

JBS S.A.

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

Company Registry (NIRE): 35.300.330.587

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON AUGUST 13, 2014 AT 11:00 A.M.**

Date, Time and Venue: August 13, 2014, at 11:00 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: Call notice was sent via email to all members of the Board of Directors, pursuant to Article 18 of the Company's Bylaws. The majority of the members of the Board of Directors attended the meeting, thus representing the sufficient quorum to install the Company's Board of Directors' Meeting.

Presiding Board: Joesley Mendonça Batista, Chairman; and Daniel Pereira de Almeida Araújo, Secretary.

Agenda: (i) to approve the renegotiation of certain terms and conditions of the Second Amended and Restated Revolving Syndicated Facility Agreement signed on June 30, 2011 by JBS USA, LLC ("JBS USA") and by JBS AUSTRALIA PTY LIMITED ("JBS Australia" and, when together with JBS USA, "Debtors"), both subsidiaries of the Company ("Second Amended and Restated Revolving Syndicated Facility Agreement"), as well as the signing of its addendum ("Third Amended and Restated Revolving Syndicated Facility Agreement"), (ii) to approve the signing of the Amended and Restated Parent Guarantee Agreement ("Parent Guarantee Agreement"), a guarantee granted by the Company on June 30, 2011 on behalf of the Debtors, in order to reflect the Company's new obligations under the Third Amended and Restated

Revolving Syndicated Facility Agreement; and **(iii)** the authorization for the Company's executive officers and the Debtors to take all steps and perform all acts necessary to implement the provisions of items (i) and (ii) above, including, but not limited to, the signing of all instruments and other documents necessary for the celebration of the Third Amended and Restated Revolving Syndicated Facility Agreement and the Parent Guarantee Agreement, as well as to ratify the acts that have already been carried out by the executive officers and/or legal representatives in this sense, as applicable.

Resolutions: After analyzing and discussing the matters on the agenda, the members of the Board of Directors unanimously resolved: **(i)** to approve the renegotiation of certain terms and conditions of the Second Amended and Restated Revolving Syndicated Facility Agreement, including the appointment and replacement of new administrative agents, the alteration of certain creditors, rates and maturities and a fifty million dollars (US\$50,000,000.00) increase in the revolving line of credit, as well as the signing of the Third Amended and Restated Revolving Syndicated Facility Agreement; **(ii)** to approve the signing of the Parent Guarantee Agreement to reflect the new obligations assumed by the Debtors under the Third Amended and Restated Revolving Syndicated Facility Agreement. This guarantee shall be unconditionally and irrevocably provided by the Company, pursuant to applicable regulations, on behalf of the Debtors, in order to ensure the full and faithful fulfillment of the main and accessory obligations assumed by the Debtors under the Third Amended and Restated Revolving Syndicated Facility Agreement; and **(iii)** to authorize the Company's executive officers to take all steps and perform all acts necessary to implement the provisions of items (i) and (ii) above, including, but not limited to, the signing of all instruments and other documents necessary for the celebration of the Third Amended and Restated Revolving Syndicated Facility Agreement and the Parent Guarantee Agreement, as well as to ratify the acts that have already been carried out by the executive officers and/or legal representatives in this sense, as applicable.

Closure and Drawing Up of the Minutes: There being no further business to discuss, the Chairman offered the floor 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. These minutes were drawn up in summary format, pursuant to Article 130, paragraph 1 of the Brazilian Corporate Law.

Attending Board Members: Joesley Mendonça Batista, Wesley Mendonça Batista, José Batista Sobrinho, Marcus Vinicius Pratini de Moraes, Marcio Percival Alves Pinto, Humberto Junqueira

de Farias, Tarek Mohamed Noshy Nasr Mohamed Farahat and João Carlos Ferraz.

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

São Paulo, August 13, 2014.

Daniel Pereira de Almeida Araújo

Secretary