

Mr. Iñigo de la Lastra
Head of Secondary Markets
CNMV
Edison 4
28006 Madrid

Valencia (Spain), September 22, 2014

RELEVANT FACT

Dear Sir,

In accordance with Article 82 of Law 24/1988, 28th July, relative to the regulation of the stock market and related provisions, we hereby inform you that on September 12, 2014, the Board of Directors of Natraceutical, SA, approved the following convening of the Shareholders General Meeting:

By agreement of the Company's Board of Directors reached during the Board Meeting held on 12 September 2014, the shareholders of Natraceutical (also hereinafter the "**Company**") are called to attend the Company's Extraordinary General Shareholders Meeting to be held, on first call, on October 24, 2014 at 12 o'clock or, on second call, on 25th October 2014 at the same time, in the Valencia Stock Exchange, Calle Libreros 2 and 4 (Valencia), to discuss the following

AGENDA

- First. Approval, if applicable, of the balance dated December 31, 2013, audited by PriceWaterhouse Coopers Auditores, SL, and approved by the Ordinary General Shareholders Meeting on June 30, 2014, as the merger balance.
- Second. Approval, if applicable, of the common terms of the merger through the acquisition of Laboratorio Reig Jofre, SA, by Natraceutical, SA, approved by the Boards of both companies at the meeting held on June 26th, 2014.
- Third. Approval, if applicable, of the merger through the acquisition of Laboratorio Reig Jofre, SA, by Natraceutical, SA, subject to Laboratorio Reig Jofre, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27

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July, on Securities Takeover Bids. Registration of the Board of Directors report on the changes in equity assets and liabilities produced in Laboratorio Reig Jofre SA, and Natraceutical SA, as of the date of the drafting of the above-mentioned merger terms.

- Fourth. Approval, if applicable, of the capital increase contemplated in the above-mentioned merger terms and, if applicable, the corresponding modification of Article 5 of the Corporate Bylaws relative to the share capital and shares, subject to Laboratorio Reig Jofre, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27 July, on Securities Takeover Bids.
- Fifth. Approval, if applicable, of the application for admission to trading of the new shares on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges via Interconnection Trading System (Continuous Market), subject to Laboratorio Reig Jofre, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27 July, on Securities Takeover Bids. Instruction, if applicable, to the Board of Directors to proceed with the completion of the steps necessary for this purpose.
- Sixth. Amendment, if applicable, of Article 1 of the Corporate Bylaws relative to the name and legal status, subject to Laboratorio Reig Jofre, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27 July, on Securities Takeover Bids.
- Seventh. Amendment, if applicable, of Article 2 of the Corporate Bylaws relative to the corporate purpose, subject to Laboratorio Reig Jofre, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27 July, on Securities Takeover Bids.
- Eighth. Amendment, if applicable, of Article 4 of the Corporate Bylaws relative to the registered offices, subject to Laboratorio Reig Jofre, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27 July, on Securities Takeover Bids.

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- Ninth. Amendment, if applicable, of the revised Bylaws, subject to Laboratorio Reig Jofre, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27 July, on Securities Takeover Bids.
- Tenth. Submission of the Merger, if applicable, to the special tax regime under Chapter VIII of Title VII and the Second Additional Provision of the revised Company Tax Law approved by Legislative Royal Decree 4/2004 of 5 March.
- Eleventh. Removal, resignation, re-election and/or appointment, if applicable, of directors. Establishment of the number of members of the Board of Directors in nine. The effectiveness of this resolution is subject to the registration in the Mercantile Register of the merger between Laboratorio Reig Jofre, SA and Natraceutical, SA
- Twelfth. Removal and appointment of auditors. The effectiveness of this resolution is subject to the registration in the Mercantile Register of the merger between Laboratorio Reig Jofre, SA and Natraceutical, SA
- Thirteenth. Other business.
- Fourteenth. Delegation of powers.

Under Articles 39.1 and 40.2 of the Law on Structural Modifications of Commercial Companies, in relation with the merger to be subject to the approval of the Company's General Shareholders Meeting, it is noted that on 22nd September 2014, the following documents were inserted into the Company's website and made available for downloading and printing:

1. The common terms of the merger by acquisition of "Laboratorio Reig Jofre, SA" (the "**Acquired Company**") and "Natraceutical, SA" (the "**Acquiring Company**").
2. The report of the directors of the Acquiring Company and the Acquired Company on the common terms of merger, as well as the capital increase and the amendment to the bylaws that are reflected in the mentioned terms.
3. The independent expert's report on the common terms of merger.
4. The financial statements and management reports corresponding to the last three years, as well as the reports of the auditors of the companies in which they were legally required.
5. The merger balance of each of the participating companies, accompanied by the corresponding audit report.

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6. The current bylaws of the companies participating in the merger.
7. The full text of the Acquiring Company's bylaws which, if applicable, will be applicable upon the completion of the merger, including any amendments to be introduced to the same.
8. The identity of the directors of the companies participating in the merger and the dates on which they occupied their positions, together with the same information relative to those who are to be nominated as directors as a result of the merger.

Likewise, and also in application of Article 40.2 of the Law on Structural Modifications of Commercial Companies, the minimum information on the aforementioned common merger terms, as well as any other relevant particulars, is to be noted:

(A) Participating companies:

- **Acquiring company:** NATRACEUTICAL, SA, a Spanish company; with registered offices in Valencia, Paseo de Ruzafa numbers 9-11; holder of Tax Identification Code (*CIF*) number A-96184882; and registered in the Valencia Companies Registry in Volume 5.158, Sheet 116, Leaf V-28.554.

Once the Acquiring Company has absorbed the Acquired Company: (i) its name will become "LABORATORIO REIG JOFRE, SA" and (ii) its registered office will become Sant Joan Despi (Barcelona), Calle Gran Capità number 10, and as such it will be registered in the Barcelona Companies Registry, with the corresponding changes in its registry data.

- **Acquired company:** LABORATORIO REIG JOFRE, S.A., a Spanish company, with registered offices in Sant Joan Despi (Barcelona), Calle Gran Capità number 10; holder of Tax Identification Code (*CIF*) number A-08259111; and registered in the Barcelona Companies Registry, Volume 43191, Sheet 98, Leaf B-69.118.

(B) Exchange rate applicable to the merger:

The Acquiring Company will absorb the Acquired Company, attributing to the sole shareholder of the latter the totality of the new shares issued by the Acquiring Company as part of the proposed merger.

Accordingly, the exchange ratio will be 935,570,462 shares of the Acquiring Company, with a par value of 0.10 Euros each, for 411 shares of the Acquired Company, with par value of 7,212.15 Euros each and which are currently held in the possession of the Acquired Company's sole shareholder. The exchange ratio has been determined taking into account the dividend of € 800,000 pending distribution by the Acquired Company.

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The Company and LABORATORIO REIG JOFRE, SA shall refrain from any action or entering into any contract that might compromise the adoption of the aforementioned common merger terms or substantially modify the exchange ratio of the shares, with the exception of the payment of the above-mentioned pending dividend by the Acquired Company, which has already been taken into account in determining the exchange ratio mentioned in the previous paragraph.

In order to implement the above-mentioned exchange, the Acquired Company will issue, in favour of the sole shareholder of the Acquiring Company, 935,570,462 ordinary shares, of the par value, class and series as those already in existence. For the record, there shall be no preferential rights in favour of the Acquiring Company's current shareholders, pursuant to the provisions of Article 304 of the Corporate Enterprises Act.

No additional cash compensation is to be delivered to the sole shareholder of the Acquired Company.

Following the approval of the merger by the General Shareholders Meetings of the Acquiring Company and the Acquired Company, and subsequent to the registration of the merger deed in the Companies Registries of Valencia and Barcelona, 411 shares of the Acquired Company are to be exchanged for 935,573. 462 shares newly issued by the Company, by means of the presentation of physical titles or, when applicable, of the provisional certificates representing the shares of the Acquired Company, as well as the deeds evidencing ownership of the above-mentioned shares, before the IBERCLEAR entity which is designated for the purpose by the Acquiring Company.

The above-mentioned participating entity, acting as an agent, will receive the physical titles or, when applicable, the provisional certificates and documents demonstrating the ownership of the shares of the Acquired Company, and perform all other exchange operations relative to the allocation the corresponding shares newly-issued by the Acquiring Company, in accordance with the provisions of applicable law.

As a consequence of the merger, the shares of the Acquired Company will be cancelled.

- (C) The nominal value of the new shares and the total of the issue premium relative to the same shall be fully paid by means of the contribution of the assets of the Acquired Company effected by the Acquiring Company as a consequence of the merger.
- (D) Condition precedent:

The agreements relating to the approval of the merger and the amendments to the bylaws that are to be proposed to the General Shareholders Meeting shall be subject to LABORATORIO REIG JOFRE, SA's sole shareholder, the company Reig Jofre Investments SL, obtaining exemption from the National Securities Market Commission ("CNMV") from

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the obligation to formulate a Takeover Bid, under Article 8 g) of Royal Decree 1066/2007 of 27 July, on Securities Takeover Bids ("**Condition Precedent**").

- (E) There are no contributions of an industrial nature or ancillary services in the participating companies, and as such there is no requirement to grant compensation for such concepts.
- (F) Within the companies participating in the merger operation there are no special rights or holders of securities other than those representing the share capital, nor is the granting of any rights or options contemplated.
- (G) No benefit of any kind will be granted in favour of the independent experts who are to intervene in the proposed merger operation or in favour of the directors of the companies involved in the proposed merger.
- (H) The shares of the Acquiring Company issued as a result of above-mentioned capital increase and attributed to the shareholder of the Acquired Company will grant the right to participate in the Acquired Company's corporate profits as of the date of the granting of the corresponding deed by means of which the corresponding corporate agreements relative to the merger are to be published, which is to take place once the Condition Precedent has been met.
- (I) It is expressly stated that the assets and liabilities transferred by the Acquired Company to the Acquiring Company are valued in accordance with the standards contained in the General Accounting Plan.
- (J) The merger Balances of the Acquiring Company and the Acquired Company are dated December 31, 2013 and April 31, 2014, respectively. The operations performed by the Acquired Company shall, for accounting purposes, be deemed to have been undertaken by the Acquiring Company on the date of registration of the Merger.
- (K) In the event of the approval of the merger and compliance with the Condition Precedent, the Acquiring Company's bylaws will be amended for the purpose of: (i) changing its name, which will become that of the Acquired Company, (ii) changing its registered offices, which shall become that of the Acquired Company, (iii) changing its corporate purpose and (iv) reflecting the Acquiring Company's new share capital resulting from the merger process. To this end, it will be necessary to amend the following articles of the Acquiring Company's bylaws, which will be redrafted in the following manner:

Article 1.- COMPANY NAME AND LEGAL REGIME

The name of the company will be LABORATORIO REIG JOFRE, S.A.

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It will be a Spanish company and it will be governed by these bylaws, the Corporate Enterprises Act and any other applicable legal provisions.

Article 2.- CORPORATE PURPOSE

The Company's corporate purpose is as follows:

1) The preparation and research of active ingredients and nutraceutical ingredients from natural sources, specifically aimed at disease prevention or for use as nutritional supplements incorporated into products of daily consumption (functional foods). The obtaining of patents for such products and their benefits following their validation, for the subsequent cession of their use and commercialization to third parties.

2) The preparation of chemical and food products based on vegetable products by physical and chemical means, as well as the commercialization, importation, exportation and, in general, all types of intermediation in the manufacture and commercialization of the same, their extracts or derivatives, as well as the operation of agricultural plantations and tropical products related to the above-mentioned activities.

3) The manufacture, purchase and sale, research, development, innovation and registration, both nationally and internationally, of raw materials, pharmaceuticals, biotechnology products, nutritional supplements, health products, medical devices, cosmetics, pharmacy, food and other products related directly or indirectly to health, cosmetics and/or human or animal consumption.

4) The above-mentioned activities, together with any other activities that are complementary to those which fall within the corporate purpose, may be undertaken by the Company, in whole or in part, directly and indirectly, through the ownership of shares in companies or interests in companies or entities with identical or similar corporate purposes, as well as through the transfer of rights, licensing and/or authorizations of any kind.

Article 4.- REGISTERED OFFICES

The company's registered offices are located in the town of Sant Joan Despí (Barcelona), Calle Gran Capità, number 10.

The Board of Directors may, without the prior approval of the General Shareholders Meeting, change the registered offices to another location within the same municipality, complying with the requisites established in the applicable legislation.

Similarly, the Board of Directors may create, transfer or suppress the Company's agencies, branches, delegations and representations as it considers convenient, both within Spain and abroad.

Article 5.- SHARE CAPITAL AND SHARES

The share capital is ONE HUNDRED AND TWENTY SIX MILLION FOUR HUNDRED AND TWENTY-EIGHT THOUSAND FOUR HUNDRED AND FORTY EUROS AND EIGHTY CENTS (€ 126,428,440.80), represented by one billion two hundred and sixty-four million two hundred and eighty-four thousand four hundred and eight (1,264,284,408) ordinary shares with a par value of ten cents each, numbered consecutively from 1 to 1,264,284,408, 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.

- (L) Under Article 44 of the Statute of Workers Rights, the merger will determine the transfer to the Acquiring Company of all the employment relationships held by the Acquired Company, in the concept of business succession, and the Acquiring Company will assume the labour rights and obligations relative to the Acquired Company's employees.

The legal representatives of the employees shall be notified of the merger in accordance with the obligations inherent to the existing legislation. The legal representatives will be offered the possibility of the preparation of a report on the merger terms, as will the pertinent public authorities, and particularly the General Treasury of the Social Security.

It is not anticipated that the merger will have a direct impact on employment. It is noted that the merger will have no impact on the gender balance within the board of directors of the Acquiring Company.

- (M) Likewise, this merger has no impact from the point of view of the social responsibility of the companies participating in the merger.
- (N) The planned merger will be subject to the special regime for mergers, divisions, transfers of assets, exchanges of securities and changes in registered offices of European Companies or European Cooperative Companies from one European Member State to another (the "neutral tax regime"), under Chapter VIII of Title VII of Legislative Royal Decree 4/2004, of 5 March, approving the Consolidated Text of the Corporate Tax Law.
- (O) The dates of the financial statements of the companies involved in the proposed merger operation, as well as the merger balances employed to establish the conditions under which the merger will take place, were closed on December 31, 2013 for the Acquiring

Company, and April 30, 2014 for the Acquired Company, and have been duly audited by each Company's auditors.

SUPPLEMENT TO THE CALL

Under Article 519.1 of the Corporate Enterprise Act and Article 5 of the Board Regulation, shareholders representing at least five percent of the share capital may request the publication of a supplement to the General Shareholders Meeting call, including one or more agenda items. This right must be exercised by means of a certified notification, addressed to the Secretary of the Board of Directors, to be received at the registered office within five days as of the publication of this call. The written notification shall include the name or corporate name of the requesting shareholder, and is to be accompanied by the appropriate documentation (copy of the attendance card or validation certificate), attesting to the applicant's status as a shareholder. The supplement to the call must be published at least fifteen days prior to the date established for the celebration of the Meeting on first call.

RIGHT TO ATTEND AND REMOTE VOTING

Under Article 17 of the Bylaws and Article 10 of the Board Regulations, all shareholders who have registered their shares in the corresponding accounting register at least five (5) days prior to the date indicated for the meeting and who are in possession of the corresponding attendance card will have the right to attend the General Meeting. Those Shareholders with the right to attend may be represented at the Meeting by another person. Such representation is to be indicated either in the card issued by the custodians of their shares or in another document, specifically issued for the Meeting in question.

Similarly, under the provisions of Article 17 of the Board Regulation, shareholders may cast their votes on proposals relative to the items included in the agenda of the General Shareholders Meeting by post, sending the Company the attendance and voting card duly signed and completed, which must be received by the Company at least five days prior to the date scheduled for the celebration of the Meeting on first call. Shareholders who cast their votes remotely will be considered present for the purpose of the constitution of the Meeting.

INFORMATION

For the purposes of compliance with the provisions of the above-mentioned Laws, it is noted that any shareholder or workers representative may examine at the registered offices and obtain from the company, immediately and free of charge, the documents to be submitted for approval by the same, and request the delivery or dispatch, free of charge, of such documents, and specifically: (i) the full text of the agreements to be proposed to the General Shareholders Meeting; (ii) all the above-mentioned documents relative to the merger that are to be subject to the approval of the General Shareholders Meeting. Similarly, this information may be consulted and downloaded from the company website (www.natraceuticalgroup.com).

Until the seventh day prior to the date established for the celebration of the General Shareholders Meeting, shareholders forward ask questions and request information and clarifications regarding the items on the agenda and submit proposed agreements on the same . The email account info@natraceuticalgroup.com (with "General Shareholders Meeting" to be included in the subject) and the telephone 935848185 have been activated for the purpose of facilitating or clarifying any information relating to this Meeting.

Additionally, and under current regulations, shareholders are informed that an Electronic Shareholders Forum has been enabled in the corporate website (www.natraceuticalgroup.com), to be used in accordance with the corresponding legally established purpose and the operating guarantees and rules established by the Company. The Forum may be accessed by duly-identified shareholders and shareholder groups.

ATTENDANCE OF NOTARY

The Shareholders are informed that, in order to facilitate the preparation of the Meeting's minutes, the Board of Directors has agreed to request the presence of a notary during the General Shareholders Meeting. The notary will be charged with issuing the corresponding notarial act of the Meeting, under Article 203 of the Corporate Enterprises Act.

PROTECTION OF PERSONAL DATA

The personal data that shareholders provide to the Company (in order to exercise or delegate their rights of information, attendance and voting during the General Shareholders Meeting), or which are provided by the banks and investment service companies in which shareholders have deposited or to which they have entrusted their shares, as well as any entities which, under the stock market regulations, are required to maintain records of represented securities by means of book entries, will be processed by the Company in order to manage the development, compliance and control of the existing shareholding relationship (including, but not limited to, the calling and holding of the Company's General Shareholders Meeting). To these effects, the data will be included in files held under the responsibility of the Company.

The owner of the data shall, at all times and whenever legally appropriate, have the right to access, rectify, oppose and cancel the data collected by the Company. Such rights may be exercised, in the terms and in compliance with the requirements in force under the current legislation, by writing to the Company, Valencia, Paseo de Ruzafa, No. 9, door 11.

In the event a shareholder including personal data relative to other people in an attendance card, proxy or remote voting documentation, the shareholder must inform such persons of the extent of the content of the previous paragraphs and comply with any other requirements that may be applicable for the correct transfer of the personal data to the Company, without the Company having the responsibility to take any additional action.

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Valencia, September 22, 2014. The Secretary of the Board of Directors. María José Busutil Santos.

Yours faithfully,

M^a José Busutil Santos
Secretary of the Board of Directors
NATRACEUTICAL, S.A.