

**JBS S.A.**

CNPJ/MF (CORPORATE TAXPAYER ID) NO. 02.916.265/0001-60

NIRE (COMPANY REGISTRY NUMBER) 35.300.330.587

**Minutes Book**

**MINUTES OF THE SUPERVISORY BOARD'S MEETING  
HELD ON MARCH 15, 2016.**

**Date, Time and Venue:** March 15, 2016, at 14:00 p.m., at the headquarters of JBS S.A, in the City and State of São Paulo, at Avenida Marginal Direita do Tietê, 500, Bloco I, 3º Andar, Vila Jaguara, CEP 05118-100 ("Company").

**Call Notice:** The call notice was sent via e-mail to each member of the Supervisory Board, pursuant to Article 12 of the Supervisory Board's Bylaws.

**Attendance:** All the members of the Supervisory Board were present: Messrs. **Florisvaldo Caetano de Oliveira; José Paulo da Silva Filho; Demetrius Nichele Macei** and **Francisco Vicente Santana Silva Telles**, which met the quorum required for convening the Meeting. Also present was the alternate member of the Supervisory Board, Mr. **Joaquim Dias de Castro**.

Also present were Messrs. **Jeremiah Alphonsus O'Callaghan; Eliseo Perez Fernandez** and **Agnaldo dos Santos Moreira Jr.**, all of whom members of the Company's Management, with partial attendance of Messrs. **Paulo Sérgio Tufani; Alcides Afonso Louro Neto** and **Peterson Castro**, members of **BDO RCS Auditores Independentes SS**, independent auditors of the Company ("BDO"), and Mrs. **Amanda Morelli Bachega** and Mr. **Adriano Santos Toro**, both members of the Company's information technology area.

**Presiding Board:** **Florisvaldo Caetano de Oliveira**, Chairman; **Daniel Pereira de Almeida Araujo**, Secretary.

**Agenda** For information purposes: **(i)** presentation of an overview of the market and operations of the Company and its subsidiaries for the fiscal year ended December 31, 2015; **(ii)** analysis of the Company's financial statements for the fiscal year ended December 31, 2015 ("Financial Statements"), and the Company's Management Report ("Management Report"; and **(iii)** discussion with the BDO's representative on the independent auditors' report on the Financial Statements ("Independent Auditors' Report"); **(iv)** discussions with the developers of the Supervisory Board's Portal for clarification on the use and suggestions for improvement of the functionality thereof; For resolution purposes: **(i)**: opinion on the Financial Statements; **(ii)** examination of the proposals for merger into the Company or any of its subsidiaries of (1) **JBS Holding Internacional S.A.** ("JBS Holding"), (2) **Tannery do Brasil S.A.** ("Tannery"), (3) **Paranoá Alimentos Ltda.** ("Paranoá"), (4) **FG Holding III Ltda.** ("FG Holding III"), (5) **Brazservice Wet Leather S.A.** ("Brazservice"); and (6) **FG Holding IV S.A.** ("FG Holding IV") by the Company, in accordance with the Protocols and Justifications thereof and Management Proposal; **(iii)** examination of, discussion and resolution on the

proposed allocation of net income for the fiscal year ended December 31, 2015, pursuant to the management proposal.

**Resolutions:**

For information purposes:

(i) the Company's Investor Relations Officer, Mr. **Jeremiah Alphonsus O'Callaghan**, made a presentation of the overview of the Company's and its subsidiaries' operations for the year ended December 31, 2015;

(ii) After the presentations, the members of the Supervisory Board were provided copies thereof and assessed the Financial Statements, the Management Report and the Independent Auditors' Report, and received additional clarifications provided by Messrs. **Eliseo Perez Fernandez** and **Agnaldo dos Santos Moreira Jr.**;

(iii) in addition to the analysis, Messrs. **Paulo Sérgio Tufani**; **Alcides Afonso Louro Neto** and **Peterson Castro**, members of BDO, reported that their independent audit work was carried out normally, without deviations and/or complications, and no material fact or information occurred that could give rise to recommendations or qualifications. Accordingly, BDO issued the Independent Auditors' Report with no recommendations or qualifications to the Financial Statements. In order to meet the request from Mr. **Florisvaldo Caetano de Oliveira**, a questionnaire relating to the audit work performed by BDO, answered and signed by Mr. **Paulo Sérgio Tufani**, is kept filed at the Company's headquarters and attached hereto;

(iv) Finally, the members of the Supervisory Board discussed with Mrs. **Amanda Morelli Bachega** and Mr. **Adriano Santos Toro**, both members of the Company's information technology area and developers of the Supervisory Board's Portal for clarification on the use and suggestions for improvement of the functionality thereof.

For resolution purposes:

(i) after the events referred to above, the members of the Supervisory Board reported that they (a) carried out the analysis of the Financial Statements prepared by the Company, pursuant to Article 163, section VII, of Law 6,404, of December 15, 1976, as amended ("Brazilian Corporate Law"); (b) monitored the work performed by BDO through questions and discussions, in accordance with Article 163, paragraph 4 of the Brazilian Corporate Law; and (c) formalized questions about the relevant acts and transactions made by the Company's management in relation to the Financial Statements, in accordance with Article 163, Paragraph 2 of the Brazilian Corporate Law. Based on the review and the information and explanations received, and considering the Independent Auditors' Report, the Supervisory Board decided that the Financial Statements are able to be assessed by the Company's Shareholders' Annual Meeting;

**(ii)** after analysis of the Protocols and Justifications and the Management's Proposal, they issued a favorable opinion on the proposed merger of (1) JBS Holding, (2) Tannery, (3) Paranoá, (4) FG Holding III, (5) Brazservice; and (6) FG Holding IV, into the Company, pursuant to the Protocols and Justifications and the Management's Proposal. These opinions are kept filed at the Company's headquarters;

**(iii)** after having received a copy of the Management's proposal and reviewing it, the members of the Supervisory Board declared its agreement with the proposed allocation of net income for the fiscal year ended December 31, 2015.

**Meeting Minutes Summary:** The Supervisory Board authorized these minutes to be drawn up in summary form and publicized without the signatures, in accordance with Paragraphs 1 and 2, of Article 130, of the Brazilian Corporate Law.

**Closing:** With nothing else to be discussed, the floor was opened for questions and comments but none was put forward. The meeting was declared over and discontinued for the time necessary to draw up these minutes, which, after the meeting was reopened, were read, approved and signed by all those present.

São Paulo, March 15, 2016.

**Florisvaldo Caetano de Oliveira**  
Chairman

**Daniel Pereira de Almeida Araujo**  
Secretary

Supervisory Board's Members Present:

**Florisvaldo Caetano de Oliveira**

**José Paulo da Silva Filho**

**Demetrius Nichele Macei**

**Francisco Vicente Santana Silva Telles**

Alternate Member of the Supervisory Board Present:

**Joaquim Dias de Castro**