

JBS S.A.

Corporate Taxpayer's ID (CNPJ/MF): 02.916.265/0001-60
Company Registry (NIRE): 35.300.330.587

SUMMARY OF THE MINUTES OF THE BOARD OF DIRECTORS' MEETING HELD ON JANUARY 16, 2014

Date, time and venue: January 16, 2014, at 9:00 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 and attendance: All members of the Board of Directors were present at the meeting, and the quorum required for installing the Board meeting was achieved.

Presiding: Joesley Mendonça Batista, Chairman; and Valmor Gomes Morais, Secretary.

Agenda: Informative: to discuss the Company's strategic plan. **Deliberative: (i)** to analyze and approve the budget for 2014; **(ii)** to approve the Commodity and Financial Risk Management Policy; and **(iii)** to resolve on the renewal of the levels of authority of the Board of Executive Officers for performing the acts envisaged in items XIX, XXII, XXIII, XXIV and XXVI of Article 19 of the Bylaws.

Resolutions:

First, the members of the Board of Directors unanimously approved the inclusion of the following items in the Agenda: **(i)** approval of the capital increases to be carried out by the Company in its subsidiaries; and **(ii)** the execution, by JBS Aves Ltda., a Company subsidiary, of the Agreement for Purchase and Sale of Equity Interest with Suspensive Condition and Other Covenants of Frinal S.A. - Frigorífico e Integração Avícola.

Subsequently, the Board members acknowledged and discussed the Company's strategic plan for 2014.

Then, after examining the matters of the agenda, the Board members unanimously resolved to:

(i) approve, without any reservations, the Company's multiannual business plan and budget for 2014;

(ii) approve, without any reservations, the Company's Commodity and Financial Risk Management Policy and its respective attachments, which will be filed at the Company's headquarters;

(iii) ratify and establish the following amounts for the Board of Executive Officers to perform the acts referred to in items XIX, XXII, XXIII, XXIV and XXVI of Article 19 of the Company's Bylaws: **(XIX)** one billion reais (R\$1,000,000,000.00) per operation for the members of the Board of Executive Officers of the Company and its subsidiaries located in Europe and South America, and five hundred million U.S. dollars (US\$ 500,000,000.00) per operation for the members of the Board of Executive Officers of JBS USA and its subsidiaries, to issue any credit instruments for capital-raising, either "bonds," "notes," "commercial paper" or other commonly traded on the market; **(XXII)** one million reais (R\$1,000,000.00) as monthly lease per industrial plant; **(XXIII)** two hundred million reais (R\$200,000,000.00) per operation, for the members of the Board of Executive Officers of the Company and its subsidiaries located in Europe and South America, and one hundred million U.S. dollars (US\$100,000,000.00) per operation for the members of the Board of Executive Officers of JBS USA and its subsidiaries, for the acquisition or sale of permanent assets and real estate; **(XXIV)** one billion reais (R\$1,000,000,000.00) per operation, as security interest and sureties and guarantees for its own obligations or of any of the Company's subsidiaries in Brazil, and five hundred million U.S. dollars (US\$500,000,000.00) per operation, as security interest and sureties and guarantees for its own obligations or of any of the Company's subsidiaries in Brazil or abroad; and **(XXVI)** one billion reais (R\$1,000,000,000.00) per operation, for the members of the Board of Executive Officers of the Company and its subsidiaries located in Europe and South America, and five hundred million U.S. dollars (US\$500,000,000.00) per operation for the members of the Board of Executive Officers of JBS USA and its subsidiaries, to take out loans, issue bonds or take upon a debt, or any other legal business affecting the Company's capital structure; and

(iv) authorize the Company, as the controlling shareholder, to increase the capital stock of any of its subsidiaries located in Brazil or abroad, at up to one billion U.S. dollars (US\$1,000,000,000.00) until December 31, 2014, as well as sign the corresponding corporate documents.

The Board of Directors hereby ratifies all acts carried out by the Board of Executive Officers and/or legal representatives of the Company, respecting the amounts and levels of authority described above, from January 1, 2014 to this date.

(v) subject to approval by the Brazilian antitrust authorities (CADE), approve the execution, by JBS Aves Ltda., a Company subsidiary, of the Agreement for Purchase and Sale of Equity Interest with Suspensive Condition and Other Covenants to be entered into between JBS Aves Ltda. and Erasmo Carlos Battistella, among others, to acquire all shares issued by Frinal S.A. - Frigorífico e Integração Avícola, for the amount of one hundred three million and five hundred thousand reais (R\$103,500,000.00), subject to restatement.

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. **Attending Board Members:** Joesley Mendonça Batista, Wesley Mendonça Batista, Marcus Vinicius Pratini de Moraes, Humberto Junqueira de Farias, Peter Dvorsak, Carlos Alberto Caser, Tarek Mohamed Noshay Nasr Mohamed Farahat, João Carlos Ferraz, José Batista Sobrinho.

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

São Paulo, January 16, 2014.

Valmor Gomes Morais
Secretary of the meeting