



MINERVA S.A.

Publicly-held Company

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

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

NOTICE TO SHAREHOLDERS

OPENING OF THE PERIOD FOR THE EXERCISE OF PREEMPTIVE RIGHTS

Minerva S.A., a corporation headquartered in the city of Barretos, State of São Paulo, at Avenida Antônio Manço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara Minerva, CEP 14.781-545, whose articles of incorporation are 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/MF) 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, whose shares are listed in the Novo Mercado trading segment of the B3 S.A. – Brasil, Bolsa, Balcão ("B3") under the ticker BEEF3 ("Company"), in addition to the material fact disclosed on September 11th, 2018, hereby informs its shareholders and the market in general of the following:

1. CAPITAL INCREASE

1.1. Capital Increase. The Company's extraordinary shareholders' meeting held on this date approved the increase in the Company's capital of up to R\$ 1,059,300,000.00 (one billion, fifty-nine million and three hundred thousand reais), with private subscription of up to 165,000,000 (one hundred and sixty-five million) new common, nominative, registered and with no par value shares, at an issue price of R\$ 6.42 (six reais and forty-two centavos) per share, stipulated with no undue dilution of the current shareholders' participation, based on the weighted average of the Company's shares prices in the 30 (thirty) trading sessions of B3 S.A. – Brasil, Bolsa, Balcão ("B3") prior to September 11th, 2018, in accordance with article 170, paragraph 1, item III, of Law No. 6,404, from December 15th, 1976, as amended ("Brazilian Corporate Law"), to be paid up in national currency ("Capital Increase"), as well as the issuance of up to 165.000.000 (one hundred and sixty-five million) subscription warrant that will be given as an additional advantage to the subscribers of the shares issued on the Capital Increase.

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1.2. Partial Ratification. The ratification of the partially subscribed Capital Increase is authorized as long as at least 82,147,887 (eighty-two million, one hundred and forty-seven thousand, eight hundred and eighty-seven) common shares are subscribed, corresponding to a minimum increase of R\$ 527,389,434.54 (five hundred and twenty-seven million, three hundred and eighty-nine thousand, four hundred and thirty-four reais and fifty-four centavos) ("Minimum Subscription").

2. CHANGE IN THE CAPITAL STOCK

2.1. Minimum amount of the Capital Increase. In the hypothesis of a Minimum Subscription, the Company's stock capital will be of R\$ 677,821,257.91 (six hundred and seventy-seven million, eight hundred and twenty-one thousand, two hundred and fifty-seven reais and ninety-one cents), divided into 308,566,346 (three hundred and eight million, five hundred and sixty-six thousand, three hundred and forty-six) common, nominative, registered, with no par value shares.

2.2. Maximum Amount of the Capital Increase. If the Capital Increase is fully subscribed, the Company's stock capital will increase to R\$ 1,209,731,823.37 (one billion, two hundred and nine million, seven hundred and thirty-one thousand, eight hundred and twenty-three Reais and thirty-seven centavos), divided into 391,418,459 (three hundred and ninety-one million, four hundred and eighteen thousand, four hundred and fifty-nine) common, nominative, registered, with no par value shares.

2.3. Reform of the by-laws. If the Minimum Subscription is verified after the expiration of the period for exercising the preemptive right and the time limit for subscription of leftovers, a meeting of the Board of Directors shall be convened to approve the partially subscribed Capital Increase, not being necessary to carry out an auction of the remaining shares, at which time it will be proposed, for further deliberation at the general meeting, the amendment of article 5 of the Company's by-laws to contemplate the new capital stock and the number of shares after the Capital Increase.

3. ISSUE PRICE OF THE NEW SHARES

3.1. Issue Price. The issue price of each new share is R\$ 6.42 (six reais and forty-two cents) per share, to be paid up in cash, in Brazilian currency.

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3.2. Criteria to Establish the Issue Price. The issue price was established without undue dilution of the stake of the Company's current shareholders, based on the average price of the Company's shares in 30 (thirty) trading sessions of B3 prior to September 11th, 2018, in accordance with article 170, paragraph 1, item III, of Brazilian Corporate Law.

3.3. Allocation of the Issue Price. The resources raised with the Capital Increase will be fully used to reduce the level of indebtedness of the Company

4. RIGHTS OF THE SHARES ISSUED IN THE CAPITAL INCREASE

4.1. Equal Rights. The shares issued in the Capital Increase will be entitled to full payment of dividends and/or interests of its own capital, as well as any other rights that may be declared by the Company from October 15th, 2018, on an equal term with other existing shares.

5. FORM OF PAY UP OF THE SHARES

5.1. Pay Up. The subscribed shares must be paid up in cash and in Brazilian currency.

6. PREEMPTIVE RIGHTS AND NUMBER OF NEW SHARES THAT CAN BE SUBSCRIBED BY EACH SHAREHOLDER

6.1. Base Date of the Preemptive Right. Subject to the procedures established by Itaú Corretora de Valores S.A. ("Itaú Corretora"), the financial institution responsible for the bookkeeping of the shares issued by the Company's, and from B3, the Company's current shareholders will have preemptive rights to subscribe the new shares in proportion to their stake in the Company's capital stock at the end of the day of October 15th, 2018, in accordance with the stake registered in the Securities Depository Center of B3 ("Securities Depository Center") and in the Itaú Corretora.

6.2. Subscription Right per Share. Given the maximum amount of the Capital Increase and the Company's current shareholder structure, each existing share will give the holder the right to subscribe up to 0.740347022 new common, nominative, registered, with no par value shares.

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6.3. Fractions of Shares. The fractions of shares resulting from the exercise of the preemptive rights, from the exercise of the right to subscribe the remaining unsubscribed shares or from the apportionment of shares will be disregarded.

7. TRADING WITHOUT SUBSCRIPTION RIGHTS

7.1. Date to Trade "Without Subscription Rights". From October 16th, 2018 the shares will be traded without subscription rights.

8. TRANSFER OF THE SUBSCRIPTION RIGHTS

8.1. Transferability of Preemptive Rights. The preemptive right for the subscription of the shares of the Capital Increase may be freely transferred to third parties, according to article 171, § 6, of the Brazilian Corporate Law.

8.1.1. The holders of the Company's issue shares who wish to trade their subscription's preemptive rights may do so within the period for the exercise of the preemptive rights in accordance with item 9.1 below, proceeding in due time to allow that the transferred subscription's preemptive rights can be exercised within this period.

8.2. Inability to transfer the rights for the subscription of the remaining unsubscribed shares. The independently or autonomously transfer of the rights for the subscription of the remaining unsubscribed shares of the Capital Increase is prohibited.

8.3. Shares Deposited at Itaú Corretora. The holders of the Company's shares that are registered in the record books of Itaú Corretora may transfer their preemptive rights to subscribe (including the right to subscribe the remaining unsubscribed shares) through one of the specialized agencies listed in item 16 of this notice to shareholders.

8.4. Shares in Custody at the Securities Depository Center. Shareholders holding shares issued by the Company that are deposited with the Securities Depository Center may negotiate their preemptive rights in the subscription of shares of the Capital Increase (which include the right to subscribe leftovers) at B3 under the code "BEEF1" through their respective custody agents, and shall follow the proceedings and time limits of the Securities Depository Center and their respective custody agents.



9. DEADLINE FOR SUBSCRIPTION OF NEW SHARES

9.1. Period for the Exercise of the Preemptive Rights. The preemptive right to subscribe new shares shall be exercised between October 16th, 2018 to November 14th, 2018, including the dates in which the period starts and ends ("Period for the Exercise of the Preemptive Rights").

10. PROCEDURES FOR THE SUBSCRIPTION OF NEW SHARES

10.1. Possibility to condition the decision in the Capital Increase. Because of the possibility of ratification of the partially subscribed Capital Increase, the subscribers may condition their investment decision to the final conditions of the Capital Increase.

10.1.1. By signing the subscription form, the subscriber may condition the subscription of shares: (i) to the subscription of all shares of the Capital Increase; or (ii) to the subscription of a minimum proportion or number of shares, defined at the subscriber's own discretion, but not less than the Minimum Subscription.

10.1.2. In the case of the option (ii) above, the subscriber, upon subscription, must indicate, in case the condition is fulfilled, if it will receive: (a) all of the shares subscribed by him/her; or (b) the number of shares equivalent to the proportion between the number of shares actually subscribed and the maximum number of shares in the Capital Increase. In the absence of an explicit statement, the subscriber's interest in receiving the totality of the shares subscribed will be assumed.

10.1.3. If the subscriber decides to make use of the rights above mentioned, it should expressly do so, indicating it in the proper field of the subscription form, stating: (i) if its subscription is subject to the subscription of the totality of the Capital Increase; (ii) if its subscription is subject to the subscription of a required minimum amount of the Capital Increase in order to carry out its respective subscription, which cannot be less than the Minimum Subscription amount and cannot exceed the Capital Increase amount approved by the Company, choosing one of the following: (a) I wish to receive the total shares by me subscribed, regardless of the amount of the Capital Increase; or (b) I wish to receive a number of shares

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equivalent to the proportion between the amount of shares actually subscribed and the maximum number of shares on the Capital Increase.

10.1.4. If the option (ii) (b) is chosen on the subscription form, the subscriber must provide the following data in order for the Company to return the surplus amount (which will be the total amount paid by the subscriber, minus the amount necessary so only his/her proportional stake in the Company's stake capital is maintained): the bank, the agency, the checking account, the name or the company name, the Social Security ID (CPF) or the Corporate Taxpayer ID (CNPJ), the address and the phone number.

10.1.5. It won't be possible to trade subscription receipts of those who have exercised the right to subscribe under future conditions (i.e., any option different for the full payment of the subscribed shares, as described in item (ii) (a)). Thus, the Company shall not be liable for any losses arising from the trade of subscription receipts, since they are subject to future and eventual conditions.

10.2. Shares Deposited at Itaú Corretora. Shareholders whose shares are deposited at Itaú Corretora shall exercise their preemptive rights until November 14th, 2018, at 4 p.m., Brasília time, in one of the specialized agencies listed at the end of this notice to shareholders, by signing the subscription form, as the model to be provided by Itaú Corretora, and upon the delivery of the documentation described in item 17 below.

10.3. Shares in Custody at the Securities Depository Center. Holders of shares held in custody at the Securities Depository Center must exercise their preemptive rights through their custody agents according to the terms and procedures established by B3.

11. UNSUBSCRIBED SHARES AND REMAINING UNSUBSCRIBED SHARES

11.1. Remaining Unsubscribed Shares. If there are remaining unsubscribed shares (even if the Minimum Subscription has already been reached) after the end of the Period for Exercise of the Preemptive Rights, a period of 5 (five) business days will be granted to the subscribers who, upon subscription, requested the reservation of any remaining unsubscribed shares.

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11.2. Remaining Unsubscribed Shares' Rights. Pursuant to article 171, paragraph 7, "b" of the Brazilian Corporate Law, the subscriber may subscribe the remaining unsubscribed shares in proportion to the preemptive rights to subscribe shares - both their own and acquired from third parties - that effectively and timely has exercised. The proportion of remaining unsubscribed shares that each interested subscriber may subscribe will be calculated by multiplying (1) the number of shares effectively subscribed by the subscriber in question during the Period for the Exercise of the Preemptive Rights for the (2) result from the division of (a) the total number of remaining unsubscribed shares available for subscription by (b) the total number of effectively subscribed shares during Capital Increase process, including remaining unsubscribed shares, by all subscribers who requested their reservation, using the following formula:

$$TS = As * \left(\frac{S}{TAs} \right)$$

Where:

- TS** means the total amount of the remaining unsubscribed shares that may be subscribed by the subscriber.
- As** means the amount of shares effectively subscribed by the subscriber in question during the Period for the Exercise of the Preemptive Rights.
- S** means the total amount of remaining unsubscribed shares available for subscription.
- TAs** means the total amount of effectively subscribed shares during the Capital Increase process, including remaining unsubscribed shares, by all subscribers who have requested their reservation.

11.3. Requests for the Additional Remaining Unsubscribed Shares. Upon subscription of the remaining unsubscribed to which is entitled, the subscriber may request an additional number of the remaining unsubscribed shares, subject to the availability of the remaining unsubscribed shares. Thus, the number of shares subscribed during the period for the subscription of the remaining unsubscribed shares may be even higher than the amount of remaining unsubscribed shares that

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each shareholder will be entitled to the limit of the available remaining unsubscribed shares.

11.3.1. If the total amount of shares from requests for additional remaining unsubscribed shares exceed the amount of available remaining unsubscribed shares, a proportional apportionment will be done among the subscribers who have requested the reservation of the additional remaining unsubscribed shares, which should be divided proportionally to the number of shares that these subscribers have subscribed during the Period for the Exercise of the Preemptive Rights. The proportion of additional remaining unsubscribed shares for each subscriber will be calculated by multiplying (1) the number of shares effectively subscribed by the subscriber in question during the Period for the Exercise of the Preemptive Rights for the (2) result from the division of (a) the total number of remaining unsubscribed shares available for subscription for (b) the total number of effectively subscribed shares during the Period for the Exercise of the Preemptive Rights by all subscribers that are still interested in the additional remaining unsubscribed shares.

11.3.2. In case the total amount of shares in requests for additional remaining unsubscribed shares is equal to or less than the amount of available remaining unsubscribed shares, the requests for additional remaining unsubscribed shares will be fully met.

11.4. Procedures for the Subscription and Payment of the Remaining Shares. In light of the possibility of additional requests for the remaining unsubscribed shares and eventual need to make an apportionment of the remaining unsubscribed shares, the specific procedures and deadlines for the allocation and payment of remaining unsubscribed shares will be detailed in a new notice to shareholders to be timely disclosed by the Company.

11.5. New Rounds for the Remaining Unsubscribed Shares. The Board of Directors may, at its sole discretion, considering the opportunity to maximize the investment in the Company and the value generation for the shareholders, determine the realization or not of new rounds for the remaining unsubscribed shares.

11.6. Inexistence of Auction of the Remaining Unsubscribed Shares. If the Minimum Subscription is not achieved, the eventually unsubscribed shares will be

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sold on the B3, pursuant to article 171, paragraph 7, "a", *in fine*, of the Brazilian Corporate Law. On the other hand, in view of the possibility of ratification of the Capital Increase partially subscribed, the auction procedure will not be carried out if the Minimum Subscription amount is reached, even if the Capital Increase is not fully subscribed.

12. PROCEDURE FOR SUBSCRIPTION OF THE REMAINING UNSUBSCRIBED SHARES AND REQUESTS FOR THE ADDITIONAL REMAINING UNSUBSCRIBED SHARES

12.1. Shares Deposited at Itaú Corretora. Those who exercise the subscription rights through Itaú Corretora shall observe the rules established by the institution for the subscription of the remaining unsubscribed shares.

12.2. Custody Shares in the Securities Depository Center of B3. Those who exercise their subscription rights through their custody agents must follow the rules of B3 for the subscription of the remaining unsubscribed shares.

12.2.1. Each subscriber must check with its custody agent the procedure to be followed for the subscription and payment of the remaining unsubscribed shares.

13. ABSENCE OF A PERIOD TO WITHDRAWAL THE INVESTMENT

13.1. No Opening of a Period for Withdrawal. Since it will be possible to condition the subscription of the Capital Increase, pursuant to item 10.1 above, it will not be granted an additional time for the withdrawal of the investment decision after the end of the rounds for the remaining unsubscribed shares, even if the Capital Increase is partially subscribed.

14. TOTAL OR PARTIAL RATIFICATION OF THE CAPITAL INCREASE AND THE POSSIBILITY TO CONDITION THE SUBSCRIPTION DECISION

14.1. Partial Ratification of the Capital Increase. When the Minimum Subscription amount is reached and at least one subscription round for the remaining unsubscribed shares, if any, subject to item 11.5 above, is carried out, a meeting of the Board of Directors will be held to approve the Capital Increase, even it partially subscribed, without the need to reform Company's by-laws at that time.

15. CREDITS OF THE RECEIPTS OF SUBSCRIPTIONS AND OF THE SHARES



15.1. Subscription Receipts at Itaú Corretora. The subscription receipts of shares subscribed in the exercise of the preemptive rights at Itaú Corretora will be available to the subscribers immediately after signing the subscriptions form. The subscription receipts of the shares subscribed in exercise of the request for the remaining unsubscribed shares at Itaú Corretora will be available to the subscribers on a date to be set in a new notice to shareholders.

15.2. Subscription Receipts at the Securities Depository Center. The subscription receipts of the shares subscribed in exercise of the preemptive rights on the B3 will be available to the subscribers the day after the date of the payment of the respective shares, carried out during the Period for the Exercise of the Preemptive Rights. The subscription receipts of the shares subscribed in exercise of the request for the remaining unsubscribed shares on the B3 will be available to the subscribers on the date specified in the notice to shareholders that will inform about the opening of the period and the procedures for the subscription of the remaining unsubscribed shares in the Securities Depository Center.

15.3. Credit of the Subscribed Shares. The subscribed shares will be issued and credited on behalf of the subscribers in 3 (three) business days after the approval of the Capital Increase by the Board of Directors.

16. ITAÚ CORRETORA'S SERVICE LOCATIONS

16.1. Specialized Agencies. Shareholders whose shares are deposited at Itaú Corretora may exercise the rights mentioned in this notice to shareholders in one of the specialized agencies below:

São Paulo Specialized Agency

Rua Boa Vista, 176, 1th Underground, Centro

Rio de Janeiro Specialized Agency

Avenida Almirante Barroso, 52, 2th floor, Centro

17. DOCUMENTATION FOR THE SUBSCRIPTION OF SHARES AND TRANSFER OF RIGHTS FOR THE SHAREHOLDERS WITH SHARES DEPOSITED AT ITAÚ CORRETORA

17.1. Individuals. Identity Card, Individual Taxpayer Registry of the Ministry of Finance (CPF/MF), proof of address and proof of bank address.

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17.2. Legal Person. Certified copy of the Articles of Association or by-laws and the Assembly or Meeting Minutes or meeting that elected the officers in office, duly filed in the Board of Trade or in the competent Legal Entities Register, and proof of bank address.

17.3. Representation. In the case of representation by power of attorney, the presentation of the particular notarized power of attorney and the certified copy of the grantor's Identity Card will be required.

18. ISSUE OF SUBSCRIPTION WARRANTS

18.1. Limitation to the Issuance of Subscription Warrants. As an additional advantage, the subscribers of each new share will receive 1 (one) subscription warrant of the Company ("Subscription Warrant"), issued in a single series, totaling the issuance of up to 165,000,000 (one hundred and sixty-five million) Subscription Warrant.

18.2. Reasons for the Issuance. The Subscription Warrant's issuance is an additional advantage to the subscribers of shares in the scope of the Capital Increase and, thus, aims to stimulate the participation of the Company's shareholders in the proposed Capital Increase.

18.3. Issue Price. The Subscription Warrants will be issued with no value, since they will be attributed as an additional advantage to the subscribers of the shares.

18.4. Number of Shares. Each Subscription Warrant will grant its holder the right to subscribe 1 (one) common share.

18.5. Price for the Exercise. The price for the exercise of each Subscription Warrant, which corresponds to the issue price per share, is R\$ 6.42 (six reais and forty-two cents), the same issue value of the shares approved for issue.

18.6. Expiration. The Subscription Warrant will be valid for the period of 3 (three) years from the date of issue ("Subscription Warrant Expiration"). After the Subscription Warrant Expiration, the Subscription Warrants that were not exercised will automatically lose their effectiveness and be terminated without the need of any further formality.

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18.7. Term and Form of Exercise. The Subscription Warrants may be exercised every 30 (thirty) day, observing the procedures of Itaú Corretora and B3, from the issue date until the Subscription Warrants Expiration,, at the sole discretion of its holder, except on the days that Company's Shareholders Meeting is held, considering that its holders must express their intention through a written exercise request to be submitted to the Company or through the custody agent to B3, as applicable. For all legal effects, the date of exercise will be the date that the exercise request is received by the Company or by B3, as the case may be.

18.8. Subscription of the Shares. The subscription of the shares arising from the exercise of each Subscription Warrant shall be carried out at the time of the exercise of the right and the payment of the shares then subscribed must be made in cash and in Brazilian currency at the time of subscription, in accordance with the procedures and rules set forth by Itaú Corretora and B3's Securities Depository Center, as the case may be.

18.9. Trade of the Subscription Warrants. The Company will request from B3 the applicable trading book of the Subscription Warrants. If the trading book of the Subscription Warrants on the stock exchange is approved, the Company will disclose a Material Fact indicating the date of commencement of trading. In the period between the issue of Subscription Warrants and their admission to trading, Subscription Warrants may be traded only privately, directly at Itaú Corretora, under the terms of the applicable law, without the possibility of trading on regulated securities markets.

19. ADDITIONAL INFORMATION

19.1. Addition Information. Additional information about the Capital Increase may be found at the letter made available together with this Notice to Shareholders and may be obtained at CVM's website (www.cvm.gov.br), at B3's website (www.b3.com.br) or with the Investor Relations Department, in its website (www.minervafoods.com/ir), or by email ri@minervafoods.com.

Barretos, 15 de outubro de 2018

Eduardo Pirani Puzziello

Investor Relations Officer