

JBS S.A.

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

NIRE (COMPANY REGISTRY NUMBER) 35.300.330.587

Minutes Book

MINUTES OF THE FISCAL COUNCIL MEETING

HELD ON AUGUST 10, 2017

Date, Time and Venue: August 10, 2017, at 2:00 p.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 Fiscal Council, pursuant to Article 12 of the Fiscal Council’s Internal Rules.

Attendance: All members of the Fiscal Council were present, being them Messrs. **Adrian Lima Da Hora; José Paulo da Silva Filho; Demetrius Nichele Macei** and **Eraldo Soares Peçanha**, meeting the necessary quorum for the installation of the meeting.

Also present for a partial part of the meeting were Messrs. **Jeremiah Alphonsus O’Callaghan, Agnaldo dos Santos Moreira Jr.** and Mrs. **Andrea Pinheiro Riva**, members of the Company’s management, and Messrs. **Paulo Sérgio Tufani, Robinson Meira** and **Peterson Castro**, members of **BDO RCS Auditores Independentes SS** (“BDO”).

Presiding Board: **Adrian Lima Da Hora**, Chairman; **Daniel Pereira de Almeida Araujo**, Secretary.

Agenda: **(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)** discussion with BDO RCS Auditores Independentes on the audit works done for the Company 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)** discussions on the Company’s Interim Financial Statements for the fiscal period ended June 30, 2017; **(iv)** update on the matters involving the collaboration to the Leniency Agreement and CVM Procedures; **(v)** discussions on the revision of the Fiscal Council’s Internal Rules; **(vi)** presentation on the work carried out by the Company’s internal audit; and **(vii)** Discussion of general matters of interest to the Company’s Fiscal Council.

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, there was a change in the order of discussion of the matters on the agenda, which began with item (iii). 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. The members of the Fiscal Council reiterated to the Company's management the importance of accurately identifying and segregating the Company's costs in view of the collaboration to the Leniency Agreement and CVM Procedures;

(iii) in addition to the analysis, and moving on to item (ii) of the agenda, Messrs. **Paulo Sérgio Tufani**, **Robinson Meira** and **Peterson Castro**, members of BDO, reported on the follow-up of the work of the Company's management in relation to the Interim Financial Statements. The BDO members clarified that the Company's management attended all the requests for documents and information relating to the audit works and that the objective of maintaining the audit work is for when the Leniency Agreement is approved and the impacts on the financial statements are quantified, it will be possible to issue the quarterly report in a time efficient manner. Questioned by members of the Fiscal Council, BDO members reported that due to the absence of the independent auditor's revision report they would not respond to the questionnaire regarding the work carried out by BDO for the Interim Financial Statements for the fiscal period ended June 30, 2017;

Following the discussions, the members of the Fiscal Council, based on the review, information and clarifications received, stated that due to the lack of the report of the external audit and the lack of outcome on matters that lead to BDO not issuing their opinion, they do not have the ability to evaluate possible and potential impacts on the interim financial statements. Nevertheless, in conversations held with management and the independent auditors, who continue to conduct routine audits of the accounting information without having detected any adjustment or other relevant matter that needed to be informed to the Fiscal Council, they were unaware of any other fact that would lead to believing that the Interim Financial Statements and the Release do not reflect, in all material respects, the information contained therein;

(iv) the members of the Fiscal Council informed the Company's management that they maintained constant understandings with the CVM and all requests have been answered by

requested deadlines. Since there were no significant alterations to item (iv) of the agenda that would add any new material facts to the ones already disclosed, the meeting addressed the following matters;

(v) the members of the Fiscal Council to send the suggestions for the revision of the Internal Rules to the Secretary, who will consolidate such suggestions and distribute them to the members for further discussions and possible adjustments. The final adjusted version will be reviewed and approved at the next Fiscal Council meeting;

(vi) the internal audit presentation was transferred to the next Fiscal Council meeting; and

(vii) there was no discussion of general matters of interest to the Company's Fiscal Council.

Minutes in Summary Form: The Fiscal Council 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 10, 2017.

Adrian Lima Da Hora
Chairman

Daniel Pereira de Almeida Araujo
Secretary

Attending Counselors:

Adrian Lima Da Hora

José Paulo da Silva Filho

Demetrius Nichele Macei

Eraldo Soares Peçanha