



MINERVA S.A.

Publicly Held Company – CVM 20931-1

Corporate Taxpayer 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, São Paulo

MATERIAL FACT

Approval of Debentures Issue

Barretos, São Paulo, July 8, 2010 – Minerva S.A. ("Company"), one of the leading producers and sellers of beef, leather, live cattle and cattle byproducts in Brazil, also operating through the joint venture Minerva Dawn Farms (MDF) manufacturing food products made from beef, pork and poultry, in accordance with CVM Instruction 358 of January 3, 2002, as amended ("CVM Instruction 358"), announces to shareholders and the general market that the meeting of the Board of Directors held on July 7, 2010, approved the 1st public issue by the Company of non-convertible debentures in a single series secured against a personal guarantee, with restricted placement efforts, in an amount of up to two hundred million reais (R\$200,000,000.00), with maturity on July 10, 2015 ("Issue").

The Issue will include public distribution with limited placement efforts, in accordance with CVM Instruction 476 of January 16, 2009, and is exempt from the public distribution registration at the Securities and Exchange Commission of Brazil ("CVM") and at the Brazilian Financial and Capital Markets Association ("ANBIMA").

The proceeds from the Issue will be used exclusively to lengthen the Company's debt profile, with the Issue not involving any increase in the Company's debt position. The Issue will be coordinated by Banco Bradesco BBI S.A. ("Lead Manager"), by HSBC Corretora de Títulos e Valores Mobiliários S.A. and by Banco Fator S.A (jointly with the Lead Manager, the "Co-Lead Managers").

The minutes with the full contents of the matters approved is filed at the Company's head offices and is available on the Web sites of the CVM (www.cvm.gov.br) and the BM&FBovespa S.A. - Securities, Commodities and Futures Exchange (www.bovespa.com.br) and on the Company's Web site (www.minerva.ind.br/ri).

Fernando Galletti de Queiroz

Chief Executive and Investor Relations Officer