Instruction 361/02, and dispose of the surplus equity interest within three (3) months as from the date of said special shareholders' meeting.

**Paragraph 11.** For purposes of this article, the capitalized terms below shall have the following meanings:

**“New Relevant Shareholder”** means any person, including, but not limited to, any individual or legal entity, investment fund, co-ownership, portfolio of notes, universality of rights or any other form of organization that is resident, domiciled or headquartered in Brazil or abroad, or a Block of Shareholders.

**“Block of Shareholders”** means a group of two (2) or more shareholders of the Company: (i) that are parties to a voting agreement; (ii) if one of them is directly or indirectly the controlling shareholder or controlling company of the other or others; (iii) that are companies directly or indirectly controlled by the same person or group of persons, shareholders or not; or (iv) that are companies, associations, foundations, cooperatives and trusts, investment funds or portfolios, universality of rights or any other forms of organization or venture with the same administrators or managers, or where the administrators or managers are companies directly or indirectly controlled by the same person or group of persons, shareholders or not. In case of investment funds with an administrator in common, they shall be solely deemed a Block of Shareholders if they have a policy of investments and voting exercise at Shareholders' Meetings, in accordance with the respective regulations, under the liability of the administrator on a discretionary basis.

#### **Section IV - Miscellaneous Provisions**

**Article 43.** A single public offering of shares may be prepared, aiming at more than one of the purposes established in this Chapter VII of these Bylaws, in the *Novo Mercado* Regulations, or in the CVM regulations, provided that the procedures of all modalities of public offering of shares may be combined, no damage results to the target audience of the offering, and authorization is obtained from the CVM, as required by the applicable law.

**Article 44.** The Company or the shareholders in charge of carrying out the public offerings of shares established in this Chapter VII of these Bylaws, in the *Novo Mercado* Regulations or in the CVM regulations may ensure the implementation thereof by means of any shareholder, third party and, as the case may be, by the Company. The Company or the shareholder, as the case may be, are not exempted from the obligation to carry out the public offering of shares until it has been completed in compliance with the applicable rules.

## **CHAPTER VIII ARBITRAL TRIBUNAL**

**Article 45.** The company, its shareholders, managers, members of the Fiscal Council, actual and deputy members, if any, undertake to resolve, by means of arbitration before the Market Arbitration Chamber, pursuant to its regulations, any dispute or controversy that may arise among them, related to or arising out of its condition of issuer, shareholders, managers and members of the Fiscal Council, in particular, resulting from the provisions of Law 6385/76, of the Corporation Law, of these Company's Bylaws, of the rules issued by the National Monetary Council, by the Central Bank of Brazil and by the Brazilian Securities Commission, and of the other rules applicable to the operation of the capital market in general, in addition to those contained in the Novo Mercado Regulations, the other B3 regulations and the Agreement of Participation in Novo Mercado.

**Paragraph 1.** Without prejudice to the validity of this arbitration clause, in case the Arbitral Tribunal has not been set up yet, the parties may directly seek any protective measures to the Judiciary as required to prevent any irreparable or hardly repairable damage, and such procedure shall not be deemed waiver of arbitration, as established in item 5.1.3 of the Arbitration Regulations of the Market Arbitration Chamber.

**Paragraph 2.** The Brazilian law shall be the sole law applicable to the merits of any and all disputes, as well as to the performance, construal and effectiveness of this arbitration clause. The Arbitral Tribunal shall be composed of arbitrator(s) chosen as provided for in the Arbitration Regulations of the Market Arbitration Chamber. The arbitration proceeding shall be conducted in the City of São Paulo, State of São Paulo, where the arbitration award shall be rendered. The arbitration shall be administered by the Market Arbitration Chamber itself and conducted and judged in accordance with the applicable provisions of the Arbitration Regulations.

## **CHAPTER IX COMPANY LIQUIDATION**

**Article 46.** The Company shall enter liquidation in the cases provided for by law, in which case the Shareholders' Meeting shall elect the liquidator or liquidators, as well as the Fiscal Council to operate during such period, in compliance with the legal formalities.

## **CHAPTER X RIGHT TO WITHDRAW**

**Article 47.** In the cases where the law grants the dissenting shareholder of the

Shareholders' Meeting the right to withdraw from the Company, the refund value of the shares shall be determined by dividing the net worth stated in the last individual financial statements approved by the Shareholders' Meeting by the total number of shares issued by the Company, not considering shares held in treasury.

**Sole Paragraph.** The refund may be paid from profits or reserves, except the legal reserve.

## **CHAPTER XI FINAL AND INTERIM PROVISIONS**

**Article 48.** Any cases omitted from these Bylaws shall be resolved by the Shareholders' Meeting, regulated in accordance with the provisions of the Corporation Law and, as applicable, by the *Novo Mercado* Regulations.

**Article 49.** The Company shall comply with any shareholders' agreements filed at its head offices and shall be expressly forbidden from registering any transfer of shares and from computing any vote cast at a Shareholders' Meeting or at a meeting of the Board of Directors in breach of the provisions thereof.

**Article 50.** Capitalized terms used in these Bylaws but not defined herein shall have the meaning attributed thereto in the *Novo Mercado* Regulations.

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**MINERVA S.A.**  
*Publicly-Held Company*

Corporate Taxpayer ID (CNPJ) No. 67.620.377/0001-14  
State Registry (NIRE) 35300344022 - Code of the Brazilian Securities and Exchange  
Commission (CVM) 02093-1

**PROPOSAL OF THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY  
SHAREHOLDERS' MEETING TO BE HELD ON MAY 10, 2019**

**EXHIBIT III**

**Minutes of the Meeting of the Company's Board of Directors held on April  
9, 2019**

## MINERVA S.A.

### *Publicly-Held Company*

Corporate Taxpayer ID (CNPJ) No. 67.620.377/0001-14  
State Registry (NIRE) No. 35300344022 - Brazilian Securities an Exchange  
Commission (CVM) No. 02093-1

### **Minutes of the Board of Directors' Meeting Held on April 09, 2019**

**1. Date, Time and Place:** Held on April 9, 2019, at 9 a.m., at the Company's office, located in the City of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Júnior, n.º 758, 8º andar, cj. 82, CEP 04542-000.

**2. Presiding Board:** Chairwoman: Ibar Vilela de Queiroz; Secretary: Fernando Galletti de Queiroz was the secretary.

**3. Call Notice:** The call notice was waived given that all members of the Company's Board of Directors attended the meeting, pursuant to the Sole Paragraph of Article 15 of the Company's Bylaws.

**4. Attendance:** All members of the Company's Board of Directors attended the meeting, some in person and some by conference call, pursuant to Article 18, Paragraph 1 of the Company's Bylaws. Mr. Luiz Manoel Gomes Júnior, member of the Company's Fiscal Council, also attended the meeting.

**5. Agenda:** The members of the Company's Board of Directors gathered to evaluate and discuss the following agenda: **(i)** proposal, to be submitted to the extraordinary shareholders' meeting of the Company, to amend the head paragraph of Article 5 of the Company's Bylaws to decrease the Company's share capital, in the amount of one billion reais (R\$1,000,000,000.00), without cancellation of shares, to absorb part of the losses accumulated in the financial statements for the fiscal year ended December 31, 2018; **(ii)** proposal, to be submitted to the extraordinary shareholders' meeting, to authorize the executive officers to carry out all acts necessary for the effective decrease of the Company's share capital; and **(iii)** convene an extraordinary shareholders' meeting of the Company.

**6. Resolutions taken:** After discussing the matters included in the agenda, the attending members of the Company's Board of Directors unanimously resolved, without any restrictions or exceptions, on the following:

**6.1.** To approve the proposal, to be submitted to the extraordinary shareholders' meeting, of the amendment of the head paragraph of Article 5 of the Company's Bylaws to decrease the share capital, in the amount of one billion reais (R\$1,000,000,000.00), to absorb part of the losses accumulated in the Company's financial statements for the fiscal year ended December 31, 2018, without cancellation of shares, pursuant to Article 173 of Law 6404, of 1976 ("Brazilian Corporation Law" and "Capital Decrease"). The said statutory provision will become in force with the following new wording:

*“Article 5. The share capital is of one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$115,222,688.79), fully subscribed and paid-in, divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, all registered, book-entry shares with no par value.”*

**6.1.1.** Consign that, if the Capital Decrease is approved, the Company’s share capital will go from the current one billion, one hundred and twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$1,115,222,688.79) to one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$115,222,688.79), without cancellation of shares.

**6.1.2.** Consign that, the current share capital mentioned in item 6.1.1 above, considers the capital increases approved by the Company’s Board of Directors, within the limit of authorized capital, as follows:

- a)** capital increase totaling thirty-two reais and ten cents (R\$32.10), issuing five (5) new common shares, registered, book-entry with no par value, approved at the meeting of the Board of Directors held on January 11, 2019, the minutes of which were filed at the Trade Board of the State of São Paulo (“JUCESP”) under number 173.434/19-8 at a session held on March 28, 2019;
- b)** capital increase totaling one thousand, five hundred and ninety-two reais and sixteen cents (R\$1,592.16), issuing two hundred and forty-eight (248) new common shares, registered, book-entry with no par value, approved at the meeting of the Board of Directors held on February 11, 2019, the minutes of which were filed at JUCESP, under number 199.723/19-9 at a session held on April 08, 2019; and
- c)** capital increase totaling of sixty-four thousand and two hundred reais (R\$64,200.00), issuing ten thousand (10,000) new common shares, registered book-entry shares with no par value, approved at the meeting of the Board of Directors held on March 13, 2019, the minutes of which are currently under registration process at JUCESP.

**6.1.3.** Consign that, if the Capital Decrease is approved, it will be carried out without the cancellation of shares and the Company’s share capital will continue to be divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, registered, book-entry shares with no par value.

**6.1.4.** Consign that the final share capital and the actual number of shares may vary if there is an increase in the share capital due to subscription warrants issued by the

Company between this date and the date of the extraordinary shareholders' meeting that evaluates the proposal on the Capital Decrease.

**6.1.5.** Consign that, since the Capital Decrease will be carried out to absorb the accumulated losses and will not result in the refund of part of the shares to the shareholders, the resolution of the extraordinary shareholders' meeting will take place immediately and will not be subject to the opposition term of creditors provided for in Article 174 of the Brazilian Corporation Law.

**6.1.6.** Consign that, by absorbing part of the accumulated losses included in the financial statements for the year ended December 31, 2018 through Capital Decrease, the accumulated losses account will record accumulated losses in the amount of three hundred and ninety-seven million, nine hundred and fifteen thousand, three hundred and twelve reais and eighty-two cents (R\$397,915,312.82).

**6.2.** Approve the proposal, to be submitted to the Extraordinary Shareholders' Meeting of the Company, authorizing the executive officers to carry out all acts necessary for the actual decrease reduction of the Company's share capital.

**6.3.** Approve, pursuant to Article 19, Item VIII, of the Company's Bylaws, the call notice of the extraordinary shareholders' meeting of the Company, to be held on May 10, 2019, to assess and resolve on the matters set forth in the agenda of the meeting.

**7. Closure and Drawing up of the Minutes:** There being nothing further to discuss, the Chairman offered the floor to anyone who intended to speak, as no one did, the meeting was adjourned for the time necessary to draft these minutes, which were then read, approved and signed by all attending board members. **Place and Date:** São Paulo, April 09, 2019. **Presiding Board:** Chairman - Ibar Vilela de Queiroz; Secretary - Fernando Galletti de Queiroz. **Attending Members of the Board of Directors:** Ibar Vilela de Queiroz, Frederico Alcântara de Queiroz, Norberto Lanzara Giangrande Junior, Alexandre Lahoz Mendonça de Barros, Gabriel Jaramillo Sanint, Sergio Carvalho Mandim Fonseca, Matthew James Jansen, Salman Abdulrahman Binseaidan, Abdulaziz Saleh Al-Rebdi and José Luiz Rêgo Glaser. **Attending Member of the Fiscal Council:** Luiz Manoel Gomes Júnior.

**Certificate:** This is a free English translation of the original minutes drawn up in the Minutes Book of the Company's Board of Directors Meetings Nr. 12, pages 139 to 143.

São Paulo, April 09, 2019.

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**Ibar Vilela de Queiroz**  
Chief Executive Officer

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**Fernando Galletti de Queiroz**  
Secretary

**MINERVA S.A.**

*Publicly-Held Company*

Corporate Taxpayer ID (CNPJ) No. 67.620.377/0001-14

State Registry (NIRE) 35300344022 - Code of the Brazilian Securities and Exchange

Commission (CVM) 02093-1

**PROPOSAL OF THE BOARD OF DIRECTORS FOR THE EXTRAORDINARY  
SHAREHOLDERS' MEETING TO BE HELD ON MAY 10, 2019**

**EXHIBIT IV**

**Minutes of the Meeting of the Company's Fiscal Council held on April 9,  
2019**

## MINERVA S.A.

Publicly-Held Company

Corporate Taxpayer's ID (CNPJ) 67.620.377/0001-14 | CVM Nr. 20931

State Registry (NIRE) 35.300.344.022

### **Minutes of the Fiscal Council's Meeting Held on April 09, 2019**

- 1. Date, Time and Place:** Held on April 9, 2019, at 3 p.m., at the Company's office located in the City of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Júnior, 758, 8º andar, conjunto 82, Itaim Bibi, CEP 04542-000 ("Company").
- 2. Presiding Board:** Dorival Antonio Bianchi - **Chairman**; Luiz Claudio Fontes - **Secretary**.
- 3. Call Notice:** The prior call notice was waived given that all members in office of the Fiscal Council of the Company attended the meeting.
- 4. Attendance:** All the members of the Company's Fiscal Council attended the meeting.
- 5. Agenda:** The Company's Fiscal Council gathered to evaluate, discuss and issue an opinion on the following agenda: **(i)** proposal to amend the head paragraph of Article 5 of the Company's Bylaws to decrease the Company's share capital, in the amount of one billion reais (R\$1,000,000,000.00), without cancellation of shares, to absorb part of the losses accumulated, pursuant to Article 173 of Law 6404, of December 15, 1976, as amended ("Brazilian Corporation Law"); and **(ii)** issue an expert opinion regarding the Management's Proposal to decrease the share capital.
- 6. Resolutions:** After discussing the matters, the members of the Company's Fiscal Council resolved, unanimously and without any restrictions:
  - 6.1.** To issue an opinion in favor of the management's proposal, to be submitted to the extraordinary shareholders' meeting of the Company, to amend the head paragraph of Article 5 of the Company's to decrease the Company's capital decrease in the amount of one billion reais (R\$1,000,000,000.00), without cancellation of shares, to absorb part of the accumulated losses that, as per the Company's Financial Statements for the year ended December 31, 2018, totaled one billion, three hundred and ninety-seven million, nine hundred and fifteen thousand, three hundred and twelve reais and eighty-two cents

(R\$1,397,915,312.82) (“Capital Decrease”).

6.1.1. Consign that, if the Capital Decrease is approved, the Company’s share capital will go from the current one billion, one hundred and twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$1,115,222,688.79) to one hundred and fifteen million, two hundred twenty-two thousand, six hundred and eighty-eight reais and seventy-nine cents (R\$115,222,688.79), without cancellation of shares.

6.1.1.1. Consign that, the current share capital mentioned in item 6.1.1 above, considers the capital increases approved by the Company’s Board of Directors, within the limit of authorized capital, as follows:

- a) capital increase totaling thirty-two reais and ten cents (R\$32.10), issuing five (5) new common shares, registered, book-entry with no par value, approved at the meeting of the Board of Directors held on January 11, 2019, the minutes of which were filed at the Trade Board of the State of São Paulo (“JUCESP”) under number 173.434/19-8 at a session held on March 28, 2019;
- b) capital increase totaling one thousand, five hundred and ninety-two reais and sixteen cents (R\$1,592.16), issuing two hundred and forty-eight (248) new common shares, registered, book-entry with no par value, approved at the meeting of the Board of Directors held on February 11, 2019, the minutes of which were filed at JUCESP, under number 199.723/19-9 at a session held on April 08, 2019; and
- c) capital increase totaling of sixty-four thousand and two hundred reais (R\$64,200.00), issuing ten thousand (10,000) new common shares, registered book-entry shares with no par value, approved at the meeting of the Board of Directors held on March 13, 2019, the minutes of which are currently under registration process at JUCESP.

6.1.2. Consign that, if the Capital Decrease is approved, it will be carried out without the cancellation of shares and the Company’s share capital will continue to be divided into three hundred and seventy-six million, six hundred and ninety-seven thousand, four hundred and ten (376,697,410) common, registered, book-entry shares with no par value.

6.1.3. Consign that the final share capital and the actual number of shares, after the Capital Decrease, may vary if there is an increase in the share capital

due to subscription warrants issued by the Company between this date and the date of the extraordinary shareholders' meeting that evaluates the proposal on the Capital Decrease.

6.1.4. Consign that, since the Capital Decrease will be carried out to absorb the accumulated losses and will not result in the refund of part of the shares to the shareholders, the resolution of the extraordinary shareholders' meeting will take place immediately and will not be subject to the opposition term of creditors provided for in Article 174 of the Brazilian Corporation Law.

6.1.5. Consign that, by absorbing part of the accumulated losses included in the financial statements for the year ended December 31, 2018 through Capital Decrease, the accumulated losses account will record accumulated losses in the amount of three hundred and ninety-seven million, nine hundred and fifteen thousand, three hundred and twelve reais and eighty-two cents (R\$397,915,312.82).

**6.2.** To approve the issue of an expert opinion on the management's proposal regarding the Capital Decrease, pursuant to **Exhibit I** hereto, in compliance with Item III and Paragraph 3 of Article 163 and Paragraph 1 of Article 173 of the Brazilian Corporations Law.

**7. Closure:** As there was no further business to discuss and no other statement was made, this meeting was adjourned, these minutes were drawn up, read and agreed with, and signed by all the attending members. São Paulo, April 09, 2019. **Presiding Board:** Dorival Antonio Bianchi – Chairman; Luiz Claudio Fontes – Secretary. **Attending Members of the Fiscal Council:** Dorival Antonio Bianchi; Luiz Claudio Fontes and Luiz Manoel Gomes Júnior.

This is a free English translation of the original minutes drawn up in the Minutes Book of the Company's Fiscal Council Meetings Nr. 03, pages 38 to 44.

**Presiding Board:**

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**Dorival Antonio Bianchi**  
Chief Executive Officer

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**Luiz Claudio Fontes**  
Secretary

**MINERVA S.A.**

Publicly-Held Company  
Corporate Taxpayer's ID (CNPJ) 67.620.377/0001-14 - CVM Nr. 20931  
State Registry (NIRE) 35.300.344.022

**MINUTES OF THE MEETING OF THE FISCAL COUNCIL  
HELD ON APRIL 09, 2019**

**Exhibit I**

**EXPERT OPINION OF THE FISCAL COUNCIL**

“The Fiscal Council of **MINERVA S.A.** (“Company”), under its legal assignments and responsibilities, at a meeting held on April 9, 2019, at the Company’s office located in the City of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Júnior, 758, 8º andar, conjunto 82, Itaim Bibi, CEP 04542-000, evaluated and assessed the Management’s Proposal to decrease the Company’s share capital, in the amount of one billion reais (R\$1,000,000,000.00), without changing the number of shares issued by the Company, to absorb part of the losses accumulated in the Company’s financial statements for the fiscal year ended December 31, 2018 (“Capital Decrease”). Based on the evaluations carried out and the clarifications provided by the Management, the Fiscal Council issued an opinion in favor of the Management’s Proposal for the Capital Decrease. In this sense, it was authorized to submit the said proposal to the evaluation of the extraordinary shareholders’ meeting of the Company, with the certainty that the Company’s Fiscal Council recommends the full approval of the Management’s proposals by the shareholders.”

São Paulo, April 09, 2019.

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**Dorival Antonio Bianchi**

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**Luiz Manoel Gomes Júnior**

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**Luiz Claudio Fontes**