



**MINERVA S.A.**

*Publicly Held Company*

Corporate Taxpayer's ID (CNPJ): 67.620.377/0001-14

Company Registry (NIRE): 35.300.344.022 | CVM Code: 02093-1

## **MATERIAL FACT**

**Minerva S.A.** ("Minerva" or "Company"), a leading beef exporter in South America, pursuant to the provisions of paragraph 4 of article 157 of Law 6404 of December 15, 1976, as amended ("Brazilian Corporate Law"), and the regulations of the Brazilian Securities Commission ("CVM"), especially CVM Resolution 44, of August 23, 2021, informs that, as approved by its Board of Directors, it will be subject to the Company's Extraordinary and Ordinary Shareholders' Meeting to be held, on first call, on April 25, 2022 ("Meeting"), a proposal to develop the First Stock Option Matching Plan ("Matching Option Plan").

The Matching Options Plan proposal is included among the contexts of updating and improving the Company's compensation strategy, aiming at optimizing the available options for building the incentive structure for managers, employees, collaborators, service providers or other occupants of strategic positions in the Company.

The Matching Options Plan offers eligible potential beneficiaries the option to voluntarily join the Plan and its programs, following the vesting option grant model. The Matching Options Plan provides for minimum investments in the Company by the members, through the acquisition of shares issued by the Company, subject to the granting of options by the Company to the member, which entitle him/her to acquire, in the future, a number of shares issued by the Company.

Following this model, among other purposes, the Matching Option Plan aims to: (i) stimulate the expansion, success and achievement of the Company's corporate objectives; (ii) align the interests of the Company's managers and employees with the interests of its shareholders ( focusing on the long term); (iii) stimulate the investment of participants in the Company, by investing financial resources received as bonuses or own resources in the acquisition of shares; and (iv) attract and retain skilled managers and employees, adopting competitive practices in relation to the market and offering them the opportunity to become Company's shareholders.

The Matching Options Plan will be managed by the Board of Directors (which may nominate a committee to advise it, delegating powers for this management), which will be responsible, among other attributions, for approving the establishment of programs, choosing participants from among the eligible people, and establishing the conditions of each grant.

It should also be noted that the Matching Options Plan establishes a maximum number of options that entitle the participants to acquire a maximum number of shares equivalent to three percent (3%) of the total shares issued by the Company, on a fully diluted basis, pursuant to the terms of the Matching Options Plan.

The full text of the Matching Options Plan proposed by the Board of Directors and the respective call documents for the Meeting, including the information required by the applicable regulations, are available at CVM's (<https://www.gov.br/cvm>), B3's (<https://www.b3.com.br/>) and Company's website (<http://ri.minervafoods.com/>), as well as at the Company's headquarters.

Barretos, March 25, 2022.

**Edison Ticle de Andrade Melo e Souza Filho**  
Chief Financial and Investor Relations Officer