



MINERVA S.A.

Publicly-Held Company
Corporate Taxpayer's ID (CNPJ/MF): 67.620.377/0001-14
Company Registry (NIRE): 35.300.344.022 – CVM No. 02093-1

NOTICE TO THE MARKET

Minerva S.A. ("Company"), a leader in South America in the production and sale of fresh beef, live cattle and cattle byproducts, with operations also in the beef, pork and poultry processing segments, hereby informs its shareholders and the market in general that on this date, following the legal and financial audit, it executed definitive agreements for the acquisition of 100% of the shares of Frigorífico Red Cárnica S.A.S and Red Industrial Colombiana S.A.S. (jointly "Frigorífico Red Cárnica").

This acquisition was originally contracted through a Memorandum of Understanding, pursuant to the terms and conditions disclosed in the Company's Material Fact of February 20, 2015 ("MF 02/20"). The terms and conditions negotiated in the Memorandum of Understanding and already disclosed through said MF02/20 were substantially maintained the same in the definitive documents, so the total investment will amount to approximately thirty million dollars (US\$30 million), including: a) acquisition of the assets; b) working capital; and c) investments to expand and modernize the installations. Frigorífico Red Cárnica does not possess financial debt.

The effective transfer of Frigorífico Red Cárnica is subject to certain conditions precedent and prior authorizations in Colombia. The Company will keep its shareholders informed of compliance with these conditions, the granting of the authorizations and the conclusion of the transaction.

The Company would like to make it clear that the applicability of article 256 of Law 6404/76 is still being evaluated. If it is found to be applicable to this case, we will inform the shareholders and the market in general of the procedures for the transaction's ratification by a Shareholders' Meeting and the eventual existence of withdrawal rights.

Barretos, July 31, 2015.

Minerva S.A.
Eduardo Pirani Puzziello
Investor Relations Officer