

JBS S.A.

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

Company Registry (NIRE): 35.300.330.587

Authorized Capital Publicly-held Company

Book of Minutes

MINUTES OF THE BOARD OF DIRECTORS' MEETING

HELD ON JANUARY 24, 2017

Date, Time and Venue: January 24, 2017, at 10:00 a.m., at the headquarters of JBS S.A. ("Company"), 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: the call notice was sent via e-mail to the members of the Board of Directors, pursuant to Article 18 of the Company's Bylaws.

Attendance: all members of the Company's Board of Directors were present, representing sufficient quorum to install the Board of Directors' Meeting.

Jeremiah Alphonsus O'Callaghan; Eliseo Perez Fernandez; Marcelo Hermann Corrêa; and Milena Hitomi Yanagisawa Lopes, all members of the Company's management, also attended the meeting.

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

Agenda: To resolve on:

- (i) the Company's multi-year business plan and budget for 2017 ("2017 Multi-Year Plan");
- (ii) the Board of Directors' corporate calendar for 2017 ("Board of Directors' 2017 Corporate Calendar");
- (iii) the execution of an agreement between related parties between the Company and **Âmbar Participações Energia Ltda.** for the leasing of an office space located at the Company's headquarters, with private area of four hundred and ten square meters (410 m²), as registered in the 16th Register of Deeds of the Judicial District of São Paulo, under number 136.373, Book 2, for an undetermined period ("Ambar Agreement");
- (iv) the approval of capital increases to be held by the Company in its subsidiaries;
- (v) the acknowledgement of the resignation of **Marcio Percival Alves Pinto** as an independent

member of the Company's Board of Directors, as formalized by letter;

(vi) the ratification of the members of the Committees which support the Company's Board of Directors;

(vii) the sale of the Company's treasury shares, within the scope of the Company's Stock Option Plan approved by the Company's Annual and Extraordinary Shareholders' Meeting of April 30, 2014 ("Stock Option Plan");

(viii) the authorization for the Company's Executive Officers to take all the measures necessary to implement the sale of the treasury shares;

(ix) the merger, by the Company, of **Moy Park Lux Holdings S.À.R.L.**, a company constituted under the laws of the Grand Duchy of Luxembourg, headquartered at 8-10 Avenue de la Gare, L-1610 Luxembourg ("Moy Park Lux"); and

(x) the call notice to the Company's Annual and Extraordinary Shareholders' Meeting.

Resolutions: After analyzing and discussing the matters on the agenda, the members of the Board of Directors unanimously approved:

(i) the 2017 Multi-Year Plan;

(ii) the Board of Directors' Corporate Calendar for 2017;

(iii) the execution of the Ambar Agreement, given that the Board members consider that the operation is being carried out on an arm's length basis, and registering that in this resolution **Humberto Junqueira de Farias** abstained from voting due to his position as CEO of **Âmbar Participações Energia Ltda.**;

(iv) the authorization for the Company, as controlling shareholder, to increase capital of any of its subsidiaries, in Brazil or abroad, in up to one billion US dollars (US\$1,000,000,000.00), until December 31, 2017, as well as sign the respective corporate documents;

The Company's Board of Directors ratifies all the acts practiced by Management and/or the Company's proxies which have been carried out within the limits of the authority described above, between January 1, 2017 and the date of this meeting;

(v) the acknowledgement of the resignation of **Marcio Percival Alves Pinto**, Brazilian, divorced, economist, bearer of identification document (RG) no. 4.854.974-5, inscribed in the roll of individual taxpayers (CPF/MF) under number 530.191.218-68, resident and domiciled at SBS, Quadra 4, Lotes

3/4, Edifício Caixa Matriz 1, 21º andar, CEP 70092-900, in the city of Brasília, Federal District, as an independent member of the Board of Directors, as formalized by letter;

(vi) the ratification of the members of the Committees which support the Company's Board of Directors, with each of the Committees being composed as follows:

(a) Audit Committee: (1) **Humberto Junqueira de Farias**, (2) **Silvio Roberto R. de Menezes Júnior**, and (3) **Paulo Sérgio Dortas** (members) and **Marlos Franco de Oliveira** (secretary);

(b) Sustainability Committee: (1) **Wesley Mendonça Batista**, (2) **Francisco de Assis e Silva**, (3) **Renato Mauro de Menezes Costa**, and (4) **Renata Bezerra Cavalcanti** (members) and **Márcio Nappo** (secretary);

(c) Financial and Risk Management Committee: (1) **Joesley Mendonça Batista**, (2) **Wesley Mendonça Batista**, (3) **Eliseo Santiago Perez Fernandez**, (4) **André Nogueira de Souza**, and (5) **Mauricio Luis Luchetti** (members) and **Rafael Harada** (secretary); and

(d) Personnel Management Committee: (1) **Wesley Mendonça Batista**, (2) **Joesley Mendonça Batista**, (3) **Gilberto Tomazoni**, and (4) **André Nogueira de Souza** (members) and **Verônica Peixoto Coelho** (secretary).

(vii) the authorization for the sale of the treasury shares, within the scope of its Stock Option Plan, totaling seven million, one hundred fifty thousand, nine hundred and fifty-eight (7,150,958) non-par, registered, book-entry, common treasury shares, to the beneficiaries of the Stock Option Plan;

(viii) the authorization for the Company's Executive Officers to take all and any measures, practice all acts and sign all documents necessary to implement the sale of the treasury shares, under the exact terms of resolution (vii) above;

(ix) lastly, the Board members moved on to discuss the merger of Moy Park Lux. For that matter, **Florisvaldo Caetano de Oliveira**, member of the Company's Fiscal Council, was invited to participate in the Board do Directors' Meeting. After a presentation on the matter, the members of the Board of Directors unanimously declared to be in favor of the approval by the Company's shareholders: (a) of the ratification of the contracting by the Company's management, of APSIS Consultoria Empresarial Ltda., headquartered at Rua da Assembleia, 35, 12º andar, in the city and state of Rio de Janeiro, inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 27.281.922/0001-70 to prepare an appraisal report on the shareholders' equity of Moy Park Lux, to be prepared with a special balance sheet where the assets and rights will be evaluated by their book value based on the criteria envisaged in the applicable legislation ("Appraisal Report"); (b) of the Appraisal Report; and (c) of the merger of Moy Park Lux by the Company, pursuant to the terms of the Protocol and Justification of Merger of Moy Park Lux Holdings S.à.r.l. by JBS S.A.; and

(x) the call notice to the Company's Annual and Extraordinary Shareholders' Meeting to resolve on item (ix) above.

In addition, the members of the Board of Directors resolved to register in the minutes a special thanks to **Marcio Percival Alves Pinto** for his years of dedication and valuable services to the Company.

Minutes in Summary Format: The Board of Directors authorized the drawing up of these minutes in summary format and their publication omitting the signatures, in accordance with paragraphs 1 and 2 of Article 130 of the Brazilian Corporation Law.

Closure: 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.

São Paulo, January 24, 2017.

Joesley Mendonça Batista
Chairman

Daniel Pereira de Almeida Araujo
Secretary

Attending Board Members:

Joesley Mendonça Batista

Wesley Mendonça Batista

José Batista Sobrinho

Humberto Junqueira de Farias

Tarek Mohamed Noshly Nasr Mohamed Farahat

Sérgio Roberto Waldrich

Claudia Silva Araujo de Azeredo Santos

Mauricio Luis Luchetti