



MINERVA S.A.

Publicly-Held Company

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

Company Registry (NIRE): 35.300.344.022

MATERIAL FACT

Minerva S.A. ("Minerva" or "Company"), a leader 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 CVM Instruction 358 of January 3, 2002, as amended ("CVMI 358/02"), in continuation of the Material Fact of February 20, 2015 and the Notice to the Market of July 31, 2015 hereby informs its shareholders and the market in general that:

On this date, all the conditions precedent attached to the acquisition, by the Company, of one hundred percent (100%) of the shares of the meatpacking company Red Cárnica S.A.S. and one hundred percent (100%) of the shares of Red Industrial Colombiana S.A.S. (jointly "Frigorífico Red Cárnica") (the "Acquisition"), were complied with, including the granting of all the necessary prior authorizations from the Colombian authorities.

On this date, therefore, the Acquisition was concluded, all the shares of Frigorífico Red Cárnica having been transferred to the Company.

The Company declares that, after due analysis, the Acquisition (i) constitutes a relevant investment by the Company, pursuant to the Sole Paragraph of Article 247 of Law 6404 of December 15, 1976, as amended ("Corporation Law"), given the Acquisition price and the current value of the Company's shareholders' equity; and (ii) is, therefore, subject to ratification by a Company Shareholders' Meeting, pursuant to item I of Article 256 of Corporation Law.

The Company further declares that said ratification will be deliberated at the Company's next Shareholders' Meeting, to be held on a date to be opportunely announced by Management.

In regard to eventual withdrawal rights conferred on shareholders dissenting from the decision of the Shareholders' Meeting to ratify said acquisition, pursuant to paragraph 2 of Article 256 of Corporation Law, the Company would like to make it clear that the applicability and incidence of said rights are still being assessed by Management. If the referred assessment concludes the applicability of the withdrawal right, the specifics procedures to exercise this right and the applicable redemption value will be properly informed to the Company's shareholders and the market in general, it being understood that, in this case, shareholders of record holding registered common shares issued by the Company on this date and who remain holders of said shares uninterruptedly until the date of exercise of the withdrawal, will be entitled to exercise said rights.

The information needed to assist shareholders with their decisions and the procedures for ratification by the Company's Shareholders' Meeting will be opportunely disclosed by the Company, pursuant to the legislation in effect.

Barretos, August 25, 2015

Minerva S.A.
Eduardo Pirani Puzziello
Investor Relations Officer