

JBS S.A.

Corporate Taxpayer's Registration (CNPJ) No. 02.916.265/0001-60

NIRE 35.300.330.587

Ledger of Minutes

MINUTES OF THE AUDIT COMMITTEE MEETING

HELD ON MAY 11, 2018

Time, Date and Place: May 11, 2018, at 2 pm, at JBS S.A.'s registered offices are in the City of São Paulo, State of Sao Paulo, at Avenida Marginal Direita do Tietê, 500, Bloco I, 3º Andar, Vila Jaguara, ZIP 05118-100 (the "Company").

Notice of Meeting: Emailed to all Audit Committee members as per Article 12 of the Audit Committee Regulations.

Attendance: The meeting was attended by Fiscal Council members **Adrian Lima da Hora**, **José Paulo da Silva Filho**, **Demetrius Nichele Macei** and **Robert Juenemann**, therefore the necessary quorum was present to bring the meeting to order.

The meeting was also attended by **Jeremiah Alphonsus O'Callaghan**, **Andre Gustavo Rodrigues de Menezes**, **Eliseo Santiago Perez Fernandez**, **Agnaldo dos Santos Moreira Jr.** e **Robson Nunes Moura**, members of the Company management, **Evelyn Abdul Nour**, the Company's corporate counsel, and **Alcides Neto** and **Nelson Barreto**, representatives from **Grant Thornton Auditores Independentes** ("Grant Thornton").

Steering Committee: Committee Chair, **Adrian Lima da Hora**; and Committee Secretary, **Daniel Pereira de Almeida Araujo**.

Order of Business. For information purposes only: (i) presentation, with an overview of the market and Company and subsidiary operations for the period ending on March 31, 2018; (ii) analysis of the Company's interim condensed accounting statements for the period ending March 31, 2018, (the "Interim Accounting Statements"); (iii) presentation of the Grant Thornton team and working methodology; (iv) a discussion with Grant Thornton representatives about the Independent Auditor's Review Report for the Quarterly Information (the "Auditors' Report"); (v) an updated on the work carried out by the Audit Committee, the Sustainability Committee, the Financial and Risk Management Committee and the Governance Committee; and for deliberative purposes: (i) opinion on the Interim Accounting Statements; (ii) election of the Chairman of the Fiscal Council; and (iii) deliberation on the

Fiscal Council's 2018 calendar of activities; discussion and deliberation on the Fiscal Council's 2018 calendar of activities (the "Calendar of Issues - 2018").

Deliberations:

After the meeting was commenced, **Roberto Juenemann** was presented to the Fiscal Council members and Company management team members attending the meeting, welcoming him to the Council.

For information purposes only:

(i) **Jeremiah Alphonsus O'Callaghan**, Director of Company Investor Relations, started the meeting presenting an overview of the Company's and its subsidiaries' operations in the period ending on March 31, 2018;

(ii) subsequently, the Fiscal Council members received copies (by email prior to the meeting and print copies during the meeting) and analyzed the Interim Accounting Statements and the Auditors' Report. During analysis of the Interim Accounting Statements, **Eliseo Santiago Perez Fernandez** presented the Fiscal Council with his comments and considerations on the results reported for the period ending on March 31, 2018. Finally, Fiscal Council members raised questions about the Interim Accounting Statements and additional information was provided by **Eliseo Santiago Perez Fernandez** and **Agnaldo dos Santos Moreira Jr.**, members of the Company management team;

(iii) in addition to the analysis, **Alcides Neto** and **Nelson Barreto**, from Grant Thornton, presented the team that will be working for the Company to the Fiscal Council members as well as their methodology/scope of work, reporting that during the transition from the previous independent auditor and while carrying out its own work, no issues or problems had arisen, everything had proceeded normally and there were no material facts or information on which they wished to issue any recommendation. It was further noted that there had been no disagreements or difficulties with management or any issues affecting auditor independence.

(iv) **Alcides Neto** and **Nelson Barreto**, from Grant Thornton, also presented the work carried out on the Interim Accounting Statements and the Auditors' Report and all of the questions posed by the Fiscal Council members were answered in full by the Grant Thornton representatives. The Grant Thornton presentation will remain on file at the Company head office and is attached to these minutes as Schedule I. Additionally, **Alcides Neto** answered

a question about the work done by Grant Thornton on the Company's Interim Accounting Statements accompanied by the Auditors' Report for the period ending March 31, 2018, a copy of which is filed at the Company head office and is attached to these minutes as Schedule II; and

(v) finally, **Daniel Pereira de Almeida Araujo**, secretary of the Fiscal Committee, gave presentations to update the Company's Fiscal Committee members on the work being done by (1) the Financial and Risk Management Committee, (2) the Sustainability Committee, (3) the Audit Committee and (4) the Governance Committee:

- (1) a presentation on the work carried out by the Financial and Risk Management Committee, highlighting the Dashboard for the first quarter of 2018 and the main characteristics of the Company's long and short-term debt; the current economic climate and the impacts on US dollar exchange rates;
- (2) a presentation on the work being done by the Company's Sustainability Committee, highlighting the 5 main Sustainability projects in Brazil; the JBS Sustainability Communication strategy in the "JBS Getting things done" campaign; the launch of the 2017 Annual and Sustainability Report; the SWOT Analysis for the Company's Sustainability area; discussion of the FLAG Project timetable and discussion of the JBS Global 2025 Project; and, finally, the status of the Sustainability Area Manager hiring process;
- (3) a presentation of work carried out by the Company's Audit Committee, highlighting analysis of the Interim Accounting Statements, presentation of the Grant Thornton team and working methodology and presentation of the work done in the first quarter of 2018 by the Company's Internal Audit area; and
- (4) a presentation of the work done by the Company's Governance Committee, noting the discussions on the evolution of the Compliance Program in Brazil and at JBS USA, with the appointment of Lance Kotschwar to the post of Ethics and Compliance Director at JBS USA; and discussion of the Management jurisdiction proposal following the changes to the Company Bylaws implemented at the April 30, 2018 Shareholder Meeting.

For deliberative purposes:

(i) upon conclusion of the foregoing items, the Fiscal Committee members declared that (a) they had analyzed the Interim Accounting Statements drawn up by the Company pursuant to article 163, section VII of Law 6,404/76 (the “Brazilian Corporations Act”); (b) they had accompanied the work carried out by Grant Thornton by means of questions and discussions, as per Article 163, paragraph 4 of the Brazilian Corporations Act; and (c) queries were made regarding material transactions carried out by the Company management in relation to the Interim Accounting Statements, as per Article 163, paragraph 2 of the Brazilian Corporations Act. Based on this review, on the information and explanations received and taking into account the Auditors’ Report, the Fiscal Committee declared it was not aware of any additional facts leading it to believe the Interim Accounting Statements do not reflect the information contained therein, in all material aspects, and they are in a position to be published by the Company, notwithstanding any unknown effects, if any, from the matters referred to in the “Basis for conclusion with qualified opinion on the individual and consolidated interim information” section of the Grant Thornton report, regarding the “Plea bargain agreements, the leniency agreement and the ongoing investigations;

(ii) they then voted to elect **Adrian Lima Da Hora**, Brazilian, married, with a degree in Business management, Professional ID card No. 3789, issued by the CRA/PE and taxpayer's registration (CPF-MF) No. 372.365.394-49, resident and domiciled in the city of São Paulo, state of São Paulo, with commercial offices at Avenida Marginal Direita do Tietê, nº 500, Bloco I, Térreo, Vila Jaguara, ZIP 05118-100, a member of the Fiscal Council, to chair the Fiscal Council until the Ordinary General Meeting to deliberate on the financial statements for the fiscal year ending December 31, 2018; and

(iii) Finally, the members of the Fiscal Council discussed matters of interest for the Calendar of Issues - 2018. After their discussion and in accordance with the predetermined dates, the unanimously approved the Calendar of Issues - 2018, as per **Schedule III** attached hereto.

At the conclusion of the meeting, printed versions of the Company’s “Code of Ethics and Conduct - Employees” and the “2017 Annual and Sustainability Report” were delivered by hand to the Fiscal Council members and management commented on the positive impact of these documents on the Company’s day-to-day business.

Summary of the Minutes: The Audit Committee authorized registration of the minutes in summary format and publication without the attendees’ signatures, as per paragraphs 1 and 2, article 130 of the Brazilian Corporations Act.

Conclusion: Having concluded the business at hand, the floor was opened to those in attendance and as no-one wished to speak, the meeting was adjourned for the time required to register these minutes, which were read and approved by all in attendance.

Sao Paulo, May 11, 2018.

Adrian Lima da Hora

Meeting Chair

Daniel Pereira de Almeida Araujo

Meeting Secretary

Committee members in attendance:

Adrian Lima da Hora

José Paulo da Silva Filho

Demetrius Nichele Macei

Robert Juenemann

Schedule I

Questionnaire on the work carried out by Grant Thornton Auditores Independentes referring to the JBS S.A. Interim Accounting Statements accompanied by the Independent Auditors' Report for the period ending March 31, 2018.

Schedule II

Grant Thornton Presentation - 1Q2018

Schedule III

Calendar of Issues - 2018

Calendar and schedule of Fiscal Council meeting agenda in 2018 ^{*1}	
25/06/2018 at 2.00 pm (Monday)	<ul style="list-style-type: none">(i) Presentation of the Compliance program and the communication and reporting/ombudsman channels;(ii) Presentation of work carried out by Internal Audits during the first half of 2018;(iii) Presentation of the hedge/derivative transactions, annual volumes, instruments used, results obtained, strategies adopted and Risk Management Policies;(iv) Presentation of the tax area and the Company's certificates of good standing; and(v) Distribution and discussion of Company documents (minutes of Board meetings, minutes of management meetings, good standing certificates and CVM communications).
28/06/2018 and 29/06/2018 (Thursday and Friday)	Visit to the Lins/SP plant and presentation of the business unit areas.
13/08/2018 at 2.00 pm (Monday)	<ul style="list-style-type: none">(i) Presentation of Company business performance in 2Q18;(ii) Analysis of the Company's Interim Accounting Statements accompanied by the Independent Auditors' Report for 2Q18;(iii) Presentation and discussion with the Company's IT area;(iv) Update on operations of the Finance and Risk Management, Sustainability, Audit and Governance Committees; and(v) Distribution and discussion of Company documents (minutes of Board meetings, minutes of management meetings, good standing certificates and CVM communications).
October (date to be confirmed)	Visit to the Company plant (to be defined)

<p>12/11/2018 at 2.00 pm (Monday)</p>	<ul style="list-style-type: none"> (i) Presentation of Company business performance in 3Q18; (ii) Analysis of the Company's Interim Accounting Statements accompanied by the Independent Auditors' Report for 3Q18; (iii) Presentation and discussion with the Company's HR area; (iv) Update on operations of the Finance and Risk Management, Sustainability, Audit and Governance Committees; and (v) Distribution and discussion of Company documents (minutes of Board meetings, minutes of management meetings, good standing certificates and CVM communications).
<p>10/12/2018 at 2.00 pm (Monday)</p>	<ul style="list-style-type: none"> (i) Presentation of the Company's 2019 Budget; (ii) Presentation of the Internal Audit Work Plan for 2019; and (iii) Presentation and discussion of contingencies with the Company's legal department.

* At all meetings that include any new/material facts, the independent internal investigation referred to in the Leniency Agreement and regulatory issues (CVM and B3) will be updated.

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