



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

Material Fact

Acquisition of Company in Paraguay

Barretos, October 2, 2012 – Minerva S.A. (BOVESPA: BEEF3; Bloomberg: BEEF3.BZ; Reuters: BEEF3.SA), one of the leaders in Latin 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 announces, complementing the Notice to the Market dated September 3, 2012, that on this date it signed an Agreement for the Purchase and Sale of Shares (*Compraventa de Acciones*) in accordance with the laws of Paraguay, to acquire the entire capital stock of Frigomerc S.A., a corporation headquartered in Paraguay.

As announced earlier, a part of the acquisition price could be paid through transfer by the Company of its shares, for which the Company will seek authorization from the Securities and Exchange Commission of Brazil (CVM) to use the shares currently held in treasury to pay a part of the acquisition price.

The Company also informs that the acquisition constitutes relevant investment according to article 256, clause I of the Brazilian Law of Corporations and hence an extraordinary shareholders' meeting will be called at an opportune moment to ratify the acquisition. The documentation needed for the Company's shareholders to decide on ratifying the acquisition, including the valuation report required by article 256 of the Law of Corporations, as well as the amount and procedures relating to refund rights for dissenting shareholders, will be informed to Shareholders and the market at an opportune moment.

Investor Relations

E-mail: ri@minervafoods.com

Tel.: +55 (11) 3074-2444

+55 (17) 3321-3355

Website: 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 10,480 head of cattle and beef deboning capacity of 2,040 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 ten 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 June 30, 2012, the Company recorded net sales revenue of R\$4.2 billion, up 16.2% on the same period a year earlier.

