



**MINERVA S.A.**

*Publicly-held company with Authorized Capital*

CNPJ/MF no. 67.620.377/0001-14

NIRE 35.300.344.022 - CVM no. 20931-1

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Chácara Minerva, CEP 14781-545, Barretos/SP

**MATERIAL FACT**

**Stock Option Plan and Extend the Corporate Purpose**

**Barretos (SP), May 13, 2013** –Minerva S.A. (the “Company”), one of the leaders in South America in the production and sales of fresh meat, live cattle and their byproducts, also operating in the processing of beef, pork and poultry segments, in compliance with the provisions set forth in Article 157, § Four of Law no. 6.404, issued on December 15, 1976, as amended (the “Corporation Law”) and as provided for in Article Two of CVM’s Instruction no. 358 of January 3, 2002, hereby informs its shareholders and the market in general that, in the Company’s General Meeting held on this date at 11h30, the following deliberations were taken and were considered a material fact:

1. Approval of the Option Plan. Approved a new plan to grant options to purchase common shares issued by the Company (the “Option Plan”), with the objective of allowing statutory and non-statutory directors, vice-presidents and superintendents of the Company or companies under its control that purchase common shares of the Company to promote growth, success and the achievement of the Company’s corporate purpose, to align the interests of shareholders with those of participants of the Option Plan and allow the Company and other companies under its control to retain persons considered key to its development.

The grant of options based on the Option Plan shall always observe the maximum limit of five percent (5%) of the shares issued by the Company, provided the total number of shares issued or issuable shall always be within the authorized capital limit. The Option Plan’s administration shall be the responsibility of the Company’s Board of Directors.

The Option Plan was approved in replacement and with the consequent cancellation, as of this date, of the plan then currently in effect, namely, the Option Plan to Purchase Restricted Shares of the Company, which had been approved in the General and Ordinary Meeting of the Company held on April 29, 2011 (“Restricted Share Plan”). It is noteworthy that the termination of the Restricted Share Plan term shall not affect the validity of the options still in force granted based on

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the above-mentioned plan, which shall remain governed by the provisions therein contained and the respective grant programs.

The complete text of the Option Plan approved on this date is available for consultation in the Company's BM&FBOVESPA and Securities and Exchange Commission website ([www.minervafoods.com/ri](http://www.minervafoods.com/ri)) in the worldwide web (*Internet*).

2. Expansion of the Corporate Purpose. Approved the extension and expansion of the Company's corporate purpose and the inclusion of an explicit mention of other activities related to agricultural development and agroindustry in a detailed list of the similar activities to be exploited by the Company.

The Company's consolidated bylaws with the new corporate purpose wording is available for consultation in the Company's BM&FBOVESPA and Securities and Exchange Commission website ([www.minervafoods.com/ri](http://www.minervafoods.com/ri)) in the worldwide web (*Internet*).

Minerva S.A.'s Investor Relations Department is at your disposal in case of the eventual need for clarifications.

Barretos, May 13, 2013.

## 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, 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 tons per day, producing food made from beef, pork and poultry. In the 12 months ended March 31, 2013, the Company recorded net sales revenue of R\$4.63 billion, up 14.6% on the same period a year earlier.