

**MARFRIG ALIMENTOS S.A.**  
Public Company  
Taxpayer ID (CNPJ/MF): 03.853.896/0001-40  
State Registry (NIRE): 35.300.341.031

**CALL NOTICE**  
**MEETING OF THE HOLDERS OF DEBENTURES FROM THE 2<sup>ND</sup> ISSUE OF DEBENTURES**  
**CONVERTIBLE INTO SHARES OF MARFRIG ALIMENTOS S.A.**

**MARFRIG ALIMENTOS S.A.**, a corporation with registered office at Avenida Chedid Jafet, 222 - Bloco A - 5º andar – Sala 01 - Vila Olímpia, CEP 04551-065, in the City of São Paulo, State of São Paulo, registered in the registry of corporate taxpayers (CNPJ/MF) under number 03.853.896/0001-40, as issuer ("Issuer") of the second (2<sup>nd</sup>) issue of unsecured debentures convertible into shares ("Debentures"), in a single series, for private distribution ("Issue"), invites the holders of the Debentures ("Debenture Holders") and the Trustee (as defined below) to convene in a General Meeting of Debenture Holders ("General Meeting") to be held at 3:00 p.m. on January 22, 2014, at the registered office of the Issuer located in the City of São Paulo, State of São Paulo at Avenida Chedid Jafet, nº 222, bloco A, 5º andar, Sala 01, Vila Olímpia – CEP 04551-065, in compliance with Clause V of the "Private Indenture of the Second (2<sup>nd</sup>) Issue of Debentures Convertible into Shares of Marfrig Alimentos S.A.," executed on July 22, 2010, between the Issuer and Planner Trustee DTVM Ltda., as the trustee of the Issue ("Trustee"), as amended ("Issue Indenture"), to decide on the following agenda:

- (i) amend the wording of item III.12.2. of the Issue Indenture to change the frequency of the calculation of compensatory interest and the payment date of the fourth installment of the remuneration of the Debentures, which shall be paid on January 25, 2014, calculated *pro rata temporis* as from November 15, 2013;
- (ii) amend the wording of Item III.13 of the Issue Indenture to include a provision concerning the new obligation of the Issuer to redeem all of the Debentures that do not come to be used to subscribe and pay up new debentures under the scope of the new issue of unsecured debentures convertible into common shares, in a single series, for private distribution to be carried out by the Issuer ("5<sup>th</sup> Issue"), which is still pending approval by the Extraordinary Shareholders Meeting of the Issuer, with this obligation to redeem the Debentures limited to the number of new debentures that are paid up in currency in the new issue. The redemption shall occur upon the payment of the nominal unit value plus the remuneration applicable as of the redemption date;
- (iii) amend the wording of Item III.18 of the Issue Indenture to provide for the possibility of using the Debentures at their nominal unit value to pay up the new debentures of the 5<sup>th</sup> Issue; and
- (iv) the execution, between the Issuer and the Trustee, of the "Fourth (4<sup>th</sup>) Addendum to the Private Indenture of the Second (2<sup>nd</sup>) Issue of Debentures Convertible into Shares of Marfrig Alimentos S.A.," which shall reflect the changes arising from the decisions cited in Sub-items (i), (ii) and (iii) above and that come to be approved by the Debenture Holders in the General Meeting.

To participate in the General Meeting, the Debenture Holders must present an Identity Document and proof of ownership of the Debentures issued by the transfer agent. For Debenture Holders represented by proxy, in accordance with Article 126, Paragraphs 1 and 2 of Federal Law 6.404 dated December 15, 1976 and with item V.2.2. of the Issue Indenture, we request that the documents cited, accompanied by the respective proxy appointment and the documents substantiating powers

of legal representation, be delivered preferentially at least two (2) business days prior to the holding of the General Meeting. The documents must be delivered, care of the Investor Relations Officer of the Issuers to the address Avenida Chedid Jafet, nº 222, Bloco A, 3º Andar, Vila Olímpia, Cidade de São Paulo, Estado de São Paulo, CEP 04551-065.

The documents related to the matter on the agenda are available to the Debenture Holders at the registered office of the Issuer and at the main office of the Trustee.

São Paulo, January 6, 2014

**Marcos Antonio Molina dos Santos**  
**Chairman of the Board of Directors**