

JBS S.A.
CNPJ/MF (CORPORATE TAXPAYER ID) NO. 02.916.265/0001-60
NIRE (COMPANY REGISTRY NUMBER) 35.300.330.587

Publicly-held Company

Minutes Book

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON AUGUST 11, 2017 AT 10:00 A.M.

Date, Time and Venue: August 11, 2017, 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 by e-mail to all members of the Board of Directors, pursuant to Article 18 of the Company's Bylaws.

Attendance: All members of the Board of Directors were present, meeting the necessary quorum for the installation of the Company's Board of Director's Meeting.

Also present were: Mr. **Jeremiah Alphonsus O'Callaghan**, the Company's Investor Relations Director, Mr. **Khalil Kaddissi**, the Company's Legal Director, Mr. **Sergio Spinelli Silva Jr.**, partner of Mattos Filho, Veiga Filho, Marrey Jr. e Quiroga Advogados (partial attendance), and, partial attendance of: Mr. **Agnaldo dos Santos Moreira Jr.** and Mrs. **Andrea Pinheiro Riva**, members of the Company's management, and Messrs. **Paulo Sérgio Tufani** and **Robinson Meira**, members of **BDO RCS Auditores Independentes SS** ("BDO").

Presiding Board: **Tarek Mohamed Noshy Nasr Mohamed Farahat**, 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 period ended June 30, 2017; **(ii)** analysis of the Company's financial statements for the fiscal period ended June 30, 2017, prepared without the revision report by independent auditors ("Interim Financial Statements") and the Company's performance report for the second quarter of 2017 ("Release"); **(iii)** discussion with BDO's representative on the monitoring of the work relating to the Interim Financial Statements; **(iv)** comments on the Interim Financial Statements; **(v)** update on the work carried out by the Executive Committee, Governance Committee, Sustainability Committee, Audit Committee and the Financial and Risk Management Committee; and **(vi)** update on issues regarding the Comissão de Valores Mobiliários ("CVM").

For resolution purposes: resolve on **(i)** the approval to disclose the Release; **(ii)** the sale of treasury sales held by the Company, within the scope of the Company's Stock Option Plan, approved at the

Company's Extraordinary Shareholders' Meeting held on April 30, 2014 ("Stock Option Plan"); **(iii)** the authorization for the Company's Executive Officers to take all necessary steps to implement the sale of treasury shares held by the Company; **(iv)** the composition of the Support Committees to the Company's Board of Directors, and **(v)** the definition of the scope and purpose of the Company's Governance Committee.

Resolutions:

For information purposes:

(i) the Company's Investor Relations Director, Mr. **Jeremiah Alphonsus O'Callaghan**, presented an overview of the Company's and its subsidiaries' operations for the fiscal period ended June 30, 2017;

(ii) following the presentation, the members of the Fiscal Council received copies and analyzed the Interim Financial Statements and the Release, having received additional explanations given by Mr. **Agnaldo dos Santos Moreira Jr.** and by Mrs. **Andrea Pinheiro Riva**, both being Accounting Managers at the Company;

(iii) in addition to the analysis, Messrs. **Paulo Sérgio Tufani** and **Robinson Meira**, members of BDO, reported on the follow-up of the work of the Company's management in relation to the Interim Financial Statements. Additionally, questioned by members of the Board of Directors, BDO members clarified that the materiality of the analyzes of the work being conducted informally was reduced aimed at entering into greater depth, new audit procedures were adopted and several specialists were allocated to the team to carry out specific work;

(iv) therefore, the members of the Board of Directors, based on the review, information and clarifications received, noting the absence of the revision report of the independent auditors, had no reservations or observations regarding the Interim Financial Statements and Release;

(v) following, committee members provided updates on the work done by the Financial and Risk Management Committee, Sustainability Committee, Audit Committee, Executive Committee and Governance Committee:

(1) the Chairman of the Company's Fiscal and Risk Management Committee, Mr. **Humberto Junqueira de Farias** made a brief presentation on the work carried out by the Fiscal and Risk Management Committee, highlighting the follow-up on the Company's main financial indicators, discussed the execution of the Stabilization Agreement celebrated by the Company and financial institutions, and the revision of the Company's Risk Management Policy;

(2) the Chairman of the Company's Sustainability Committee, Mr. **Norberto Fatio**, made a brief presentation on the work carried out by the Sustainability Committee, commenting on

the discussions related to the Company's global strategic sustainability themes and the concern with the initiation of elaboration of the Company's 2017 Annual and Sustainability Report;

(3) the Chairman of the Company's Audit Committee, Mr. **Sérgio Roberto Waldrich**, made a brief presentation on the work carried out by the Audit Committee, commenting on the involvement of the Company's accounting department in the analysis of the Interim Financial Statements and Release and highlighting the discussion with BDO members relating to the Interim Financial Statements;

(4) the Chairman of the Company's Executive Committee, Mr. **Tarek Mohamed Noshy Nasr Mohamed Farahat**, made a brief presentation on the work carried out by the Executive Committee, commenting on the deep discussion held in relation to the current market situation and the Company's strategic positioning and next steps. The members of the Board of Directors requested the definition of the scope and purpose of the Executive Committee to be discussed and resolved in a timely manner by the Board of Directors; and

(5) the Chairman of the Company's Governance Committee, Mr. **Tarek Mohamed Noshy Nasr Mohamed Farahat**, made a brief presentation on the work carried out by the Governance Committee, commenting on the work carried out by the Company's Compliance department, highlighting the trainings already taken by the Company's management.

(vi) finally, Mr. **Khalil Kaddissi**, informed the members of the Board of Directors that the Company has maintained constant understandings with the CVM and all requests have been answered by requested deadlines.

For resolution purposes: After the events, the members of the Board of Directors unanimously resolved to:

(i) authorize the disclosure of the Release by means of a Material Fact;

(ii) authorize the sale of Company shares held in treasury, relating to the Stock Option Plan, in the amount of 2,331,050 (two million, three hundred and thirty-one thousand and fifty) common, nominative, book-entry shares with no par value, held in treasury by the Company, to the beneficiaries to the Stock Option Plan;

(iii) authorize the Company's Executive Officers to take all necessary steps and sign all necessary documents to implement the sale of Company shares held in treasury, in the terms and conditions of item (i) aforementioned;

(iv) approve the entrance of Mr. **Joanita Maria Maestri Karoleski** in the Sustainability Committee, being the following the current composition of each of the supporting Committees to the Company's Board of Directors:

(a) Audit Committee: Messrs. (1) **Sérgio Roberto Waldrich** (Chairman), (2) **Gilberto Meirelles Xando Baptista**, and (3) **Paulo Sérgio Dortas** (members) and Mr. **Marlos Franco de Oliveira** (secretary);

(b) Sustainability Committee: Messrs. (1) **Norberto Fatio** (Chairman), (2) **Gilberto Tomazoni**, (3) **Renato Mauro de Menezes Costa**, (4) **Renata Bezerra Cavalcanti**, (5) **Joanita Maria Maestri Karoleski** (members) and Mr. **Márcio Nappo** (secretary);

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

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

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

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

(v) approve the following scope and purpose of the Company's Governance Committee:

The Governance Committee, an internal advisory body, has technical functions aimed at implementing practices and policies based on the highest global standards of corporate governance and compliance, as well as monitoring the Company's adherence with such practices and policies ("Governance Committee").

The main objective of the Governance Committee is to implement new governance and compliance practices.

The recommendations of the Governance Committee are non-binding, in a matter that only the Board of Directors can make decisions.

Minutes in Summary Form: The Supervisory Board authorized these minutes to be drawn up in summary form and disclosed 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 and as none were put forward, the meeting was adjourned for the time necessary to draw up these minutes, reopened for the reading of the minutes, which were approved and signed by all those present.

São Paulo, August 11, 2017.

This is a free English translation of the original minutes drawn up in the Company's records.

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