

**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 OCTOBER 2, 2014**

**Date, Time and Venue:** October 2, 2014, at 10:00 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:** The call notice was sent via email to all members of the Board of Directors, pursuant to Article 18 of the Company's Bylaws. A majority of the members of the Board of Directors attended the meeting, thus representing a sufficient quorum to install the Meeting.

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

**Agenda:** To resolve on the approval of the proposal for the trading of "JBSS3" options, pursuant to CVM Instruction 390 of July 8, 2003, as amended ("ICVM 390")

**Resolutions:** After analyzing and discussing the matters on the agenda, the Board of Directors unanimously resolved to:

- (i) Approve the proposal for the trading of the Company's "JBSS3" share options, as per the study undertaken in accordance with Article 3, Paragraph 4 of ICVM 390, together with the Company's Share Buyback Plan, whose renewal was approved by the Board of Directors' Meeting of August 13, 2014, pursuant to the terms described below:
  - a) The issue of up to five million (5,000,000) JBSS3 put options, listed and traded on the BM&FBovespa S.A. – Securities, Commodities and Futures Exchange ("JBSS3 Put Options" and "BM&FBovespa", respectively). The parameters for determining the maturity dates and the exercise price of the JBSS3 Put Options are linked to the

monthly and quarterly volatility of the actual price per Company share compared to the fair price per share. The settlement of the JBSS3 Put Options will be physical, pursuant to Article 4, Paragraph 2 of ICVM 390;

- b) The maximum term for executing the operations with the JBSS3 Put Options will be six (6) months;
- c) The funds raised through the issuance or trading of the JBSS3 Put Options will be allocated to financial investments to be offered to the BM&FBovespa as a guarantee of settlement in case the options are exercised; and
- d) No options were issued by the Company within the scope of the BM&FBovespa, only those previously traded within the scope of the Company's Stock Purchase Option Plan pursuant to Article 168, Paragraph 3 of Law 6404 of December 15, 1976, as amended ( "Brazilian Corporate Law").

Additionally, the Board of Directors hereby authorizes the Company's Executive Officers to take all the measures and carry out all the acts necessary for the implementation of the operations with the JBSS3 Put Options. Pursuant to Article 2, Paragraph 4 of ICVM 390, the Company's Executive Officers are also authorized to execute other operations with the Company's shares and share options for the sole purpose of protecting or reversing the outstanding options.

**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 needed 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 Brazilian Corporate Law.

**Attending Board Members:** Joesley Mendonça Batista, Wesley Mendonça Batista, Marcio Percival Alves Pinto, Carlos Alberto Caser, Humberto Junqueira de Farias Tarek Mohamed Noshy Nasr Mohamed Farahat and João Carlos Ferraz.

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

São Paulo, October 2, 2014.

Daniel Pereira de Almeida Araujo  
**Secretary**