

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
Minutes Book

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON JUNE 28, 2017

Date, Time and Venue: June 28, 2017, 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: The call notice was sent via e-mail to all 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.

The following officers also attended the meeting: **Khalil Kaddissi**, the Company's Chief Legal Officer, **José Marcelo Martins Proença**, the Company's Chief Global Compliance Officer (partially attended), **Veronica Peixoto Coelho**, the Company's Chief Human Resources Officer (partially attended), **Eduardo Martini Ramos**, the Company's Human Resources Manager (partially attended), **Sergio Spinelli Silva Jr.** and **Marcelo Mansur Haddad**, partners at Mattos Filho, Veiga Filho, Marrey Jr. e Quiroga Advogados (partially attended), and **Donald Baker** and **Michael Garcia**, partners at White & Case LLP (partially attended).

Presiding Board: **Tarek Mohamed Noshy Nasr Mohamed Farahat**, Chairman; **Daniel Pereira de Almeida Araujo**, Secretary.

Agenda:

Informative: presentation on **(i)** the coverage of the Company's D&O Insurance ("D&O Insurance"); **(ii)** the Company's Compliance Department ("Compliance Department"); **(iii)** the Work Plan of the Company's "Faça Sempre a Coisa Certa" (Always do the Right Thing) Compliance Program ("Compliance Program"); **(iv)** the survey on the compensation of Board of Directors' members; **(v)** an update on the situation of the negotiations with the creditor banks and the Company's cash flow scenarios; and **(vi)** an update on matters related to the Brazilian Securities and Exchange Commission ("CVM").

Deliberative: to resolve on **(i)** the composition of all the Committees which support the Company's Board of Directors, and **(ii)** the Work Plan of the Company's "Always do the Right Thing" Compliance Program.

Resolutions:

Informative: The meeting began with the following informative presentations:

- (i) Marcelo Mansur Haddad** made a presentation on the D&O Insurance, highlighting the main characteristics of the policies in force, the main additional coverages and exclusions;
- (ii) José Marcelo Martins Proença** made a presentation on the Compliance Department, highlighting the pillars of the compliance area, its structure, projects already implemented, projects currently being developed and the “Always do the Right Thing” program;
- (iii) Donald Baker** made a presentation on the Compliance Program, highlighting the scope of the works, the pillars and the main steps of the work and the “Always do the Right Thing” program;
- (iv) Veronica Peixoto Coelho** and **Eduardo Martini Ramos** made a joint presentation on the preliminary survey on the compensation of Board of Directors’ members, highlighting the breakdown of annual compensation packages of 102 publicly-held companies in Brazil based on publicly-available information;
- (v) Wesley Mendonça Batista** informed the members of the Board of Directors of the situation of the negotiations with the creditor banks and the Company's cash flow scenarios, highlighting the status of the negotiation with the most important banks. After presenting the information, **Wesley Mendonça Batista** answered the questions made by the members of the Board of Directors on the ongoing negotiations with the banks; and
- (vi) Khalil Kaddissi**, informed the members of the Board of Directors that, as of the in-person meeting with the Brazilian Securities and Exchange Commission (CVM), the Company has constantly maintained understandings with said Commission and all the official letters were responded within the requested deadlines.

Deliberative: After discussing the matters above, the members of the Board of Directors unanimously resolved:

- (i)** to approve 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) **Sérgio Roberto Waldrich** (Chairman), (2) **Gilberto Meirelles Xando Baptista**, and (3) **Paulo Sérgio Dortas** (members) and **Marlos Franco de Oliveira** (secretary);

(b) Sustainability Committee: (1) **Norberto Fatio** (Chairman), (2) **Gilberto Tomazoni**, (3) **Renato Mauro de Menezes Costa**, and (4) **Renata Bezerra Cavalcanti** (members) and **Márcio Nappo** (secretary);

(c) Financial and Risk Management Committee: (1) **Humberto Junqueira de Farias** (Chairman), (2) **Wesley Mendonça Batista**, (3) **Mauricio Luis Luchetti** (members) and **Rafael Harada** (secretary);

(d) Related Parties Committee: (1) **Mauricio Luis Luchetti** (Chairman); (2) **Paulo Sérgio Dortas**; (3) **Sérgio Roberto Waldrich** (members) and **Daniel Pereira de Almeida Araujo** (secretary);

(e) Governance Committee: (1) **Tarek Mohamed Noshy Nasr Mohamed Farahat** (Chairman); (2) **Claudia Silva Araujo de Azeredo Santos**; (3) **Andrew Janszky** (members) and **José Marcelo Martins Proença** (secretary); and

(f) Executive Committee: (1) **Wesley Mendonça Batista**; (2) **Tarek Mohamed Noshy Nasr Mohamed Farahat**; (3) **Gilberto Meirelles Xando Baptista** (members).

The Board of Directors highlighted that due to his well-known experience, **Andrew Janszky** will be the person responsible for the coordination of the works and verification of the facts and independent investigation, in the scope of the Governance Committee.

(ii) to approve the Work Plan of the “Always do the Right Thing” Compliance Program as proposed and presented by **José Marcelo Martins Proença** and **Donald Baker**.

Given the discussion on the preliminary survey, the Board of Directors requested a new detailed technical survey, prepared by an independent specialized consulting firm on the compensation of Board of Directors’ members and Chairman of publicly-held companies in Brazil, taking into consideration, among other factors, companies of size, revenue and complexity similar to those of the Company.

In addition to the discussions, the Board of Directors requested the Company's Board of Executive Officers to provide last-twelve-month information (periods of June 30, 2016, December 31, 2016 and June 30, 2017) on the Company's complete financial position, including the financial statements and main financial and performance indicators, treasury operations - including swaps and hedges, as well as the list of contingencies and administrative expenses of each of the departments.

Minutes in Summary Form: The Board of Directors approved the drawing up of these minutes in summary form and their publication omitting the signatures, pursuant to 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 attendees.

São Paulo, June 28, 2017.

Tarek Mohamed Noshy Nasr Mohamed Farahat
Chairman

Daniel Pereira de Almeida Araujo
Secretary

Attending Board members:

Tarek Mohamed Noshy Nasr Mohamed Farahat

José Batista Sobrinho

Wesley Mendonça Batista

Humberto Junqueira de Farias

Norberto Fatio

Sérgio Roberto Waldrich

Claudia Silva Araujo de Azeredo Santos

Mauricio Luis Luchetti

Gilberto Meirelles Xando Baptista