

**JBS S.A.**

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

NIRE (COMPANY REGISTRY NUMBER) 35.300.330.587

Authorized Capital Publicly-Held Company

**SUMMARY OF THE MINUTES OF THE BOARD OF DIRECTORS' MEETING  
HELD ON MARCH 16, 2016.**

**Date, Time and Venue:** March 16, 2016, at 10:00 a.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 Board of Directors, pursuant to Article 18 of the Company's Articles of Incorporation.

**Attendance:** The majority of the members of the Board of Directors was present, which met the quorum required for convening the Meeting of the Company's Board of Directors.

Also present were Messrs. **Jeremiah Alphonsus O'Callaghan; Eliseo Perez Fernandez; Agnaldo dos Santos Moreira Jr.**, and **Khalil Kaddissi**, all of whom members of the Company's Management, with partial attendance of Messrs. **Paulo Sérgio Tufani; Robinson Meira**, and **Alcides Afonso Louro Neto**, members of **BDO RCS Auditores Independentes SS**, independent auditors of the Company ("BDO"), and Mr. **Florisvaldo Caetano de Oliveira**, Member of the Company's Supervisory Board.

**Presiding Board:** **Joesley Mendonça Batista**, 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"), accompanied by the notes to the Company ( "Notes to 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").

For resolution purposes: **(i)** resolution on the approval of the Company's Financial Statements, Management Report and management accounts for the year ended December 31, 2015, and approval of the proposed allocation of net income; **(ii)** resolution on the Company's vote in the corporate

resolutions in connection with its subsidiaries or affiliates, such as approval of the fiscal year's accounts and compliance of its Articles of Incorporation for the purposes of alignment of the corporate governance; **(iii)** resolution on the disposal of the Company's treasury shares, within the Company's Stock Option Plan ("Stock Option Plan"), approved by the Company's Annual General Meeting and Extraordinary General Meeting, of April 30, 2014; **(iv)** resolution, within the context of the stock repurchase plan of the existing Company, on the inclusion of new intermediary agents (securities brokerage companies) for the acquisitions; **(v)** resolution on the renewal of the limit of scope of the Company's Management to exercise the acts provided for in Article 19 of the Company's Articles of Incorporation; **(vi)** resolution on the submission to the General Meeting of the proposed amendment in Articles 3, 5, 6 and 19 of the Company's Articles of Incorporation; **(vii)** resolution on the approval of the merger into the Company of the following companies: **(a) JBS HOLDING INTERNACIONAL S.A.**, a privately held corporation, headquartered in the city and state of São Paulo, at Avenida Marginal Direita do Tietê, 500, Bloco II, Subsolo, sala 07, Vila Jaguara, CEP 05118-100, enrolled with the CNPJ/MF, under No. 07.566.299/0001-95, and with the Board of Trade, under NIRE 35.300.324.595 ("JBS Internacional"); **(b) TANNERY DO BRASIL S.A.**, a privately held corporation, with headquarters and legal domicile in the city of Cáceres, state of Mato Grosso, at Avenida Tannery, 800, Distrito Industrial, CEP 78200-000, enrolled with the CNPJ/MF, under No. 24.698.144/0001-21, and with the Board of Trade, under NIRE 513.000042-24 ("Tannery"); **(c) PARANOÁ ALIMENTOS LTDA.**, with headquarters and legal domicile at Avenida Marginal Direita do Tietê, nº 500, Bloco II, Subsolo, Sala 19, CEP 05118-100, Vila Jaguara, in the city and state of São Paulo, enrolled with the CNPJ/MF, under No. 00.992.136/0001-25, and with the Board of Trade, under NIRE No. 35.217.630.919 ("Paranoá"); **(d) FG HOLDING III LTDA.**, With headquarters and legal domicile in the city and state of São Paulo, at Avenida Brigadeiro Faria Lima, 2391, 2º Andar, conjunto 22, sala 34, Jardim Paulistano, CEP 01452-000, enrolled with the CNPJ/MF, under No. 58.591.132/0001-15, and with the Board of Trade, under NIRE No. 35.207.875.277 ("FG Holding III"); **(e) BRAZSERVICE WET LEATHER S.A.**, a privately held corporation, with headquarters and legal domicile in the city of Pedra Preta, state of Mato Grosso, at Rodovia BR 364, SN, KM 172, Zona Rural, CEP 78.795-000, enrolled with the CNPJ/MF, under No. 06.945.520/0001-53, and with the Board of Trade, under NIRE No. 51.3.0000787-8 ("Brazservice"); and **(f) FG HOLDING IV S.A.**, with headquarters and legal domicile in the city and state of São Paulo, at Avenida Marginal Direita do Tietê, 500, Bloco II, subsolo, sala 02, Vila Jaguara, CEP 05118-100, enrolled with the CNPJ/MF, under No. 17.200.784/0001-02, and with the Board of Trade, under NIRE No. 35.300.446.399 ("FG Holding IV", or, collectively, "Mergers"); **(viii)** the approval of the capital increase in the Company's subsidiaries to be carried out by the Company; **(ix)** resolution on the convening of the Company's Annual and Extraordinary General Meeting; **(x)** resolution on the change in the composition of the Support Committees for the Company's Board of Directors and ratification of the members of said Committees; and **(xi)** resolution on the re-ratification of the overall compensation of the Company's managers for the fiscal year 2012.

#### **Resolutions:**

For information purposes:

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

(ii) After the presentations, the members of the Board of Directors reviewed 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.**; and

(iii) in addition to the analysis, Messrs. **Paulo Sérgio Tufani**; **Robinson Meira** and **Alcides Afonso Louro Neto**, members of BDO, reported that their independent audit work was carried out normally, with no deviation 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.

For resolution purposes:

After the events referred to above, the members of the Board of Directors unanimously:

(i) approved the Financial Statements accompanied by the Notes to the Financial Statements, Management Report, the Company's Management Accounts for the fiscal year ended December 31, 2015, as well as the proposed allocation of net income;

(ii) ratified and approved the Company's vote in corporate resolutions in connection with its subsidiaries and affiliates, such as the approval of the fiscal year's accounts and compliance of the Company's Articles of Incorporation for the purposes of alignment of the corporate governance;

(iii) authorized the disposal of Company's shares held in treasury, under the Stock Option Plan in the amount of 3,369,225 (three million, three hundred sixty nine thousand, two hundred twenty-five) common, nominative shares without nominal value, held in treasury by the Company, to the beneficiaries of the Stock Option Plan;

(iv) authorized, within the stock repurchase plan of the existing Company, the inclusion of new intermediary agents (securities brokerage companies) for the acquisition operations. Accordingly, the securities brokerage companies authorized to carry out the repurchase of the Company's shares are: (1) **AGORA CTVM S.A** (Address: Praia de Botafogo, 300, Sala 601 e 301 (Parte), Rio de Janeiro/RJ, CEP 22250040); (2) **ATIVA INVESTIMENTOS S.A. CTCV** (Address: Av. das Américas, 3500, Salas 314 a 318, Ed. Londres, Condomínio Le Monde, Rio de Janeiro/RJ, CEP 22640102); (3) **BRADESCO**

**S.A. CTVM** (Address: Av. Paulista, 1450, 7º andar, São Paulo/SP, CEP 1310100); (4) **BRASIL PLURAL CCTVM S.A.** (Address: Rua Surubim, 373, Térreo, Conjuntos 01 - Parte e 02 - Parte, São Paulo/SP, CEP 04571050); (5) **BTG PACTUAL CTVM S.A.** (Address: Av. Faria Lima, 3477, 11º andar, Edifício Pátio Malzoni, São Paulo/SP, CEP 04538133); (6) **CITIBANK DTVM S.A.** (Address: Av. Paulista, 1111, 2º andar, Parte, São Paulo/SP, CEP 1311920); (7) **CONCORDIA S.A. CVMCC** (Address: Rua Líbero Badaró, 4, 25 e 23º andares, São Paulo/SP, CEP 1009905); (8) **CREDIT SUISSE BRASIL S.A. CTVM** (Address: Rua Leopoldo Couto de Magalhaes Junior, 700, 10º andar (Parte) e 12º a 14º andares (Partes), São Paulo/SP, CEP 04542000); (9) **GOLDMAN SACHS DO BRASIL CTVM** (Address: Rua Leopoldo Couto de Magalhaes Junior, 700, 16º e 18º andares, São Paulo/SP, CEP 04542000); (10) **HSBC CTVM S.A.** (Address: Av. Brigadeiro Faria Lima, 3064, 2º andar, São Paulo/SP, CEP 1451000); (11) **ICAP DO BRASIL CTVM LTDA** (Address: Av. das Américas, 3500, andar 2, Salas 201, 202, 203, 204, 205, 219 e 220, Rio de Janeiro/RJ, CEP 22640102); (12) **ITAÚ CV S.A.** (Address: Av. Faria Lima, 3500, 3º andar, Parte, São Paulo/SP, CEP 04538132); (13) **J.P. MORGAN CCVM S.A.** (Address: Av. Brigadeiro Faria Lima, 3.729, 13º andar, Parte, São Paulo/SP, CEP 4538905); (14) **MERRILL LYNCH S.A. CTVM** (Endereço: Av. Brigadeiro Faria Lima, 3400, Conjunto 161, Parte A, São Paulo/SP, CEP 4538132); (15) **MORGAN STANLEY CTVM S.A.** (Address: Av. Brigadeiro Faria Lima, 3600, 6º andar, São Paulo/SP, CEP 04538132); (16) **SANTANDER CCVM S.A.** (Address: Av. Presidente Juscelino Kubitschek, 2041, 2235 - Parte, 24º andar, São Paulo/SP, CEP 4543011); (17) **UBS BRASIL CCTVM S.A.** (Address: Av. Brigadeiro Faria Lima, 4.440, 7º andar, Parte, São Paulo/SP, CEP 04538132); (18) **XP INVESTIMENTOS CCTVM S.A.** (Address: Praia de Botafogo, 501, sala 601, A1, Rio de Janeiro/RJ, CEP 22250040);

(v) ratified and set the following values to be assigned to the Company's Executive Board for the practice of acts provided for in items **XVII**, **XX**, **XXI**, **XXII** and **XXIV** of Article 19 of the Company's Articles of Incorporation: **(XVII)** BRL 1,000,000,000.00 (one billion reais) per transaction, for members of the Executive Board of the Company and its subsidiaries located in Europe and South America, and USD 500,000,000.00 (five hundred million US dollars) per transaction, to the members of the Executive Board of JBS USA and its subsidiaries, for the issuance of any fundraising instruments, such as bonds, notes, commercial papers or others commonly used in the market; **(XX)** (a) BRL 1,000,000.00 (one million reais), for the rental of industrial plants, and (b) BRL 200,000,000.00 (two hundred million reais) for the purchase or sale of investments in equity, joint ventures or strategic alliances with third parties in Europe and South America, and USD 100,000,000.00 (one hundred million US dollars) for the purchase or sale of equity investments, joint ventures or strategic alliances with third parties to the members of the Executive Board of JBS USA and its subsidiaries; **(XXI)** BRL 200,000,000.00 (two hundred million reais) per transaction, to the members of the Executive Board of the Company and its subsidiaries located in Europe and South America, and USD 100,000,000.00 (one hundred million US dollars) per transaction, to the members of the Executive Board of JBS USA and its subsidiaries for acquisition or disposal of fixed assets and real estate; **(XXII)** (a) BRL 1,000,000,000.00 (one billion reais) per transaction, for establishing liens and posting bonds and sureties to own obligations or to those of any subsidiary of the Company located in Brazil, and USD

500,000,000.00 (five hundred million US dollars) per transaction, for establishing liens and posting bonds and sureties to own obligations or to those of any company's subsidiary located abroad, and (b) BRL 1,000,000.00 (one million reais) per year, for establishing liens and posting bonds and sureties to own obligations and the provision of guarantee by the Company in lease contracts on behalf of its employees and/or employees of related companies (as defined in the Income Tax Regulation) for the full duration of their employment contract; and **(XXIV)** BRL 1,000,000,000.00 (one billion reais) per transaction, to the members of the Executive Board of the Company and its subsidiaries located in Europe and South America, and USD 500,000,000.00 (five hundred million US dollars) per transaction, to the members of the Executive Board of JBS USA and its subsidiaries for indebtedness in the form of loan contracts or issuance of bonds or assumption of debts, or any other legal business that affects the capital of the Company;

**(vi)** approved the submission, to the General Meeting, of the proposed change in the Company's Articles of Incorporation in order to amend Articles 3, 5, 6 and 19 of the Company's Articles of Incorporation, with a view to: **(a)** expanding the scope of the Company's corporate purpose (Article 3 ) due to the Mergers, as approved in item **(vii)** below; **(b)** consolidating the capital increase as a result of the capital increase approved by the Board of Directors on May 13, 2015, as a result of the exercise of the Company's Stock Option Plan (Article 5); **(c)** restating the Company's authorized capital, as a result of the capital increase approved by the Board of Directors on May 13, 2015 (Article 6); and **(d)** including in item XXII the wording "*and/or of its subsidiaries*" in order to show the scope of the item of the Article (Article 19, XXII);

**(vii)** After that, the members of the Board of Directors started to discuss about the Mergers. To this purpose, Mr. **Florisvaldo Caetano de Oliveira**, member of the Company's Supervisory Board, was invited to participate in the Board of Directors' Meeting. After a presentation on the favorable opinion on the Mergers issued by the Company's Supervisory Board and discussion on the matter, the members of the Board of Directors unanimously expressed themselves favorable to the following items approved by the Company's shareholders: (a) ratification of the hiring, by the Company's management, of **APSIS Consultoria Empresarial Ltda.**, headquartered in the city and state of Rio de Janeiro, at Rua da Assembleia, 35, 12º andar, enrolled with the CNPJ/MF, under No. 27.281.922/0001-70, to prepare the valuation reports on the shareholders' equity of JBS International, Tannery, Paranoá, FG Holding III, Brazservice and FG Holding IV, to be drawn up based on specific balance sheet, in which assets and rights shall be valued at book value, in accordance with Article 21 of Law No. 9,249 of December 26, 1995; and (b) the merger of JBS Internacional, Tannery, Paranoá, FG Holding III, Brazservice e FG Holding IV by the Company, in accordance with the Protocols and Justifications for Mergers by the Company;

**(viii)** authorized the Company, as the controlling shareholder, to increase the capital of any of its subsidiaries, in Brazil or abroad, in the amount of up to USD 1,000,000,000.00 (one billion US dollars), by December 31, 2016, as well as to sign the corporate documents thereof;

The Company's Board of Directors ratifies all acts exercised by the Company's Executive Board and/or attorneys, which have been carried out within the limits of the scope thereof, as described above, from January 1, 2016 to the date of this meeting;

**(ix)** approved the convening of a Company's Annual General and Extraordinary Meeting to resolve on the matters mentioned in items **(i)**, **(vi)**, and **(vii)** of the resolutions above, as well as on the consolidation of the Company's Articles of Incorporation;

**(x)** approved the new composition of the Support Committees for the Company's Board of Directors, with the extinction of the Innovation and Marketing Committee, the creation of the positions of secretaries of the Committees and ratified the following composition for each of the Committees:

**(a)** Audit Committee: Messrs. **Humberto Junqueira de Farias**, **Silvio Roberto R. de Menezes Júnior**, and **Paulo Sérgio Dortas** (members) and Mr. **Marlos Franco de Oliveira** (secretary);

**(b)** Sustainability Committee: Messrs. **João Carlos Ferraz**, **Wesley Mendonça Batista**, **Francisco de Assis e Silva**, **Miguel Gularte**, and **Eneas Cesar Pestana Neto** (members) and Mr. **Márcio Nappo** (secretary);

**(c)** Finance and Risk Management Committee: Messrs. **Joesley Mendonça Batista**, **Wesley Mendonça Batista**, **Eliseo Santiago Perez Fernandez**, **André Nogueira de Souza**, and **Victor Tito** (members) and Mr. **Rafael Harada** (secretary); and

**(d)** Personnel Management Committee: Messrs. **Wesley Mendonça Batista**, **Carlos Alberto Caser**, **Gilberto Tomazoni**, **André Nogueira de Souza**, and **Eneas Cesar Pestana Neto** (members) and Mrs. **Verônica Peixoto Coelho** (secretary).

**(xi)** approved the re-ratification of the overall compensation of the Company's managers for the fiscal year 2012.

**Meeting Minutes Summary:** The Board of Directors 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 Law 6,404, of December 15, 1976, as amended.

**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.

**Directors Present: Joesley Mendonça Batista, Wesley Mendonça Batista, José Batista Sobrinho, Humberto Junqueira de Farias, Marcio Percival Alves Pinto, and João Carlos Ferraz.**

I certify that these minutes are a true copy of the Minutes of the Board of Directors' meeting kept in proper book.

São Paulo, March 16, 2016.

**Daniel Pereira de Almeida Araujo**  
Secretary