



MINERVA S.A.

Publicly-held Company – CVM nº 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/SP

NOTICE TO THE MARKET

Disposal of Relevant Shareholding

Barretos (SP), September 13, 2012 – Minerva S.A. (“Company”), one of South America’s market leaders in the production and sale of fresh beef, live cattle and cattle byproducts, with operations also in the beef, pork and poultry processing segments, pursuant to Article 12, Paragraph 6 of CVM Rule 358 of January 2, 2002, as amended, informs that on this present date received a letter from its controlling shareholder VDO Holdings S.A., informing that sold 6,000,000 Company shares, accounting for 5.6% of its share capital, in an operation managed by BTG Pactual CTVM S.A. through auction held today at BM&FBOVESPA (Securities, Commodities and Futures Exchange). Considering the sale closed on this date, between January 30, 2012 and September 13, 2012 the controlling shareholder reduced its interest in the Company share capital by more than 5%, as detailed in the letter attached hereto.

Investor Relations

E-Mail: ri@minervafoods.com

Phone: +55 (11) 3074-2444

+55 (17) 3321-3355

Website: www.minervafoods.com/ri

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 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 to tonnes per day, producing food made from beef, pork and poultry. In the 12 months ended June 30, 2012, the Company recorded net sales revenue of R\$4.2 billion, up 16.2% on the same period a year earlier.



Barretos, September 13, 2012.

Minerva S.A.

Av. Antonio Manço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara
Minerva

Barretos - SP

Attn.: Investor Relations Officer

Re: Statement of Disposal of Relevant Shareholding

VDQ Holdings S.A. ("VDQ"), controlling shareholder of Minerva S.A. ("Company"), duly represented herein in the form of its Bylaws hereby announces that sold 6,000,000 Company shares, accounting for 5.6% of its share capital, in an operation managed by BTG Pactual CTVM S.A. through auction held today at BM&FBOVESPA (Securities, Commodities and Futures Exchange). Considering the sale closed on this date, between January 30, 2012 and September 13, 2012, VDQ reduced its interest in the Company share capital by more than 5%. Therefore, in compliance with Article 12 of CVM Rule 358 of January 3, 2002, as amended, VDQ requests the Investor Relations Officer to disclose the following information:

1. VDQ Holdings S.A. is a privately-held company, with head offices at Rua 28, nº 15, Sala 4, Bairro Melo, in the city of Barretos, State of São Paulo, corporate taxpayer ID (CNPJ/MF) 08.803.085/0001-58.
2. The disposal of shares does neither alter nor intends to change the Company's ownership structure or administrative structure;
3. After disposal, VDQ now holds 58,805,198 Company shares, thus, its interest in the Company share capital now is 54.88%.
4. As per Closure Announcement of the Public Offering of Debentures Mandatorily Convertible into the Company Shares released on August 8, 2011, VDQ entered

into a total return swap agreement with Goldman Sachs do Brasil Banco Múltiplo S.A., referenced in a total amount of 90,965 debentures convertible into the Company shares, under the terms of the Private Indenture for the Second (2nd) Issue of Convertible Subordinated Debentures, in a Single Series of Minerva S.A.. Out of a total amount of 90,965 convertible debentures, VDQ received by means of agreement's partial settlement and currently holds 53,331 debentures convertible into 7,011,425 Company common shares, remaining in this agreement an outstanding balance of 37,634 debentures convertible into 4,947,741 Company common shares. The calculation of conversions mentioned above considers, in both cases, the assumption of converting debentures into shares on this present date.

5. Shareholders representing 100% of VDQ share capital are parties to a Shareholders' Agreement, as outlined in item 15.5 of the Company's Reference Form.

VDQ Holdings S.A. informs that will not conduct other divestments through block of shares.

We remain at your disposal for any further clarification you may deem necessary.

VDQ Holdings S.A.

Name: Ibar Vilela de Queiroz

Title: Officer

Name: Edvair Vilela de Queiroz

Title: Officer