



**MINERVA S.A.**

Publicly-held Company

Corporate Taxpayer ID (CNPJ): 67.620.377/0001-14

Company Registry (NIRE): 35.300.344.022 – CVM Code: 02093-1

**MATERIAL FACT**

**Minerva S.A.**, ("Minerva" or "Company"), leader in South America in the sale of fresh beef, pursuant to the provisions of article 157, paragraph 4, of Law no. 6,404, dated of December 15, 1976, as amended ("Brazilian Corporate Law"), and CVM Instruction No. 358, dated of January 3, 2002, as amended ("ICVM 358/02"), hereby informs its shareholders and the market in general that, at a meeting held on October 2<sup>nd</sup>, 2020, the Company's Board of Directors has approved a repurchase plan of up to twenty million (20,000,000) common shares issued by the Company to remain in treasury, for cancellation or subsequent disposal, by the investment of available funds in the acquisition of outstanding shares ("Shares Repurchase Plan"), under the terms of applicable norms.

The Shares Repurchase Plan is subject to the following terms and conditions:

**(i) Purpose:** The main purpose of the Company at implementing the Shares Repurchase Plan is to increment value generation for Company's shareholders in light of the current discount of shares in the market, by the investment of available funds in the acquisition of shares in the stock, at market prices, to remain in treasury, for cancellation or subsequent disposal or their allocation to potential exercise of shares purchase options within the scope of the Company's shares purchase option plan, without reduction of the Company's capital, with due regard to the provisions of First Paragraph of Article 30 of Brazilian Corporations Law, to the CVM Instruction No. 567, of 2015 ("ICVM 567/15"), and other applicable norms.

**(ii) Outstanding Shares:** There are currently two hundred and fifty-nine million, three hundred and fifty-one thousand, nine hundred and ten (259,351,910) outstanding common shares, registered, book-entry and with no par value, issued by the Company, under the terms of Third Paragraph of Article 8<sup>th</sup> of ICVM 567/15.

**(iii) Shares in Treasury:** There are three million, a hundred and fifty thousand (3,150,000) common shares, registered, book-entry and with no



par value, issued by the Company, currently in treasury.

**(iv) Quantity of shares to be acquired:** The Company may acquire up to twenty million (20,000,000) common shares, approximately corresponding to up to 3.6468830% of the total number of shares issued by the Company, and, jointly considered with the common shares currently in treasury, to up to ten percent (10%) of Company's outstanding shares after the acquisitions described herein.

**(v) Price and form of acquisition:** The acquisition transactions shall be carried out at B3 S.A. - Brasil, Bolsa, Balcão ("B3"), at market price, and the Executive Board of the Company shall decide upon the occasion and number of shares to be acquired, either in one single transaction or in a sequence of transactions, with due regard to the limits provided in applicable norms.

**(vi) Duration:** The Shares Repurchase Plan will have a maximum term of eighteen (18) months, commencing on October 5<sup>th</sup>, 2020, and ending on April 4<sup>th</sup>, 2022.

**(vii) Financial institutions that shall act as intervening parties:** The acquisition transactions under the terms of the Shares Repurchase Plan shall be carried out and intervened by the following brokerage companies:

**BTG PACTUAL CORRETORA DE TÍTULOS E VALORES MOBILIÁRIOS S.A.**

Corporate Taxpayer Registry ID: 43.815.158/0001-22  
Av. Brigadeiro Faria Lima, No. 3477, 14th floor.  
São Paulo, SP  
Zip Code 04538-133

**UBS BRASIL CORRETORA DE CÂMBIO, TÍTULOS E VALORES MOBILIÁRIOS S.A.**

Corporate Taxpayer Registry ID: 02.819.125/0001-73  
Av. Brigadeiro Faria Lima, No. 4.440, 7th floor.  
São Paulo, SP  
Zip Code 04538-132

**CM CAPITAL MARKETS CCTVM LTDA.**

Corporate Taxpayer Registry ID: 02.685.483/0001-30  
R. Gomes de Carvalho, No. 1195, 4th floor.



São Paulo, SP  
Zip Code 04547-004

**J.P. MORGAN CORRETORA DE CÂMBIO E VALORES  
MOBILIÁRIOS S.A.**

Corporate Taxpayer Registry ID: 32.588.139/0001-94  
Av. Brigadeiro Faria Lima, No. 3.729, 13th floor.  
São Paulo, SP  
Zip Code 04538-905

**(viii) Available funds:** The transactions carried out within the scope of the Shares Repurchase Plan shall be borne by the global amount (a) of profit and capital reserves, with exclusion of legal reserves, reserves for realizable profits, special reserves of non-distributed dividend and tax incentives reserves; and (b) of the realized result of the fiscal year in progress, with exclusion of the amounts to be allocated to form the legal reserve, reserves for realizable profits, special reserves of non-distributed dividend and tax incentives reserves and to pay compulsory dividend.

**(ix) Verification of available funds:** The existence of available funds to guarantee the transactions of acquisition of own shares shall be verified based upon the most recent annual, interim or quarterly accounting statements disclosed by the Company prior to the actual transfer, to the Company, of the ownership of shares issued thereby.

**(x) Precautionary guarantee measures:** The use of the interim accounting statements and quarterly financial information to guarantee the transactions shall observe, at least, the following precautionary guarantee measures: (a) segregation of amounts that, if at the end of the financial year, would compulsorily be segregated to cover the reserves necessarily constituted and the amount that would be allocated to the compulsory dividend; (b) withholdings necessary to guarantee that the amounts to be used to pay the compulsory dividend at the end of the fiscal year and to repurchase the shares are totally guaranteed in realized profits (financially available or extremely closely available); and (c) analysis of Company's past as regards the typical behavior of the result during the remaining phase of the fiscal year and a projection for the result of the fiscal year in progress, submitting such information to the Board of Directors.

# *Minerva Foods*

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**(xi) Projected amounts of the year-result:** Under no circumstance, shall the use of projected amounts for the result of the year in progress be admitted to guarantee transactions carried out within the scope of the Shares Repurchase Plan.

**(xii) Executive Board Verifications:** The Executive Board may solely implement the acquisitions in the event that the Executive Board has taken all precautions necessary to ensure that: (a) the liquidation of each transaction on their maturity is compatible with the financial situation of the Company, not affecting compliance with obligations undertaken before creditors or the payment of the compulsory dividend; and (b) in the event of verification of existence of available funds based upon interim accounting statements or reflected in the quarterly information reports – ITR, there are no predictable facts capable of giving rise to significant changes in the amount of such funds throughout the remainder of the financial year.

**(xiii) Rights of shares maintained in treasury:** Under the terms of the applicable norms, as long as maintained in treasury, the shares shall have no equity or political rights.

**(xiv) Disregard of shares in treasury:** Pursuant to Second Paragraph of Article 10 of ICVM 567/15, the shares in treasury shall be disregarded in relation to the quorums to open meetings and take resolutions provided in Brazilian Corporations Law and in securities market regulations.

**(xv) Bonus shares, grouping and splitting:** In the event of approval of any grouping, splitting or bonus shares of the Company, the number of shares in treasury shall be modified in the sense of correcting the number of the volume of shares issued thereby in possession of the Company, which shall not change the balance of the equity account that guaranteed the acquisition.

**(xvi) Disposal of shares within the scope of the Company's shares purchase option plan:** At the discretion of the Board of Directors, the shares repurchased under the Shares Repurchase Plan may be allocated to potential exercise of shares purchase options within the scope of the Company's shares purchase option plan.

**(xvii) Disposal or cancellation of exceeding shares:** The Company shall



also cancel or dispose of shares that exceed the balance of available profits and reserves, within six (6) months, as of the disclosure of the financial statements, annual and interim financial statements or quarterly financial information in which the excess is verified.

Finally, the Company reaffirms its commitment to maintain the shareholders and the market in general informed about any developments of this matter, as well as regarding any other matter that may be relevant to the market.

Barretos, October 5<sup>th</sup>, 2020.

**Edison Ticle de Andrade Melo e Souza Filho**  
**Chief Financial and Investor Relations Officer**