

## 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  
ZIP Code 14781-545 – Barretos, São Paulo

## NOTICE TO THE MARKET

### Constitution of Fiscal Council

Barretos, São Paulo, April 27<sup>th</sup>, 2012 – Minerva S.A. ("Company"), a leader in South America in the production and sale of fresh beef, live cattle and cattle byproducts, with operations in the beef, pork and poultry processing segments, hereby informs its shareholders and the market in general that its controlling shareholders and the attending representatives of the non-controlling shareholders, as per the Shareholders' Attendance Book, mutually agreed to request the installation of the Company's Fiscal Council at an Annual Shareholders' Meeting held at the Company's headquarters. The Meeting also resolved that the Council will remain installed until the following Annual Shareholders' Meeting of the Company.

The controlling shareholder appointed Dorival Antônio Bianchi and Benedito da Silva Ferreira as members and Marcelo Scaff Padilha and Victor Branco de Holanda as alternate members of the Fiscal Council. The minority shareholders appointed João Verner Juenemann as a member and Flávio Jarczun Kac as an alternate member of the Fiscal Council.

#### Brief résumés of the Fiscal Council Members

**Benedito da Silva Ferreira.** Mr. Benedito da Silva Ferreira is an economist and accountant from the University of São José do Rio Preto. He works as executive officer at Fosfertil S/A and FIESP and is the Vice-President of the Board of FIESP. He has served on the Boards of several organizations including Fosfertil, Fertifós and Ultrafertil (1994-1998 and 2000-2005), as well as in the Fiscal Council of Nestlé (1968-1971). He was also an executive officer of Cargill Fertilizantes S/A (1999-2005) and Solorrco S/A (1972-1999) and CEO of Adner S/A (1968-1972). He served as CEO at SIACESP and as executive officer at SIMPRIFERT.

**Dorival Antônio Bianchi.** Mr. Bianchi is an economist from the University of São Paulo. He worked as executive officer at Telecel Telecomunicações Ltda (1992 - 2004) and Fashion Mall S.A. (1999 - 2001). He has served on the Boards of several organizations including Banco Mercantil de São Paulo (2002 - 2003), Net Serviços de Comunicação (1998 - 2000), Sadia (1998 - 2001), BES Investimento do Brasil (2001) and Semp Toshiba Amazonas S.A. (1997 - 2001). He represented Bradesco on the executive board of Visa International (1996 - 1999). Between 1979 and 2004, he served in the Bradesco group as executive officer of Bradesco S.A. Corretora de Valores Imobiliários (1979 - 1982) and as Board member of Banco Bradesco and Bradesplan Participações S.A. (1999 - 2004).

**João Verner Juenemann:** Mr. Juenemann is an accountant and actuary from PUC-RS and holds a bachelor's degree and a graduate degree in auditing from the Federal University of Rio Grande do Sul (UFRGS). He is a founding partner of Juenemann Associados, with operations in independent auditing and consulting on business, corporate governance and forensic accounting. He is vice-president of the Porto Alegre Commercial Association and Federasul and is a member of the fiscal council of Banco Indusval, the Institute for Managerial Development – INDG, Electro Aço Altona and Dimed, among others. He was a member, vice-chairman and chairman of the Federal Accounting Council and chairman of the Fiscal Council of Banco Meridional do Brasil, Calçados Azaléia, Lojas Colombo, Cia. Estadual de Energia Elétrica - CEEE, Bannrisul S.A. Arrendamento Mercantil, and others. He is a member of the Rio Grande do Sul State Council for Social and Economic Development and the Brazilian Corporate

Governance Institute. In addition, Mr. Juenemann has taught at the UFRGS the Dom Cabral Foundation, PUC-RS and Usininos.

Management welcomes the new Fiscal Council members and expects that they will contribute to improving the Company's corporate governance practices.

## 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 some 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, one tannery and eleven 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 December 31, 2011, the Company recorded net sales revenue of R\$4.0 billion, up 16.7% on the same period a year earlier.