



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 compliance with the provisions set forth in Article 157, paragraph 4 of Law 6404, issued on December 15, 1976, as amended, and also, in compliance with the provisions set forth in Article 2 of CVM Instruction 358, issued on January 3, 2002, hereby informs its shareholders and the market in general the following:

- (a) The Board of Director's Meeting held on September 12, 2013 approved the conclusion of the negotiations for the disposal of no-par, registered, book-entry common shares issued by the Company and held in treasury, as approved pursuant to the terms of the Board of Directors' Meeting held on September 9, 2013.
- (b) On the same opportunity, the Board of Directors also approved, pursuant to ICVM 10/1980, after the conclusion of the negotiations to dispose of treasury shares, the cancellation of all five million, two hundred thirty thousand, five hundred and thirty-two (5,230,532) no-par, registered, book-entry common shares held in treasury and issued by the Company, which were acquired pursuant to the share buyback program approved by the Company's Board of Directors in the meeting held on February 18, 2013.
- (c) The cancellation of the shares did not change the capital stock amount, totaling seven hundred fifteen million, nine hundred ten thousand, eight hundred fifty-five reais and eighty-three cents (R\$715,910,855.83), which ad referendum the Annual Shareholders' Meeting, will be represented by one hundred forty-one million, three hundred forty-four thousand, five hundred and twenty-five (141,344,525) no-par, registered, book-entry common shares.

Barretos, September 12, 2013.

Minerva S.A.
Eduardo Pirani Puzziello
Investor Relations Officer