



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

MATERIAL FACT

Minerva S.A. ("Company"), one of the leaders 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, in accordance with Article 157, paragraph 4, of Law 6404, of December 15, 1976, as amended, and pursuant to Article 2 of CVM Instruction 358, of January 3, 2002, hereby informs its shareholders and the market in general that:

- (a) The International Finance Corporation ("IFC"), an arm of the World Bank and largest global development institution focused exclusively on the private sector, whose priorities are the improvement of corporate governance, development of the financial market and sustainability, today agreed upon with the Company that, through auction for sale of treasury shares, in compliance with procedures established by BM&FBovespa, will place on the market a purchase option for Company shares corresponding to up to 2.99% (two and ninety-nine hundredths of a percent) of the Company's capital stock, in accordance with the applicable regulation and, therefore, subject to the buyer and/or seller interference. The Company, in line with its public commitment to add value to its shareholders, the strengthening of governance practices in line with the current regulation, committed itself to adopt certain governance and sustainability standards established by IFC.
- (b) Additionally, the Company took out a loan totaling R\$137.7 million with IFC, with amortizations every six months as of October 2015, indexed at the CDI interbank rate plus 2.35% per year and final maturity in April 2023.
- (c) In addition, as per the minutes of the Board of Directors' meeting held today, the Board members approved the conclusion of the share buyback program created by the Company's Board of Directors at the meeting held on February 18, 2013, through which the Company acquired nine million, five hundred thirty thousand, five hundred and thirty-two (9,530,532) registered, book-entry common shares with no par value issued by the Company to be held in treasury



for future cancellation or sale.

- (d) The same Board of Directors' meeting also approved the sale of up to 9,530,532 registered, book-entry common shares with no par value issued by the Company and held in treasury, in accordance with CVM Instruction 10, of February 14, 1980, as amended ("ICVM 10/80"). The sale of the shares held in treasury may be carried out in up to 180 days as of today.

Barretos, September 9, 2013

Minerva S.A.
Eduardo Pirani Puzziello
Investor Relations Officer