

JBS S.A.

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

Company Registry (NIRE): 35.300.330.587

EXCERPT OF THE MINUTES OF THE BOARD OF DIRECTORS' MEETING HELD ON MARCH 20, 2014

Date, Time and Venue: March 20, 2014, at 10:00 a.m., at the headquarters of JBS S.A. ("Company"), located at Avenida Marginal Direita do Tiete, 500, Bloco I, 3º Andar, Vila Jaguara, CEP 05118-100, in the City and State of São Paulo.

Call Notice and Attendance: Call notice was sent via e-mail to all members of the Board of Directors on February 11, 2014, pursuant to Article 18 of the Company's Bylaws. The majority of the members of the Company's Board of Directors attended the Meeting, representing sufficient quorum to install the Meeting.

Presiding: Joesley Mendonça Batista, Chairman; and Luiz Henrique de Carvalho Vieira Gonçalves, Secretary.

Agenda: Information: (i) Presentation on Law 12846/13 ("Anti-Corruption Law"); (ii) Presentation on JBS's Sustainability Work Plan 2014, approved by the Sustainability Committee on February 11, 2014. **Resolutions:** (i) To elect, pursuant to Article 16, Paragraph 8 of the Company's Bylaws, Marcio Percival Alves Pinto as member of the Board of Directors, who will replace Peter Dvorsak, who resigned from the position; (ii) To acknowledge the resignation of Peter Dvorsak from the position of member of the Financial and Risk Management Committee, submitted via a formal letter; (iii) To approve the submission to a Shareholders' Meeting of a proposal to amend Articles 3, 17, 18, 19, 20 and 32 of the Company's Bylaws; (iv) To approve an amendment to the Company's Information Disclosure and Securities Trading Policy considering Instruction 547 issued by the Securities and Exchange Commission of Brazil ("CVM"), of February 5, 2014 ("CVM Instruction 547"); (v) To resolve on the Company's vote on the corporate resolutions related to its subsidiaries or affiliate companies, including approval of the fiscal year accounts and adjustment of the Bylaws and Articles of Incorporation in accordance with corporate governance practices; (vi) To approve the Management Report, Management accounts

and the Company's financial statements for fiscal year ended December 31, 2013, and approve the proposal of allocation of net income for the fiscal year; **(vii)** To approve the call notice to the Company's Annual and Extraordinary Shareholders' Meeting to resolve on items (i), (iii) and (vi) above, and on the amendment to the Company's Bylaws.

Resolutions:

The Board members unanimously approved the inclusion of the following items in the Agenda: **(a)** Presentation of the alteration of the Company's Stock Option Plan approved by the Extraordinary Shareholders' Meeting held on March 9, 2007; **(b)** Approval of the submission to the Shareholders' Meeting of a proposal of amendment of Articles 21, 27 and 63 of the Company's Bylaws; and **(c)** Approval of the submission to the Shareholders' Meeting of a proposal of change the mass-circulation newspaper for the Company's publications from *O Estado de São Paulo* to *Valor Econômico*.

Subsequently, for informational purposes, the following items were discussed: **(i)** Presentation on the Anti-Corruption Law; and **(ii)** Presentation on JBS's Sustainability Work Plan 2014, approved by the Sustainability Committee.

Subsequently, the Board member analyzed the items included in the agenda, after which they resolved:

(i) To elect as a Board member, pursuant to Article 16, Paragraph 8, of the Company's Bylaws, in view of the resignation of **Peter Dvorsak**, Brazilian, married, engineer, bearer of ID card 03302570, issued by CRQ/3rd Region, inscribed in the individual roll of taxpayers (CPF/MF) under number 300.022.657-53, resident and domiciled in the City and State of Rio de Janeiro, at Av. Lucio Costa, 3.600, Bloco 2, apto. 1.501, Barra da Tijuca, CEP 22630-010, **Marcio Percival Alves Pinto**, Brazilian, divorced, economist, bearer of ID Card (RG) no. 4.854.974-5, CPF/MF 530.191.218-68, resident and domiciled at SBS, Quadra 4, Lotes 3/4, Edifício Caixa Matriz 1, 21^o andar, CEP 70092-900, in the City of Brasilia, Federal District. Marcio Percival Alves Pinto will remain in his position until his appointment is ratified by the following shareholders' meeting of the Company held after this date.

The Board member elected herein shall be vested in his position, and, in accordance with Article 147 of Law 6404, of December 15, 1976, as amended ("Brazilian Corporate Law"), he declares, under the penalties of law, that he is not impeded from performing business activities and duties related to the Company's Board of Directors, either by special law, or in view of being convicted or under the effects thereof, preventing him, even temporarily, from holding public positions, or due to bankruptcy crime, malfeasance, bribery, graft, embezzlement or crime against welfare, against the Brazil's financial system, against the antitrust laws, against the consumer relations, full faith and ownership.

(ii) To acknowledge the resignation of Peter Dvorsak, identified above, from the position of

member of the Financial and Risk Management Committee, submitted via a formal letter;

(iii) To approve the amendment of Articles 3, 17, 18, 19, 20, 21, 27, 32 and 63 of the Company's Bylaws;

(iv) To approve an amendment to the Company's Information Disclosure and Securities Trading Policy, considering Instruction CVM Instruction 547;

(v) To approve the submission to the Shareholders' Meeting of a proposal to change the Company's Stock Option Plan;

(vi) To ratify and approve the Company's vote on the corporate resolutions related to its subsidiaries or affiliate companies, including approval of the fiscal year accounts and adjustment of the Bylaws and Articles of Incorporation in accordance with corporate governance practices;

(vii) To approve the Management Report, Management accounts and the Company's financial statements for fiscal year ended December 31, 2013, and approve the proposal of allocation of net income for the fiscal year;

(viii) To approve the submission to the Shareholders' Meeting of a proposal of change the mass-circulation newspaper for the Company's publications from *O Estado de São Paulo* to *Valor Econômico*; and

(ix) To approve the summoning of the Annual and Extraordinary Shareholders' Meeting to resolve on the matters listed in items (i), (iii), (v), (vii) and (viii) above, as well as on the amendment to the Company's Bylaws.

Closure and drawing up of the minutes: There being no further business to discuss, the Chairman offered the floor, which was declined. The meeting was then adjourned for the drawing up of these minutes, which were read, approved and signed by all attending members. These minutes were drawn up in summary format, pursuant to Article 130, paragraph 1 of Brazilian Corporate Law. **Attending Members:** Joesley Mendonça Batista, Wesley Mendonça Batista, Marcus Vinicius Pratini de Moraes, Humberto Junqueira de Farias, Carlos Alberto Caser, Jose Batista Sobrinho, Marcio Percival Alves Pinto, Tarek Mohamed Noshay Nasr Mohamed Farahat.

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

São Paulo, March 20, 2014

Luiz Henrique de Carvalho Vieira Gonçalves
Secretary