

MARFRIG GLOBAL FOODS S.A.

CHARTER OF THE AUDIT BOARD

I – PURPOSE

1. This Charter (“Charter”) regulates the activities of the Audit Board (“Board”) of Marfrig Global Foods S.A. (“Marfrig” or “Corporation”), defines its role and determines its responsibilities towards the Corporation, subject to the Bylaws, the Shareholders Agreement, the laws in force and corporate governance good practices.

II – MISSION OF THE AUDIT BOARD

2. The Board is an oversight body independent of the Board of Executive Officers and the Board of Directors, whose mission is to contribute to the Corporation's better performance through the principles of transparency, equity and accountability. The Board must be fully knowledgeable of the Corporation's values, goals and mission and strive to improve them.

III – COMPOSITION

3. The Board, as defined in the Bylaws, will be permanent and have at least three (3) and not more than five (5) members, and the same number of alternate members, all of them elected and removed by the Annual Shareholders Meeting of the Corporation, with a unified term of one year and reelection permitted.

4. Only natural persons resident in Brazil, holding a university degree or who has been a manager of a company or member of an audit board for at least three (3) years can be elected as members of the Board.

5. Board members will be invested in their positions in accordance with the laws in force. Board members will hold office and exercise their functions until their substitutes are elected, unless decided otherwise by the Annual Shareholders Meeting.

6. Under article 161, paragraph 1, of Federal Law 6,404/76, non-controlling shareholders, provided they jointly represent ten percent (10%) or more of the voting shares, will have the right to elect, in a separate vote, one (1) member of the Board and their respective alternate member.

7. Board members must enjoy unblemished reputation and cannot be elected if (i) they are an employee or member of management bodies of the Corporation, its subsidiaries or a company of the same business group; or (ii) they have a spouse or relative up to the third degree of any manager of the Corporation.

IV – RESPONSIBILITIES OF THE AUDIT BOARD

8. The Audit Board has the following responsibilities:

- I. To inspect, through any of its members, the acts of managers and verify compliance with their legal and statutory duties;
- II. To issue its opinion on the Annual Management Report of the Corporation, including in it any additional information deemed necessary or useful for deliberation at the Shareholders Meeting;
- III. Issue its opinion on the proposals of management bodies to be submitted to the Shareholders Meeting, related to change in the capital stock, issue of debentures or subscription warrants, investment plans or capital budgets, distribution of dividends, transformation, merger, consolidation or spin-off;
- IV. To report, through any of its members, to the management bodies and, if they fail to take the necessary measures to protect the interests of the Corporation, to the Shareholders Meeting, any errors, fraud or crimes it identifies, and suggest measures to be taken by the Corporation;
- V. To call the Annual Shareholders Meeting, if the management bodies delay calling it by more than one (1) month, and the Extraordinary Shareholders Meeting in the event of serious or urgent matters,

including on the agenda of the meetings the matters it deems necessary;

- VI. To analyze, at least quarterly, the trial balance and other financial statements prepared periodically by the Corporation;
- VII. To examine the financial statements of the fiscal year and issue its opinion on them;
- VIII. To perform these duties, during liquidation, considering the special provisions that regulate it.

V – DUTIES AND RESPONSIBILITIES OF AUDIT BOARD MEMBERS

9. In addition to the duties envisaged in law and in the Bylaws, all Board members have the following responsibilities:

- I. To work on creating value for the Corporation and defending the long-term interests of all shareholders;
- II. To attend Board meetings well prepared, having examined the documents made available, and participate actively and diligently in the meetings;
- III. To keep confidential all and any information of the Corporation to which they have access due to their position, and demand the same confidentiality from professionals who advise them, using such information only to exercise their functions as Member;
- IV. To declare in advance whether, for any reason, they have any personal interest or conflicting interest with the Corporation in relation to any matter submitted for their examination, and abstain from discussing it;
- V. To that corporate governance good practices are adopted by the Corporation; and

- VI. To be aware of the Anti-Corruption Manual of the Corporation and other instruments related to Compliance.

VI - CHAIRMAN OF THE AUDIT BOARD

10. The Board may elect a chairman from among its members, by majority vote, who will have the following basic duties:

- I. To call the Board meetings, setting their agenda and date;
- II. To preside over Board meetings;
- III. To align the activities of the Board, when necessary, with those of the Board of Directors of the Corporation; and
- IV. To organize and coordinate, with collaboration from the Governance Secretary, the agenda of the meetings, after discussing with other Board members and, if applicable, with the CEO and other executive officers;

VII – COMPENSATION OF BOARD MEMBERS

11. The compensation of Board members will be set by the Shareholders Meeting that elects them and, for each acting member, it cannot be lower than ten percent (10%) of the average fixed compensation set for statutory Executive Officers, excluding benefits, representation fees and profit sharing.

12. Board members will be reimbursed for the transportation and lodging expenses that are necessary for performing their functions.

VIII – RULES APPLICABLE TO AUDIT BOARD MEETINGS

13. The Board will meet, preferably, whenever called by its Chairman. Board meetings may be held, exceptionally, by conference call, videoconference or any other means of communication that provides clear evidence of vote;

14. Calls for meetings will be made in writing notice, preferably at least three (3) business days in advance, by letter, telegram, fax, e-mail or any means that enables proving the receipt of the call notice by the recipient, and will contain the agenda and the related documentation. Irrespective of the call formalities, any meeting attended by all Board members will be deemed regular;

15. The Board will preferably hold at least four meetings a year.

16. Board meetings will be held preferably at the registered office of the Corporation.

17. The Board will be assisted by a Governance Secretary, who will have the following responsibilities: (i) organize the agenda to be discussed, based on requests from Board members and after consulting executive officers, and submit it to the Chairman of the Board for subsequent distribution;(ii) call the Board meetings, informing the Board members and other participants of the place, date, time and agenda;(iii) submit, at least three business days prior to each meeting, supporting information related to the matters to be deliberated, so that each Board member is adequately informed and prepared to actively participate in the debates; and (iv) act as secretary at the meetings, preparing and drawing up minutes and other documents, collecting signatures of all attending Board members, and registering the attendance of any guests.

18. The Board will meet annually with the Board of Directors to discuss matters of common interest, and may also meet with the Audit Committee.

IX – RESOLUTION AND ADJOURNMENT OF MEETINGS

19. Sessions may be adjourned or ended when circumstances so require, at the request of any Board member.

20. If a session is adjourned, observing the resolution adopted by the majority of Board members, the Chairman of the Board must set a date, time and place for the session to continue, and a new call notice will be waived, provided no new item is included in the agenda.

X. MISCELLANEOUS

21. Omissions in this Charter, doubts regarding interpretation and any amendments to its provisions will be decided by a Board meeting as envisaged in the Bylaws.

22. This Charter comes into force on the date of its approval by the Board and will be filed at the registered office of the Corporation.