

General Manager of Secondary Markets  
CNMV  
Edison, 4  
28006 Madrid

Barcelona, May 11, 2015

## RELEVANT FACT

Dear Sir,

In accordance with Law 24/1988, 28th July, relative to the regulation of the stock market and related provisions, LABORATORIO REIG JOFRE SA ("Reig Jofre" or "the Company"), formerly NATRACEUTICAL SA informs that on April 29, 2015, the Board of Directors of the Company approved the convening of the Ordinary and Extraordinary General Shareholders' Meeting with the call attached hereafter. The Meeting will take place at first call next June 11, 2015 at 12:00 hours and at second call on June 12, 2015, at the same place and time, in Sant Joan Despi (Barcelona), at Merce Rodoreda Theater, Carrer Major, 60.

The agenda to be discussed at the General Shareholders' Meeting is attached hereto and the Company informs about the following:

- The Shareholders' Meeting will take place, presumably, at first call, on June 11, 2015.
- In order to facilitate the attendance of shareholders, the Company will provide a cost-free shuttle bus to Sant Joan Despi, which will have its starting point at HOTEL PRINCESA SOFIA (Pl. Pius XII, 4). Please book your seat through the Investor Relations Department, at +34 93 584 81 85 or through [investors@reigjofre.com](mailto:investors@reigjofre.com)
- After the Shareholders' Meeting, a cocktail will be served with the attendance of the new Board of Directors following the merger between Natraceutical and Laboratorio Reig Jofre and members of the management team.

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## **"Call for Ordinary and Extraordinary General Shareholders Meeting**

Sant Joan Despí (Barcelona), 11th May 2015

"By agreement of the Board of Directors of **LABORATORIO REIG JOFRE, S.A.** ("**Reig Jofre**" or the "**Company**"), the Company's shareholders are called to attend the Company's Ordinary and Extraordinary General Shareholders Meeting, to be held, in principal on first call, on June 11, 2015, at 12.00 h, and on second call on June 12, 2015 in the same location and at the same time **(1)**, in Sant Joan Despí, Teatre Mercè Rodoreda, Carrer Major 60, to discuss the following

### **AGENDA**

- 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 2014.
  - 1.2. Review and approval, where applicable, of the Company's individual management report for 2014.
  - 1.3. Review and approval, where applicable, of the consolidated financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and report) for 2014 of the Company and its subsidiaries.
  - 1.4. Review and approval, where applicable, of the consolidated management report corresponding to 2014 of the Company and its subsidiaries.
  - 1.5. Approval of the proposed appropriation of earnings.
  - 1.6. Approval of corporate management during 2014.
- Second - 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 30 June 2014.
- Third - Submission to vote, in a consultive capacity, of the Annual Report on the Remuneration of the Directors of Laboratorio Reig Jofre, S.A.
- Fourth - Approval of the Directors' remuneration policy, including the establishment of the maximum annual amount of remuneration for the Directors in this capacity and the remuneration of the Executive Directors.



Fifth - Amendments to Bylaws.

5.1 Modification of the Bylaws to adapt their content to the latest amendments to the Corporate Enterprises Act and incorporate best practices in corporate governance:

5.1.1. Amendment of Chapter I (Company Name, Purpose, Duration and Registered Office): Articles 2, 3 and 4.

5.1.1.1. Article 2.

5.1.1.2. Article 3.

5.1.1.3. Article 4.

5.1.2. Amendment of Chapter II (Share Capital, Shares, Rights and Obligations of Shareholders): Articles 6, 9 and 10.

5.1.2.1. Article 6.

5.1.2.2. Article 9.

5.1.2.3. Article 10.

5.1.3. Amendment of Chapter IV (General Shareholders' Meeting): Articles 14, 15, 19, 20, 21 and 24.

5.1.3.1. Article 14.

5.1.3.2. Article 15.

5.1.3.3. Article 19.

5.1.3.4. Article 20.

5.1.3.5. Article 21.

5.1.3.6. Article 24.

5.1.4. Amendment of Chapter V (Board of Directors): Articles 25, 26, 27, 28, 29, 30, 32, 33, 34, 35, 36, 36 bis, 36 ter.

5.1.4.1. Article 25.

5.1.4.2. Article 26.

5.1.4.3. Article 27.

5.1.4.4. Article 28.

5.1.4.5. Article 29.

5.1.4.6. Article 30.

5.1.4.7. Article 32.

5.1.4.8. Article 33.

5.1.4.9. Article 34.

5.1.4.10. Article 35.

5.1.4.11. Article 36.

5.1.4.12. Article 36 bis.

5.1.4.13. Article 36 ter.

5.2 Approval of the consolidated text of the Bylaws.



- Sixth - 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.
- Seventh - Amendment of the General Shareholders Meeting Regulations to adapt their content to the latest amendments to the Corporate Enterprises Act and incorporate best practices in corporate governance, and approval of the consolidated text.
- Eighth - Report to the Meeting on the amendments approved by the Board of Directors to the Board of Directors Regulation.
- Ninth - Approval of reverse split affecting the totality of the Company shares. Reverse split and cancellation of the 1,264,284,408 currently outstanding shares, for their exchange for new shares to be issued, at a ratio of one new share for every twenty existing shares, resulting in a maximum of 63,214,221 shares of two Euros (2 €) par value and delegation to the Board of Directors.
  - 9.1 Reverse split and cancellation of the 1,264,284,408 currently outstanding shares, for their exchange for new shares to be issued, at a ratio of one new share for every twenty existing shares, resulting in a maximum of 63,214,221 shares of two Euros (2 €) par value.
  - 9.2. Request for admission for trading.
  - 9.3. Delegation of powers to the Board of Directors.
  - 9.4. Amendment of the fifth article of the Bylaws.
- Tenth - Delegation of powers for the development, documentation and enforcement of the agreements adopted by the General Shareholders Meeting.
- Eleventh - Other business.
- Twelfth - Reading and, if appropriate, approval of the minutes of the General Meeting by any of the legally established procedures.

**Right to request the publication of a supplement to the call and to submit proposed resolutions**

Under Article 519 of the Corporate Enterprises Act, shareholders representing at least three percent of the share capital, or three percent of the shares with voting rights,



may request the publication of a supplement to the General Shareholders Meeting call, including one or more agenda items, providing that the new items are accompanied by a justification or, where applicable, a justified agreement proposal. This right shall be exercised by means of a certified notification to be received in the registered offices within the five days subsequent to the publication of this call. Shareholders representing at least three percent of the share capital or three percent of the voting shares may, within the period noted above, submit proposals for resolutions on matters already included or to be included in the agenda of the Meeting called.

### **Right to information**

As of the date of publication of this notice, shareholders may examine, at the registered office, and request the free delivery (including by e-mail with confirmation of reception if so accepted by the shareholder) of:

1. The full text of this call for the Ordinary General Shareholders Meeting.
2. The model of the attendance, delegation and voting card.
3. The full texts of the proposed resolutions.
4. The Financial Statements and Management Report of the Company and its Consolidated Group, which are submitted to the approval of the General Shareholders Meeting, including the Auditor Report and the Annual Corporate Governance Report.
5. Full text of the statutory amendments proposed to the General Shareholders Meeting.
6. Board of Directors Report on the statutory changes.
7. Full text of the amendments to the General Shareholders' Meeting Regulations proposed to the General Shareholders Meeting.
8. Directors Report on the amendments to the General Shareholders' Meeting Regulations proposed to the Meeting.
9. Annual Report on Directors Remuneration for 2014.
10. Appointments and Remuneration Committee Report on the Directors Remuneration Policy.
11. Board of Directors Report on the reverse split proposal.
12. Full text of the Board of Directors Regulations.
13. Audit and Compliance Committee Report on the amendments to the Board of Directors Regulations.
14. Full text of the General Shareholders Meeting Regulations.
15. Full text of the Bylaws.
16. In general, any documentation that is mandatory for or relative to the General Shareholders Meeting.

This information is also available, as of the publication of this call until the celebration of the General Shareholders Meeting, from the Company website (<http://www.reigjofre.com/es/inversores/junta-general-accionistas>).

Similarly, as of the mentioned date and up to the fifth day prior to the celebration of the General Shareholders Meeting, shareholders may request any information or clarifications they deem appropriate, or present any questions in writing they consider opportune, regarding the items on the agenda, or the publicly-available information provided by the Company to the Spanish Securities Market since the celebration of the last General Shareholders Meeting and relative to the auditor's report. This right to



information may, in addition to a postal communication addressed to LABORATORIOY REIG JOFRE, SA (marked GENERAL SHAREHOLDERS MEETING JUNE 2015), Avenida de les Flors - 08970 Sant Joan Despi (Barcelona), also be exercised by remote electronic means through the Company's website (<http://www.reigjofre.com/es/inversores/junta-general-accionistas>).

### **Right of attendance and representation**

As the Meeting is expected to be held on first call, for the purposes of the provisions of Article 517 of the Corporate Enterprises Act, all interested parties are informed that shares must be registered in the name of the corresponding shareholder no later than 6th June 2015. The Company or, where applicable, the entities adhering to Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) responsible for the accounting record, will provide each shareholder with the right of attendance, upon request, with a nominative card for access to the premises where the General Meeting is to be held. The card will carry an indication of the number of shares held, together with their class. Applications may be sent through the Company's website (<http://www.reigjofre.com/es/inversores/junta-general-accionistas>).

Shareholders entitled to attend may grant representation or cast their vote remotely on proposals relating to items on the agenda of the call in writing by means of the presentation of the duly completed attendance, proxy and remote voting in the Company's offices, or by sending the same by post to the Company's registered offices, attention of the Investor Relations department.

Proxy and remote votes cast by mail must be received by the Company, as a rule, before 24:00 on June 6, 2015, according to the celebration of the General Shareholders Meeting on first or second call, respectively.

For the purpose of proving the identity of the shareholders, or that of their valid representatives, attendees may be requested, at the entrance of the premises in which the General Shareholders Meeting is to be held, to facilitate their attendance card, documents certifying the status of the representative, and the presentation of a National Identity Card or any other official document generally accepted for these purposes.

All shareholders with the right to attend may delegate their representation before the Meeting to another person.

### **Voting and proxy by remote electronic means rights**

The Company will establish a tool consisting of a platform for electronic voting and delegation by means of a digital certificate and in accordance with the data held in the Shareholders Register. The tool will provide details regarding voting instructions and will be linked to the Company website (<https://reigjofre.juntadeaccionistas.es>). It will enable the verification of the shareholder's identity via the appropriate means (electronic signature certificate, National Identity Card or other).



## **Electronic Shareholder Forum**

The Company has set up an Electronic Shareholder Forum on its website (<http://www.reigjofre.com/es/inversores/junta-general-accionistas>), with the legally established purpose and to facilitate communication among shareholders in relation to the celebration of the General Shareholders Meeting. The Forum can be accessed by duly legitimated individual shareholders and associations of shareholders. To access the Forum, follow the instructions published by the Company on its website (<http://www.reigjofre.com/es/inversores/junta-general-accionistas>) for the call.

## **Access and validation method for users/shareholders**

Any User who requests access to these platforms will do so by completing the registration form and provide all supporting documentation requested (ID card, bank documents and, where appropriate, such other documents as determined by the Company).

Once the User/Shareholder has completed the form and attached the specified documentation, the Administrators designated by the Company will proceed to activate the user in order that he/she may access the electronic platform.

The platforms will be active during the period of the Call for the 2015 General Shareholders Meeting, as of the announcement of the call until the celebration of the Meeting, as determined by the Company.

## **Notary intervention**

The Board of Directors has resolved to request the presence of a notary to take the minutes of the General Shareholders Meeting.

## **Treatment of personal data**

Personal data provided for the exercise or delegation of attendance rights; information; participation in the Electronic Shareholder Forum; and for fulfilling any other legal obligations arising from the calling and celebration of the General Shareholders Meeting, will be included in the Shareholders file held under the responsibility of the Company and will be treated by the Company in order to manage the development, compliance and control of shareholder relationships with respect to the calling and celebration of the General Shareholders Meeting.

The holder of the data may exercise their rights of access, rectification, cancellation and opposition relative their data under the terms established for this purpose in the current legislation, by sending an email to the mailbox <http://www.reigjofre.com/es/contacto>.

***(1) NOTE: The Shareholders are informed that General Shareholders Meeting will foreseeably be held on FIRST CALL on June 11, 2015.***



Sant Joan Despí (Barcelona), May 11, 2015.

Reig Jofre Investments, S.L.,  
represented by Ms. Isabel Reig López  
Chair of the Board of Directors”

Yours faithfully,

Adolf Rousaud  
Secretary of the Board of Directors  
Laboratorio Reig Jofre SA