



**HANDBOOK FOR THE PARTICIPATION OF  
MINERVA S.A. SHAREHOLDERS IN THE ANNUAL  
SHAREHOLDERS' MEETING TO BE HELD APRIL 25, 2019**

**MINERVA S.A.**

*Publicly-held Corporation*

CNPJ/ ME nº 67.620.377/0001-14

NIRE 35.300.344.022 – CVM 02093-1

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MINERVA S.A. SHAREHOLDERS IN THE ANNUAL  
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## **MINERVA S.A.**

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### **HANDBOOK FOR THE PARTICIPATION OF MINERVA S.A. SHAREHOLDERS IN THE ANNUAL SHAREHOLDERS' MEETING TO BE HELD APRIL 25, 2019**

#### **I. Message from the management**

Dear Shareholders,

This handbook (“Handbook”) contains information and explanations intended for the Minerva S.A. (“Minerva” or “Corporation”) shareholders for their participation in the Corporation annual shareholders' meeting to be held April 25, 2019, 11 a.m. (“Annual Shareholders' Meeting”).

This document explains in details the voting process, date, place and subject-matters to be resolved at the Corporation Annual Shareholders' Meeting. Furthermore, this Handbook shows a template of a proxy to enable your participation in the meeting.

We stress that for an Annual Shareholders' Meeting to be called to order the attendance of not less than one fourth (1/4) of shareholders representing the Corporation voting stock is indispensable pursuant to the provision under article 125 of Law No. 6,404 as of December 15, 1976, as amended (“Corporation Law”). If the aforesaid quorum is not made, the Corporation shall announce another date to hold the Annual Shareholders' Meeting on second call. In this circumstance, the Annual Shareholders' Meeting may be called to order with the attendance of any number of shareholders.

Considering our efforts to have our Corporation annual meetings held on first call, we stress that your participation is very important to our Corporation.

Our Investor Relations remain at your service to answer any doubts you might

have in relation to the material contained in this Handbook.

Very truly yours,

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

**Fernando Galletti de Queiroz**  
Chief Executive Officer

## **II. Call notice for the Annual Shareholders' Meeting**

Dear Shareholders,

Minerva S.A. management calls you to attend, participate in and express your ideas and opinions at the Corporation Annual Shareholders' Meeting, which will be held on first call on April 25, 2019, 11 a.m., at the Corporation head office located in the city of Barretos, state of São Paulo, an extension of Avenida Antonio Manço Bernardes, not numbered, Rotatória Família Vilela de Queiroz, Chácara Minerva, Zip Code 14781-545.

At the Annual Shareholders' Meeting, the subject-matters comprising its agenda will be analysed, discussed and voted:

- (i) the accounts of the members of the management, the administration report and the financial statements of the Company, accompanied by the annual report from the independent auditors, in connection with the fiscal year ended on December 31st, 2018;
- (ii) the proposal from the Board of Officers as regards the allocation of the results of the fiscal year ended on December 31st, 2018 and the distribution of dividends;
- (iii) installation of the Company's fiscal council, effective until the Company's next annual general shareholders' meeting;
- (iv) establishing the number of members of the Company's fiscal council, with term of office until the Company's next annual general shareholders' meeting;
- (v) appointment of the Company's fiscal counsel's members; and
- (vi) establishing the global compensation amount of the Company's management for the 2019 fiscal year.

The documents concerning the subject-matters to be discussed at the Annual Shareholders' Meeting have been made available to the shareholders at the Corporation's office and on the website of the Corporation ([www.minervafoods.com/ri](http://www.minervafoods.com/ri)), of the B3 S.A. – Brasil, Bolsa, Balcão (“B3”)

([www.b3.com.br](http://www.b3.com.br)) and the Brazilian Securities Commission (*Comissão de Valores Mobiliários*) (“CVM”) ([www.cvm.gov.br](http://www.cvm.gov.br)) on the Internet, pursuant to the provisions under the Corporation Law and CVM applicable regulation.

It is noteworthy that the management proposal for the Annual Shareholders' Meeting, released on March 25, 2019 on the website of the Corporation ([www.minervafoods.com/ri](http://www.minervafoods.com/ri)), of B3 and of CVM on the Internet, shows detailed information on the subjects to be discussed at the Annual Shareholders' Meeting.

We emphasize that the Annual Shareholders' Meeting is the perfect place for all shareholders to express their concerns, opinion, doubts, criticism and compliments over the Corporation performance within the last tax year. Therefore, your attendance is of utmost importance for our Corporation.

Our Corporation expects that this Manual will be useful to you and will incentive your participation in our Annual Shareholders' Meeting.

### **III. Annual Shareholders' Meeting**

Pursuant to article 132 of the Corporation law, our Corporation is required to hold every year, within the first four (4) months subsequent to the closing of any tax year, an annual meeting called “Annual Shareholders' Meeting” to resolve on the following subjects: (a) take the accounts of the managers, analyze, discuss and vote the financial statements; (b) allocation of the net profit referring to the relevant tax year and the distribution of dividends; and (c) elect the managers and members of our audit committee, where applicable.

The notice of meeting of our Corporation Annual Shareholders' Meeting is on Exhibit I hereto and it shall be published on March 25, 26 and 27, 2019, on the newspapers “*Diário Oficial do Estado de São Paulo*” (The Official Gazette of the São Paulo Government State), and “*O Diário de Barretos*”.

Although the Corporation Shareholders are allowed to attend, participate, discuss and give their opinion, the Annual Shareholders' Meeting may only be called to order on first call with the attendance of Shareholders representing not less than one fourth (1/4) of the voting stock, under the terms of article 125 of the Corporation Law.

If the Annual Shareholders' Meeting is not called to order on first call because the required quorum was not made, as set out above, another notice of meeting shall then be given not less than eight (8) days in advance. The Annual Shareholders' Meeting shall be called to order on second call with the attendance of any number of shareholders of our Corporation.

We emphasize that approval of the subject-matters analysed at the Annual Shareholders' Meeting will depend on the affirmative vote casted by the majority of voting shareholders in attendance, whereas abstentions shall not be considered, pursuant to article 129 of the Corporation Law.

#### **IV. Information for participation in the Annual Shareholders' Meeting**

Because the Annual Shareholders' Meeting will address subjects that are sensitive for our Corporation's and your interests, only persons who evidence their role as shareholders or stockholder's representatives will be allowed to participate in the meeting, pursuant to applicable legislation, i.e. article 126 of the Corporation Law.

Under the terms of the aforesaid Corporation Law article, and article 10, paragraph 5, of the Corporation By-laws, participation in an Annual Shareholders' Meeting requires, 72 hours in advance, that our Corporation be submitted the following documents:

- (i) a document for identification (General Registration of Identity Card (RG)), National Drivers' License (*Carteira Nacional de Habilitação* (CNH), passport, identity cards issued by professional councils or professional cards issued by Public Administration bodies, provided they have a picture of its holder);
- (ii) minutes evidencing the powers of legal representative as mentioned below;
- (iii) proof of ownership on the stock issued by the institution in charge of registering the Corporation stock, which shall have been issued not more than five (5) days before the date the Annual Meeting will be held, as recommendable;

(iv) proxy, in case of participation through representative; and/or

(v) for the shareholders whose stock is held in fungible custody of registered shares, the statement containing the respective stockholding, issued by the relevant body.

A corporate stockholder representative is required to submit a registered copy of the documents below duly registered with the relevant body (Civil Registry of Legal Entities (*Registro Civil de Pessoas Jurídicas*) or Board of Commerce (*Junta Comercial*), as the case may be):

(i) Updated articles of association or bylaws; and

(ii) corporate document for the election of the manager who (a) attends the annual shareholder's meeting as a representative of such corporation, or (b) proxy granted to third party representing the corporate stockholder.

As to investment funds, the representation of unit holders at the annual shareholders' meeting shall be incumbent on the management institution or manager, subject to the provision in the fund's charter in relation to which the holder has powers to exercise their voting stock and assets in the fund portfolio. In this case, the representative of the fund manager will, further to the corporate documents mentioned above concerning the fund manager, submit an ordinary consolidated, updated and actual copy of the fund's charter, which shall be duly registered with a competent body.

As to the participation through an attorney-in-fact, powers for representation in an Annual Shareholders' Meeting shall have been granted not less than one (1) year before, under the terms of article 126, paragraph 1, of the Corporation Law.

In addition, in compliance with the provision under article 654, paragraph 1 and paragraph 2 of the law n. 10,406, of January 10, 2002, as amended (Civil Code), such proxy shall contain an indication of the place where the power was granted, the complete identification information on the grantor and grantee, the date and to what purpose the power was granted, along with a designation and description of the extension of the powers granted, containing a confirmation of the grantor's signature.

It is worth reminding that (i) natural persons shareholders of the Corporation may only be represented at annual shareholders' meetings through attorney-in-fact who is a stockholder, manager of the Corporation, lawyer or financial institution, pursuant to article 126, paragraph 1, of the Corporation Law, and (ii) corporate shareholders of the Corporation may, under the terms of a CVM decision on Procedure CVM RJ2014/3578, tried on November 4, 2014, be represented by attorney-in-fact constituted pursuant to its articles of association or bylaws and according to the rules of the Civil Code, whereas such person is not required to be a manager of the Corporation, stockholder or lawyer.

In order to facilitate the participation of you by means of proxy, the Company makes available to you a model of proxy that can be used to grant specific and special powers for attendance, participation and vote in your name and on behalf of you, which integrates this Handbook in the form of Exhibit II.

The proxy model attached to this Handbook is intended to facilitate the granting of power of attorney by you. and encourage the exercise of voting rights of the shareholders at the Annual General Meeting. In this sense, the model contained herein is not, and should not be understood as, a public request for proxy carried out by the administration, as disciplined by the current legislation.

Stockholder documents issued overseas shall be notarized by a Public Notary (*Tabelião Público*), legalized by a Consulate, translated by a sworn translator registered with the Board of Commerce (*Junta Comercial*), and registered with the Registry of Deeds and Documents (*Registro de Títulos e Documentos*), under the terms of the legislation in force.

As to documents issued by countries that signed the Convention Abolishing the Requirement of Legalization for Foreign Public Documents (Apostille Convention) as of October 5, 1961, the diplomatic or consulate legalization before August 14, 2016 shall be mandatorily be replaced as of February 14, 2017 with the apposition of apostille under the terms of the Resolution of the National Justice Council No. 228, as of June 22, 2016.

The documents of the shareholders sent abroad must be (i) notarized by Notary Public; (ii) legalized in Consulate, treated under the Apostille Convention, in the case of documents issued by countries that are signatories to the Convention on the Elimination of the Requirement of Legalization of Public Documents (Convention of the Handbook) of October 5, 1961; (iii) translated by a sworn

translator enrolled in the Board of Trade; and (iv) registered in the Registry of Deeds and Documents, in accordance with the legislation in force.

Aiming at a better organization of the Annual Shareholders' Meeting, under the terms of article 10, paragraph 5, of the Corporation bylaws, the Corporation asks you to submit the documents required for your participation in the Annual Shareholders' Meeting within not less than seventy-two (72) hours in advance to our Investor Relations, at our Corporation's head office.

It should be highlighted that the shareholders will be allowed to participate in the Annual Shareholders' Meeting even if they fail to submit the aforesaid on a previous basis, in which case they may submit such documents at the opening of the Annual Shareholders' Meeting, as set out in article 5, paragraph 2, of the CVM Ordinance (ICVM) 481/2009, as amended.

Nevertheless, shareholders choosing to exercise their right to vote while absent at the Annual Stockholder's Meeting by filling out the absentee ballot the Corporation makes available shall submit the documents mentioned in this item IV along with their absentee ballots duly filled out, pursuant to the filling-out instructions under item V of this Handbook.

Before the Annual Stockholder's Meeting begins, the shareholders or representatives of shareholders shall sign the shareholders' attendance book by writing down their names, nationality and address, as well as the quantity, type and class of stock they hold, pursuant to article 127 of the Corporation Law.

## **V. Absentee Ballot**

Shareholders choosing to cast their votes while absent at the Annual Shareholder's Meeting shall fill out the absentee ballot the Corporation makes available and indicate if they wish to approve, reject or abstain from voting the resolutions described in the referred ballot, subject the following procedures:

### **a) Ballot directly sent to the Corporation**

After filling out your ballot, you will mail it to the address of the Corporation's office located in the city of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Júnior, nº 758, 8º andar, Itaim Bibi, Zip Code 04542-000, to the

attention of the Corporation Investor Relations or e-mail it to [ri@minervafoods.com](mailto:ri@minervafoods.com), **by April 18, 2019**, including the following documents:

- (i) a hard copy of the absentee ballot concerning the Annual Shareholders' Meeting, with all fields duly filled out, all pages initiated and its last page signed by the stockholder or their legal representative(s), along with a certification of the signature of the ballot's signatory; and
- (ii) a certified copy of a valid identification document of the stockholder or their legal representative that signed the ballot, as below
  - a. Natural Person: Identity Card (RG), National Driver's License (CNH), passport, identity cards issued by professional councils or functional portfolios issued by a body of the Public Administration, provided they contain a photo of the holder of the shareholder or its legal representative, when represented by a proxy, a certified copy of the document evidencing the powers of the signatory;
  - b. Legal Entity: Identity Card (RG), National Driver's License (CNH), passport, identity cards issued by professional councils or functional portfolios issued by a body of the Public Administration, provided they contain a photo of the holder of the legal representative; consolidated, current and current bylaws or bylaws; and corporate documents proving the powers of representation; and
  - c. Investment Fund: Identity Card (RG), National Driver's License (CNH), passport, identity cards issued by professional councils or functional portfolios issued by a body of the Public Administration, provided they contain a photo of the holder of the legal representative; consolidated, updated and actual; actual article of association or by-laws of the fund manager, as the case may be, subject to the fund's voting policy; and corporate documents proving the powers of representation.

Under the terms of article 21-U of ICVM 481, the Corporation shall inform its shareholders through e-mail sent to the e-mail such stockholder informs in their absentee ballot, within three (3) days as of its receipt, of the validity of the absentee ballot and documents attached thereto. The Corporation shall inform its shareholders within that same time frame of any need to rectify the ballot and/or

the documents attached describing, on this occasion, the procedures and deadlines necessary for the regularization of distance voting.

**b) Sent through service providers**

As allowed under article 21-B of ICVM 481, further to sending the absentee ballot directly to the Corporation, you may send instructions on the filling out of the absentee ballot to service providers able to render collection and transmission of instructions on how to fill out the absentee ballot, provided such instructions are sent **by April 18, 2019**, including.

Accordingly, voting instructions may be sent through a custody agent of shareholders owners of stock issued by the Corporation and held in deposit or in central deposit or, if the stock is subject to a registration procedure, through Itaú Corretora de Valores S.A.

The custody agent and Itaú Corretora de Valores S.A. shall abide by the voting instructions given by the shareholders, but they will not be liable for verifying the eligibility of the stockholder to exercise any right to vote, a duty that is incumbent on the Corporation.

The shareholders shall contact their respective custody agents or Itaú Corretora de Valores S.A, as the case may be, to check the procedures they have set for issuance of the instructions for voting through the ballot, and the documents and information required to that end. The aforementioned service providers shall inform the shareholders of the receipt of the voting instructions and the need to rectify or resend it, while they shall observe the procedures and applicable terms.

In compliance with ICVM 481, any voting instruction diverging from the one same resolution and which was issued by one same stockholder shall be disregarded, and for that purpose such stockholder's individual taxpayer registration (*Cadastro de Pessoas Físicas do Ministério da Economia*) ("CPF/MF") number or corporate taxpayer registration (*Cadastro Nacional de Pessoas Jurídicas do Ministério da Economia*) ("CNPJ/MF") number shall be considered.

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**MINERVA S.A.**

*Publicly-held Corporation*

CNPJ/ ME nº 67.620.377/0001-14  
NIRE 35.300.344.022 – CVM 02093-1

**EXHIBIT I TO THE HANDBOOK FOR THE PARTICIPATION OF  
MINERVA S.A. SHAREHOLDERS IN THE ANNUAL  
SHAREHOLDERS' MEETING TO BE HELD APRIL 25, 2019**

**CALL NOTICE**

**ANNUAL GENERAL MEETING  
TO BE HELD ON APRIL 25<sup>TH</sup>, 2019**

**Minerva S.A.**, a corporation headquartered in the city of Barretos, State of São Paulo, in the extension of Avenida Antônio Manço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara Minerva, ZIP Code 14.781-545, with its articles of incorporation filed with the Commercial Registry of the State of São Paulo under Company Registry (NIRE) no. 35.300.344.022, inscribed in the roll of corporate taxpayers (CNPJ/ME) under no. 67.620.377/0001-14, registered with the Brazilian Securities and Exchange Commission ("CVM") as a category "A" publicly-held company under Code no. 02093-1, with its shares listed in the Novo Mercado trading segment of B3 S.A. – Brasil, Bolsa, Balcão ("B3") under the ticker BEEF3 ("Company"), pursuant to article 124 of Law 6404, dated December 15, 1976, as amended ("Brazilian Corporation Law") and articles 3 and 5 of CVM Instruction 481, dated December 17, 2009, as amended ("ICVM 481"), hereby invites its shareholders to attend the Company's annual general meeting ("Annual General Meeting"), to be held at 11 a.m., on April 25th, 2019 at the Company's headquarters, to examine, discuss and vote on the following agenda:

- (i) the accounts of the members of the management, the administration report and the financial statements of the Company, accompanied by the annual report from the independent auditors, in connection with the fiscal year ended on December 31st, 2018;

- (ii) the proposal from the Board of Officers as regards the allocation of the results of the fiscal year ended on December 31st, 2018 and the distribution of dividends;
- (iii) installation of the Company's fiscal council, effective until the Company's next annual general shareholders' meeting;
- (iv) establishing the number of members of the Company's fiscal council, with term of office until the Company's next annual general shareholders' meeting;
- (v) appointment of the Company's fiscal counsel's members; and
- (vi) establishing the global compensation amount of the Company's management for the 2019 fiscal year.

Pursuant to article 126 of the Brazilian Corporation Law and to article 10, paragraph 5 of the Company's Bylaws, in order to participate in the Annual General Meeting, the shareholder must present to the Company, with seventy-two (72) hours in advance, the following documents:

- (i) identification card (i.e. General Registry Identification Card (RG), driver's license (CNH), passport, professional identification issued by class associations or professional identification issued by public agencies, as long as they include a photo of the bearer);
- (ii) relevant corporate acts evidencing the powers of legal representation, as mentioned below
- (iii) a proof of share ownership issued by the depository institution of the Company's shares issued no more than five (5) days prior to the date of the Annual General Meeting;
- (iv) a proxy instrument, in case of representation, with recognized firm; and/or
- (v) the statement showing the respective shareholding position issued by the proper authority in the case of shareholders with registered shares held in custody.

Representatives of corporate shareholders must present a copy of the following documents duly registered in the applicable body (Official Corporate Deeds Registry or State Commerce Registry of the respective state, as applicable):

- (i) consolidated, updated and valid articles of incorporation or bylaws; and
- (ii) corporate act that elected the manager that (a) attends the Annual General Meeting as a representative of such company, or (b) grants the proxy instrument for a proxy to represent the corporate shareholder.

With regard to investment funds, shareholder representation in the Annual General Meeting will be up to the managing institution, in accordance with the Fund's regulations as to who holds the power to exercise the voting rights of the shares and assets in the Fund's portfolio. In this case, in addition to the corporate documents mentioned above related to the manager, the representative of the Fund's manager must present a copy of the Fund's consolidated regulation, updated and in effect, duly registered with the competent body.

With respect to participation through a proxy, the representation powers for participating in the Annual General Meeting must have been granted less than one (1) year prior to the meeting, pursuant to article 126, paragraph 1 of the Brazilian Corporation Law. Additionally, in accordance with article 654, paragraphs 1 and 2 of Law no. 10,406, dated January 10, 2002, as amended ("Civil Code"), the proxy instrument should contain an indication of the place where it was granted, the full identification of the grantor and grantee, the date and purpose of the grant with the designation and the extent of the powers granted, including the certified signature of the grantor.

It is worth mentioning that (i) shareholders of the Company, who are natural persons can only be represented in the Annual General Meeting by a proxy who is a shareholder, a Company administrator, lawyer or financial institution, pursuant to article 126, paragraph 1 of the Brazilian Corporation Law; and (ii) pursuant to the CVM's decision in the scope of CVM Administrative Proceeding RJ2014/3578, judged on November 4, 2014, legal entities who are Company shareholders may be represented by a proxy constituted in accordance with its articles of incorporation or bylaws and in accordance with the rules of the Civil Code, without the need for such an entity to be a Company administrator, shareholder or a lawyer.

Shareholder documents issued abroad shall be (i) notarized by a Public Notary; (ii) legalized at a Brazilian consulate or apostilled, in the case of documents issued by countries that are signatories to the Hague Convention of October 5, 1961, Abolishing the Requirement of Legalization for Foreign Public Documents; (iii) translated by a sworn translator enrolled in the Board of Trade; and (iv) registered in the Registry of Deeds and Documents, under the terms of the legislation in force.

In order to improve the organization of the Annual General Meeting, the Company requests, pursuant to paragraph 5 of article 10 of the Bylaws, that shareholders deliver the documents needed in order to participate in the Annual General Meeting to the Company's Investor Relations Department, located at the Company's headquarters, with, at least, seventy-two (72) hours in advance of the Annual General Meeting date.

We highlight that shareholders may participate in the Annual General Meeting without having performed the prior delivery mentioned above by presenting all the necessary documents at the opening of the Annual General Meeting, in accordance with paragraph 2 of article 5 of CVM Instruction 481.

Pursuant to ICVM 481, the Company will adopt the remote voting system, allowing its shareholders to send remote voting papers through the Company's bookkeeping agent, its custodian agents or directly to the Company, according to the guidelines set forth in the Management Proposal.

Prior to the opening of the Annual General Meeting, the shareholders or the representatives of the shareholders shall sign the shareholders' presence book, indicating their name, nationality and residence, as well as the quantity, type and class of shares held, in accordance with article 127 of the Brazilian Corporation Law.

The documents and information related to the matters to be resolved at the Annual General Meeting are available to shareholders at the Company's headquarters and on the websites of the Company (<http://www.minervafoods.com/ri>), the B3 S.A. – Brasil, Bolsa, Balcão (<http://www.b3.com.br>) and the CVM (<http://www.cvm.gov.br>) in accordance to the provisions of the Brazilian Corporation Law and with CVM regulation.

Barretos, March 25, 2019.

**Ibar Vilela de Queiroz**  
Presidente do Conselho de Administração

**MINERVA S.A.**

*Publicly-held Corporation*

CNPJ/MF n° 67.620.377/0001-14

NIRE 35.300.344.022 – CVM 02093-1

**EXHIBIT II TO THE HANDBOOK FOR THE PARTICIPATION OF  
MINERVA S.A. SHAREHOLDERS IN THE ANNUAL  
SHAREHOLDERS' MEETING TO BE HELD APRIL 25, 2019**

**PROXY TEMPLATE**

**PROCURAÇÃO**

Pelo presente instrumento de procuração, [ACIONISTA], [qualificação], doravante referido como “Outorgante”, neste ato nomeia e constitui como seu procurador o Sr. [NOME], [nacionalidade], [estado civil], [profissão], portador da Cédula de Identidade RG n.º [●], inscrito no CPF sob o n.º [●], residente e domiciliado na cidade de [●], Estado de [●], com escritório comercial na Rua [●], n.º [●], na cidade de [●], Estado de [●], CEP [●], doravante referido como “Outorgado”, para representar o Outorgante, na qualidade de acionista da **MINERVA S.A.**, sociedade por ações de capital aberto, com sede na cidade de Barretos, Estado de São Paulo, no prolongamento da Avenida Antonio Manço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara Minerva, CEP 14781-545, inscrita no CNPJ/ME sob o n° 67.620.377/0001-14, com seus atos

**POWER OF ATTORNEY**

By this power of attorney, [SHAREHOLDER], [qualification], hereinafter referred to as the “Grantor”, hereby constitutes and appoints Mr. [NAME], [citizenship], [marital status], [profession] bearer of the Identity Card No. [●], enrolled with CPF under No. [●], resident and domiciled in the City of [●], State of [●], with office at [address], No. [●], in the City of [●], State of [●], Zip-Code [●], hereinafter referred to as the “Grantee”, with full powers to represent the Grantor, in its capacity of shareholder of **MINERVA S.A.**, a publicly-held corporation, with headquarters in the city of Barretos, State of São Paulo, at prolongamento da Avenida Antonio Manço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara Minerva, Zip-Code 14781-545, enrolled before CNPJ/ME under No. 67.620.377/0001-14, with its

constitutivos devidamente arquivados perante a Junta Comercial do Estado de São Paulo sob o NIRE 35.300.344.022, e registrada perante a Comissão de Valores Mobiliários sob o código 02093-1 (“Companhia”), na assembleia geral ordinária da Companhia a ser realizada em primeira convocação no dia 25 de abril de 2019, às 11 horas na sede social da Companhia (“Assembleia Geral”), com plenos poderes para, agindo individualmente, realizar todos os seguintes atos em nome do Outorgante:

**a.** examinar, discutir e votar acerca das seguintes matérias constantes da ordem do dia, devendo obrigatoriamente o voto estar de acordo com as orientações abaixo relacionadas, a saber:

**(i)** as contas dos administradores, o relatório da administração e as demonstrações financeiras da Companhia, acompanhadas do relatório anual dos auditores independentes, referentes ao exercício social findo em 31 de dezembro de 2018;

A favor ( ) Contra ( ) Abstenção ( )

**(ii)** proposta da diretoria para a destinação dos resultados relativos ao exercício social findo em 31 de

incorporation acts registered before the Board of Trade of the State of São Paulo under NIRE 35.300.344.022, and registered before the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) under code 02093-1 (“Company”), in the annual general shareholders’ meeting to be held on first call on April 25th, 2019, at 11 a.m., at the Company’s headquarters (“Shareholders’ Meeting”), with powers to, individually, perform any of the following acts on behalf of the Grantor:

**a.** to examine, discuss and vote the following agenda, in strict accordance with the voting instruction established below:

**(i)** the accounts of the members of the management, the administration report and the financial statements of the Company, accompanied by the annual report from the independent auditors, in connection with the fiscal year ended on December 31st, 2018;

For ( ) Against ( ) Abstention ( )

**(ii)** the proposal from the Board of Officers as regards the allocation of the results of the fiscal year ended on

dezembro de 2018 e a distribuição de resultados;

A favor ( ) Contra ( ) Abstenção ( )

**(iii)** instalação do conselho fiscal da Companhia, com funcionamento até a próxima assembleia geral ordinária da Companhia;

A favor ( ) Contra ( ) Abstenção ( )

**(iv)** fixação do número de membros do conselho fiscal da Companhia, com prazo de gestão até a próxima assembleia geral ordinária da Companhia;

A favor ( ) Contra ( ) Abstenção ( )

**(v)** eleição dos membros do conselho fiscal da Companhia; e

A favor ( ) Contra ( ) Abstenção ( )

**(vi)** fixação da remuneração global da administração da Companhia para o exercício de 2019.

A favor ( ) Contra ( ) Abstenção ( )

**b.** assinar todo e qualquer documento relacionado à Assembleia Geral, incluindo, sem limitação, o livro de presença de acionistas da Companhia e a ata da Assembleia Geral.

December 31st, 2018 and the distribution of dividends;

For ( ) Against ( ) Abstention ( )

**(iii)** installation of the Company's fiscal council, effective until the Company's next annual general shareholders' meeting;

For ( ) Against ( ) Abstention ( )

**(iv)** establishing the number of members of the Company's fiscal council, with term of office until the Company's next annual general shareholders' meeting;

For ( ) Against ( ) Abstention ( )

**(v)** appointment of the Company's fiscal council's members; and

For ( ) Against ( ) Abstention ( )

**(vi)** establishing the global compensation amount of the Company's management for the 2019 fiscal year.

For ( ) Against ( ) Abstention ( )

**b.** sign any and all documents related to the Shareholders' Meeting, including, but not limited to, the shareholders' attendance book of the Company and the minutes of the Shareholders' Meeting.

**c.** solicitar esclarecimentos, entregar e receber documentos, bem como todo e qualquer ato necessário ao bom, completo e fiel cumprimento dos poderes outorgados pelo presente mandato.

Uma vez cumprida a finalidade do presente instrumento particular de mandato, esta procuração será considerada extinta, independente do instrumento de revogação.

[Local], [dia] de [mês] de 20[•].

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**[Outorgante]**

**c.** ask for clarification, deliver and receive documents, as well as to perform any and all such other acts as may be necessary for the complete and faithful compliance with the purposes aforesaid.

Once the purpose of this power of attorney is fulfilled, this instrument shall be deemed extinct, regardless of any termination instrument.

[Place], [Month] [day], 20[•].

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**[Grantor]**