



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 Code: 02093-1

MATERIAL FACT

Minerva S.A. ("**Minerva**" or "**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, pursuant to the provisions of article 157, paragraph 4 of Law 6,404 of December 15, 1976 ("**Corporations Law**") in accordance with CVM Instruction 358, of January 3, 2002, hereby announces that the Company's Board of Directors' Meeting of March 16, 2015, within the scope of the acquisition of all the shares issued by Frigorífico Matadero Carrasco S.A. ("**Frigorífico Carrasco**"), the subject-matter of the material fact of March 18, 2014, the Company resolved on a private increase in the Company's capital stock, within the authorized capital limit, through the issuance of at least one million, seven hundred thousand (1,700,000) new shares, corresponding to twenty-two million, nine hundred and fifty thousand reais (R\$22,950,000.00), and, at the most, three million, seven hundred and seventy-five thousand, four hundred and fifty-six (3,775,456) new shares, corresponding to fifty million, nine hundred and sixty-eight thousand, six hundred and forty-nine reais and seventy-five cents (R\$50,968,649.75), thereby increasing the Company's capital stock from eight hundred and thirty-four million, one hundred and fifty-one thousand, and ninety-eight reais and forty cents (R\$834,151,098.40) to up to eight hundred and eighty-five million, one hundred and nineteen thousand, seven hundred and forty-eight reais and fifteen cents (R\$885,119,748.15). The shares, all of which non-par, book-entry registered shares, have a unit price of thirteen reais and fifty cents (R\$13.50), which was determined in accordance with item III of paragraph 1 of Article 170 of Corporation Law, and will entitle their holders to the same rights and obligations as those conferred by the existing common shares issued by the Company.

The new shares will be subscribed: (a) in domestic currency; and (b) upon capitalization, pursuant to Article 171, paragraph 2 of Corporation Law, of the credit held by División Inversión Sudamericana SL ("**Seller**") related to the third installment owed by the Company through the acquisition of 100% of the shares issued by Frigorífico Carrasco S.A. ("**Agreement**"). The Agreement provides for the possibility of payment by (a) transfer to the Seller of one million, seven hundred thousand (1,700,000) Company shares, or (b) the payment of a price corresponding to ten million dollars (US\$10,000,000.00).

Given that the purpose of the capital increase is related to the payment of the purchase price for the acquisition of Frigorífico Carrasco, (i) the shareholders VDQ Holdings S.A. and BRF S.A. fully assigned their preemptive rights to the Seller and/or its authorized assignees, in accordance with Article 171, paragraph 6 of Corporation Law, corresponding to the pre-emptive right to subscribe to one million, seven hundred thousand (1,700,000) shares; and (ii) the funds paid in domestic currency by the Company's other shareholders within the scope of the capital increase will be allocated to payment of the second installment owed to the Seller as a result of the Agreement, with maturity on April 30, 2015.

The Company will keep its shareholders informed of any procedures related to the implementation of the Company's capital increase.

Barretos, March 16, 2015.

Eduardo Pirani Puzziello
Investor Relations Officer
MINERVA S.A.