

**MINERVA S.A.**

*Publicly-Held Company*

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

Company Registry (NIRE): 35.300.344.022

CVM Code: 02093-1

**SECOND CALL NOTICE FOR THE EXTRAORDINARY SHAREHOLDERS'  
MEETING TO BE HELD ON MAY 13, 2014**

MINERVA S.A., a corporation headquartered at Avenida Antonio Manço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara Minerva, CEP 14781-545, in the city of Barretos, state of São Paulo, with its articles of incorporation filed with Board of Trade of the State of São Paulo under the Company Registry (NIRE) number 35.300.344.022, inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 67.620.377/0001-14, registered with the Brazilian Securities and Exchange Commission ("CVM") as a category "A" publicly-held company under code 02093-1, with its shares traded on the Novo Mercado of the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange ("BM&FBOVESPA") under the ticker BEEF3 ("Company"), hereby, in accordance with Article 124 of Law 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law") and Articles 3 and 5 of CVM Instruction 481, of December 17, 2009 ("ICVM 481/09"), summons its shareholders to convene at the Extraordinary Shareholders' Meeting ("Shareholders' Meeting") to be held, on second call, at 11:00 a.m., on May 13, 2014, at the Company's headquarters, to examine, discuss and vote on the following agenda items:

- (1) the confirmation of the cancellation of five million, two hundred and thirty thousand, five hundred and thirty-two (5,230,532) common shares issued by the Company, held in treasury, without the reduction of capital stock, as approved by the Board of Directors in a meeting held on September 12, 2013;
- (2) the rectification of the Company's capital stock approved at the Extraordinary Shareholders' Meeting held on August 29, 2013;
- (3) the consolidation of the Company's capital stock due to the issuance of new shares by the Board of Directors, within the limits of the authorized capital;
- (4) the alteration of the maximum number of members of the Company's Executive Board, from the current limit of six (6) to seven (7) members, with the consequent creation of a new position of Executive Officer; and
- (5) the restatement of the Company's Bylaws, in view of the resolutions proposed

in items (1), (2), (3) and (4) above.

Pursuant to Article 126 of the Brazilian Corporation Law, only individuals who can prove their status as shareholders or shareholder representatives, in accordance with applicable legislation, may attend and participate in the Shareholders' Meeting.

Proof of shareholding shall be validated by the presentation of originals or authenticated copies of the following documents: (1) a valid ID document of the shareholder or representative; (2) a certificate issued by the trustee of the shares held by them or in custody (no less than five (5) days prior to the date of the Shareholders' Meeting); and (3) in the case of representation by proxy, power of attorney notarized and granted less than one (1) year prior for the legal representative who is a shareholder or manager of the Company, attorney or financial institution, with the administrator of investment funds responsible for representing investors, pursuant to Article 126, paragraph 1, of the Brazilian Corporation Law.

The Company will accept as an ID document a Brazilian identity card (RG), a Brazilian driver's license (CNH), a passport, ID documents issued by professional councils and functional IDs issued by public agencies, provided they contain a photograph of the ID holder.

Representatives of legal entities must provide a certified copy of the following documents, duly registered with the competent agency (Registry of Legal Entities or Board of Trade, whatever applicable): (1) the articles of association or bylaws; and (2) corporate act of the election of the executive officer who (a) will attend the Shareholders' Meeting as a representative of the legal entity, or (b) will grant a proxy to a third party who will represent the corporate shareholder at the Shareholders' Meeting.

Shareholders' documents issued abroad must be notarized by a Notary Public and legalized at the Brazilian Consulate, translated by a sworn translator registered at the Board of Trade, and registered with the Registry of Deeds and Documents, in accordance with the prevailing legislation.

In order to improve the organization of the Shareholders' Meeting, the Company recommends filing the copies of the above-mentioned documents at the Company's headquarters, to the attention of the Investor Relations Department, at least seventy-two (72) hours before the scheduled date of the Shareholders' Meeting, pursuant to Article 10, paragraph 5, of the Company's Bylaws. Copies of the documents may be sent by email to [ri@minervafoods.com](mailto:ri@minervafoods.com) or by fax to +55 17 3323 3041.

Note that shareholders may participate in the Shareholders' Meeting even if they do not file the above-mentioned documents in advance, it being sufficient to submit said

documents at the beginning of the Shareholders' Meeting, in accordance with Article 5, paragraph 2, of ICVM 481/09.

The documents related to the matters to be discussed at the Shareholders' Meeting are available to shareholders for consultation at the Company's headquarters and website ([www.minervafoods.com](http://www.minervafoods.com)), as well as on the websites of BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), in accordance with the Brazilian Corporation Law and CVM regulations.

Barretos, May 01, 2014

**Edivar Vilela de Queiroz**  
Chairman of the Board of Directors