



**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

**Notice to the Market**

**Conclusion of the Anticipated Tender Offering**

**Barretos, February 13, 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, with operations also in the beef, pork and poultry processing segments, hereby informs its shareholders and the market in general the conclusion of the Anticipated Tender Offer for debt securities issued abroad by the Company's subsidiaries, with maturities scheduled in 2017, 2019 and 2022. The Anticipated Tender Offer included the repurchase of: US\$10,685,000 of the principal for the 2017 Notes, equal to approximately 32% of the outstanding 2017 Notes, US\$317,976,000 of the principal for the 2019 Notes, equal to approximately 85% of the outstanding 2019 Notes, US\$320,137,000 of the principal for the 2022 Notes, equal to approximately 71% of the outstanding 2022 Notes.**

The Anticipated Tender Offer was performed using the proceeds from the issuance of the Notes 2023 (on which will pay semiannually interest at a coupon of 7.75% p.a.) and is part of a clear strategy of liability management, which aims at the constant improvement in the company's cost of debt. The acceptance of more than 75% of the holders of all Notes with maturities scheduled for 2017, 2019 and 2022 in the repurchase process demonstrates that the Company has obtained successful results in the implementation of its strategy

**Investor Relations**

E-mail: [ri@minervafoods.com](mailto:ri@minervafoods.com)

Tel.: +55 (11) 3074-2444

+55 (17) 3321-3355

Website: [www.minervafoods.com/ri](http://www.minervafoods.com/ri)

**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.