



MINERVA S.A.

Publicly-Held Company

Corporate Taxpayers ID (CNPJ) No. 67.620.377/0001-14
Company's Registry (NIRE) 35.300.344.022 | CVM Code 02093-1

CALL NOTICE

**ANNUAL SHAREHOLDERS MEETING
TO BE HELD ON MARCH 20TH, 2020**

Minerva S.A. ("Company"), pursuant to article 124 of Law 6,404/1976 ("Brazilian Corporate Law") and articles 3 and 5 of CVM Instruction 481/2009 ("ICVM 481/2009"), hereby calls the annual shareholders meeting ("Meeting") to be held, in first call, on March 20th, 2020, at 09:00 a.m., at Company's headquarters, in the city of Barretos, State of São Paulo, in the extension of Avenida Antônio Manço Bernardes, without number, Rotatória Família Vilela de Queiroz, Chácara Minerva, ZIP Code 14.781-545, to examine, discuss and vote on the following agenda:

- (i) Company's financial statements, accompanied by the respective explanatory notes, the report of the independent auditors and the opinion of the Fiscal Council, referring to the fiscal year ended on December 31st, 2019;
- (ii) management's report and management's accounts for the fiscal year ended December 31st, 2019;
- (iii) management's proposal for the allocation of income for the fiscal year ended December 31st, 2019;
- (iv) election of the members of the Company's Board of Directors;
- (v) characterization of the independent members of the Company's Board of Directors;
- (vi) installation of the Company's Fiscal Council;
- (vii) fixing the number of members of the Company's Fiscal Council;
- (viii) election of the effective and alternate members of the Company's



Fiscal Council; and

- (ix) setting the annual global compensation of the managers and of the Fiscal Council's members for the fiscal year of 2020;

In accordance with article 126 of the Brazilian Corporate Law and with article 10, paragraph 5, of the Company's Bylaws, in order to attend the Meeting, shareholders or their representatives must present to the Company, in addition to the original or certified copy of the identity document and the original or a certified copy of the corporate acts, duly registered with the competent body, evidencing legal representation: (a) proof issued by the institution responsible for the bookkeeping of the Company's shares no later than five (5) days prior to the date of the Meeting; (b) original or certified copy of the proxy instrument granting powers of representation; and (c) with respect to the shareholders participating in the fungible custody of registered shares, the statement containing the respective equity interest, issued by the competent body.

The representative of the corporate shareholder must present a certified copy of the following documents, duly registered with the competent body: (a) articles of incorporation or bylaws; and (b) corporate act of election of the director who (b.i) attend the Meeting as representative of the legal entity, or (b.ii) sign proxy for third parties to represent corporate shareholder.

Regarding investment funds, shareholder representation in the Meeting will be up to the managing institution, in accordance with the Fund's regulations. 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 regulation, updated and in effect, duly registered with the competent body.

For participation by proxy, the granting of powers of representation must have been held for less than one year, pursuant to article 126, paragraph 1, of the Brazilian Corporate Law. In compliance with the provisions of article 654, paragraph 1 and paragraph 2 of Law 10,406/2002 ("Civil Code"), the power of attorney shall include indication of the place where it was granted, complete identification of the grantor and grantee, date and purpose of the grant with the designation and the extent of the powers conferred, containing the certified signature of the grantor.

Minerva Foods

The individual shareholders of the Company may only be represented in the Meeting by proxy who is a shareholder, Company's manager, lawyer or financial institution, as provided in article 126, paragraph 1 of the Brazilian Corporate Law. The legal entities shareholders may be represented by a proxy appointed in accordance with its articles of incorporation or bylaws and in accordance with the provisions of the Civil Code, without the need for such person to be a director of the Company, a shareholder or a lawyer (CVM Process RJ2014/3578, judged on November 4th, 2014).

The documents of the shareholders issued abroad shall be notarized by a Public Notary, apostilled or, if the issuer country of the document is not a signatory to the Hague Convention (Apostille Convention), legalized by the Brazilian Consulate, translated by a sworn translator registered at the Commercial Registry, and registered in the Registry of Deeds and Documents.

As provided for in article 141, paragraph 1, of the Brazilian Corporate Law, in article 4 of ICVM 481/2009 and in articles 1 and 3 of CVM Instruction 165/1991, shareholders owning, individually or jointly, shares representing at least five percent (5%) of the voting share capital are allowed to request, through written notification delivered to the Company within 48 hours before the Meeting, the adoption of the multiple voting process for the election of the members of the board of directors.

In calculating the percentage necessary to request the adoption of the multiple voting procedure, the shares issued by the Company held in treasury must be excluded (CVM Proceedings RJ2013/4386 and RJ2013/4607, judged on November 4th, 2014).

The Company requests, pursuant to paragraph 5 of article 10 of its Bylaws, the prior deposit of the documents necessary for participation in the Meeting at least 72 hours in advance. The documentation may be delivered to the Company's headquarters or forwarded to the Investor Relations Department. A copy of the documentation can be sent to the email ri@minervafoods.com.

We highlight that shareholders may participate in the Meeting without having performed the prior delivery mentioned above by presenting all the necessary documents at the opening of the Meeting, in accordance with paragraph 2 of article 5 of ICVM 481/2009.



The documents and information related to the matters to be resolved at the 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>).

Barretos, February 19th, 2020.

Ibar Vilela de Queiroz
Chairman of the Board of Directors