



## **MATERIAL FACT**

JBS S.A. (JBSS3) communicates to its shareholders and to the market in general that Pilgrim's Pride Corporation (PPC -NASDAQ), an American Company controlled by JBS through the ownership of 75% of its shares, today presented in the US a non-binding offer to acquire 100% of the outstanding shares of Hillshire Brands (HSH - NYSE). The price offered by PPC was USD45.00 per share representing a 25% premium in relation to the average traded price of HSH shares after the announcement of the acquisition of Pinnacle Foods by Hillshire. The total value of the proposal is approximately USD6.4 billion.

Hillshire Brands is a leading company in the US market for prepared meat based products with an annual revenue of approximately USD4.0 billion and with about 9,000 team members. The Company is based in Chicago and has a portfolio of leading brands like Jimmy Dean, Ball Park, Hillshire Farms, State Fair, Sara Lee, Aidells, Gallo Salame among others.

Pilgrim's proposal to acquire Hillshire is aligned with the global strategy of JBS which is to expand its presence in the value added product segment with leading brands in the markets in which it operates that offer convenience and practicality to its consumers. This proposed acquisition increases the presence of JBS into an expanded margin category, thus bringing value to its shareholders.

Pilgrim's Pride will do a conference call to the market in English today at 9:30 am, Brasilia time (8:30 New York time) to provide further details regarding the offer. To access the call, please follow the instructions below.

### **Conference Call**

Brazil Toll Free: 0800-8910015  
US Toll Free: 1-800-860-2442  
Canada Toll Free: 1-866-605-3852  
International: 1-412-858-4600  
Password: Pilgrim's Pride Conference

### **Conference Call Replay**

US Toll Free: 1-877-344-7529  
International: 1-412-317-0088  
Password: 10177422

São Paulo, May 27, 2014

**Jeremiah O'Callaghan**  
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