



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
CEP 14781-545 – Barretos/SP

MATERIAL FACT

**Closure of the Stock Buyback Program and
creation of a New Stock Buyback Program**

Barretos (SP), 18th February, 2013 – Minerva S.A. ("Company"), one of the leaders in South America in the production and sale of fresh beef, live cattle and cattle byproducts, with operations also in the beef, pork and poultry processing segments, hereby informs its shareholders and the market in general that at the meeting held on 18th February, 2013 its Board of Directors unanimously approved without reservations:

(i) The closure of the stock buyback program created by the Company's Board of Directors on April 3, 2012 ("Program"). Since the Program was created until present date, 3,262,400 (three million, two hundred, sixty-two thousand and four hundred) common shares issued by the Company were acquired to be held in treasury and further cancellation or disposal ("Stocks");

(ii) Pursuant to Article 19, item XVI, of the Company's Bylaws, in compliance with requirements of CVM Rule nº 10 of February 14, 1980, as amended ("ICVM nº 10"), to approve the creation of a new stock buyback program of the Company for stocks to be held in treasury and further cancellation or disposal, without decreasing share capital. Treasury stocks shall be broken down in a specific account in the equity position on Company's balance sheet. In compliance with Article 8 of ICVM nº 10, it is hereby established that (a) the Company's objective in this operation is the efficient application of available cash, aiming at capturing a relevant potential of creating value for shareholder in view of current discount of the Company's shares on the market; (b) trade is restricted to 9,542,486 (nine million, five hundred, forty-two thousand and four hundred and eighty six) non-par, book-entry, registered and common shares of the Company, representing ten per cent (10%) of total Company's shares outstanding on the market (calculated excluding shares held by the controlling shareholder) it being understood that (i) the effective buyback of 9,542,486 (nine million, five hundred, forty-two thousand and four hundred and eighty six) the total number of shares approved herein will rely, among other aspects, on the number of treasury stocks held by the Company upon trading, so that to meet the limit provided for in Article 3 of ICVM nº 10 and (ii) the trading limit approved herein shall be adjusted in the event of cancellation of shares currently held in treasury by the Company; (c) the maximum deadline to conduct the operation authorized herein is 365 (three hundred and sixty-five) days, starting on this date and ending on 17th February, 2014; (d) currently, there are 95,424,859 non-par, book-entry registered and common shares outstanding on the market, as defined by Article 5 of CVM Rule nº 10; and (e) trades will take place at market prices by brokered by Link S.A CCTVM, headquartered at Rua Leopoldo Couto Magalhães Jr, 758, 8.º floor, in the city and state of São Paulo, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 02.819.125/0001-73, CM Capital Markets CCTVM, headquartered at Rua Gomes de Carvalho, 1195, 4º floor, in the city and state of São Paulo, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 02.685.483/001-30, and BTG Pactual CTVM S.A., headquartered at Avenida Brigadeiro Faria Lima, 3477, 11º floor, in the city and state of São



Paulo, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 43.815.158/0001-22, and the decision on the disposal or cancellation of these shares will be appropriately announced to the market. The Board of Executive Officers is authorized to define the appropriate period and the number of shares to be effectively acquired, observing the limits and the effectiveness term of this authorization.

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 tonnes per day, producing food made from beef, pork and poultry. In the 12 months ended September 30, 2012, the Company recorded net sales revenue of R\$4.3 billion, up 13.8% on the same period a year earlier.