



JBS S.A.

Corporate Taxpayer's ID (CNPJ/MF): 02.916.265/0001-60

Company Registry (NIRE): 35.300.330.587

CALL NOTICE

EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders of **JBS S.A.**, headquartered at Avenida Marginal Direita do Tietê, 500, Bloco I, 3º Andar, Vila Jaguara, CEP 05118-100, in the city and state of São Paulo, ("Company"), are hereby invited to an Extraordinary Shareholders' Meeting ("ESM"), to be held on May 29, 2013, at 10:00 a.m. at the Company's headquarters, in order to resolve on the following agenda:

- (i) To examine, discuss and approve the Protocol and Justification of Merger of Novaprom Food Ingredients Ltda. ("Novaprom") by the Company, pursuant to the Management Proposal, and all the acts and measures therein;
- (ii) To ratify the appointment and hiring of APSIS Consultoria Empresarial Ltda. to assess the equity of Novaprom, for the purposes of Article 226 and 227 and pursuant to Article 8 of Law 6404/76, and to prepare the respective appraisal report ("Appraisal Report");
- (iii) To examine, discuss and approve the Appraisal Report;
- (iv) To approve the merger of Novaprom by the Company;
- (v) To approve the amendment of Article 3 of the By-laws to include the following activities in the Company's corporate purpose: (a) industrialization, commercialization, export and import of ingredients and foodstuffs and the representations of products in general; (b) recovery of plastic materials; (c) recovery of materials not specified above; (d) treatment and disposal of non-hazardous waste; (e) treatment and disposal of hazardous waste; and (f) manufacture of plastic material artifacts for other uses not specified above;
- (vi) To approve amendment of item XVII of Article 19 of the By-laws to reflect the Board of Directors' authority to resolve on the issue on non-convertible debentures, with or without real guarantee; and
- (vii) To approve the consolidation of the Company's By-laws.

General Information:

Pursuant to Article 10, Paragraph 5, of the Company's By-laws, and in accordance with Article 126 of Brazilian Corporate Law 6404/76, shareholders are requested to present, at least 72 hours prior to the meeting, their identification and/or pertinent corporate acts testifying legal representation, if applicable: (i) proof of ownership of the Company's shares issued by the depositary institution; (ii) a proxy instrument with the grantor's certified signature (those drawn up in a foreign language must be translated into Portuguese before being submitted to the Company, and the translation must be registered in the Certificates and Documents registry); and/or (iii) a statement proving ownership interest issued by the competent authority for shareholders whose registered shares are held in physical custody. A copy of the documentation may be sent through email to ri@jbs.com.br or alternatively by fax on (11) 3144-4279.

The documents and information referred to in this call notice and others set forth in CVM Rule 481 of December 17, 2009 were presented to the Brazilian Securities and Exchange Commission (CVM) via the Periodical Information System (IPE), in accordance with Article 6 of said Rule. This documentation is available to shareholders at the Company's headquarters and on the Company's investor relations website (www.jbs.com.br/ri), as well as on the websites of the BM&FBOVESPA S.A. – Securities, Commodities and Futures Exchange (www.bmfbovespa.com.br) and the CVM (www.cvm.gov.br)

São Paulo, May 14, 2013.

Joesley Mendonça Batista
Chairman of the Board of Directors