



**MINERVA S.A.**

Publicly-Held Company  
Corporate Taxpayer's ID (CNPJ/MF): 67.620.377/0001-14  
Company Registry (NIRE): 35.300.344.022

**Material Fact**

Minerva S.A. ("Company"), one of South America's leaders in the production and sale of fresh beef, live cattle and its byproducts, with operations also in the beef, pork and poultry processing segments, hereby informs its shareholders and the market in general of the pricing of the issuance of Senior Notes due 2028 ("New Notes") by its subsidiary, Minerva Luxembourg S.A. ("Issuer").

The Issuer will issue the principal amount of US\$500,000,000 (five hundred million dollars) of New Notes on the international market. The New Notes will pay interest semiannually at a coupon of 5.875% p.a. The Company will guarantee all of the Issuer's obligations under the New Notes.

The demand for the New Notes determined during the pricing procedure was 4 (four) times higher than the total offered amount.

The Issuer intends to use the net proceeds from the offering of the New Notes to fund a tender offer for any and all of the Issuer's outstanding 7.750% notes due 2023 ("2023 Notes" and "Tender Offer", respectively) and to repay existing short-term indebtedness. Specifically, the net proceeds received from the New Notes will be decreased by an amount equal to the consideration payable to HSBC Securities (USA) Inc. by the Issuer in exchange for the Issuer's outstanding 2023 Notes purchased by HSBC Securities (USA) Inc. in connection with the Tender Offer.

The Notes will be placed in the international market and offered and sold only to qualified institutional investors, resident and domiciled in the United States of America, based on the regulation issued by the Securities and Exchange Commission, specifically "Rule 144A" and, in the other countries, except for in Brazil and the United States of America, based on "Regulation S".

**Disclaimer:** This material fact shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the New Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful. The New Notes have been offered and will be sold to qualified institutional buyers, resident and domiciled, in the United States in reliance on Rule 144A under the Securities Act of 1933, as amended ("Securities Act"), and to non-U.S. persons in offshore transactions outside the United States in accordance with Regulation S under the Securities Act. The New Notes have not been registered under the Securities Act or any state securities laws nor have they been registered with the Brazilian Securities Exchange Commission (*Comissão de Valores Mobiliários*), and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements.

Barretos, December 5, 2017.

**Minerva S.A.**  
**Eduardo Pirani Puzziello**  
**Investor Relations Officer**