

# OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A.

## RELEVANT ACT OR FACT DISCLOSURE POLICY

### 1 PURPOSE

This Relevant Act or Fact Disclosure Policy sets the practices for using and disclosing relevant information about Ouro Fino Saúde Animal Participações S.A. to the market, according to the Brazilian Securities and Exchange Commission's Instruction no. 358 of January 3, 2002, as amended.

### 2 DEFINITIONS

When used in this Disclosing Policy and capitalized, the words and expressions listed below will have the following meanings:

**"Controlling Stockholder"**: the stockholder or group of stockholders connected by a stockholders' agreement or under shared control that exercise the Company's direct or indirect control power under the Brazilian Law of Corporations.

**"Administrators"**: members of the Board of Directors and the Executive Board.

**"Relevant Act or Fact"**: any decision by the Controlling Stockholder, the Company's stockholders' meeting, administration bodies, or any other political-administrative, technical, negotiation, or economic-financial act or fact taking place or related to the Company's business that may significantly influence (a) the price of Company-issued securities or referred to them, (b) the investors' decision to buy, sell, or hold such securities, and (c) the investors' decision to exercise any rights inherent to the ownership of Company-issued securities or referred to them, including, among others, the acts or facts listed in Annex I hereto.

**"Company"**: Ouro Fino Saúde Animal Participações S.A.

**"Audit Committee Members"**: sitting and alternate members of the Company's Audit Committee.

**"Board of Directors"**: the Company's Board of Directors.

**"Audit Committee"**: the Company's Audit Committee, when seated.

**"CVM"**: the Brazilian Securities and Exchange Commission.

**"Investor Relations Officer"**: the Company's Officer in charge of providing information to the investing public, CVM, and Market Entities, updating the Company's registration as a publicly-traded company with the CVM, and enforcing and monitoring this Disclosure Policy.

**"Executive Board"**: the Company's Executive Board.

**"Market Entities"**: set of stock exchanges or organized over-the-counter market entities where the Company's securities may be traded now or in the future, as well as equivalent entities in other countries.

**"CVM Instruction 358"**: CVM Instruction no. 358 of January 3, 2002, as amended by CVM Instruction no. 369 of June 11, 2002, CVM Instruction no. 449 of March 15, 2007, and CVM Instruction no. 547 of February 5, 2014.

**"Law of Corporations"**: Law no. 6404 of December 15, 1976, and its later amendments.

**"Relevant Ownership Interest"**: ownership interest directly or indirectly corresponding to 5% (five percent) or more of the shares representing the Company's capital.

**"Related Persons"**: persons that are related to the Company's Administrators and Audit Committee Members in the following manners: (i) spouse, from whom one is not legally separated, (ii) life partner; (iii) any dependents included in one's individual tax return; and (iv) companies directly or indirectly controlled by the Administrators, Audit Committee Members, or other Related Persons.

**"Bound Persons"**: the persons listed in article 13 of CVM Instruction 358, including the Company, the Controlling Stockholder, the Administrators, the Audit Committee Members, the members of any Company bodies holding technical or consulting positions and created by provisions in the articles of incorporation, managers and employees, controlled companies and/or companies under shared control and respective controlling stockholders, members of the administration and bodies holding technical or consulting positions, service providers and other persons that have expressly signed the Disclosure Policy or are required to comply with the rules described herein, or any persons that, though they have not signed the Disclosure Policy, become aware of information related to a Relevant Act or Fact as a result of their office, role or position with the Company, its controlling stockholders, controlled companies, or affiliates.

**"Disclosure Policy"**: this Relevant Act or Fact Disclosure Policy.

**“Securities”**: any shares, certificates of real estate receivables, subscription bonuses, subscription receipts and rights, promissory notes, purchase or sale options or derivatives of any kind, or any other securities or collective investment agreements issued by the Company or referenced to them which, by law, are considered “securities,” existing on the date this Disclosure Policy is approved or which may be created later on.

### **3 PRINCIPLES AND GOALS**

**3.1** This Disclosure Policy is based on the following principles and goals:

- (a) providing complete information to the Company's stockholders and investors at large;
- (b) ensuring widespread, immediate disclosure of a Relevant Act or Fact;
- (c) allowing the Company's stockholders and investors at large equal access to public information about the Company;
- (d) protecting the confidentiality of an undisclosed Relevant Act or Fact;
- (e) contributing to the stability and development of the Brazilian capital market;  
and
- (f) cementing good corporate governance practices at the Company.

**3.2** The Bound Persons must abide by, fulfill, and enforce compliance with all of the provisions in this Disclosure Policy.

**3.3** At the Company's main office, the Company is going to keep the list of Bound Persons and their respective information, providing their role or position, address, and number of registration with the National Registry of Legal Entities and/or National Registry of Individuals. The Company will also update such list whenever a change takes place.

## **4 DISCLOSURE PROCEDURES**

**4.1** The Investor Relations Officer is responsible for disclosing to and notifying the CVM and Market Entities about a Relevant Act or Fact through the corporate communication channels, as well as for adopting the other procedures provided for herein.

**4.2** A Relevant Act or Fact is to be disclosed via (i) the webpage of a news portal; (ii) the Company's webpage (ri.ourofino.com), whose contents must be at least identical to those sent to the CVM and Market Entities; and (iii) the CVM's periodical and occasional information forwarding system (IPE System). Notwithstanding the disclosure of a Relevant Act or Fact via the aforementioned communication channels, any Relevant Act or Fact may also be published in widely circulating newspapers usually used by the Company.

**4.2.1** At the Investor Relations Officer's discretion, the aforementioned publication in widely circulating newspapers usually used by the Company may be summarized and let readers know that the complete information is available at ri.ourofino.com and the webpage of the news portal mentioned in the Company's registration form.

**4.2.2** Information must be presented clearly and accurately in straightforward language easily understood by investors. Whenever some technical concept the Investor Relations Officer considers more complex, its meaning must be explained within the information disclosed.

**4.3** The Investor Relations Officer is responsible for disclosing any Relevant Act or Fact before or at the same time said Relevant Act or Fact is run by any media outlet, including press briefings, or at meetings with trade associations, investors, analysts, or select stakeholders, in Brazil or abroad, as set forth in this Disclosure Policy.

**4.4** Bound Persons that have access to information on a Relevant Act or Fact must report such information to the Investor Relations Officer and ascertain whether said Investor Relations Officer has taken the steps prescribed in this Disclosure Policy regarding the disclosure of such information.

**4.4.1** In case the Bound Persons find the Investor Relations Officer has failed to fulfill his/her communication and disclosure duty, and as long as there has been no

decision to keep the Relevant Act or Fact confidential under the terms of Section 5 hereof, such Bound Persons must immediately report the Relevant Act or Fact to the CVM so as to exempt themselves from the liability imposed on them by the applicable regulations in such cases.

**4.4.2** Communications to the Investor Relations Officer as provided in item 4.4 above must be made via email to [ri@ourofino.com](mailto:ri@ourofino.com).

**4.5** Whenever the CVM or Market Entities require from the Investor Relations Officer additional clarifications about the communication and disclosure of a Relevant Act or Fact, or in case there is an atypical fluctuation in the price or quantity of the Securities traded, the Investor Relations Officer must ask the persons that have access to information about a Relevant Act or Fact whether they are aware of additional information that should be disclosed to the market.

**4.5.1** The Administrators, Audit Committee Members, and other Company employees asked for information according to this item 4.5 are required to immediately respond to the Investor Relations Officer's request. In case they are unable to speak in person or over the phone with the Investor Relations Officer on the same day said officer is notified about the CVM's or Market Entities' demands, the Administrators, Audit Committee Members, or relevant employees must email information and clarifications to the Investor Relations Officer at [ri@ourofino.com](mailto:ri@ourofino.com).

**4.6** As a rule, information related to a Relevant Act or Fact must be disclosed to the CVM and Market Entities at the same time either before the start or after the end of business at the Market Entities. When the Securities are simultaneously traded at Brazilian and foreign Market Entities, the information is to be disclosed either before the start or after the end of business in all countries, and in case the hours are not compatible, this rule will apply to the Brazilian market's business hours.

**4.6.1** In the event it is exceptionally imperative that a Relevant Act or Fact be disclosed during trading hours, the Investor Relations Officer may, at all times simultaneously, ask the Brazilian and foreign Market Entities to suspend trading of the Securities for the time required for said information to be properly disseminated. The Investor Relations Officer will be required to provide the Brazilian Market Entities with evidence that the trading suspension has also been

requested to the foreign Market Entities.

**4.7** Upon decision by the Board of Directors, the Company may report its short- and long-term guidance to the market, especially with respect to the financial and operational aspects of its business according to provisions on Relevant Fact disclosures and the mandatory updates to the Company's Reference Form. Additionally, the disclosure of such expectations is subject to the trading restriction set in paragraph 4, article 13 of CVM Instruction 358.

**4.7.1** The following assumptions must be followed in case such expectations are reported:

- (i) results may be disclosed in advance in case of preliminary, unaudited, clearly presented information on each of the estimated items and periods, along with the calculation assumptions and records used;
- (ii) results or reports prepared according to foreign accounting standards must be reconciled to the Brazilian accounting practices and the accounting items directly stated in the Company's financial statements, which have been therefore obtained according to the accounting criteria in force in Brazil;
- (iii) in case the information disclosed had included estimates, a comparison between said estimates and the results actually obtained must be provided when the Company's ITR Form is issued; and
- (iv) in case the estimates issued are discontinued, such fact must be reported as a Relevant Fact along with the reasons that led to such discontinuance.

## **5 DISCLOSURE EXCEPTIONS**

**5.1** Exceptionally, the Company will be allowed to not disclose Relevant Acts or Facts in case the Controlling Stockholder or the Board of Directors believes such disclosure may jeopardize a legitimate interest of the Company. In such case, the procedures prescribed in this Disclosure Policy must be followed to ensure the confidentiality of such Relevant Acts or Facts.

**5.2** The Controlling Stockholder or the Board of Directors, through its Chairman, must ask the Investor Relations Officer to immediately disclose a Relevant Act or Fact that had been kept secret in any of the following cases:

- (i) the information has become known to third parties foreign to the Company

and the occasional business related to such Relevant Act or Fact;

- (ii) there is subsistent evidence and a well-founded fear that the confidentiality of the Relevant Act or Fact has been compromised; or
- (iii) there has been an atypical fluctuation to the price or quantity of the Securities traded.

**5.2.1** In case the Investor Relations Officer fails to take the steps necessary to immediately disclose the information as provided for in item 5.2, such steps must be taken, as the case may be, by the Controlling Stockholder or the Board of Directors, via its Chairman.

**5.3** The Investor Relations Officer must be always notified about a Relevant Act or Fact kept confidential and, together with the other persons that are aware of such information, is responsible for following the proper procedures to protect its confidentiality.

**5.4** Whenever a question arises regarding whether the disclosure of a Relevant Act or Fact may be legitimately withheld, such question may be submitted to the CVM as provided for in the applicable regulations.

## **6 CONFIDENTIALITY PROTECTION PROCEDURES**

**6.1** The Bound Persons must (a) protect the confidentiality of information pertaining to Relevant Acts or Facts to which they have privileged access as a result of their office or position until such information is actually disclosed to the market, at all times according to the procedures set in this Section 6, and (b) make sure their subordinates and trusted third parties do so as well.

**6.2** To protect the confidentiality referred to in item 6.1 above, the Bound Persons must follow and enforce the following procedures, notwithstanding other appropriate steps that may be taken in each specific situation:

- (i) disclosing confidential information strictly to those persons that absolutely must be privy to it;
- (ii) not discussing confidential information in the presence of third parties that are not privy to it, even though it is believed said third parties will be unable to work out the meaning of the conversation;
- (iii) not discussing confidential information over conference calls when the

- identity of all actual participants cannot be ascertained for sure;
- (iv) keeping all kinds of confidential information-related documents, including handwritten personal notes, in a safe or locked cabinet to which only people authorized to know about the confidential information have access;
  - (v) generating confidential information-related electronic documents and files always via password-protected systems.
  - (vi) circulating confidential information-containing documents within the Company in sealed envelopes, which must be always handed directly to their respective addressee;
  - (vii) not faxing confidential information-containing documents except when the sender is certain that only a person authorized to know about the information will have access to the receiving device; and
  - (viii) notwithstanding the responsibility of the person that conveys the confidential information, requiring that third parties foreign to the Company who need to have access to the confidential information sign a non-disclosure agreement, which must describe the type of information and contain a statement that the third party acknowledges its confidential nature, further undertaking to not disclose it to any persons and to not trade Securities before said information is disclosed to the market.

**6.3** When confidential information needs to be disclosed to a Company employee or a person holding an office, role, or position with the Company, its controlling company, controlled companies, or affiliates, other than an Administrator or Audit Committee Member, the person responsible for sharing the confidential information must make sure the person receiving the confidential information is aware of the provisions in this Disclosure Policy, and further require said receiving person to sign the statement contained in Annex II hereof before the confidential information is shared.

## **7 DISCLOSURE POLICY MONITORING**

**7.1** In the event of a Relevant Act or Fact takes place, the Investor Relations Officer must make sure the rules and procedures set herein are properly followed and immediately notify the Board of Directors about any irregularities detected.

**7.2** The Investor Relations Officer is responsible for examining the accuracy and propriety of the text containing the information disclosed to the market, according to item 4.2.2 above.

**7.3** In case any of the events listed in item 5.2 above takes place and requires the disclosure of a Relevant Act or Fact that had been kept secret, or yet in case the secrecy of a Relevant Act or Fact is violated before it is disclosed to the market, the Investor Relations Officer must carry out internal investigations and procedures within the Company to inquire the persons involved, and said persons must always respond to the officer's requests for information so that the reason that caused the confidential information violation may be ascertained.

**7.3.1** The Investor Relations Officer's conclusions must be forwarded to the Board of Directors for the Board to take the appropriate steps, along with occasional recommendations and suggestions of changes to this Disclosure Policy that may prevent future violations to the secrecy of confidential information.

**7.4** The Investor Relations Officer must monitor the trading of Securities and adopt procedures to ensure he/she is notified about transactions taking place in periods prior to the disclosure of a Relevant Act or Fact to the market, in order to detect occasional transactions barred by the legislation in force and carried out by persons privy to such Relevant Act or Fact, upon which he/she must notify the Board of Directors and the CVM about the irregularities found, if any.

## **8 CHANGES TO THE DISCLOSURE POLICY**

**8.1** Upon decision by the Board of Directors, this Disclosure Policy may be changed in the following situations:

- (i) the CVM has issued an express order to that effect;
- (ii) the applicable laws and regulations are changed, so as to implement the necessary adaptations; and
- (iii) when the Board of Directors verifies the need for changes upon evaluating the efficacy of the procedures adopted.

**8.2** The Investor Relations Officer must notify the CVM and Market Entities about

changes to this Disclosure Policy in the manner required by the applicable rules, and also notify the persons listed in item 10.2 below.

## **9 PROCEDURES FOR COMMUNICATING TRADING INFORMATION TO ADMINISTRATORS AND RELATED PERSONS**

**9.1** The procedures for communicating Securities trading information, as provided for in this Section 9, are based on article 11 of CVM Instruction 358.

**9.2** The Administrators and Audit Committee Members, as well as the members of any Company bodies holding technical or consulting positions, must report the ownership of Securities held by them or Related Persons and changes to such positions as well.

**9.2.1** Communications must be sent to the Investor Relations Officer, who in turn must notify the CVM and Market Entities by means of the form included in Annex III of this Disclosure Policy.

**9.2.2** Notice to the Investor Relations Officer must be sent (i) within 5 (five) days after each transaction is carried out; or (ii) on the first business day after taking office.

**9.2.3** Notice to the CVM must be sent (i) immediately upon taking office, and (ii) within 10 (ten) days after the end of the month in which changes to the positions held took place, further including the balance of the position in the period.

## **10 PROCEDURES FOR COMMUNICATING AND DISCLOSING THE PURCHASE OR SALE OF RELEVANT OWNERSHIP INTEREST**

**10.1** The procedures for communicating and disclosing information about Securities trading that involves Relevant Ownership Interest, as provided for in this Section 10, are based on article 12 of CVM Instruction 358.

**10.2** The direct or indirect Controlling Stockholder, stockholders that have elected members of the Board of Directors or Audit Committee, and any other individuals or legal entities, or groups of individuals or legal entities, acting together or representing the same interest, must notify the Company about the attainment, purchase, or sale of Relevant Ownership Interest, including the information contained in the form template attached hereto as Annex IV.

**10.2.1** Notices about the attainment, purchase, or sale of Relevant Ownership Interest must be sent to the Investor Relations Officer immediately after such transaction is carried out.

**10.3** The Investor Relations Officer will then be responsible for relayed the information to the CVM and Market Entities as soon as such information is received by the Company, as well as for updating the corresponding field in the Reference Form.

**10.4** When the purchase of Relevant Ownership Interest results in changes to, or has been made in order to change, the Company's control makeup or administrative framework, or yet when said purchase requires an IPO to be carried out pursuant to the applicable regulations, the buyer of the Relevant Ownership Interest must also issue a notice containing the information described in Annex IV hereof via at least the same communication channels used by the Company, as described in this Disclosure Policy.

## **11 VIOLATIONS AND SANCTIONS**

**11.1** Notwithstanding the sanctions provided for by the legislation in force and to be imposed by the relevant authorities in case the terms and procedures set in this Disclosure Policy are violated, the Board of Directors is tasked with taking the disciplinary actions applicable internally to the Company, including removing violators from their position or terminating them in case of a serious violation.

**11.2** In case the applicable action falls within the purview of the Company's stockholders' meeting under the law or the articles of incorporation, the Board of Directors must call the meeting to decide on the matter.

**11.3** The Bound Persons and any Company employee who may have access to information about a Relevant Act or Fact after signing the statement contained in Annex II according to item 6.3 above and are found responsible for violating any of the provisions in this Relevant Act or Fact Disclosure Policy hereby undertake to compensate the Company as provided for in the applicable legislation and regulations.

## **12 FINAL PROVISIONS**

**12.1** The Company must send the Bound Persons a copy of this Disclosure Policy via registered mail, and ask them to return to the Company the duly signed statement of acceptance according to Annex II hereof, which statement will be filed at the Company's

main office.

**12.1.1** As the new Administrators sign their instruments of investiture, they must sign the statement contained in Annex II and be made aware of this Disclosure Policy.

**12.1.2** Before the Bound Persons are given access to a Relevant Act or Fact, such persons must be made aware of this Disclosure Policy and sign the statement contained in Annex II, as provided for in item 6.3 above.

**12.1.3** At the Company's main office, the Company is going to keep at the CVM's disposal the list of persons included in this item 12.1 and their respective information, providing their role or position, address, and number of registration with the National Registry of Legal Entities or National Registry of Individuals. The Company will also update such list immediately whenever a change takes place.

**12.2** This Disclosure Policy takes effect on the date it is approved.

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## **ANNEX I**

### **POTENTIALLY RELEVANT ACTS OR FACTS**

1. Signature of an agreement or contract on the transfer of the Company's controlling interest, albeit under a suspensive or resolutive condition.
2. Changes to the Company's controlling interest, including via the execution, amendment to, or termination of a stockholders' agreement.
3. Execution, amendment to, or termination of a stockholders' agreement to which the Company is a party or intervening party, or which has been recorded in the Company's appropriate book.
4. Entry or exit of a stockholder that is under a contract with the Company or provides the latter with operating, financial, technological, or administrative collaboration.
5. Authorization to trade Securities in any domestic or foreign markets.
6. Decision to have the Company's publicly-traded company registration with the CVM cancelled.
7. Merger, consolidation or spin-off involving the Company or controlled companies.
8. Conversion or dissolution of the Company.
9. Relevant changes to the Company's equity makeup.
10. Changes to accounting criteria.
11. Debts renegotiations.
12. Approval of a stock option plan.
13. Changes to the Securities' rights and advantages.
14. Splitting or reverse splitting of shares or assignment of bonuses.
15. Authorization for purchasing Company shares to hold them in treasury or cancel them, and to sell shares thus purchased.
16. Company's profits or losses and distribution of cash benefits.
17. Signature or termination of an agreement, or failure to successfully do so, in case it had been publicly expected to be signed or terminated.
18. A project has been approved, changed, or dropped, or its implementation has been delayed.

- 19.** The manufacturing or sale of a product or the supply of a service has begun, been resumed, or stopped.
- 20.** Company technologies or resources have been discovered, changed, or developed.
- 21.** Changes to estimates issued by the Company.
- 22.** Court-supervised or out-of-court reorganization has been filed for, bankruptcy has been filed for or acknowledged, or a lawsuit has been filed which may impact the Company's economic-financial situation.

## ANNEX II

### STATEMENT OF ACCEPTANCE OF OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A. RELEVANT ACT OR FACT DISCLOSURE POLICY

Through this Statement of Acceptance, **[insert name]**, [insert information – nationality, marital status, occupation, RG/RNE, if an individual; insert the business type, if a legal entity], [insert address], registered with [CPF/MF – CNPJ/MF] under no. [●], as [insert position held or “Controlling Stockholder”] of [company controlled by] **Ouro Fino Saúde Animal Participações S.A.**, a publicly-traded company with its principal place of business in the city of Cravinhos, state of São Paulo, on Rodovia Anhanguera, SP 330, KM 298, Bloco C, 2º andar, Sala CCS 210, Distrito Industrial, CEP 14140-000, registered with CNPJ/MF under no. 20.258.278/0001-70, hereinafter referred to as the Company, states to have being made aware of the Company's Relevant Act or Fact Disclosure Policy approved at a Board of Directors' Meeting held on [●][●], 2014, according to the Brazilian Securities and Exchange Commission's Instruction no. 358 of January 3, 2002, as amended, and undertakes to abide by the rules and procedures set forth in such document and behave towards the Company at all times in compliance with such provisions.

[insert place and date of signature]

**[NAME]**

### ANNEX III

#### TRANSACTIONS WITH SECURITIES ISSUED BY THE COMPANY AND ITS CONTROLLED AND/OR CONTROLLING COMPANIES WHICH ARE PUBLICLY- TRADED

<b>Period:</b> [month/year]	
<b>Name of Buyer or Seller:</b>	
<b>Information:</b>	<b>CNPJ/CPF:</b>
<b>Date of Transaction:</b>	
<b>Issuing Company:</b>	
<b>Type of Business:</b>	
<b>Type of Securities:</b>	
<b>Total Quantity:</b>	
<b>Quantity per Type and Class:</b>	
<b>Balance of position held before the transaction:</b>	
<b>Balance of position held after the transaction:</b>	
<b>Price:</b>	
<b>Brokerage Firm used:</b>	
<b>Other relevant information:</b>	

## ANNEX IV

### PURCHASE OR SALE OR RELEVANT OWNERSHIP INTEREST

<b>Period:</b> [month/year]	
<b>Name of Buyer/Seller:</b>	
<b>Information:</b>	<b>CNPJ/CPF:</b>
<b>Date of Transaction:</b>	
<b>Issuing Company:</b>	
<b>Type of Business:</b>	
<b>Type of Securities:</b>	
<b>Quantity sought:</b>	
<b>Quantity per Type and Class:</b>	
<b>Price:</b>	
<b>Brokerage Firm used:</b>	
<b>Purpose of Ownership Interest:</b>	
If applicable, statement by the buyer saying the buyer's purchases are not meant to change the Company's control makeup or administrative framework:	
<b>Number of debentures convertible into shares already directly or indirectly held:</b>	
<b>Number of already-held shares converted from debentures, per type and class, if applicable:</b>	
<b>Quantity of other securities already directly or indirectly held:</b>	
List any agreements or contracts regulating the exercise of rights to vote or purchase and sell Company-issued securities:	
<b>Other relevant information:</b>	