

**PROPOSED AGREEMENTS RELATIVE TO THE ITEMS ON THE AGENDA OF
THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF
"LABORATORIO REIG JOFRE, S.A.", JUNE 8, 2017**

FIRST - Financial statements and corporate management:

- 1.1. **Review and approval, where applicable, of the Company's individual financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and report) for 2016, duly reviewed by the Company's auditors.**
 - 1.2. **Review and approval, where applicable, of the Company's Individual Management Report for the 2016 financial year, duly reviewed by the Company's auditors.**
 - 1.3. **Review and approval, where applicable, of the consolidated financial statements (consolidated balance sheet, consolidated income statement, consolidated statement of changes in equity, consolidated cash flow statement and consolidated report) for 2016 of the Company and its subsidiaries, duly reviewed by the Company's auditors.**
 - 1.4. **Review and approval, where applicable, of the consolidated management report corresponding to 2016 of the Company and its subsidiaries, duly reviewed by the Company's auditors.**
 - 1.5. **Approval, when applicable, of the proposed appropriation of the profit corresponding to the 2016 financial year.**
 - 1.6. **Approval, where applicable, of the corporate management during the 2016 financial year.**
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- 1.1. To approve the Company's Individual Financial Statements (consisting of the balance sheet, the income statement, the statement of changes in equity, the cash flow statement and the report) corresponding to the year ended on December 31, 2016, prepared by the Board of Directors on March 30, 2016.
 - 1.2. To approve the Company's individual management report corresponding to the year ended on December 31, 2016.
 - 1.3. To approve the Consolidated Financial Statements of the Company and its subsidiaries (consisting of the consolidated balance sheet, the consolidated income statement, the consolidated statement of changes in equity, the consolidated cash flow statement and the consolidated report) corresponding to the year closed on December 31, 2016, prepared by the Board of Directors on March 30, 2016.
 - 1.4. To approve the consolidated management report of the Company and its subsidiaries corresponding to the year ended on December 31, 2016.

The Company's accounts auditors have issued the required audit reports, detailing that the individual and consolidated financial statements and

management reports prepared by the Board of Directors on March 30, 2017, meet the requirements of Article 269 of the Corporate Enterprises Act.

- 1.5. To approve the following distribution of the individual Company profit corresponding to the year ended on December 31, 2016, with the following breakdown:

<u>Basis of distribution</u>	
Profit for the year	680,124.25 €
	<u>680,124.25 €</u>
<u>Distribution</u>	
Other reserves	680,124.25 €
	<u>680,124.25 €</u>

- 1.6. To approve the management by the Board of Directors for the financial year ended at December 31, 2016.

SECOND - Reappointment, where applicable, of the Auditors of the Company and its consolidated group.

Approve, if necessary, the re-election of the current auditors of the Company and its consolidated Group, that is, the entity "KPMG Auditores, SL" for a period of one (1) year, that is, for the undertaking of such tasks in relation to the 2017 financial year.

THIRD - Submission to vote, in a consultative capacity, of the Annual Report on the Remuneration of the Directors of the Company corresponding to 2016.

Approve, on a consultative basis, the Annual Report on the Remuneration of the members of the Company's Board of Directors, prepared and approved by the Board of Directors on March 30, 2017, subsequent to a favourable report from the Appointments and Remuneration Committee, under the provisions of Article 541 of the Corporate Enterprises Act, and in accordance with the model approved by Announcement 4/2013, of June 12, of the National Securities Market Commission (CNMV), as amended by Announcement 7/2015 of 22 December, sent to the CNMV and which has been made available to the shareholders since the publication of the announcement of the call for the General Shareholders' Meeting.

FOURTH.- Adoption, when applicable and within the "Reig Jofre Flexible Dividend" plan, of an increase in the Company's share capital with a charge to reserves for an amount determined in accordance with the terms of the agreement, through the issuance of new ordinary shares with a nominal value of fifty cents and with provision for incomplete allocation. Offer to shareholders for the purchase of their free allocation

rights for a guaranteed price. Request for admission to trading of issued shares. Delegation of powers to the Board of Directors, with express power of substitution, including, among other matters, the power to redraft the article of the Bylaws that regulates the share capital.

1. Capital increase with charge to reserves.

Increase the share capital by the amount resulting from multiplying: (a) the nominal value of each share of "LABORATORIO REIG JOFRE, S.A." (the "Company"), equivalent to fifty (50) Euro cents, by (b) the total determinable number of new shares in the Company that are issued, in accordance with the formula indicated in section 2 below, on the date of execution of the Capital Increase (all new shares in the Company issued through the execution of this Agreement shall be jointly referred to as the "New Shares," and each individually as a "New Share"). Under no circumstances may the amount exceed the sum of the reference market value of the New Shares for a maximum limit of 1 million new shares with par value 0.5 Euros (the "Capital Increase"), which represents 1.5% of the Company's capital.

The Capital Increase is to be implemented through the issue and emission, where applicable, on the date of execution of the Capital Increase, of the New Shares, which will be ordinary shares with a par value of fifty (50) cents (Euro) each, of the same class and series as the outstanding shares, represented by book entries.

The Capital Increase will be charged in full against the reserves provided for in article 303.1 of the Corporate Enterprises Act. When executing the Capital Increase, the Board of Directors, with express power of substitution, will determine the reserve(s) to be employed and the amount of the same, in accordance with the balance that serves as the basis for the operation.

The New Shares will be issued at par, i.e. at their nominal value of fifty (50) cents (Euro) each, without a share premium, and will be allocated free of charge to the Company's shareholders.

The Capital Increase may be executed, within one year as of the date of adoption of this agreement, by the Board of Directors, with express power of substitution, at its sole discretion and without the requirement, therefore, to report to the General Shareholders' Meeting and, in accordance with the legal and financial conditions at the time of execution of the Capital Increase, to offer the Company's shareholders a flexible and efficient remuneration formula. The Capital Increase is expected to be executed on a date between July and September 2017. The number of New Shares to be issued shall be the number resulting from the formula indicated in section 2 below, and in no case may the Option Amount (as defined in section 2 below) exceed a maximum of 1 million new shares with a nominal value 0.5 Euros, which is 1.5% of the Company's capital.

Article 311 of the Corporate Enterprises Act contemplates the possibility of an incomplete allocation of the Capital Increase in the event that the Company, a shareholder or a third-party holder of free allocation rights renounce all or part of their free allocation rights at the time of the execution of the Capital Increase. In the event of such a waiver, the share capital will be increased by the corresponding amount.

2. New Shares to be issued

The number of New Shares to be issued will be the result of the application of the following formula, rounding down the result to the next whole number:

$\text{NAN} = \text{NTAcc} / \text{Num. Rights}$
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Where:

NAN = Number of New Shares to be issued;

NTAcc = Number of outstanding Company shares on the date on which the Board of Directors, or the body which it delegates, agrees to carry out the Capital Increase; and

Num. rights = the number of free allocation rights necessary for the allocation of New a Share, which will be the result of the application of the following formula, rounding up the result to the next whole number:

Num. rights = $\text{NTAcc} / \text{Num. provisional shares}$, where,

Num. provisional shares = $\text{Amount of the Option} / \text{PreCot}$.

For these purposes, "Option Amount" shall be understood as the maximum reference market value of the Capital Increase as established by the Board of Directors, or the body to which it delegates, and which shall not exceed the maximum limit established in section 1 above.

"PreCot" shall be the mathematical mean of the weighted average prices of the Company's shares on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges in the five trading sessions prior to the Board of Directors' agreement (or the agreement of the body which the Board delegates) determining the number of free allocation rights necessary for the allocation of a New Share, as well as the Purchase Price (as defined below) rounded to the nearest thousandth of Euro.

3. Free allocation rights.

Each outstanding Company share will grant a free allocation right.

The number of free allocation rights necessary to receive a New Share will be automatically determined in accordance with the ratio between the number of the Company's outstanding shares on the date of the execution of the Capital Increase

(NTAcc) and the provisional number of New Shares, calculated in accordance with the formula established in section 2 above. Specifically, the holders of free allocation rights will be entitled to receive a New Share for each free allocation right, determined in accordance with the provisions of section 2 above (Num. rights), of which they are holders.

In the event of the number of free allocation rights necessary for the allocation of a New Share (Num. rights), multiplied by the number of New Shares to be issued (NAN), resulting in a number that is lower than the number of Company's outstanding shares on the date of execution of the Capital Increase (NTAcc), the Company will waive a number of free allocation rights equal to the difference between the two figures, to the exclusive effect that the number of New Shares is a whole number and not a fraction .

The free allocation rights will be assigned to those who are legitimated in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) on the corresponding date.

The free allocation rights shall be transferable under the same conditions as the shares from which they are derived. The free allocation rights may be traded in the market during the term determined by the Board of Directors, with express power of substitution, for a period of at least fifteen calendar days. During the above-mentioned period, sufficient free allocation rights may be acquired in the market and in the proportion necessary to receive New Shares.

4. Irrevocable commitment to purchase the free allocation rights.

In conjunction with the execution of the Capital Increase, the Company will assume, under the conditions indicated below, an irrevocable commitment to purchase the free allocation rights at the price indicated below (the "Purchase Commitment"). The Purchase Commitment shall be in force and may be accepted during the term, within the trading period of the rights, determined by the Board of Directors, with express power of substitution. To this effect, it is agreed to authorize the Company to acquire such free allocation rights, with the maximum limit of the total rights that are issued, with obligatory compliance with the legal limitations.

The purpose of the Purchase Commitment assumed by the Company will be applicable to the free allocation rights received by those who are legitimated in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) on the corresponding date, excluding those rights that have been transmitted on the market.

The "Purchase Price" will be the fixed price at which the Company acquires each free allocation right under the Purchase Commitment, and will be calculated in accordance

with the following formula, rounded up to the nearest thousandth of a Euro and, in case of one-half of a thousandth of a Euro, to the next thousandth of a Euro:

$\text{Purchase Price} = \text{PreCot} / (\text{Num. rights} + 1)$
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The acquisition by the Company of the free allocation rights as a consequence of the Purchase Commitment will be charged against the reserves provided for in article 303.1 of the Corporate Enterprises Act.

5. Balance for the operation and reserve charged against the Capital Increase.

The balance that serves as a basis for the operation is that corresponding to the year ended December 31, 2016, duly audited by the Company's auditors, that is, KPMG Auditores, S.L., and submitted to the approval of this General Shareholders' Meeting.

The Capital Increase will be charged in full against the reserves provided for in article 303.1 of the Corporate Enterprises Act. When executing the Capital Increase, the Board of Directors, with express power of substitution, will determine the reserves to be employed and the amount of the same, in accordance with the balance that serves as the basis for the operation.

6. Representation of New Shares.

The New Shares will be represented by book entries, the accounting registration of which is the responsibility of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) and its participating entities.

7. New Share Rights.

The New Shares will confer upon their holders the same political and economic rights as the Company's outstanding ordinary shares, as of the date on which the Capital Increase is declared subscribed and paid-in.

8. Request for admission to trading.

To request admission to trading of the New Shares issued pursuant to this Capital Increase agreement on the Stock Exchanges of Bilbao, Madrid, Barcelona and Valencia, via the Spanish Stock Market Interconnection System (Continuous Market), as well as implementing the processes and actions necessary and presenting the documents required before the competent organisations for the admission to trading of the New Shares issued as a result of the agreed Capital Increase, with express mention of the Company's submission to the existing and future regulations relative to the stock

markets and, specifically, relative to contracting, permanence and exclusion from official trading.

It is expressly stated that, in the event of a subsequent request for the exclusion from trading of the Company's shares, such a measure will be adopted with the applicable formalities and, in such a case, the interests of shareholders who oppose or who do not vote in favour of the exclusion agreement will be guaranteed, in compliance with the requirements of the Corporate Enterprises Act and related provisions, and in accordance with the provisions of Legislative Degree 4/2015, of October 23, which grants approval to the redrafted text of the Securities Market Act, and the implementing provisions in force at all times.

9. Execution of the Capital Increase.

Within one year as of the date of this agreement, the Board of Directors, with express power of substitution, may indicate the date on which the Capital Increase agreement is to be executed and establish its conditions in all matters that are not covered in this agreement (including, in particular, the Option Amount). Notwithstanding the above, if the Board of Directors, with express power of substitution, does not consider it convenient to execute all or part of the Capital Increase within the aforementioned period, it may abstain from the same. In such case, it must inform the next General Shareholders' Meeting of its decision.

Specifically, the Board of Directors will analyze and take into account the market conditions, those of the Company or those arising from any fact or event with social or economic significance and, in the event of these or any other elements representing sufficient reason, in the opinion of the Board, for the non-execution of the Capital Increase, the Board may refrain from doing so. Similarly, the Capital Increase will be rendered without effect or value if, within the term of one year established by the General Shareholders' Meeting for its execution, the Board of Directors does not exercise the powers delegated.

Upon the conclusion of the trading period for the free allocation rights, the following shall apply:

- a) The New Shares will be assigned to those who, in accordance with the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) and its participating entities, are entitled to free allocation rights in the ratio determined in section 3 above.
- b) The trading period for the free allocation rights will be declared closed and the formalization for accounting purposes of the allocation of the accounts against

which the Capital Increase is to be charged, in the corresponding amount, with the payment being made with said allocation.

Similarly, once the trading period for the free allocation rights has concluded, the Board of Directors, with express power of substitution, will adopt the corresponding agreements to amend the By-Laws in order to reflect the new share capital and the number of shares resulting from the execution of the Capital Increase and the application for admission to trading of the New Shares on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Spanish Stock Market Interconnection System (Continuous Market).

10. Delegation for the execution of the Capital Increase.

Delegate to the Board of Directors, in accordance with the provisions of article 297.1.a) of the Corporate Enterprises Act, with express power of substitution, the power to indicate the date on which the Capital Increase agreement is to be executed and, when applicable, establish the conditions of the same in all matters that are not covered in this agreement. Specifically, and solely for the purposes of illustration, the following powers are among those delegated to the Board of Directors, with express power of substitution:

1. Indication of the date on which the Capital Increase must be executed, in all cases within one year as of its approval by the General Shareholders' Meeting, and determine the execution schedule of the same.
2. Establishment of the exact amount of the Capital Increase, the Option Amount, the number of New Shares and the number of free allocation rights necessary for the allocation of a New Share, applying the rules established in this agreement.
3. Determination of the reserve(s), from among those contemplated in this agreement, against which the execution of the Capital Increase is to be charged and the acquisition by the Company of the free allocation rights as a consequence of the Purchase Commitment.
4. Designation of the company or companies that assume the functions of agent and/or financial adviser for the Capital Increase and subscribe, for this purpose, as many contracts and documents as necessary.
5. Establishment of the duration of the trading period for the free allocation rights.
6. Establishment of the period during which the Purchase Commitment will be in effect.
7. Responsibility for the Purchase Commitment, paying the corresponding amounts to those who accept this commitment.
8. Declaration of the Capital Increase as closed and executed and establishment, for these purposes, of the number of New Shares effectively allocated and, therefore, the amount by which the Company's capital must be increased in accordance with

the rules established by this General Shareholders' Meeting, as well as declaring, where appropriate, the incomplete subscription of the Capital Increase.

9. Redrafting the article of the Bylaws that regulates the share capital in order to reflect the new capital and the number of outstanding shares resulting from the execution of the Capital Increase.
10. Waiving, when applicable, the free allocation rights that the Company holds following the conclusion of the corresponding trading period as a consequence of the Purchase Commitment and, therefore, the New Shares corresponding to these rights.
11. Waiving, if applicable, free allocation rights for the subscription of New Shares for the sole purpose of facilitating a whole number of New Shares, rather than a fraction.
12. Undertaking all the procedures necessary for the New Shares to be included in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) and admitted for trading on the Stock Markets of Bilbao, Madrid, Barcelona and Valencia, via the Spanish Stock Market Interconnection System (Continuous Market).
13. Undertaking any actions necessary or appropriate to implement and formalize the Capital Increase before any public, private, Spanish or foreign entities and organizations, including declarations, supplementary actions or the correction of defects or omissions that might prevent or hinder the full effectiveness of the resolutions.

The Board of Directors is expressly authorized to delegate, under the terms of article 249.2 of the Corporate Enterprises Act, the powers to which this agreement refers.

FIFTH - Approval of the period of fifteen days for the calling of the Extraordinary General Shareholders Meeting in accordance with Article 515 of the Corporate Enterprises Act.

To approve, up to the celebration of the next Ordinary General Shareholders' Meeting, the calling, where applicable, of the Extraordinary General Shareholders' Meetings with notice of at least fifteen days, under Article 515 of the Corporate Enterprises Act, which allows the reduction of the call period for General Shareholders' Meetings from one month to a minimum of fifteen days for General Shareholders' Meetings, provided that the Company allows the voting of all its Shareholders by electronic means and that the reduction is agreed in the Ordinary and Extraordinary General Shareholders Meeting with the favourable vote of at least two thirds of the subscribed capital with voting rights.

SIXTH - The delegation of powers to the Board of Directors, with express power of substitution, for the formalization, interpretation, correction and/or implementation of the agreements adopted by the General Shareholders Meeting.

To delegate and, when appropriate, to expressly authorize the Board of Directors, which may delegate jointly and severally to the Chair of the Board, the non-executive Secretary, and to the Directors, in order that any of the same may, jointly and severally, formalize, interpret, develop, implement, perform, rectify, and notarize the resolutions adopted at this General Shareholders' Meeting, and in particular to proceed to the presentation in the Companies Registry, for their deposit, of the certification of the resolutions approving the financial statements and the allocation of profit, attaching all legally-required documents, as well as granting such public and/or private documents necessary to obtain the corresponding inscription in the Companies Register of the resolutions adopted, including applications for partial registration, with powers to correct or rectify, as applicable, in accordance with the qualification of the Registrar.

And for the applicable legal purposes, the Company's Board of Directors formulates this Proposal of Agreements, in Sant Joan Despí (Barcelona), on May 5, 2017.

The Chair
REIG JOFRE INVESTMENTS, S.L.
Ms Isabel Reig López

The non-executive Secretary
Adolf Rousaud Viñas