



Voluntary Public Tender Offer of Exchange of Shares - Vigor Alimentos S.A.

Date, Time and Venue: January 31, 2012, at 10:00 a.m., at the headquarters of JBS S.A. ("Company"), located at Avenida Marginal Direita do Tietê, 500, Bloco I, 3º andar, Vila Jaguara, CEP 05118-100, in the City and State of São Paulo.

Call Notice: Call notice was sent by e-mail to the members of the Board of Directors, pursuant to Article 18 of the Bylaws.

Attendance: The majority of members of the Company's Board of Directors attended the meeting, achieving a quorum necessary to install the Meeting.

Presiding: Joesley Mendonça Batista, Chairman; and Francisco de Assis e Silva, Secretary.

Agenda:

- (i) To discuss and approve the Company's voluntary public tender offer to acquire Company shares through the exchange its shares for those of its wholly-owned subsidiary Vigor Alimentos S.A. ("Vigor Alimentos") ("Tender Offer") and related resolutions;
- (ii) To ratify the hiring of advisors and the Tender Offer's related studies;
- (iii) To approve the conclusion of the Company's share buyback plan, as approved by the Board of Directors' Meeting held on June 22, 2011;
- (iv) To approve the voting instructions by the Company at the Shareholders' Meeting of Vigor Alimentos for approval of the Tender Offer;
- (v) To resolve on the renewal of the levels of authority of the Board of Executive Officers to increase capital and the levels of authority of the Board of Executive Officers to practice the acts provided in items XIX, XXIII and XXVI, Article 19 of the Company's Bylaws, and resolve on the capital increase of the Company's wholly-owned subsidiaries; and
- (vi) discuss and approve the Company's Budget for 2012.

Resolutions: The Board members unanimously resolved on the following:

Preliminarily, the members of the Board of Directors unanimously approved the inclusion of the following item in the Agenda: "To approve the cancellation of all no-par, registered book-entry common shares issued by the Company and held in treasury."

- (i) based on item IV, Paragraph 1 of Article 2, item II of Article 6 and Article 33 of Rule 361 issued by the Brazilian Securities and Exchange Commission (CVM), of March 5, 2002, as amended ("CVM Rule 361"), to approve, subject to applicable waiver requests and the approval by CVM and BM&FBOVESPA – Securities, Commodities and Futures Exchange ("BM&FBOVESPA"), to conduct the Company's Tender Offer for the acquisition of Company common shares, according to the terms and conditions provided in the draft of the Notice of the Voluntary Public Tender Offer for Acquisition of Shares Issued by JBS S.A. through the Exchange of Common Shares Issued by Vigor Alimentos S.A. ("Notice"), pursuant to Attachment I hereto;
- (ii) as required by Article 4 of CVM Rule 361, to approve the valuation report of Vigor Alimentos prepared by Banco Bradesco BBI S.A. ("Appraisal Report"), pursuant to Attachment II hereto;

(iii) to approve, for purposes of the Offer that: (a) the value per Company share to define the exchange ratio, given the liquidity of Company shares, will be calculated based on the weighted average by the closing price of Company shares in a period to be calculated and approved opportunistically at a Board of Directors' meeting; and (b) the value per share issued by Vigor to define the exchange ratio will be defined and approved opportunistically at a Board of Directors' meeting;

(iv) to ratify the hiring of advisors and the Tender Offer's related studies;

(v) to approve the conclusion of the Share Buyback Program approved by the Company's Board of Directors on June 22, 2011 ("Program"). To date, ninety-seven million, five hundred nineteen thousand and eight hundred ninety-five (97,519,895) Company common shares were acquired through the Program to be held in treasury and subsequently cancelled or sold ("Shares");

(vi) to approve the cancellation of all treasury shares, that is, ninety-seven million, five hundred nineteen thousand and eight hundred ninety-five (97,519,895) shares, pursuant to the provisions of Article 19, item XVI of the Company's Bylaws, without reducing capital. The shares were acquired through the Program, in compliance with CVM Regulatory Rule 10 requirements. Share cancellation will be submitted to resolution of the Company's first Annual Shareholders' Meeting to be held after this date, to amend Article 5 of the Bylaws, to ratify and record the number of Company shares after the cancellation;

(vii) to approve the Company's vote at the Annual Shareholders' Meeting of Vigor Alimentos, which will resolve on: (a) the IPO of Vigor Alimentos; (b) Vigor Alimentos' request for registering as publicly-held company at CVM and BM&FBOVESPA; (c) the inclusion of Vigor Alimentos in BM&FBOVESPA's Novo Mercado listing segment; (d) the amendment and restatement of Vigor Alimentos' Bylaws for compliance with publicly-held company requirements and BM&FBOVESPA's Novo Mercado listing rules; (e) the election of the members of the Board of Directors of Vigor Alimentos; (f) the approval of the Material Information Disclosure Policy and the Securities Trading Policy of Vigor Alimentos; and (g) the participation of Vigor Alimentos in the Tender Offer, as per resolutions taken in item (i) above, and is incumbent upon the Board of Executive Officers to, pursuant to item XII, Article 19 of the Company's Bylaws, vote for these resolutions;

(viii) ratify and establish the following amounts for the Executive Board to practice the acts provided in items XIX, XXIII and XXVI of Article 19 of the Company's Bylaws: (XIX) five hundred million reais (R\$500,000,000.00), per operation, to the members of the Company's Board of Executive Officers and its subsidiaries located in Europe and South America, and two hundred and fifty million dollars (US\$250,000,000.00), per operation, to the members of the Board of Executive Officers of JBS USA and its subsidiaries, to issue any credit instrument for capital-raising purposes, namely bonds, notes, commercial papers; (XXIII) fifty million reais (R\$50,000,000.00) to the members of the Company's Board of Executive Officers and its subsidiaries located in Europe and South America, and twenty-five million dollars (US\$25,000,000.00) to the members of the Board of Executive Officers of JBS USA and its subsidiaries to acquire or sell items of permanent assets and properties; and (XXVI) five hundred million reais (R\$500,000,000.00), per operation, to the members of the Board of Directors and its subsidiaries located in Europe and South America, and two hundred and fifty million dollars (US\$250,000,000.00), per operation, to the members of the Board of Executive Officers of JBS USA and its subsidiaries, for the purpose of contracting loans or issuing securities or assumption of debt, or any other legal business affecting the Company's capital structure;

(ix) to authorize the Company, as controlling shareholder, to increase capital of any of its subsidiaries, in Brazil or abroad, in up to one billion US dollars (US\$1,000,000,000.00), until December 31, 2012. The Board ratified possible capital increases in 2012 by the Board of Executive Officers to date, including, but not limited to, the Company's capital contribution in Vigor Alimentos S.A. (formerly FG Holding International S.A.), a Company's subsidiary, in the amount of one billion, one hundred ninety-one million, three hundred seventy-three thousand, four hundred eleven reais and seventy-one centavos (R\$1,191,373,411.71) on January 17, 2012 and paid in through the granting of all three thousand and two hundred twenty-six (3,226) shares held by the Company in the capital of S.A. Fábrica de Produtos Alimentícios Vigor;

(x) to approve the Company' budget for 2012; and

(xi) to grant to the Company's Board of Executive Officers the powers to practice all acts necessary to implement the resolutions above.

Closure and Drawing up of the Minutes: There being no further business to discuss, the floor was offered to anyone who intended to speak and, as no one did, the meeting was adjourned for the time necessary to draw up these minutes, which were then read, approved and signed by all attending Board members.

Members Attending the Meeting: Joesley Mendonça Batista, Wesley Mendonça Batista, José Batista Sobrinho, José Batista Junior, Marcus Vinicius Pratini de Moraes, Natalino Bertin, Valere Batista Mendonça Ramos, Vanessa Mendonça Batista, Guilherme Narciso de Lacerda and Peter Dvorsak.

This is a free English translation of the original minutes drawn up in the Company's records.

São Paulo, January 31, 2012.

Francisco de Assis e Silva
Secretary