

**PROPOSED AGREEMENTS RELATIVE TO THE ITEMS ON
THE AGENDA OF THE ORDINARY AND EXTRAORDINARY
GENERAL SHAREHOLDERS MEETING OF
LABORATORIO REIG JOFRE, S.A., JUNE 2016**

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 2015.**
 - 1.2. Review and approval, where applicable, of the Company's individual management report for 2015.**
 - 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 2015 of the Company and its subsidiaries.**
 - 1.4. Review and approval, where applicable, of the consolidated management report corresponding to 2015 of the Company and its subsidiaries.**
 - 1.5. Approval, when applicable, of the proposed appropriation of the profit corresponding to the 2015 financial year.**
 - 1.6. Approval, where applicable, of the corporate management during the 2015 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 closed on December 31, 2015, prepared by the Board of Directors on March 18, 2016.
 - 1.2.** To approve the Company's individual management report corresponding to the year ended on December 31, 2015.
 - 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, 2015, prepared by the Board of Directors on March 18, 2016.
 - 1.4.** To approve the consolidated management report of the Company and its subsidiaries corresponding to the year ended on December 31, 2015.

The Company's accounts auditors have issued the required audit reports, verifying that the individual and consolidated financial statements and management reports prepared by the Board of Directors on May 18, 2016, 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, 2015, with the following breakdown:

<u>Basis of distribution</u>	
Profit for the year	€ 18,959,610.54
	<u>€ 18,959,610.54</u>
<u>Distribution</u>	
Reserve for goodwill	€ 153,667.00
Legal reserve	€ 1,895,961.05
Other reserves	€ 16,909,982.49
	<u>€ 18,959,610.54</u>

Due to the allocation of the profit on the agreed terms, and in view of the existence of a negative amount in "Other Reserves" amounting 21,597,824.00 Euros, this amount is reduced by 16,909,982.49 Euros, thus leaving "Other Reserves" at -4,687,841.51 Euros.

- 1.6. To approve the management by the Board of Directors for the financial year ended at December 31, 2015.

SEGUNDO - Submission to vote, in a consultative capacity, of the Annual Report on the Remuneration of the Directors of the Company corresponding to 2015.

To 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 April 27, 2016, 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, having been sent to the CNMV on April 29, 2016, and which has been made available to the shareholders since the publication of the announcement of the call for the General Shareholders Meeting.

THIRD - Long-term loyalty plan for Directors and Executives of the Company, with the authorization and delegation of powers to the Board of Directors in relation to this matter.

To approve the terms that will govern a long-term loyalty plan for certain of the Company's management staff and directors, consisting of an options programme relative to the Company's shares (hereinafter the "Plan"), in the terms indicated in the Board of Directors Explanatory Report on this item of the Agenda, with the following main features:

- Amount: Up to a maximum of 240,000 options for all years and all the beneficiaries of the Plan, to be delivered with the value dates of January 1, 2017, 2018 and 2019, and which will carry to the right to acquire the same number of shares.

During each of the years, up to a third of the established maximum number of shares may be delivered. Notwithstanding the above, and in the event that in certain years a lower number of shares than the previously-referred to limit are delivered (i.e., a lower number than that corresponding to one third of the maximum number of options), the Board of Directors shall be empowered to accumulate the options that are not delivered in the year prior with the options to be delivered in the corresponding year in question, or in the following where appropriate. In such cases, the limit of one third of the maximum number of options per year may be exceeded, but in no case may the total number of options delivered exceed the established limit of 240,000 options.

Each year, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, will decide the beneficiaries of the Plan and the number of options to be granted to each of them, up to the established maximum.

- Delivery of options: The delivery of the stock options by the Board of Directors will be effected within 12 months of the respective value dates.
- Consolidation of options: The beneficiary will progressively and proportionally consolidate the rights to their options over the three years following the date of concession, at a rate of 1/3 during this period.
- Beneficiaries: The Company's directors and certain management staff may be beneficiaries of the Plan. The Company's directors will not form part of the Plan in 2017.
- Strike price: The strike price of each option will be the Company's average share price of during the six months immediately preceding the Plan's respective value dates.
- Coverage: The Company may allocate the shares of which its treasury stock is composed to the coverage of the Plan, or may employ other appropriate financial instruments as determined by the Company. The delivery of the shares shall be effected either by the Company itself or by a third party in accordance with the coverage systems adopted by the Board of Directors, subsequent to compliance with any legal requirements that may be applicable under the coverage system adopted.

- Term: The Plan's validity will be extended from January 1, 2017 to (i) the moment in which the beneficiaries have exercised the options granted, or (ii) during the period of ten years as of the effective date, whichever falls sooner.

To authorize the Board of Directors, with express powers of substitution in favour of the Appointments and Remuneration Committee, for the application, implementation and development of these agreements, including the establishment of anti-dilution rules that permit the adaptation of this options system in order to retain their value in the event of a change in the Company's share capital. The Board of Directors is also authorised, to the full extent permissible in law, to adopt the agreements necessary to comply with the obligations derived from this options system in the manner most appropriate for the interests of the Company.

FOURTH - Amendments to Bylaws. Delegation of powers.

4.1. Amendment of Article 40 of the Company Bylaws.

4.2. Amendment of Article 41 of the Company Bylaws.

- 4.1. Subsequent to the mandatory report issued by the Board of Directors, to approve the amendment of Article 40 of the Bylaws, and, consequently, to redraft the mentioned article, that henceforth will be worded as follows:

"Article 40 - DISTRIBUTION OF PROFITS

The General Shareholders Meeting is to resolve, in the manner permitted under Law, the distribution of the profit from the previous fiscal year, as determined by the approved balance sheet.

Dividends may only be distributed against profit from the year or against unrestricted reserves when the legally-established requisites are met and in the conditions established by Law.

The legal reserve must be integrated into the resources to the percentage established under Law.

The distribution, if agreed, of the profit in the form of dividends is to be carried out in proportion to each shareholder's paid-in capital.

The dividend distribution agreement adopted by the General Shareholders Meeting must indicate the day as of which the payment must be verified and the form in which it is to be effected.

The General Shareholders Meeting may decide to distribute dividends, wholly or partly, in kind, provided that the assets or securities to be distributed are homogeneous and sufficiently liquid or susceptible to liquidation, assuming, in all cases, that the former condition is applicable in the case of securities admitted or which have been admitted to trading on a regulated market."

- 4.2. Subsequent to the mandatory report issued by the Board of Directors, to approve the amendment of Article 41 of the Bylaws, and, consequently, to redraft the mentioned article, that henceforth will be worded as follows:

“Article 41 - INTERIM DIVIDENDS

The distribution of interim dividends to shareholders may be agreed by the General Shareholders Meeting or by the Company’s Board of Directors, in compliance with the requisites established under law.

The dividend distribution agreement adopted by the General Shareholders Meeting or, when applicable, the Board of Directors, must indicate the day as of which the payment must be verified and the form in which it is to be effected.

The interim dividends may be fully or partially satisfied in kind, providing the assets or the securities distributed comply with the conditions established under Article 40 of these Bylaws.”

To empower and, if necessary, delegate to the Board of Directors, to the full extent as required by law and with express powers of substitution to the Chair, the CEO, any of the Directors, and the non-executive Secretary, in order that they, jointly and severally, proceed with the notarization of these agreements, where necessary, signing such public and/or private documents as necessary or useful, granting all public deeds necessary and undertaking all procedures necessary for their registration in the corresponding public Registers, including all acts or documents of ratification, extension, clarification, correction or complementarity deemed necessary.

FIFTH - Reduction of the Company’s share capital by the amount of 94,821,330.00 Euros for the purpose of establishing a voluntary reserve, by reducing the par value of all shares representing the Company’s share capital by 1.50 Euros, with the par value per share being established at 0.50 Euros, based on the balance of the year-ended on December 31, 2015. The consequent amendment of Article 5 of the Company Bylaws. Delegation of powers to the Board of Directors.

To approve the capital reduction with the objective of creating the Company’s voluntary reserve, under the terms and conditions set out below.

I. Capital reduction

To reduce the Company’s share capital, currently established at 126,428,440.00 Euros, by 94,821,330.00 Euros, resulting in a final share capital of 31,607,110.00 Euros. The objective of this reduction is the creation of the Company’s voluntary reserve.

The capital reduction is implemented by reducing the par value of all the shares representing the Company’s share capital, currently set at 2.00 Euros, to 0.50 Euros per share; i.e., the par

value of each share is reduced by 1.50 Euros. The capital reduction applies equally to all shares, with no difference in treatment between them.

As a result of the capital reduction, a volunteer reserve available for an amount of 94,821,330.00 Euros is established, and as such the Company's creditors shall have the right of opposition provided for in Articles 334 and 336 of the Corporate Enterprises Act.

For the purposes of the provisions of Article 323 of the Corporate Enterprises Act, it is made known that the Company's balance sheet which is the basis for the adoption of this agreement corresponds to the financial statements closed on December 31 2015, verified by the Company's accounts auditor, KPMG Auditors, SL, and which was approved by the General Shareholders Meeting under the First item, section 1.1, of the Agenda.

II. Amendment of the Article 5 relative to the share capital

To amend Article 5 of the Bylaws, and, consequently, to redraft the mentioned article, that henceforth will be worded as follows:

"Article 5 - SHARE CAPITAL AND SHARES

The share capital is THIRTY MILLION SIX HUNDRED AND SEVEN THOUSAND ONE HUNDRED AND TEN EUROS (€31,607,110.00), represented by sixty three thousand, two hundred and fourteen thousand, two hundred and twenty two (3,214,220) ordinary shares with a par value of fifty cents (€0.50) each, numbered consecutively from 1 to 63,214,220, inclusive, all subscribed and paid-in.

The General Shareholders Meeting may delegate to the Company's Board of Directors the power to agree, on one or various occasions, share capital increases up to a determined amount, when and to the degree determined by the Board, without the need for prior approval from the General Shareholders Meeting. Under no circumstances may these increases be superior to half the share capital on the authorization date, and they must be effected by means of cash contributions within a maximum of five years as of the Shareholders Meeting agreement.

III. Delegation of powers

Notwithstanding the delegations of specific powers contained in other items of the General Shareholders Meeting Agenda, the Board of Directors is empowered, to the full extent as required by law and with express powers of substitution to the Chair, the CEO, any of the Directors, and the non-executive Secretary, in order that they jointly and severally, implement this agreement, and specifically, by means of indication but with limitation:

- (i) To extend and develop this agreement, establishing the terms and conditions of the reduction in all matters not covered herein.
- (ii) Undertake all acts necessary in order to meet the requirements of the Corporate Enterprises Act, Law 24/1988, of July 28, on the Securities Market, Royal Decree 116/1992

of February 14, on representation of securities by book entries and the clearing and settlement of securities transactions, and other applicable regulations, including the publication of any corresponding mandatory announcements.

- (iii) To undertake on behalf of the Company any action, statement or intervention required before the National Securities Market Commission (CNMV), Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), the Stock Market Governing Bodies, the Securities Clearing and Settlement Service, and any other body or entity, public or private, Spanish or foreign, in relation to the capital reduction under this Agreement and, in particular, in order that, with effect from the beginning of the trading session as it may determine, subsequent to the granting of the capital reduction deed and its registration in the Companies Register, there is a technical delisting of the Company's current 63,214 shares of 2.00 euros par value each, and the simultaneous admission to trading of the same number of shares of 0.50 euros 0.50 par value each in the Madrid, Barcelona, Bilbao and Valencia stock markets through the SIBE.
- (iv) To amend the article of the Company's bylaws relative to the share capital, adapting it to the new capital.
- (v) To draft and publish such notices as are necessary or appropriate in relation with this capital reduction.
- (vi) To grant on behalf of the Company any public or private document necessary or appropriate for the capital reduction and, in general, to undertake all procedural steps necessary to fully implement this agreement and the effective capital reduction.
- (vii) To correct, clarify, interpret, specify or supplement the resolutions adopted by the General Shareholders Meeting, or those arising from any deeds or documents granted in execution of the same and, in particular, any defects, omissions or errors, in content or in form, that prevent the registration of the agreements and their consequences in the Companies Register, the official registers of the *CNMV*, or in any others.
- (viii) In general, undertake all necessary or appropriate actions for the successful completion of the capital reduction.

SIXTH - Authorisation to the Board of Directors to increase the Company's share capital up to a maximum of 40% of the subscribed share capital, in one or several times, and at any time, within a maximum period of 5 years, by means of monetary contributions, with the express authority to approve, where applicable, the exclusion of preferential subscription rights up to a limit of 20% of the share capital.

To delegate to the Board of Directors, in accordance with the provisions of Article 297.1.b) of the Corporate Enterprises Act, the power to increase, in one or more occasions, the Company's capital by a maximum amount of 40% of the share capital at the date of this authorization, taking into account for this purpose the implementation of the capital reduction agreed, where applicable, in the previous Fifth item of the General Shareholders Meeting Agenda, i.e., up the amount of 12,642,844.00 Euros.

The share capital increase or increases which, when applicable, are agreed must be implemented within a maximum period of five years as of today.

Such capital increase or capital increases may be carried out with or without a premium on shares, either by an increase in the par value of the existing shares with the legal requisites, by issuing new ordinary or preferential shares, with or without voting rights, or redeemable shares, or any other type permitted by law, or several forms at once, with the consideration for the new shares or the increase in the par value of the existing shares consisting of cash contributions.

Furthermore, to authorise the Board of Directors in order that, in all matters which are not covered by the corresponding provisions, it may establish the terms and conditions of the capital increase(s) and the characteristics of the shares, as well as to freely offer the new, unsubscribed shares within the period or periods determined for the exercise of the preferential subscription right. The Board of Directors may also establish that, in the event of an incomplete subscription, the capital will be increased only by the amount of the subscriptions effected, and amend the corresponding article of the Bylaws relative to the share capital and the number of shares.

By virtue of this authorization, the Board of Directors is empowered to request the admission to trading on official secondary markets of any shares issued by virtue of such authorization, and to comply with any formalities and perform any actions necessary for the obtain such admission to trading before the responsible bodies of the various security markets.

The Board of Directors is expressly empowered to exclude, in whole or in part, the preferential subscription right up to a maximum nominal amount, jointly, equal to 20% of the share capital in relation to all or any of the issuances which it agrees to implement pursuant to this authorization, under the provisions of Article 506 of the Corporate Enterprises Act.

In all circumstances, should the Board decide to cancel the pre-emptive subscription right relating to one or all of the mentioned capital increases, it is to issue, simultaneous to the approval of the corresponding capital increase resolution, a report detailing specific reasons of corporate interest that support such a measure, which shall be the subject of a correlative report

issued by an independent expert other than the auditor. Such reports are to be made available to shareholders and notified to the first General Shareholders Meeting held after the issue resolution.

The Board of Directors is also authorized to delegate to the director or directors it deems appropriate the powers conferred under this agreement as provided for in Article 249.bis 1) of the Corporate Enterprises Act.

The agreement is adopted to authorize, to the full extent possible under law, the Board of Directors, with powers of substitution in any of the Directors, in order that, jointly and severally, that they may implement any actions necessary, and grant and formalize such public and private documents and contracts necessary or appropriate for the full implementation of the previous agreements in any of their aspects and content and, in particular, to correct, clarify, interpret, complete, specify the resolutions adopted; similarly, to correct any defects, omissions or errors that may be appreciated in the verbal or written qualification of the Companies Registry, in the broadest possible terms.

It is placed on record that the corresponding directors' report justifying the proposal for delegation relative to the share capital increase has been placed at the disposal of the Shareholders.

SEVENTH - Authorisation of the Board of Directors, with express powers of substitution, to carry out the derivative acquisition of treasury stock, either directly or via subsidiaries, with the limits and requirements established in the Corporate Enterprises Act, thus superseding the authorisation granted in the General Shareholders Meeting of June 11, 2015.

To expressly authorize the delegation to the Board of Directors, in the broadest terms possible, with express powers of substitution, of the power to acquire treasury stock, with the limits and requirements established by the Corporate Enterprises Act, should the Board of Directors consider such a measure opportune.

This Authorization is subject to the following terms and conditions:

- (i) *Purchaser:* the Company, either directly or indirectly through its subsidiaries; in both cases, subject to the same terms and conditions provided in this authorization.
- (ii) *Object or purpose:* the shares acquired as a result of this authorization may be destined to:
 - (a) Their disposal or amortization;
 - (b) The application of the remuneration systems provided for in Article 146.1.a), of the Corporate Enterprises Act; and

- (c) Develop programs to encourage participation in the Company's share capital, including, where applicable, dividend reinvestment plans, loyalty bonds or similar instruments.
- (iii) *Acquisition modes:* by purchase, by any other act "inter vivos" for consideration, or any other form permitted by law.
- (iv) *Maximum number of shares to be acquired:* acquisitions covered by this authorization may be effected at any time, on one or more occasions, up to the maximum amount permitted under the applicable legislation. As a result of the acquisition of shares, including those that the Company or the person acting on their own name but on behalf of the Company has previously acquired and held in the portfolio, the resulting equity cannot be reduced below the amount of the share capital plus the legal or statutory reserves.
- (v) *Minimum and maximum exchange value:* the acquisition of treasury shares must always be effected within the limits specified for this purpose, with the minimum acquisition exchange value being equivalent to the par value of the share, and the maximum acquisition exchange value being six Euros per share. Notwithstanding the above, the acquisitions delegated by the General Shareholders Meeting to the Board of Directors under this agreement will have the following exceptions: (i) The acquisitions may not be carried out at an exchange value superior to the trading value on the acquisition date nor inferior to the share's par value, (ii) as an exception to the above, the Board may decide on acquisitions at a higher exchange value than the maximum acquisition exchange value as a result of changes in the nominal value or market value of the share; in such cases, the Board may adjust the acquisition exchange value to the corresponding effective market value in accordance with the change in the nominal value of the Company's shares.
- (vi) *Term:* three years as of the date of adoption of this corporate resolution.
- (vii) *Revocation:* this authorization revokes and supersedes, in the unused amount, the authorization for the derivative acquisition of treasury shares granted to the Board of Directors by the Company's General Shareholders Meeting of June 11, 2015.

To authorize the Board of Directors, in the broadest terms, that it may implement the authorization under this resolution for its full implementation and development. These powers may be delegated, jointly and severally, in favour of any of the members of the Board of Directors, to the extent deemed appropriate.

EIGHTH - 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 Extraordinary 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.

NINTH - 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 Despi (Barcelona), on May 18, 2016.

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

The non-executive Secretary
Adolf Rousaud Viñas