

**MINERVA S.A.**

*Publicly-Held Company*

CNPJ/MF no. 67.620.377/0001-14  
NIRE 35.300.344.022 – CVM 02093-1

**SPECIAL SHAREHOLDERS' MEETING  
HELD ON APRIL 23, 2015**

- 1. DATE, TIME AND PLACE:** Meeting held on April 23, 2015, at 11 AM, at the Company's principal place of business, in the extension of 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. CALL OF MEETING:** The notice of meeting was published, as established in article 124 of Law 6404, of December 15, 1976, as amended (“Law of Corporations”), in the “State Official Journal of São Paulo,” issues of April 8, 9 and 10, 2015, pages 47, 45 and 67, respectively; in the newspaper “O Estado de São Paulo,” issues of April 8, 9 and 10, 2015, pages B7, B6 and B11, respectively; in the newspaper “O Diário” (Barretos), issues of April 8, 9 and 10, 2015, pages 4, 4 and 4, respectively.
- 3. ATTENDANCE:** Shareholders representing 64.9011% of the Company's voting stock were present, as per the signatures on the Shareholders' Attendance Book. Messrs. (i) Eduardo Pirani Puzziello, representative of the Company's Management, and (ii) Luiz Claudio Fontes, permanent member of the Audit Committee, were also present, in compliance with article 164, head provision, of the Law of Corporations.
- 4. BOARD:** The chairman and secretary of the meeting were Mr. Edivar Vilela de Queiroz and Ms. Juliana Helena Desani Garcia, respectively.
- 5. INSTRUMENT STATING THAT THE SPECIAL SHAREHOLDERS' MEETING WAS NOT CALLED TO ORDER:** The special shareholders' meeting was not called to order because the quorum required by article 135 of the Law of Corporations was not present. Under the legal guidelines, the Company's management will timely call the special shareholders' meeting again. It bears clarifying that, on second call, such meeting will be called to order upon presence of any number of shareholders,

who will resolve on the matters of the Agenda indicated in the notice of meeting by majority vote of the shareholders present.

*This instrument stating that the meeting was not called to order is a true copy of the instrument drawn up in the Company's Book of Minutes of Shareholders' Meeting no. 6, on pages 62 to 68.*

Barretos, April 23, 2015.

**Board:**

Edivar Vilela de Queiroz  
Chairman

Juliana Helena Desani Garcia  
Secretary