



JBS S.A.
TAXPAYER ID (CNPJ/MF):
02.916.265/0001-60
Public Company



Marfrig Alimentos S.A.
TAXPAYER ID (CNPJ/MF):
03.853.896/0001-40
Public Company

MATERIAL FACT

1. The Managements of JBS S.A. ("JBS" – Bovespa: JBSS3; ADR: JBSAY) and Marfrig Alimentos S.A. ("Marfrig" – Bovespa: MRFG3; ADR: MRTTY), jointly the "Companies", hereby announce, pursuant to CVM Instruction 358 of January 3, 2002, as amended, that on June 7, 2013, they entered into an Agreement for the Purchase and Sale of Equity Interests and Other Covenants ("Agreement"), which established the main terms and conditions for: (i) the divestment by Marfrig of certain equity interests in companies of the group that own the Seara Brasil business unit to JBS (respectively, "Seara Brasil"); and (ii) the divestment by Marfrig of 100% of the capital that it holds in the leather business of the Marfrig Group in Uruguay to JBS (respectively, "Zenda").
2. The aggregate value of Seara Brasil and Zenda was established at R\$5.85 billion and will be paid via the assumption by JBS of debt held by Marfrig.
3. The Agreement is subject to approval by the competent authorities, including Brazil's antitrust agency (*Conselho Administrativo de Defesa Econômica - CADE*).
4. The execution of the Agreement aims, on the one hand, to rebalance the capital structure of Marfrig, strengthen its focus in Brazil on its Beef and Distribution business, redirect its strategy on the food service segment and accelerate the growth of its international platform, while, on the other hand, JBS will, once the transaction is concluded, create the second largest processed meats platform in Brazil and enjoy opportunities to capture synergies, in keeping with its strategy to create value and build brands. Both Companies aim to create value for their shareholders through the transaction.
5. The transaction was approved by the Board of Directors of both Companies.
6. JBS will call an extraordinary shareholders' meeting at an opportune time so that shareholders can take cognizance of and ratify the transaction that is the subject of the Agreement, in compliance with Article 256 of Federal Law 6,404 of December 15, 1976, as amended, and JBS will keep its shareholders informed of whether withdrawal rights apply to the transaction.

7. The managements of JBS and Marfrig will keep the market informed of developments regarding this matter.
8. The Companies will hold conference calls with the market on June 10 from 10 a.m. until 11 a.m. in Portuguese and from 11:30 a.m. to 12:30 p.m. in English (Brasília time). The dial-in numbers for accessing the conference calls will be available on the respective Investor Relations websites of the Companies at the following addresses: www.marfrig.com.br/ri and www.jbs.com.br/ri.

São Paulo, June 10, 2013

Jeremiah O'Callaghan
JBS S.A.
Investor Relations Officer

Ricardo Florence dos Santos
Marfrig Alimentos S.A.
Chief Financial and Investor Relations Officer