

# **Ouro Fino Saúde Animal Participações S.A.**

**Assurance report on the pro forma combined  
consolidated financial information at  
June 30, 2013 and December 31, 2013**



## **Independent auditor's assurance report**

To the Board of Directors and Stockholders  
Ouro Fino Saúde Animal Participações S.A.

We have completed our assurance engagement for the purpose of issuing a report on the compilation of the pro forma combined consolidated financial information of Ouro Fino Saúde Animal Participações S.A. (the "Company"), prepared by management. The accompanying pro forma combined consolidated financial information comprises the pro forma combined consolidated statement of income for the six-month period ended June 30, 2013 and the year ended December 31, 2013, as well as the explanatory notes attached. The applicable criteria based on which the Company compiled the pro forma combined consolidated financial information are specified in Technical Guidance OCP 06 - "Presentation of pro forma financial information", issued by the Brazilian Accounting Pronouncements Committee (CPC), and summarized in Note 1.

The pro forma combined consolidated financial information has been compiled by the Company's management to illustrate the impact that the transaction presented in Note 3 would have had on the combined consolidated statement of income for the six-month period ended June 30, 2013 and the year ended December 31, 2013, if that transaction had happened on January 1, 2013. As part of this process, the Company used information obtained from the combined consolidated financial statements for the six-month period ended June 30, 2013 and year ended December 31, 2013, on which we issued an independent auditor's report, dated August 20, 2014, containing our unqualified opinion.

### **Management's responsibility for the pro forma combined consolidated financial information**

Management is responsible for the compilation of the pro forma combined consolidated financial information in accordance with the criteria established in Technical Guidance OCPC 06 - "Presentation of pro forma financial information" and summarized in Note 1.

### **Auditor's responsibility**

As required by the Brazilian Securities Commission (CVM), our responsibility is to express an opinion on whether the pro forma combined consolidated financial information has been compiled by the Company's management, in all material respects, in accordance with the criteria established in Technical Guidance OCPC 06 - "Presentation of pro forma financial information" and summarized in Note 1.



Ouro Fino Saúde Animal Participações S.A.

We conducted our work in accordance with NBC TO 3420 - "Assurance engagements to report on the compilation of pro forma financial information included in a prospectus", issued by the Federal Accounting Council (CFC), equivalent to the International Standard ISAE 3420 - "Assurance engagements to report on the compilation of pro forma financial information included in a prospectus", issued by the International Federation of Accountants (IFAC). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the pro forma combined consolidated financial information has been compiled, in all material respects, in accordance with the criteria established in Technical Guidance OCPC 06 - "Presentation of pro forma financial information", summarized in Note 1.

For the purposes of this engagement, we were not responsible for the restatement or re-issuance of any reports or opinions on any historical financial information used in the compilation of the pro forma combined consolidated financial information, nor were we engaged to audit or review the historical financial statements and other financial information used in the compilation of this pro forma financial information.

The purpose of the pro forma combined consolidated financial information is to exclusively illustrate the impact that the material event or transaction would have had on the entity's historical financial information, had that event or transaction happened on the prior date chosen for illustrative purposes. Accordingly, we do not provide any assurance that the actual result of the event or transaction at June 30 and December 31, 2013 would have been as presented.

A reasonable assurance engagement on whether the pro forma combined consolidated financial information was compiled, in all material respects, in accordance with applicable criteria, involves performing procedures to assess whether the applicable criteria adopted by the Company's management, when compiling the pro forma combined consolidated financial information, offer a reasonable basis for the presentation of the material effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence as to whether:

- . the corresponding pro forma adjustments result in the appropriate effect of these criteria; and
- . the pro forma combined consolidated financial information reflects the adequate application of these adjustments to the historical financial information.

The procedures selected depend on the independent auditor's judgment, taking into consideration its understanding about the Company and about the nature of the event or transaction in relation to which the pro forma combined consolidated financial information has been compiled, as well as other circumstances relevant to the engagement. The engagement also involves assessing the overall presentation of the pro forma combined consolidated financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the compilation of the pro forma combined consolidated financial information.



Ouro Fino Saúde Animal Participações S.A.

### **Opinion**

In our opinion, the pro forma combined consolidated financial information was compiled, in all material respect, in accordance with the criteria established in Technical Guidance OCPC 06 "Presentation of pro forma financial information" and summarized in Note 1.

### **Emphasis of matter**

We issued an assurance report on August 21, 2014 with an unmodified opinion on the pro forma combined consolidated financial information of Ouro Fino Saúde Animal Participações S.A. As described in Notes 2(b) and 5 to the pro forma combined consolidated financial information, this information is being restated in order to exclude the results of discontinued operations as originally presented in the pro forma combined consolidated statement of income. This presentation is consistent with Technical Guidance OCPC 06. Our opinion on the pro forma combined consolidated financial information remains unmodified.

Ribeirão Preto, September 29, 2014

A blue ink signature in cursive script, appearing to read 'PricewaterhouseCoopers', is written over the printed name of the firm.

PricewaterhouseCoopers  
Auditores Independentes  
CRC 2SP000160/O-5 "F"

A blue ink signature in cursive script, appearing to read 'Eduardo Dias Vendramini', is written over the printed name of the accountant.

Eduardo Dias Vendramini  
Contador CRC 1SP220017/O-4

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## Ouro Fino Saúde Animal Participações S.A.

### Pro forma combined consolidated statement of income

All amounts in thousands of reais unless otherwise stated

	Six-month period ended June 30, 2013			Year ended December 31, 2013		
	Original (i)	Pro forma adjustments (Note 4)	Adjusted (pro forma)	Original (ii)	Pro forma adjustments (Note 4)	Adjusted (pro forma)
<b>Continuing operations</b>						
Net sales revenue	152,916		152,916	384,021		384,021
Cost of sales	(53,771)		(53,771)	(149,098)		(149,098)
<b>Gross profit</b>	99,145		99,145	234,923		234,923
Selling expenses	(54,588)	481	(54,107)	(131,738)	1,089	(130,649)
General and administrative expenses	(17,301)	1,880	(15,421)	(36,542)	4,109	(32,433)
Other income (expenses), net	(2,141)		(2,141)	11		11
<b>Operating profit</b>	25,115	2,361	27,476	66,654	5,198	71,852
Finance income	6,352		6,352	11,398		11,398
Finance costs	(10,320)		(10,320)	(20,060)		(20,060)
Finance result	(3,968)		(3,968)	(8,662)		(8,662)
<b>Profit before taxation</b>	21,147	2,361	23,508	57,992	5,198	63,190
Income tax and social contribution						
Current	(2,451)	(803)	(3,254)	(5,274)	(1,767)	(7,041)
Deferred	1,080		1,080	1,171		1,171
<b>Profit of continuing operations</b>	19,776	1,558	21,334	53,889	3,431	57,320

(i) Extracted from the audited interim financial statements for the six-month period ended June 30, 2013.

(ii) Extracted from the audited financial statements for the year ended December 31, 2013.

## Ouro Fino Saúde Animal Participações S.A.

**Notes to the pro forma combined consolidated financial information  
for the six-month period ended June 30, 2013 and  
for the year ended December 31, 2013 (unaudited)**  
All amounts in thousands of reais unless otherwise stated

### 1 General information

Ouro Fino Saúde Animal Participações S.A. (the "Company", formerly A.H.N.S.P.E. Empreendimentos e Participações S.A.), is a private limited company headquartered in Cravinhos, in the State of São Paulo. It was established on May 15, 2014 and it has as its objective and main activity the investment in companies which operate in the animal health segment (production and sale of veterinary drugs, vaccines and other products for livestock and pets).

The Stockholders' Extraordinary General Meeting held on June 30, 2014 approved the merger of net assets consisting of investments, net of the corresponding carrying value adjustments of the companies Ouro Fino Saúde Animal Ltda. (and its subsidiary Ouro Fino de México, S.A. de CV), Ouro Fino Agronegócio Ltda. and Ouro Fino Pet Ltda., based on the appraisal report at book values of June 24, 2014, issued by independent appraisers, summarized as follows:

<b>Component</b>	<b>Amount</b>
Assets	
Investments	
Ouro Fino Saúde Animal Ltda.	101,410
Ouro Fino Agronegócio Ltda.	76,587
Ouro Fino Pet Ltda.	25,838
	<u>203,835</u>
Liabilities	
Equity	
Carrying value adjustments	<u>(15,208)</u>
Net assets at book value	<u><u>188,627</u></u>

Before the merger, Ouro Fino Saúde Animal Ltda. (and its subsidiary Ouro Fino de México, S.A. de CV), Ouro Fino Agronegócio Ltda. and Ouro Fino Pet Ltda. were subsidiaries of the related party Ouro Fino Participações e Empreendimentos S.A.

The interest of Ouro Fino Participações e Empreendimentos S.A. in the combined consolidated companies is as follows:

<b>Company</b>	<b>Parent company</b>	<b>Ownership %</b>		
		<b>2013</b>	<b>2012</b>	<b>2011</b>
Ouro Fino Saúde Animal Ltda.	Ouro Fino Participações e Empreendimentos S.A.	99.99%	99.99%	99.99%
Ouro Fino Agronegócio Ltda.	Ouro Fino Participações e Empreendimentos S.A.	97.80%	97.50%	97.50%
Ouro Fino Pet Ltda.	Ouro Fino Participações e Empreendimentos S.A.	99.50%	96.50%	96.50%
Ouro Fino de México, S.A. de CV	Ouro Fino Saúde Animal Ltda.	96.43%	96.43%	96.43%

## **Ouro Fino Saúde Animal Participações S.A.**

**Notes to the pro forma combined consolidated financial information  
for the six-month period ended June 30, 2013 and  
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The objective of the corporate restructuring was to unify the control of the companies operating in the animal health segment in one entity operating solely in this segment.

With the corporate restructuring that occurred on June 30, 2014, the Group is now comprised of the following companies:

**(a) Ouro Fino Saúde Animal Participações S.A.**

Ouro Fino Saúde Animal Participações S.A. is a private limited company headquartered in Cravinhos, in the State of São Paulo. Its objective and main activity is the direct or indirect investment in the subsidiaries listed below.

**(b) Ouro Fino Saúde Animal Ltda.**

This subsidiary, headquartered in Cravinhos, in the State of São Paulo, has as its objective and main activity the research, development, production and sale of veterinary drugs, vaccines and products. The sales in the domestic market are carried out through the companies mentioned in items (c) and (d) below. As from 2013, the sales in the foreign market are carried out directly through third parties and also by the companies mentioned in items (c) and (e) below. This company also provides manufacturing services to order from third parties.

**(c) Ouro Fino Agronegócio Ltda.**

This subsidiary, headquartered in Cravinhos, in the State of São Paulo, has as its main activities the sale, in the domestic and foreign markets, of veterinary drugs and products for livestock (cattle, pigs, poultry, sheep, horses and goats) acquired from the company mentioned in item (b) above. As part of its marketing strategy, the main activities of this subsidiary also included the sale of pedigree cattle, embryos and semen. However, this activity was discontinued at the end of 2013.

**(d) Ouro Fino Pet Ltda.**

This subsidiary, headquartered in Vinhedo, in the State of São Paulo, has as its main activity the sale, in the domestic market, of veterinary drugs and products and related goods for pets (cats, dogs and ornamental birds), purchased from the company mentioned in item (b) above.

**(e) Ouro Fino de México, S.A. de CV**

A subsidiary of Ouro Fino Saúde Animal Ltda., headquartered in Guadalajara, Mexico, its main activity is the sale, exclusively in Mexico, of veterinary drugs and products purchased from its parent company and the company mentioned in item (c) above.

## **Ouro Fino Saúde Animal Participações S.A.**

### **Notes to the pro forma combined consolidated financial information for the six-month period ended June 30, 2013 and for the year ended December 31, 2013 (unaudited)** All amounts in thousands of reais unless otherwise stated

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#### **2 Basis of presentation**

- (a) The unaudited pro forma combined consolidated financial information presented for the six-month period ended June 30, 2013 and for the year ended December 31, 2013 has been prepared in accordance with the criteria established in Technical Guidance OCPC 06 - "Presentation of pro forma financial information", issued by the Brazilian Accounting Pronouncements Committee (CPC). The unaudited pro forma combined consolidated financial information derives from the combined consolidated interim financial statements for the six-month period ended June 30, 2013, which have been prepared in accordance with International Accounting Standard IAS 34 – "Interim Financial Reporting", issued by the International Accounting Standards Board (IASB), and from the combined consolidated financial statements for the year ended December 31, 2013, which have been prepared in accordance with International Financial Reporting Standards (IFRS), issued by IASB.

For the purpose of increasing the administrative efficiency, the Company and its subsidiaries Ouro Fino Saúde Animal Ltda., Ouro Fino Agronegócio Ltda. and Ouro Fino Pet Ltda., along with related parties Ouro Fino Participações e Empreendimentos S.A. and Ouro Fino Química Ltda., have entered into an Expense Apportionment Contract for the implementation of the Shared Services Center (CSC).

- (b) The pro forma combined consolidated financial information for the six-month period ended June 30, 2013 and for the year ended December 31, 2013 has been restated as described in Note 5.

#### **3 Purpose of presenting the pro forma combined consolidated financial information**

Given the fact that during the six-month period ended June 30, 2013 and during the year ended December 31, 2013, the companies Ouro Fino Saúde Animal Ltda., Ouro Fino Agronegócio Ltda. and Ouro Fino Pet Ltda., as well as the related party Ouro Fino Química Ltda., were subsidiaries of Ouro Fino Participações e Empreendimentos S.A., and that the sharing of the administrative services existing at the time was not formalized, the purpose of presenting this pro forma combined consolidated financial information is to illustrate the impacts that the combined consolidated statement of income would have suffered if the Shared Services Center (CSC) had been implemented at January 1, 2013.

This unaudited pro forma combined consolidated financial information has been prepared and is being presented in accordance with Technical Guidance OCP 06 - "Presentation of pro forma financial information", issued by the Brazilian Accounting Pronouncements Committee (CPC). It should be read together with following documents, to which it fully refers or from which it derives:

- . Audited combined consolidated financial statements of Ouro Fino Saúde Animal Participações S.A. for the year ended December 31, 2013.
- . Audited combined consolidated interim financial statements of Ouro Fino Saúde Animal Participações S.A. for the six-month period June 30, 2013.
- . Expense Apportionment Contract entered into by the Group companies, establishing the apportionment criteria for each relevant administrative activity, as well as the methodology for allocation and collection of the CSC expenses for each company of the Group.

## Ouro Fino Saúde Animal Participações S.A.

### Notes to the pro forma combined consolidated financial information for the six-month period ended June 30, 2013 and for the year ended December 31, 2013 (unaudited) All amounts in thousands of reais unless otherwise stated

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This unaudited pro forma financial information is presented only for illustrative purposes and does not necessarily represent what the combined consolidated operating results would have been in case the transaction in question had not occurred on the indicated dates.

#### 4 Pro forma adjustments

The pro forma combined consolidated financial information is based on assumptions and estimates that management believes to be reasonable to reflect the effects of the transactions in the period of time ranging from January 1 to December 31, 2013. The criteria used in calculating the pro forma adjustment amounts are as follows:

<u>Expenses</u>	<u>Criterion</u>
Marketing - creation	The criterion adopted was the number of jobs performed for each company. This number was obtained through systemic reports of the creation service requests, which include the number of jobs provided in the period. This piece of information was used to calculate the percentage of jobs performed for each Group company.
Marketing – communication	The amount of time spent in the communication activities was measured, and the sharing ratio was calculated, based on the number of employees dedicated to each activity in the department. For jobs relating to internal communication, the share was proportional to the total number of employees of each company that receives the services.
Marketing – Executive Board, fairs and events	The sharing ratio was calculated based on the amount of time spent in each service provided, according to the time-keeping records presented by the employees.
Human Resources	According to the number of employees allocated in each Group company, the Human Resources Department shared the total expenses relating to the department. The expenses relating to human resources, personnel, recruiting, training, social responsibility, safety and occupational medicine are all included in this item.
Supplies – purchase of production materials	The criterion adopted was the amount of time spent in each company's procurement negotiations, based on the purchase volume and the complexity of the negotiation. The production companies (Ouro Fino Saúde Animal and Ouro Fino Química) are included in this sharing criterion.

## Ouro Fino Saúde Animal Participações S.A.

### Notes to the pro forma combined consolidated financial information for the six-month period ended June 30, 2013 and for the year ended December 31, 2013 (unaudited)

All amounts in thousands of reais unless otherwise stated

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<u>Expenses</u>	<u>Criterion</u>
Supplies – purchase of non-production materials	The criterion adopted was the volume of purchases made by each company. This volume was obtained through non-production material purchase reports generated by the company's system. These reports provided the number of purchases made by each Group company, and this piece of information supported the calculation of the sharing ratio.
Supply Chain Management	The sharing ratio was calculated based on the amount of time spent on each service provided, according to the time-keeping records presented by the employees. The activities carried out by the Supply Chain Management comprise the management of material purchases, storage, production planning, and sales logistics.
Imports - Ouro Fino China	The sharing ratio was calculated based on the amount of time spent on each service provided, according to the time-keeping records presented by the employees. The activities correspond to negotiations of imports made from China for production companies Ouro Fino Saúde Animal and Ouro Fino Química.
Controllership	The sharing ratio was calculated based on the amount of time spent on each service provided, according to the time-keeping records presented by the employees. Expenses relating to controllership, taxes and financial projects are included in this category.
Legal department	The criterion adopted was the volume of jobs performed for each company. This volume was obtained through systemic reports of the service requests. Based on these reports, complexity analyses were carried out to establish the sharing ratio.
Administrative support	The criterion adopted was the volume of jobs performed for each company. This volume was obtained through the number of rentals, number of vehicles comprising the fleet, and the number of fixed and mobile phones, by assessing the complexity of each activity, in order to establish the percentage to be used.

## Ouro Fino Saúde Animal Participações S.A.

**Notes to the pro forma combined consolidated financial information  
for the six-month period ended June 30, 2013 and  
for the year ended December 31, 2013 (unaudited)**  
All amounts in thousands of reais unless otherwise stated

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<b>Expenses</b>	<b>Criterion</b>
Property conservation	The criterion adopted was the volume of jobs performed for each company, which was obtained through the number of maintenance orders created by the requesters.
Engineering and construction work	The sharing ratio was calculated based on the amount of time spent on each service provided, according to the time-keeping records presented by the employees.
Executive Board and Administrative Management	The sharing ratio was calculated based on the proportion of work carried out by their teams, which comprises: administrative support, property conservation, and engineering and construction work.
Finance department	The criterion adopted was the volume of transactions made and the amount of time spent, which are obtained through reports generated by the Ouro Fino's system. Based on these reports, complexity analyses were carried out to establish the sharing ratio.
Internal audit	The sharing ratio was calculated based on the amount of time spent on each service provided, according to the time-keeping records presented by the employees.
IT expenses – maintenance, SAP project, and project management	The total expenses relating to the department were shared according to the number of the SAP system users allocated in each Group company.
IT expenses – infrastructure	The total expenses relating to the department were shared according to the number of pieces of equipment allocated on each Group company.
IT Management	The sharing ratio was calculated based on the proportion of work carried out by their teams, which comprises: maintenance, SAP project, project management, and infrastructure.
Board of Directors	The sharing ratio was calculated based on the amount of time spent on each activity performed.

## **Ouro Fino Saúde Animal Participações S.A.**

**Notes to the pro forma combined consolidated financial information  
for the six-month period ended June 30, 2013 and  
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### **5 Restatement of the pro forma combined consolidated financial information**

Subsequent to the presentation of the pro forma combined consolidated financial information for the six-month period ended June 30, 2013 and for the year ended December 31, 2013, management concluded that the results of discontinued operations should have been excluded from the presentation of the pro forma combined consolidated statement of income, to be consistent with Technical Guidance OCPC 06, "Presentation of pro forma financial information".

Accordingly, management has restated the Company's pro forma combined consolidated financial information for the six-month period ended June 30, 2013 and for the year ended December 31, 2013, to exclude disclosure of the results of discontinued operations. This adjustment to the financial information had no impact on the pro forma results of the Company's continuing operations.

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