



## MATERIAL FACT

**JBS USA LUX S.A. AND JBS S.A. ANNOUNCE COMMENCEMENT OF  
CONSENT SOLICITATIONS FOR EACH OF  
8.250% SENIOR NOTES DUE 2020, 7.250% SENIOR NOTES DUE 2021, 5.875% SENIOR NOTES DUE 2024  
AND 5.750% SENIOR NOTES DUE 2025 OF JBS USA LUX S.A. AND JBS FINANCE, INC. AND  
7.750% SENIOR NOTES DUE 2020, 6.250% SENIOR NOTES DUE 2023 AND 7.250% SENIOR NOTES DUE  
2024 OF JBS INVESTMENTS GMBH**

**SÃO PAULO, BRAZIL AND GREELEY, CO – August 8, 2016** – JBS USA Lux S.A. (formerly known as JBS USA, LLC) ("JBS USA") and JBS S.A. ("JBS S.A.") announced today that (i) JBS USA is soliciting consents (with respect to each series of JBS USA Notes (as defined below), the "JBS USA Consents") from the holders of the 8.250% Senior Notes due 2020, the 7.250% Senior Notes due 2021, the 5.875% Senior Notes due 2024 and the 5.750% Senior Notes due 2025 issued by JBS USA and JBS USA Finance, Inc. (collectively, the "JBS USA Notes") and (ii) JBS S.A. is soliciting consents (with respect to each series of JBS S.A. Notes (as defined below), the "JBS S.A. Consents" and, together with the JBS USA Consents, the "Consents") from the holders of the 7.750% Senior Notes due 2020, the 6.250% Senior Notes due 2023 and the 7.250% Senior Notes due 2024 issued by JBS Investments GmbH (collectively, the "JBS S.A. Notes" and, together with the JBS USA Notes, the "Notes"), to certain proposed waivers and amendments as set forth below (with respect to each series of Notes, the "Proposed Amendments") to the indentures governing each series of Notes (with respect to each series of Notes, an "Indenture" and, collectively, the "Indentures") (with respect to each series of Notes, a "Consent Solicitation" and, collectively, the "Consent Solicitations").

JBS USA and JBS S.A. are seeking the Proposed Amendments in order to allow, among other things, the proposed global reorganization of JBS S.A. and its subsidiaries described in the Consent Documents (as defined below).

Holders of the JBS USA Notes are referred to the consent solicitation statement of JBS USA, dated August 8, 2016, and the related consent letter (together, the "JBS USA Consent Documents") for the detailed terms and conditions of each of the Consent Solicitations with respect to the JBS USA Notes. Holders of the JBS S.A. Notes are referred to the consent solicitation statement of JBS S.A., dated August 8, 2016, and the related consent letter (together, the "JBS S.A. Consent Documents" and, together with the JBS USA Consent Documents, the "Consent Documents") for the detailed terms and conditions of each of the Consent Solicitations with respect to the JBS S.A. Notes. Each Consent Solicitation was commenced today and will expire at 5:00 p.m. (New York City time) on August 16, 2016, unless extended by JBS USA or JBS S.A., as applicable (each such date and time, as the same may be extended, is referred to as the "Expiration Time"). Each Consent Solicitation is made solely by means of the applicable Consent Documents. These Consent Documents contain important information that holders of Notes should carefully read before any decision is made with respect to the applicable Consent Solicitation.

Only holders of the applicable Notes as of 5:00 p.m. (New York City time) on August 5, 2016 (such date and time, including as such date and time may be changed by JBS USA or JBS S.A., as applicable, from

time to time, the “Record Date”) are entitled to consent to the Proposed Amendments pursuant to the applicable Consent Solicitation. In order to implement the Proposed Amendments, supplemental indentures to the related Indenture will be entered into by the applicable parties (with respect to each series of Notes, a “Supplemental Indenture” and, collectively, the “Supplemental Indentures”). For each series of Notes, if the applicable Supplemental Indenture is executed and the other terms and conditions set forth in the Consent Documents are satisfied or waived, then holders of such Notes as of the Record Date will receive a cash payment equal to U.S.\$1.25 per U.S.\$1,000 principal amount of such Notes in respect of which consent letters and Consents to the Proposed Amendments have been validly delivered prior to the applicable Expiration Time and not validly revoked by such holder. Holders will be permitted to revoke Consents at any time prior to the execution and delivery of the related Supplemental Indenture, which may occur prior to the applicable Expiration Time.

In order to execute and deliver the applicable Supplemental Indenture, JBS USA and JBS S.A., as applicable, must receive Consents from the applicable holders as of the Record Date representing at least a majority of the aggregate principal amount of the applicable Notes (not including any such Notes that are owned by JBS USA, JBS S.A. or any of their respective affiliates) (with respect to each series of Notes, the “Requisite Consents”). Each Consent Solicitation constitutes separate and distinct solicitations with respect to each series of Notes.

Our obligation to accept, and pay for, Consents validly delivered and not revoked is conditioned upon satisfaction of certain conditions as described in the applicable Consent Document, including the receipt of the Requisite Consents from each series of JBS USA Notes and each series of JBS S.A. Notes. We may, in our sole discretion, terminate any Consent Solicitation, allow any Consent Solicitation to lapse, extend any Consent Solicitation and continue soliciting Consents pursuant to any Consent Solicitation or otherwise amend the terms of any Consent Solicitation, including the waiver of any or all of the conditions set forth in the applicable Consent Document.

Each of JBS USA and JBS S.A., as applicable, reserves the right, in its sole discretion, to modify the applicable Consent Documents and the terms and conditions of its respective Consent Solicitations or to terminate its respective Consent Solicitations at any time.

Any questions or requests for assistance or for copies of the Consent Documents or related documents may be directed to the Information Agent at its telephone number set forth above. A holder as of the Record Date also may contact the Solicitation Agents: Merrill Lynch, Pierce, Fenner & Smith Incorporated at (888) 292-0070 (toll free) or (646) 855-8988 (collect), or Banco Bradesco BBI S.A. at (212) 888-9145 (collect), or such holder’s broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Consent Solicitations.

The Information Agent for each Consent Solicitation is:

D.F. King & Co., Inc.  
Banks and Brokers call: +1 (212) 269-5550 (collect)  
All others call toll-free: +1 (877) 864-5058  
E-mail: JBS@dfking.com

THIS PRESS RELEASE IS NEITHER AN OFFER TO SELL NOR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY. THIS ANNOUNCEMENT IS ALSO NOT A SOLICITATION OF CONSENTS TO ANY PROPOSED AMENDMENTS. NO RECOMMENDATION IS MADE AS TO WHETHER HOLDERS OF THE NOTES SHOULD

CONSENT TO THE PROPOSED AMENDMENTS.

**São Paulo, August 8, 2016**

**Jeremiah O’Callaghan  
Investor Relations Officer**

**Important Notice Regarding Forward-Looking Statements:**

This press release contains certain forward-looking statements. Statements that are not historical facts, including statements about our perspectives and expectations, are forward looking statements. The words “expect”, “believe”, “estimate”, “intend”, “plan” and similar expressions, when related to JBS S.A. and its subsidiaries, indicate forward-looking statements. These statements reflect the current view of management and are subject to various risks and uncertainties. These statements are based on various assumptions and factors, including general economic, market, industry, and operational factors. Any changes to these assumptions or factors may lead to practical results different from current expectations. Excessive reliance should not be placed on those statements. Forward-looking statements relate only to the date they were made and JBS S.A. undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made.