



Merger of Cascavel Couros Ltda. into the Company

JBS S.A.

Corporate Taxpayer (CNPJ/MF) 02.916.265/0001-60

Company Registry (NIRE) 35.300.330.587

MINUTES OF THE JOINT MEETING OF THE BOARD OF DIRECTORS AND FISCAL COUNCIL HELD ON NOVEMBER 13, 2012

Date, Time and Venue: November 13, 2012, at 10:00 a.m., at the head offices of JBS S.A. ("Company"), in the city and state of São Paulo, at Avenida Marginal Direita do Tietê, 500, Bloco I, 3º Andar, Vila Jaguara, CEP 05118-100.

Call Notice: Call notice sent by e-mail to all members of the Board of Directors, pursuant to Article 18 of the Company's Bylaws and to all members of the Fiscal Council, pursuant to the Charter of the Fiscal Council.

Attendance: (i) the majority of members of the Company's Board of Directors attended the meeting and in view of absence of Board member Carlos Alberto Caser, his alternate member, Umberto Conti, attended the meeting; and (ii) the majority of members of the Fiscal Council attended the meeting, therefore, there was quorum necessary to instate the meeting.

Presiding Board: Joesley Mendonça Batista, Chairman; and Francisco de Assis e Silva, Secretary.

Agenda: (i) Resolve on the merger of Cascavel Couros Ltda. into the Company, under the terms of the respective Protocol and Justification for the Merger; (ii) Resolve on the call for an Extraordinary Shareholders' Meeting of the Company to resolve on the merger of Cascavel Couros; and (iii) Approve the Company's affirmative vote on the corporate documents of Cascavel Couros to resolve on the merger into the Company.

Resolutions of the Board of Directors: After the meeting was called to order, the members of the Board of Directors analyzed the items of the Agenda and unanimously resolved:

(a) To approve the recommendation of affirmative vote to be cast by the Company at the Partner Meeting of Cascavel Couros Ltda., with head offices in the city of Cascavel, state of Ceará, at Rodovia CE-253, Km 11,8, CEP 62850-000, Company Registry NIRE 23.200.767.568 and Corporate Taxpayer ID (CNPJ/MF) 02.411.238/0001-35 ("Cascavel Couros") to resolve on its merger into the Company, under the terms of the Protocol and Justification for the Merger of Cascavel Couros Ltda. into JBS S.A. entered into on November 8, 2012 by the Managements of the Company and Cascavel Couros ("Protocol and Justification");

(b) To render a favorable opinion on the following approved by the Company's shareholders: (i) ratification of hiring by the Company's

Management of APSIS Consultoria Empresarial Ltda. (Corporate Taxpayer ID CNPJ/MF 27.281.922/0001-70) ("APSYS") to prepare a valuation report on the equity book value of Cascavel Couros, for the purposes of Articles 226 and 227 and Article 8 of Law 6,404/76 ("Valuation Report"); (ii) Valuation Report; and (iii) merger of Cascavel Couros into the Company, under the terms of the Protocol and Justification; and

(c) To determine the call for the Company's Extraordinary Shareholders' Meeting, as per Management proposal approved herein by the members of the Board of Directors to be appropriately made available to the Company's shareholders: (i) to analyze, discuss and resolve on the Protocol and Justification, as well as the acts and measures contemplated therein; (ii) to ratify the appointment and hiring of APSIS in order to prepare the Valuation Report; (iii) to analyze, discuss and resolve on the Valuation Report; and (iv) to approve the merger of Cascavel Couros into the Company.

Resolutions of the Fiscal Council: Thereafter, the members of the Fiscal Council unanimously issued a favorable opinion on the proposal to merge Cascavel into the Company, under the terms of the Protocol and Justification. This opinion is attached to the Minutes of this meeting as Attachment I ("Attachment I – Fiscal Council Report").

Closure and Drawing Up of the Minutes: There being no further business to discuss, and after the Chairman offered the floor to anyone who intended to speak, 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.

Attending Members of the Board of Directors: Wesley Mendonça Batista, José Batista Sobrinho, Natalino Bertin, Joesley Mendonça Batista, Marcus Vinicius Pratini de Moraes, Guilherme Rodolfo Laager, Valere Batista Mendonça Ramos, Vanessa Mendonça Batista, Peter Dvorsak and Umberto Conti (alternate member of Carlos Alberto Caser). Attending Members of the Fiscal Council: Divino Aparecido dos Santos, Florisvaldo Caetano de Oliveira, Demetrius Nichele Macei and Alexandre Aparecido de Barros.

São Paulo, November 13, 2012.

Francisco de Assis e Silva

Secretary of the Meeting