

Amsterdam, 19 May 2025

Re. JBS – shall we go Dutch....? Just Vote No!

Key considerations for minority shareholders ahead of JBS EGM 23 May 2025 – the Greenpeace International view

An open letter from Greenpeace International to minority shareholders in JBS

Dear shareholder,

With an eye to the upcoming EGM vote, we are writing to share our concerns regarding JBS's plans to incorporate as a Dutch company as part of its efforts to list on the New York Stock Exchange.

As shareholders, you are no doubt already familiar with [JBS's long history](#) of links to Amazon deforestation, labour abuses, international corruption and eye-watering greenhouse gas emissions, (recently [compiled](#) by Greenpeace Brazil) and we do not wish to restate our well-established position on the company here. Rather, as Greenpeace International recently outlined in a letter to controlling shareholders Joesley and Wesley Batista, we write to bring to your attention a number of significant challenges that the planned move to the Netherlands is likely to pose to JBS.

Given the pivotal role that you as minority shareholders now play in determining JBS's future direction, your awareness of these potential consequences is vital to making an informed decision on how to vote at the upcoming EGM.

A fair deal or a case of "Heads the Batistas win, Tails everybody else loses"?

We continue to believe that the new listing and the associated restructuring represents a poor outcome for everybody – except the Batistas. Leaving aside our views on whether or not a company like JBS belongs on the public markets (newsflash – [we don't believe that it does](#)), we retain significant reservations around governance.

The restructuring involves massively increasing the Batista brothers' share of votes (via their Luxembourg based holding company J&F Investments Luxembourg S.à r.l.) from just over 48% to around 85% through the introduction of differential share classes with weighted voting rights. As the Batistas are already de facto controllers of the business, this is not about securing control for them. Rather, by disaggregating voting rights and economic interests, this move will allow the Batista brothers to cash out whilst maintaining absolute voting control.

This appears to us remarkably poor governance and we are surprised minority shareholders seem prepared to tolerate it. Indeed, Institutional Shareholder Services (ISS) remarked as much when they [recently recommended](#) shareholders vote no on the proposal, stating that the proposed structure is "*problematic and greatly disenfranchises minority shareholders*".

Some shareholders are more equal than others

As became clear a few weeks ago, BNDESPar, the investment arm of the Brazilian National Bank for Economic and Social Development (BNDES), the next largest JBS shareholder after the Batista brothers, has secured a [preferential deal](#) from the Batistas. In return for abstaining from voting at the EGM, it has been given a

guarantee of future share price increases following the New York listing. Essentially, in return for a deal superior to any other minority shareholder – yourselves included – BNDESPar has agreed not to stand in the Batista brothers' way.

This shows just how determined the Batista brothers are to make their long-held dream of a Wall Street listing come true – and how poor the deal being offered to other minority shareholders really is. However, every cloud does have a silver lining....

The JBS EGM – Minority shareholders you have the power to vote No!

BNDES's decision to step aside from voting at the EGM does mean that as minority shareholders you have a genuine opportunity to reflect upon whether the New York listing and Dutch redomiciliation are in your best interests as shareholders and fiduciaries of the funds that you manage. As a reminder, the transaction will proceed ONLY if the minority approves it (as JBS acknowledges in its nervous-sounding response to ISS's damning recommendation). Before your voting rights are effectively withdrawn, you have the ability to make your voices heard one last time.

We therefore urge you to reflect carefully on whether what is being proposed is a good enough deal for you or whether it serves purely to further the interests of the Batista brothers. We ask that you also consider whether life in the Netherlands is really going to suit JBS.

Corporate growth plans on trial – welcome to the Netherlands!

Our view is that the Netherlands should not welcome companies like JBS with open arms. However, if JBS decides to come to the Netherlands (for tax or other reasons), then we've made it clear to the Batista brothers that they will be required to play by the same rules as other Dutch companies.

The Dutch courts have demonstrated that they are ready to uphold Dutch and international law with regards to corporate climate obligations. The recent [decision](#) of the Court of Appeal in the Hague in *Shell v. Milieudefensie* made clear that the Dutch courts will scrutinise companies' growth plans where those plans contribute to an increase in emissions footprints. Indeed, NGO Milieudefensie [just announced](#) a brand-new case against Shell based on that very part of the judgment, [demanding](#) that Shell put a stop to all new oil and gas expansion.

Given the JBS equity story is unequivocally based on unfettered growth (and the [spiralling emissions inherent in this model](#)), we are unclear how this particular circle can be squared. If the transaction is approved and proceeds, the JBS Group will be headed by a Dutch parent subject to Dutch laws and the Dutch courts. We fully intend to make sure that JBS plays by the Dutch rules and will take whatever steps we feel are necessary to ensure that its future growth plans are challenged.

We hope that this letter has given you some food for thought ahead of the deadline for casting your votes at the JBS EGM. We would of course be more than happy to engage further.

Yours Sincerely,



Carmen Gravatt
International Programme Director
Greenpeace International