



## **MATERIAL FACT**

JBS S.A. ("JBS") pursuant to the announcements made in the Material Fact of December 23<sup>th</sup>, 2013 and in the Notice to the Market of May 30<sup>th</sup>, 2014 informs to its shareholders and to the market in general that, in accordance to the Brazilian Securities and Exchange Commission ("CVM") Ruling No. 358, dated as of January 3<sup>rd</sup>, 2002, as amended, it concluded, through its subsidiary JBS Foods S.A., the Agreement for the Purchase and Sale of Equity Interests with Condition Precedent and Other Covenants ("Agreement") for the acquisition of quotas representing the 100% of the capital stock of Comércio e Indústria de Massas Alimentícias Massa Leve Ltda. and of real estate properties ("Massa Leve").

The total amount paid by JBS to the sellers was R\$258,617,503.16 (two hundred fifty-eight million, six hundred and seventeen thousand, five hundred and three reais and sixteen cents) of which R\$203,531,014.00 (two hundred and three million, five hundred and thirty-one thousand and fourteen reais) were paid upon the delivery of 26,295,997 common shares, nominatives and with no par value, issued by JBS and held in treasury ("Shares").

The Antitrust authority ("CADE") approved the acquisition by JBS of quotas representing the totality of Massa Leve on May 30<sup>th</sup>, 2014, and the delivery of the Shares as part of the payment of the sale and purchase was approved by the CVM on April 15<sup>th</sup>, 2014.

Massa Leve was founded in 1992 and is located in the municipality of Rio Grande da Serra in the state of Sao Paulo. Massa Leve is the leading fresh pasta producer and the third largest in the ready-to-eat meals and sandwich category in Brazil and represents a relevant opportunity to capture synergies when operated by JBS Foods, a wholly owned subsidiary of JBS SA.

São Paulo, June 24<sup>th</sup>, 2014

**Jeremiah O'Callaghan**  
**Investor Relations Officer**