

OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A.

Corporate Taxpayer's ID: 20.258.278/0001-70

Company Registry (NIRE) 35.300.465.415

MINUTES OF THE BOARD OF DIRECTORS MEETING HELD ON OCTOBER 17, 2014

Date, Time, and Venue: October 17, 2014, at 10:00 a.m., at the headquarters of Ouro Fino Saúde Animal Participações S.A. (the "**Company**"), 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.

Attendance: All members of the Board of Directors – Norival Bonamichi, Jardel Massari, Pedro Augusto Ribeiro Novis, Luciano Rappa and Luiz Antonio do Souto Gonçalves – attended the meeting.

Call Notice: The call notice formalities were waived due to the presence of all members of the Board of Directors.

Presiding: Chairman: Luiz Antonio do Souto Gonçalves; Secretary: Jardel Massari.

Agenda: To discuss and resolve on: (i) approval of the Company's capital increase, within the authorized capital limit, related to the first portion of the primary and secondary distribution of common shares issued by the Company ("**Shares**"), to be held in Brazil with international placement efforts ("**Offering**") and, should item (i) be approved; (ii) the setting of the issue price of the Shares in the capital increase and the respective justification; (iii) the waiving of preemptive rights by the Company's shareholders in regard to the subscription and paying in of the Shares; (iv) the determination of the method for the subscription and paying in of the Shares; and (v) the determination of the rights and benefits to be conferred on the holders of the Shares.

Resolutions: After analyzing and discussing the matters on the agenda, the attending Board Members decided, by a majority vote, to approve:

- (i) an increase in the Company's capital stock, within the authorized capital limit set forth in article 6 of its Bylaws, by R\$51,923,079.00, from R\$192,446,623.52, divided into 50,000,000 common shares, to R\$244,369,70.,52, divided into 51,923,077 common shares with the issue of 1,923,077 new shares, subject to registration by the Brazilian Securities and Exchange Commission ("**CVM**"), pursuant to CVM Instruction 400 of December 29, 2003, as amended ("**CVM Instruction 400**"), and the other applicable legal provisions.

- (ii) a price per share of twenty-seven reais (R\$27.00), calculated based on the market capitalization criterion after conclusion of the Offering's bookbuilding procedure ("**Bookbuilding Procedure**") by the Coordinators of the Offering in Brazil and the financial institutions responsible for international placement efforts, pursuant to paragraph 1, item I, and paragraph 7 of article 170 of Law 6404 of December 15, 1976, as amended ("**Brazilian Corporation Law**"), and article 23, paragraph 1 and article 44 of CVM Instruction 400, this being the most appropriate method for determining the fair price of the shares
- (iii) the waiving of current Company shareholders' preemptive rights in the subscription of the Shares, pursuant to article 172, item I, of Brazilian Corporation Law, as amended, and paragraph 3 of article 6 of the Company's Bylaws.
- (iv) the paying in of the Shares in cash in current domestic currency upon subscription.
- (v) the Shares will be entitled to the full receipt of dividends and other shareholder payments of any nature declared by the Company as of the present date, as well as all the other benefits and under the same conditions conferred on the other common shares issued by the Company, also as of the present date, pursuant to Brazilian Corporation Law and the Company's Bylaws.

Closure: There being no further business to discuss, the Chairman offered the floor to whomever wished to speak, and, as nobody did, the meeting was temporarily adjourned for the drawing up of these minutes, which were subsequently read, found to be in compliance and signed by all those present. **Signatures:** Presiding: Norival Bonamichi (Chairman) and Jardel Massari (Secretary). Attending Board Members: Norival Bonamichi, Jardel Massari, Pedro Augusto Ribeiro Novis, Luciano Roppa and Luiz Antonio do Souto Gonçalves.

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

Cravinhos, October 17, 2014.

Luiz Antonio do Souto Gonçalves
Chairman

Jardel Massari
Secretary