



MINERVA S.A.

Public-held company

CNPJ/MF No. 67.620.377/0001-14

NIRE 35.300.344.022 – CVM Code No. 02093-1

MATERIAL FACT

Minerva S.A. (“Minerva” or “Company”), the South American leader in the export of fresh beef and cattle byproducts, which also operates a processed foods segment, pursuant to the provisions of article 157, paragraph 4, of Law no. 6,404 of December 15, 1976, as amended (“Brazilian Corporate Law”), and in accordance with CVM Instruction 358 of January 3, 2002, as amended (“ICVM 358/02”), hereby informs its shareholders and the market in general that:

In the meeting held on August 7th, 2018, the Board of Directors resolved to approve the contribution, in the increase of the capital stock of Athena Foods S.A., a company incorporated in accordance with the laws of Chile and controlled by the Company (“Athena Foods”), of the corporate interest held by the Company in the following companies: Frigomerc S.A., a company incorporated in accordance with the laws of Paraguay (“Frigomerc”), Frigorífico Carrasco S.A. (“Frigorífico Carrasco”) and Pulsa S.A. (“Pulsa”), companies incorporated in accordance with the laws of Uruguay, Minerva Foods Chile SpA, a company incorporated in accordance with the laws of Chile (“Minerva Chile”), Pul Argentina S.A. (“Pul Argentina”) and Swift Argentina S.A. (“Swift Argentina”), companies incorporated in accordance with the laws of Argentina, Red Cárnica S.A.S. (“RC”) and Red Industrial S.A.S. (“RI”), companies incorporated in accordance with the laws of Republic of Colombia (“Transaction”)

After the contribution of shares held by the Company, representative of: **(a)** 99,94% of the capital stock of Frigomerc; **(b)** 100% of the capital stock of Minerva Chile; **(c)** 99,64% of the capital stock of Pul Argentina; **(d)** 100% of the capital stock of Pulsa; **(e)** 100% of the capital stock of Frigorífico Carrasco; **(f)** 100% of the capital stock of RC; **(g)** 100% of the capital stock of RI; and **(h)** 0,01% of the capital stock of Swift Argentina, to pay-up the increase of the capital stock of Athena Foods, the Company will hold, directly and indirectly, shares representing 100% of the capital stock of Athena Foods.

The Company evaluates the possibility of, once the payment of shareholdings is concluded, registering Athena Foods as a securities issuer with the *Comisión para el Mercado Financiero* (Chilean Securities and Exchange Commission) and, subsequently, promoting the initial public offering of the shares issued by Athena Foods on the *Bolsa de Comercio de Santiago* (Santiago Stock Exchange) pursuant to the applicable law. In case the Company decides to pursue them, it is estimated to conclude the implementation in twelve (12) months.

The Company promises to keep the shareholders and the market in general informed about any developments of this matter.

São Paulo, August 7th, 2018.

Minerva S.A.
Eduardo Pirani Puzziello
Investor Relations Officer