



Call Notice

Extraordinary General Meeting

The shareholders of JBS S.A. ("Company") were invited to attend, at first call, the Extraordinary General Meeting to be held next December 31, 2009, at 08:00 a.m., at the Company's administrative located at Av. Marginal Direita do Tietê, 500, Vila Jaguara, in the City of São Paulo, State of São Paulo, CEP 05118-100, in order to resolve on the following agenda:

(a) to ratify the appointment and retaining, by the Company's management, of Apsis Consultoria Empresarial Ltda., a company with principal place of business in the City of Rio de Janeiro, State of Rio de Janeiro, at Rua São José, nº 90, grupo 1802, enrolled in the National Register of Legal Entities (CNPJ/MF) under No. 27.281.922/0001-70 ("Apsis"), a specialized company in charge of appraising the book net worth of (i) Bertin S.A., enrolled in CNPJ under No. 09.112.489/0001-68 ("Bertin"); and (ii) JBS Couros Ltda., enrolled in CNPJ under No. 11.046489/0001-14 ("JBS Couros"), a subsidiary of the Company, as well as to approve the respective appraisal reports of such companies that are prepared by Apsis based on the balance sheets of Bertin and JBS Couros prepared on September 30, 2009;

(b) to analyze, discuss and approve the respective Protocols and Justifications of the Merger of Bertin and JBS Couros into the Company ("Protocols"), accompanied of the relevant documents, taking cognizance of the opinion of the Company's Audit Committee;

(c) subject to prior approval of the merger of all of the Bertin shares held by the Company, which is the subject matter of resolution by the Extraordinary General Meeting to be held on December 29, 2009, to approve (i) the merger of Bertin into the Company; and (ii) the merger of JBS Couros into the Company, on the conditions established in the Protocols, with the consequent termination of Bertin and JBS Couros, for all legal purposes;

(d) to elect new members to the Board of Directors of the Company, as well as to reformulate the size and composition of the Company's Board of Directors, it being certain that all members of the Board of Directors that remain invested in office and also those that are to be elected will fulfill a unified term of office in effect until the Annual General Meeting that is to be held in 2011; and

(e) to authorize the Company's officers to perform all acts required for the implementation of the resolutions set out in the agenda.

Board of Directors – Multiple Vote and Separate Election

In compliance with article 3 of CVM Ruling 165/91, the minimum participation percentage in the Company's voting capital, which is required to request the adoption of the multiple vote procedure for election of the member of the Board of Directors, is of five percent (5%).

According to article 141, paragraph 1 of the Corporation Law, the request of adoption of the multiple vote procedure is to be made by the shareholders of the Company in no more than forty-eight (48) hours before the Extraordinary General Meeting called herein.

Pursuant to article 141, paragraph 4 of the Corporation Law, and to the subsequent interpretation given by the Securities Commission's plenary board, shareholders representing ten percent (10%) of the Company's share capital will be entitled to elect, in a separate voting, a member and respective alternate for the Board of Directors

General Information

The documents related to the matters contained in the Agenda are available for analysis at the Company's offices at Av. Marginal Direita do Tietê, 500, Vila Jaguara, in the City of São Paulo, State of São Paulo, CEP 05118-100.

Pursuant to article 10, paragraph 5 of the Company's Bylaws, the Extraordinary General Meeting will accept the holders of shares that submit, at least seventy-two (72) hours in advance, not only the identification document and/or relevant corporate acts evidencing the legal representation, as applicable, but also: (i) a proof issued by the depositary institution, at most five (5) days before the date the Extraordinary General Meeting is held; (ii) the instrument of power of attorney with the certified signature of the principal; and/or (iii) in connection with the shareholders participating in the fungible custody of registered shares, a statement containing the respective shareholding, issued by the competent body.

São Paulo, December 15, 2009

Joesley Mendonça Batista
Chairman of the Board of Directors

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