



## EXHIBIT A

### **Dividend Forbearance and Approval**

JBS S.A. (“JBS”) agrees that if Pilgrim’s Pride Corporation (“PPC”) declares any dividends during the twelve months following the Effective Date, JBS Entities (as defined below) will forgo receipt of their *pro rata* interest in such dividends until stockholders of PPC other than JBS Entities shall receive declared dividends in an amount equal to their *pro rata* interest, as of the Effective Date, in \$42.5 million. To the extent PPC issues dividends during that time period in excess of that amount, JBS Entities may participate in the excess on a *pro rata* basis. Further, JBS agrees that for the twelve months following the Effective Date, any dividend to be paid by PPC must be approved by a resolution of at least a majority of the Equity Directors (as that term is defined in PPC’s Amended and Restated Certificate of Incorporation).

For purposes of this Dividend Forbearance and Approval, “JBS Entities” means JBS and any of its affiliates that hold an equity interest in PPC.

### **Enhanced Advisor Independence**

Following final approval of the Settlement, the board of directors of Pilgrim’s Pride Corporation will adopt within its Governance Policies the following provision to be included as Section 7:

## 7. INDEPENDENT ADVISORS

(a) Related Party Transactions: for any transaction between the company, on the one hand, and JBS Entities or any member of the Batista Family, on the other, that involves assets reasonably valued in excess of \$100 million and for which the Equity Directors have decided to retain financial and/or legal advisors, the Equity Directors shall retain financial and/or legal advisors that have not represented or earned any fee from the company (other than from a committee of the board comprised solely of Equity Directors), JBS Entities, the Batista Family, or the respective affiliates of the foregoing, in the last three years.

(b) Expiration: This Section 7 shall remain in effect until [●]<sup>1</sup> and shall cease to be in effect after such date. However, this Section 7 shall terminate if the company ceases to be a publicly-traded company or a reporting company subject to Section 13 or Section 15(d) of the Exchange Act.

(c) For purposes of this Section 7, the following definitions apply:

(i) “Batista Family” means any of José Batista Sobrinho, Flora Mendonça Batista, Valére Batista Mendonça Ramos, Vanessa Mendonça Batista, Wesley Mendonça Batista, Joesley Mendonça Batista, Vivianne Mendonça Batista Silveira, or their respective affiliates.

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<sup>1</sup> To include date that is three years from the Effective Date.

(ii) “Equity Directors” has the meaning assigned to it in the company’s Amended and Restated Certificate of Incorporation.

(iii) “JBS Entities” means JBS S.A. and any of its affiliates that hold an equity interest in the company.