

Minerva Foods

MINERVA S.A.

Publicly-held Company – CVM No. 20931-1
Corporate Taxpayer ID. (CNPJ/MF): 67.620.377/0001-14
Company Registry No. (NIRE): 35.300.344.022
Av. Antônio Manço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara Minerva
CEP 14781-545 – Barretos/SP

Material Fact

Issuance of New Notes

Barretos, January 17, 2013 - Minerva S.A. ("Company"), one of the leaders in South America in the production and sale of fresh beef, live cattle and cattle byproducts, and whose operations also include the beef, pork and poultry processing segments, hereby informs its shareholders and the market of the pricing of 7.75% Notes due 2023 (the "New Notes") issued by its subsidiary, Minerva Luxembourg S.A. ("Issuer").

The Company will issue US\$850,000,000 principal amount of New Notes on the international market through the Issuer. The New Notes will pay interest semiannually at a coupon of 7.75% p.a. The Company will guarantee all of the Issuer's obligations under the New Notes. The proceeds from the New Notes will be used for the early redemption of debt securities issued on the international market by the Company's subsidiaries, with maturities scheduled in 2017, 2019 and 2022.

The New Notes will be placed on the international market and have been offered and sold to qualified institutional buyers in the United States in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act") and to non-U.S. persons in offshore transactions outside the United States in accordance with Regulation S under the Securities Act.

Disclaimer: *This material fact shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the New Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful. The New Notes have been offered and sold to qualified institutional buyers in the United States in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons in offshore transactions outside the United States in accordance with Regulation S under the Securities Act. The New Notes have not been registered under the Securities Act or any state securities laws, and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements.*

Investor Relations

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About Minerva S.A.

Minerva S.A. is one of the leading producers and sellers of beef, leather, live cattle exports and cattle byproducts in South America, and one of Brazil's three largest exporters in the industry in terms of gross sales revenue, exporting to around 100 countries. It has a daily slaughtering capacity of 11,480 head of cattle and beef deboning capacity of 2,240 tons. Present in the states of São Paulo, Rondônia, Goiás, Tocantins, Mato Grosso do Sul, Minas Gerais and Pará, as well as in Paraguay and Uruguay, Minerva operates eleven slaughter and deboning plants and ten distribution centers. It also operates in the food service segment through the joint venture Minerva Dawn Farms (MDF), whose total meat processing capacity is 160 tonnes per day, producing food made from beef, pork and poultry. In the 12 months ended September 30, 2012, the Company recorded net sales revenue of R\$4.3 billion, up 13.8% on the same period a year earlier.

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