



MINERVA S.A.

Publicly-Held Company – CVM nº 20931-1
Corporate Taxpayer's ID (CNPJ/MF) 67.620.377/0001-14
Company Registry (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

**OFÍCIO/CVM/SEP/GEA-5/Nº 058/2013: DETERMINATION OF THE
RECOMPILATION OF THE 2011 FINANCIAL STATEMENTS AND THE FIRST,
SECOND AND THIRD 2012 ITR FORMS**

Barretos (SP), February 26, 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 that:

1. On February 25, 2013, the Company received OFÍCIO/CVM/SEP/GEA-5/Nº 058/2013 ("Official Letter") sent by the 5th Corporate Oversight Department and the Corporate Relations Department of the Brazilian Securities and Exchange Commission ("CVM"), disclosed on this date by the CVM on its webpage.

2. The Letter refers to the accounting classification attributed to the debentures issued by the Company on June 15, 2011, and to the respective remunerative interest on the principal of said debentures. In the Official Letter, the CVM asks the Company "(...) to recompile the 2011 financial statements to be disclosed for the comparison with the 2012 financial statements and to recompile and re-present the first, second and third 2012 ITR Forms including a separation of the value of the liability component and the value of the shareholders' equity component, considering the adequate measurement of the built-in derivatives in the issue indenture (...)".



3. The Company, together with its auditors and consultants, is currently undertaking a detailed analysis of the points addressed by the CVM in the Official Letter in order to determine what suitable steps should be taken, and will keep its shareholders and the market in general informed of further developments regarding the matters dealt with herein.

Investor Relations

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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, shipping to around 100 countries. It has a daily slaughtering capacity of 11,480 head of cattle and a 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 11 slaughtering 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, 13.8% up on the same period a year earlier.