

**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

**INSTRUMENT OF NON-INSTALEMENT OF THE EXTRAORDINARY  
SHAREHOLDERS' MEETING CALLED FOR APRIL 24, 2014**

1. **DATE, TIME AND VENUE:** On April 24, 2013, at 10:30 a.m., at the Company's headquarters located at prolongamento da Avenida Antonio Manço Bernardes, s/n.º, Rotatória Família Vilela de Queiroz, Chácara Minerva, CEP 14.781-545, in the city of Barretos, state of São Paulo.
2. **PRESIDING BOARD:** Edivar Vilela de Queiroz presided over the meeting and Rafael de Almeida Rosa Andrade acted as secretary.
3. **CALL NOTICE:** Call notice was published, pursuant to Article 124 of Law 6,404, of December 15, 1976 ("Brazilian Corporation Law") (i) in the Official Gazette of the State of São Paulo on April 9, 10 and 11, pages 36, 54 and 73, respectively; (ii) in the "O Estado de São Paulo" newspaper on April 9, 10 and 11, 2014, pages B7, B12 and B5, respectively; and (iii) in the "O Diário" newspaper on April 9, 10 and 11, 2014, pages 11, 10 and 10, respectively.
4. **ATTENDANCE:** Shareholders representing approximately sixty point seventy-two percent (60.72%) of the Company's voting capital, as per the signatures in the Shareholders' Attendance Book.
5. **INSTRUMENT OF NON-INSTALEMENT OF THE EXTRAORDINARY SHAREHOLDERS' MEETING:** The Extraordinary Shareholders' Meeting was not instated, since the minimum legal quorum for instating the Shareholders' Meeting on first call was not achieved, in compliance with Article 135 of the Brazilian Corporation Law. In accordance with legal guidelines, the Company's Management will make, in due time, the second call for the Extraordinary Shareholders' Meeting, which, on second call, will be instated regardless of the number of shareholders

present, who will resolve, by majority vote of the attending shareholders, on the matters on the agenda described in the call notice.

This is a free English translation of the original instrument drawn up in the Company's records.

Barretos, April 24, 2014.

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**Rafael de Almeida Rosa Andrade**

Secretary