



MINERVA S.A.

Publicly-Held Company
Corporate Taxpayer's ID (CNPJ/MF): 67.620.377/0001-14
Company Registry (NIRE): 35.300.344.022

MATERIAL FACT

Minerva S.A. ("Company"), one of the leaders in South America in the production and sale of fresh beef, live cattle and cattle byproducts, hereby informs its shareholders and the market of the pricing of the issuance of Senior Notes due 2026 (the "New Notes") by its subsidiary, Minerva Luxembourg S.A. (the "Issuer").

The Company will issue US\$1,000,000,000 (one billion dollars) principal amount of New Notes on the international market through the Issuer. The New Notes will pay interest semiannually at a coupon of 6.50% p.a. The Company will guarantee all of the Issuer's obligations under the New Notes.

The Company intends to use the net proceeds from the offering of the New Notes to fund a tender offer for any and all of the Issuer's outstanding 7.750% notes due 2023 (the "2023 Notes"). Specifically, the net proceeds received from the New Notes will be decreased by an amount equal to the consideration payable to HSBC Securities (USA) Inc. by the Issuer in exchange for the Issuer's outstanding 2023 Notes purchased by HSBC Securities (USA) Inc. in connection with the tender offer.

The New Notes will be placed on the international market and have been offered and sold to qualified institutional buyers in the United States in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act") and to non-U.S. persons in offshore transactions outside the United States and Brazil in accordance with Regulation S under the Securities Act.

Disclaimer: This material fact shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the New Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful. The New Notes have been offered and sold to qualified institutional buyers in the United States in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons in offshore transactions outside the United States in accordance with Regulation S under the Securities Act. The New Notes have not been registered under the Securities Act or any state securities laws nor have they been registered with the Brazilian Securities Exchange Commission (*Comissão de Valores Mobiliários*), and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements.

Barretos, September 8, 2016

Minerva S.A.
Eduardo Pirani Puzziello
Investor Relations Officer