

Minerva Foods

MINERVA S.A.

Publicly-held Company – CVM No. 20931-1
Corporate Taxpayer ID. (CNPJ/MF): 67.620.377/0001-14
Company Registry No. (NIRE): 35.300.344.022
Av. Antônio Manoço Bernardes, s/nº, Rotatória Família Vilela de Queiroz, Chácara Minerva
CEP 14781-545 – Barretos/SP

Notice to the Market

Installing of the Fiscal Council and Renewal of Boards of Directors' member

Barretos, São Paulo, April 29, 2013 – Minerva S.A. ("Company"), a leader in South America in the production and sale of fresh beef, live cattle and cattle byproducts, with operations in the beef, pork and poultry processing segments, hereby informs its shareholders and the market in general that its controlling shareholders and the majority of the non-controlling shareholders' representatives meeting in the Annual Shareholders' Meeting held at the Company's headquarters mutually agreed on the renewal of Mr. Norberto Lanzara Giagrande Jr as member of the Board of Directors, to hold office until the Company's Annual General Meeting to audit the accounts for the fiscal year ending on December 31, 2013, in order to adjust its mandate term of office of the other members of the Board of Directors.

Moreover, the attending shareholders mutually agreed with the installing of the Company's Fiscal Council, to hold office until the Company's Annual General Meeting to audit the accounts for the fiscal year ending on December 31, 2013, in order to adjust its mandate term of office of the others members of the Board of Directors. The Fiscal Council's members are Mr. DORIVAL ANTÔNIO BIANCHI, Mr. BENEDITO DA SILVA FERREIRA e Mr. LUIZ CLAUDIO FONTES as effective member and Mr. MARCELO SCAFF PADILHA, Mr. LUIZ MANOEL GOMES JÚNIOR e Mr. NEWTON KLAYTON DOS ANJOS MENCINAUKIS as substitute members.

Management clarifies, likewise, that Mr. Luiz Claudio Fontes and Mr. Newton Klayton dos Anjos Mencinaukis were elected by the non-controlling shareholders, reason why their names and résumés weren't in the Management Proposal previously submitted to its shareholders and the market in general.

Brief résumés of the Fiscal Council's members appointed by the non-controlling shareholders

Luiz Claudio Fontes. Luiz Claudio Fontes holds a degree in Accounting and Business Administration from Mackenzie University, as well as an MBA in Management and Controllershship. He is the Managing Partner of Grupo Fontes Auditoria e Consultoria (associated with RSM International), with 37 years of experience in auditing, 23 of them as a partner. He has audited major business groups such as Petrobrás, Coca-Cola, Chevrolet, Fiat, Ford, Volkswagen, Bradesco, Banco do Brasil and BNDES. He has served as the president of the Brazilian Institute of Independent Auditors (IBRACON), the National Association of Finance and Accounting Executives (ANEFAC) and as a member of the Consultative

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Committee of the CVM. He was the co-author of the book A Commentary on Corporate Laws with professor and lawyer Modesto Carvalhosa.

Newton Klayton dos Anjos Mencinaukis. Newton Mencinaukis holds a degree in Accounting from Paulista University and an MBA in IFRS. He is currently the senior audit manager at RSM Fontes. He has worked at companies such as Terco Grant Thornton as a senior audit supervisor and at Grant Thornton as an audit manager. He has more than nine years of professional experience in the public and private sectors.

Management would like to thank Mr. Bruno Melcher and Mr. João Verner Juenemann, for the work they performed in the previous term of the Board of Directors, and it welcomes the new members and expects that Board of Directors and the Fiscal Council will contribute to improving the Company's corporate governance practices.

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.