

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

**CALL NOTICE FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING
TO BE HELD ON OCTOBER 1, 2014.**

MINERVA S.A., a corporation headquartered at Prolongamento da Avenida Antônio Manoel Bernardes, s/n.º, Rotatória Família Vilela de Queiroz, Chácara Minerva, in the city of Barretos, state of São Paulo, CEP 14.781-545, with its articles of incorporation filed at the São Paulo State Commerce Registry under NIRE 35.300.344.022, inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 67.620.377/0001-14, registered with the Brazilian Securities and Exchange Commission ("CVM") as a category "a" publicly held company under the code 02093-1, with shares traded in the Novo Mercado special corporate governance segment of the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange ("BM&FBOVESPA") under the ticker BEEF3, ("Company"), pursuant to article 124 of Law 6404, of December 15, 1976, as amended ("Brazilian Corporate Law"), and articles 3 and 5 of CMV Instruction 481, of December 17, 2009 ("CVM Instruction 481/09"), hereby invites its shareholders to an extraordinary shareholders' meetings ("Shareholders' Meeting") to be held at first call on October 1, 2014 at 10:30 a.m. at the Company's headquarters to examine, discuss and vote on the following agenda:

(1) To approve the "Private Instrument of Protocol and Justification of the Merger of Shares issued by Mato Grosso Bovinos S.A. into Minerva S.A." entered into by the Company's management and the management of Mato Grosso Bovinos S.A. on September 15, 2014 ("Protocol and Justification"), which reflects the terms of the merger of shares (pursuant to article 252 of Brazilian Corporate Law) issued by Mato Grosso Bovinos S.A., a corporation duly incorporated and existing under the laws of Brazil, headquartered at Avenida Escola Politécnica, n.º 760, 1º andar – sala 1, CEP 05350-901, in the city of São Paulo, state of São Paulo, inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 15.514.479/0001-51, with its articles of incorporation filed at the São Paulo State Commerce Registry under NIRE 3530046398-6 ("Newco Bovinos") by the Company ("Merger of Shares");

(2) To approve an increase of sixty million reais (R\$60,000,000.00) in the Company's capital stock, with the issue of twenty-nine million (29,000,000) new registered, book-entry common shares with no par value, to be paid-in through the merger of all Newco Bovinos shares, pursuant to the terms and conditions in the Protocol and Justification, with these shares being fully attributed to Newco Bovinos' shareholders;

(3) To ratify the appointment and hiring of Verdus Auditores Independentes, a company inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 12.865.597/0001-16, with its articles of incorporation filed at the 5th São Paulo Official Corporate Deeds Registry under number 44,34 on November 5, 2010, and its First Amendment filed under number 52,174 on August 26, 2013, headquartered at Rua Amália de Noronha, 151, 5^o andar, cj. 502, parte – Pinheiros, in the city and state of São Paulo, CEP 05410-010 (“Appraisal Firm”) as a specialized firm hired to prepare an Appraisal report of the value of the equity of the Newco Bovinos shares to be merged into the Company;

(4) To approve the Appraisal report of the value of the equity of the Newco Bovinos shares to be merged into the Company prepared by the Appraisal Firm (“Appraisal Report”);

(5) To approve the Merger of Shares, pursuant to the terms and conditions in the Protocol and Justification, authorizing management to take the necessary measures to implement it;

(6) To approve the amendment to the Company’s Bylaws in order to reflect (i) the increase in the capital stock, changing the wording of articles 5 and 6, (ii) the change in the membership of the Company's Board of Directors, which will now be composed of ten (10) sitting members and their respective alternates, in addition to having two vice-chairmen, with the consequent change to the wording of articles 11, 16, 17 and 18, (iii) changes to certain duties of the Company's Board of Directors, with the amendment of article 19, and (iv) changes to the wording of articles 2, 15 and 28, as detailed in the Management Proposal to the Shareholders' Meeting;

(7) To approve the consolidation of the new wording to the Company's Bylaws in order to reflect the proposed amendments; and

(8) To elect two (2) new members to the Company’s Board of Directors, in line with the proposal for amendment to the Company’s Board of Directors and the consequent change to the membership of its Board of Directors.

The matters in items 1 to 7 above, subject of this call notice are part of the agreement entered into between the managements of the Company and Newco Bovinos for the implementation of the Merger of Shares. These items are reciprocally dependent legal matters, and one shall not be valid without the others. As a result, if the Shareholders’ Meeting approves one of the matters in the items 1 to 7 above, but rejects another matter in one of these items, the approved items will be rendered invalid. For example, if the Shareholders’ Meeting approves the Merger of Shares, but rejects the proposal for the amendment to the Company's Bylaws, the Merger of Shares will not be valid as a result of the rejection of the new Bylaws; therefore, the Merger of Shares will not take place.

Pursuant to articles 141 and 291 of Brazilian Corporate Law and article 1 of CVM Instruction 165, of December 11, 1991, shareholders with an interest corresponding to at least five percent (5%) of the voting capital may request, at least forty-eight (48) hours before the Shareholders' Meeting, the adoption of a multiple vote at the election of the two (2) new members of the Company's Board of Directors.

Pursuant to article 126 of Brazilian Corporate Law, only those that prove their status as shareholders or shareholder representatives can attend and participate in the shareholders' meeting, pursuant to the applicable legislation.

Shareholders can prove their status as such by presenting the following original documents or certified copies thereof: (1) identification document of the shareholder or proxy; (2) statement issued by the bookkeeping or custody institution (dated at most five days prior to the Shareholders' Meeting; and (3) for proxies, a proxy instrument with a notarized signature granted less than one (1) year ago to a proxy that is a shareholder or manager of the Company, a lawyer or financial institution, with the investment fund manager being responsible for representing investors, pursuant to article 126, paragraph 1, Brazilian Corporate Law.

The Company will accept general registration cards (RG), driver's licenses (CNH), passports, and professional identifications produced by public agencies as identification documents.

Representatives of corporate shareholders should present a certified copy of the following documents duly registered in the applicable body (Official Corporate Deeds Registry or State Commerce Registry of the respective state, as applicable): Articles of incorporation or Bylaws; and (2) corporate act that elected the manager that (a) attends the Shareholders' Meeting as a representative of the company, or (b) grants the proxy instrument for a proxy to represent the corporate shareholder at the Shareholders' Meeting.

Shareholder documents issued abroad shall be notarized by a Public Notary, legalized at a Brazilian consulate, translated by a sworn translator registered with the Commerce Registry of the respective state and registered in the Deeds Registry, pursuant to the legislation in force.

For organizational purposes, the Company recommends that shareholders present a copy of the above documents to the Investor Relations Department, at the Company's headquarters, pursuant to article 10, paragraph 5, of the Company's Bylaws. A copy of the documents can be sent to the e-mail ri@minervafoods.com or via fax: +55 17 3323 3041.

Shareholders may participate in the Shareholders' Meeting even if they do not present these documents in advance. They just need to present them at Shareholders' Meeting, pursuant to paragraph 2 of article 5 of CVM Instruction 481/09.

The documents related to the matters to be discussed in the Shareholders' Meeting are available for consultation at the Company's headquarters and on the websites of the Company (www.minervafoods.com), the BM&FBOVESPA (www.bmfbovespa.com.br) and the CVM (www.cvm.gov.br), pursuant to Brazilian Corporate Law and the CVM.

Barretos, September 16, 2014

Edivar Vilela de Queiroz
Chairman of the Board of Directors