

**OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A.**  
Corporate Taxpayer ID (CNPJ/MF): 20.258.278/0001-70  
Company Registry (NIRE) 35.300.465.415

**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING  
HELD ON JULY 31, 2014**

- 1** **Date, Time and Venue:** July 31, 2014, at 10:0 a.m., at the headquarters of Ouro Fino Saúde Animal Participações S.A., located at Rodovia Anhanguera, SP 330, km 298, bloco C, 2º andar, sala CCS 210, Distrito Industrial, CEP 14140-000, in the city of Cravinhos, state of São Paulo.
- 2** **Attendance:** Shareholders representing the total capital stock of the Company, as per the signatures in the Shareholders' Attendance Book.
- 3** **Call Notice:** Publication of the call notice was waived, pursuant to article 124, paragraph 4, of Law 6404/76 ("**Brazilian Corporation Law**").
- 4** **Presiding:** Chairman: Norival Bonamichi; Secretary: Jardel Massari.
- 5** **Agenda:** To resolve on: **(i)** ratifying the amendment to the Company's corporate purpose; **(ii)** electing of the members of the Company's Board of Directors; **(iii)** electing the members of the Company's Fiscal Council; **(iv)** the overall compensation of the Company's management; and **(v)** the overall compensation of the Company's Fiscal Council.
- 6** **Resolutions:** After analyzing and discussing the matters on the agenda, the shareholders have decided:
  - a)** By a unanimous vote, to ratify the amendment to the Company's corporate purpose in accordance with the consolidation of the Company's Bylaws approved by the Shareholders' Meeting of June 30, 2014.
  - b)** As a result of the above-mentioned ratification, article 3 of the Company's Bylaws shall now read as follows:

*"Article 3 – The Company's purpose is: (i) to manage its own assets, including the licensing and sublicensing of brands and patents; and (ii) participate, as a partner, shareholder or holder of any other type of ownership interest, in other companies that operate in the agribusiness market, including, but not limited to, those that carry out activities in the import, export, breeding, fattening and/or sale of animals, and the industrialization, sale, fractioning, formulation, packaging, bottling, storage, distribution, representation, import, export, trading, manufacture for own use or on behalf of third parties, the provision of services, logistics, transport and technology, research and development related to medicines, vaccines and other products for veterinary use or related to animal health, products for animal nutrition, household cleaning products*

*and disinfectants, animal embryos and semen, artificial insemination, animal technology and genetic improvement, biotechnology, pesticides and plant protection products in general, seeds, grains and other products originating from, or destined for, the agribusiness market.”*

- c) By a majority vote, with the abstention of BNDESPAR, to elect the following members of the Company's Board of Directors, with a unified term of office of two (2) years as of this date, reelection being permitted:
- (i) **NORIVAL BONAMICHI**, Brazilian, married, businessman, bearer of identification document (RG) no. 11.347.170-SSP/SP, inscribed in the roll of individual taxpayers (“CPF/MF”) under no. 263.572.166-15, resident and domiciled at Rua Adolfo Serra, 1.725, Lote 27, Alto da Boa Vista, in the city of Ribeirão Preto, state of São Paulo;
  - (ii) **JARDEL MASSARI**, Brazilian, married, businessman, bearer of RG no. 12.552.141-8-SSP/SP, inscribed in the CPF/MF under no. 263.940.816-04, resident and domiciled at Rua Carlos Rateb Cury, 500, Condomínio Vila Vitória, Country Village, in the city of Ribeirão Preto, state of São Paulo;
  - (iii) **PEDRO AUGUSTO RIBEIRO NOVIS**, Brazilian, divorced, lawyer, bearer of RG no. 00.565.091-70 SSP/SP, inscribed in the CPF/MF under no. 002.272.345-53, resident and domiciled at Avenida Pedroso de Moraes, 1.553, Conjunto 83, Edifício Capital Plaza, Pinheiros, CEP 05419-001, in the city and state of São Paulo, as an independent member; and
  - (iv) **LUCIANO ROPPA**, Brazilian, married, veterinarian, bearer of RG no. 6.236.256 SSP/SP, inscribed in the CPF/MF under no. 515.172.808- 34, resident and domiciled at Rua Araçá, 567, Alphaville, CEP 13098-379, in the city of Campinas, state of São Paulo, also as an independent member.
- d) By a majority vote, to elect the following member to the Company's Board of Directors with a unified term of office of two (2) years as of this date, reelection being permitted: **LUIZ ANTONIO DO SOUTO GONÇALVES**, Brazilian, single, engineer, bearer of RG no. 3.574.420 SSP/SP, inscribed in the CPF/MF under no. 528.345.737-00, resident and domiciled at Avenida República do Chile, 100, Centro, CEP 20031-917, in the city and state of Rio de Janeiro, as the member appointed by the shareholder BNDES Participações S.A. - BNDESPAR;

The members of the Board of Directors hereby elected will take up office by signing the respective Instruments of Investiture drawn up in the Company's records and upon submission of a declaration of there being no legal impediment to the discharging of their duties, pursuant to articles 146 and 147 of Brazilian Corporation Law.

- e) By a unanimous vote, to convene the Company's Fiscal Council and to elect, as a sitting member, the member appointed by the shareholder BNDES Participações S.A. – BNDESPAR **HUGO SARAIVA CARVALHO JUNIOR**, Brazilian, married, accountant, bearer of RG no. 09.319.751-5 IFP/RJ and inscribed in the CPF/MF under no. 022.105.867-20, resident and domiciled at Avenida República do Chile, n.º 100, 10º andar, Centro, CEP 20031-917, in the city and state of Rio de Janeiro, and, by a majority vote, with the abstention of the shareholder BNDES Participações S.A. – BNDESPAR, to elect, as sitting members of the Fiscal Council, those persons indicated by the other shareholders, namely: **LUIZ ANTÔNIO DOS SANTOS BAPTISTA**, Brazilian, legally separated, accountant, bearer of RG no. 3.408.408-7 SSP/RJ and inscribed in the CPF/MF under no. 467.551.367-00, resident and

domiciled at Rua Coelho Neto, n.º 52/503, Laranjeiras, CEP 22231-110, in the city and state of Rio de Janeiro, and **CÉSAR AUGUSTO CAMPEZ NETO**, Brazilian, married, accountant, bearer of RG no. 7.414.969-6 SSP/SP and inscribed in the CPF/MF under no. 980.271.158-68, resident and domiciled at Rua Renato Alves de Godoy, n.º 130, Nova Aliança, CEP 14026-592, in the city of Ribeirão Preto, state of São Paulo. The Fiscal Council members hereby elected will take up office by signing the respective Instruments of Investiture drawn up in the Company's records and upon submission of a declaration of there being no legal impediment to the discharging of their duties, pursuant to article 147 and paragraph 2 of article 162 of Brazilian Corporation Law.

- f) By a unanimous vote, to determine the overall compensation of the Company's management, from July to December 2014, at one million, seventy-three thousand, one hundred and eighty-four reais (R\$1,073,184.00). The Company's Board of Directors will determine the individual amounts paid to each administrator.

The Board of Directors' member **LUIZ ANTONIO DO SOUTO GONÇALVES** waived his portion of the overall compensation.

- g) By a unanimous vote, to determine the overall compensation of the Fiscal Council, from July to December 2014, at sixty thousand reais (R\$60,000.00), to be divided equally among the Fiscal Council members not appointed by the shareholder BNDES Participações S.A. – BNDESPAR, Fiscal Council member **HUGO SARAIVA CARVALHO JUNIOR** having waived his portion of the overall compensation.

- h) **Drawing up of the Minutes:** The drawing-up of these minutes in summary format was authorized by a unanimous vote, pursuant to paragraph 1 of article 130 of Brazilian Corporation Law.

- 7 **Closure:** There being no further business to discuss, the Meeting was brought to a close and these minutes were drawn up, read, found to be in compliance and signed by all those present. Presiding: Norival Bonamichi (Chairman) and Jardel Massari (Secretary). Attending Shareholders: Norival Bonamichi, Jardel Massari, representing BNDES Participações S.A. – BNDESPAR, Carlos Henrique Henrique, Dolivar Coraucci Neto and Fábio Lopes Júnior.

*This is a free English translation of the original minutes drawn up in the Company's records.*

Cravinhos, July 31, 2014

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Norival Bonamichi  
Chairman

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Jardel Massari  
Secretary