



## NOTICE TO THE MARKET

### JBS USA LUX S.A. ANNOUNCES EXCHANGE OFFERS AND CONSENT SOLICITATIONS

**JBS S.A.** (B3: JBSS3, OTCQX: JBSAY, "JBS" or "Company") in accordance with the terms of the Brazilian Securities and Exchange Commission Resolution No. 44/21, as amended, communicates to its shareholders and the market, that its subsidiary, JBS USA Lux S.A. ("JBS USA"), announced today that it has commenced (1) offers to exchange (each, an "Exchange Offer" and together, the "Exchange Offers") any and all outstanding (a) 2.500% senior notes due 2027 issued by JBS USA Food Company and guarantee by the Company (the "2027 Notes") and (b) 3.625% sustainability-linked senior notes due 2032 issued by JBS USA Food Company and guaranteed by the Company (the "2032 Notes" and together with the 2027 Notes, the "Existing Notes") for (x) new notes ("JBS USA New Notes") to be issued by JBS USA, JBS USA Food Company and JBS USA Finance, Inc. collectively, the "Co-Issuers") having the same economic terms, and guaranteed by the Company and other guarantors, (y) cash and (z) registration rights for the JBS USA New Notes and (2) solicitation of consents to adopt certain proposed amendments to the indentures governing the Existing Notes to eliminate substantially all of the restrictive covenants, events of default and related provisions and definitions from such indentures.

The Exchange Offers are being made pursuant to the terms and subject to the conditions set forth in the offering memorandum and consent solicitation statement, dated August 2, 2022.

In addition and concurrently with the Exchange Offers, JBS USA announced today that it has commenced consent solicitations (the "Consent Solicitations") from the holders of each of the Co-Issuers': (i) 6.50% Senior Notes due 2029, (ii) 5.500% Senior Notes due 2030, (iii) 3.750% Senior Notes due 2031, (iv) 3.000% Senior Notes due 2029, (v) 3.000% Senior Notes due 2032 and (vi) 4.375% Senior Notes due 2052 (the "Consent Solicitation Notes") to conform certain provisions and restrictive covenants (and definitions related thereto) of the indentures governing each series of Consent Solicitation Notes to the corresponding provisions and restrictive covenants (and definitions related thereto) set forth in each indenture, dated June 21, 2022, governing the Co-Issuers' 5.125% Senior Notes due 2028, 5.750% Senior Notes due 2033 and 6.500% Senior Notes due 2052.

If the terms and conditions set forth in the Consent Solicitation Statement (as defined below) are satisfied or waived, then holders who validly deliver (and not revoke) their consents will receive a cash payment and will benefit from registration rights with respect the applicable series of Consent Solicitation Notes.

Holders of the Consent Solicitation Notes are referred to the consent solicitation statement of JBS USA, dated August 2, 2022 (the "Consent Solicitation Statement"), for the detailed terms and conditions of each of the Consent Solicitations with respect to the Consent Solicitation Notes.

The registration rights being offered in both the (i) Exchange Offers and (ii) Consent Solicitations will provide that JBS USA will use its commercially reasonable efforts to: (x) file an exchange offer registration statement with the U.S. Securities and Exchange Commission to allow holders to exchange each applicable series of JBS USA New Notes and Consent Solicitation Notes for the same principal amount of exchange notes of the same series, which will have terms identical in all material respects to such applicable series of New Notes and Consent Solicitation Notes, except that the exchange notes will not contain transfer restrictions; and (y) consummate such exchange offer within 365 days of entering into the registration rights agreement.

"The primary rationale for these transactions is the increasing amount of interest from noteholders to have us register our notes with the SEC, especially given our investment grade rating from all three major rating agencies," said Guilherme Cavalcanti, Chief Financial Officer and Investor Relations Officer of the Company. "We believe that registering our notes will broaden the potential investor base, thereby increasing liquidity, and will increase investor confidence by subjecting us to SEC rules and regulations, increasing the required reporting."

São Paulo, August 2<sup>nd</sup>, 2022

Guilherme Perboyre Cavalcanti  
**Investor Relations Officer**

This announcement is not an offer to sell, nor a solicitation to purchase the Notes or any other security and should not be considered an offer, solicitation or sale in any state or jurisdiction where such offer, solicitation or sale is in disagreement with any applicable securities laws.