

## **A.H.N.S.P.E. EMPREENDIMENTOS E PARTICIPAÇÕES S.A.**

Corporate Taxpayer's ID (CNPJ/MF): 20.258.278/0001-70

Company Registry (NIRE): 35.300.465.415

### **MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

**HELD ON JUNE 18, 2014**

- 1** **Date, time and venue:** June 18, 2014, at 10:00 a.m., at the headquarters of A.H.N.S.P.E. Empreendimentos e Participações S.A., at Rua Pamplona, n° 818, 9° andar - Conjunto 92, Bairro Jardim Paulista, CEP 01405-001, in the city and state of São Paulo ("**Company**").
- 2** **Attendance:** the shareholders Norival Bonamichi and Jardel Massari, representing all the Company's capital stock, as per the signatures in the Shareholders' Attendance Book.
- 3** **Call Notice:** The call notice was waived, pursuant to Article 124, paragraph four of Law 6,404/76 ("**Brazilian Corporate Law**").
- 4** **Presiding:** Chairman: Norival Bonamichi; and Secretary: Jardel Massari.
- 5** **Agenda:** To resolve on: (i) the change of the Company's name; (ii) the change of address of the Company's headquarters; (iii) the change of the Company's purpose; (iv) the paying-in of the Company's capital; (v) the removal from office of members of the Company's Board of Executive Officers; (vi) the change on the Company's current management structure; (vii) the election of new members of the Company's Board of Executive Officers; and (viii) the amendment to the Company's Bylaws.
- 6** **Resolutions:** After analyzing and discussing the matters on the agenda, the shareholders unanimously approved:
  - 6.1** The shareholders decided to change the Company's name from "A.H.N.S.P.E. Empreendimentos e Participações S.A." to "Ouro Fino Saúde Animal Participações S.A.". Given the name change, the shareholders approved the amendment to Article 1 of the Company's Bylaws, which shall have the following wording:

*"Article 1 - Ouro Fino Saúde Animal Participações S.A. ("**Company**") is a corporation governed by these Bylaws and the applicable legal provisions."*
  - 6.2** The shareholders also decided to change the address of the Company's headquarters, from "Rua Pamplona, n° 818, 9° andar - Conjunto 92, Bairro Jardim Paulista, CEP 01405-001, in the city and state of São Paulo" to "Rodovia Anhanguera, SP 330, KM 298, Bloco C, 2° andar, Sala CCS 210, Distrito Industrial, CEP 14140-000, in the city of Cravinhos, state of São Paulo". Given the change of address of the Company's headquarters, the shareholders approved the amendment to Article 2 of the Company's Bylaws, which shall have the following wording:

**“Article 2-** *The Company’s headquarters and jurisdiction are located at Rodovia Anhanguera, SP 330, KM 298, Bloco C, 2º andar, Sala CCS 210, Distrito Industrial, CEP 14140-000, city of Cravinhos, state of São Paulo.*

**Sole paragraph:** *The Company can, by resolution of the Board of Executive Officers, open and close branches, and offices anywhere in Brazil or abroad, whenever it feels the need to do so.”*

- 6.3** The shareholders also decided to change the Company’s purpose to include, among its activities, the administration of own assets, including the licensing and sub establishment of trademarks and patents. Accordingly, the shareholders decided to amend the wording of Article 3 of the Company’s Bylaws, which shall have the following new wording:

**“Article 3:** *The Company’s purpose is:*

- (i) *to manage its own assets, including the licensing and sub establishment of trademarks and patents; and*
- (ii) *to hold equity interests in other companies, as a partner, shareholder or holder of any other type of interest. “*

- 6.4** The shareholders decided that, as of this date, all the shares representing the Company’s capital stock were paid-up. Accordingly, the shareholders decided to amend Article 5 of the Company’s Bylaws, which shall have the following new wording:

**“Article 5:** *The Company’s capital stock is five hundred reais (R\$500.00), fully subscribed and paid-up, divided into five hundred (500) non-par, book-entry common shares.*

**Paragraph one:** *Each common share grants its holder the right to one (1) vote at Shareholders’ Meetings. The ownership of shares will be proven by the registration of shareholder’s name in the “book-entry share registry”.*

**Paragraph two:** *The shares are indivisible with regard to the Company. If a share belongs to more than one person, its rights shall be exercised by a representative of the joint ownership.*

**Paragraph three:** *Upon prior approval by the Shareholders’ Meeting, the Company can acquire its own shares, which shall be held in treasury, disposed of or cancelled, as decided by the Shareholders’ Meeting.”*

- 6.5** The shareholders approved the removal from office of **Sueli de Fátima Ferreti**, Brazilian, single, analyst, bearer of identification document (RG) number 7.743.932-SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 764.868.778-04, from the position of Executive Officer, and of **Cleber Faria Fernandes**, Brazilian, married, accounting technician, bearer of identification document (RG) number 23.360.684-1-SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 192.212.358-74, from the position of Executive Officer, both of them resident and domiciled in the city and state of São Paulo, with offices at Rua Pamplona, 818, 9º andar, conjunto 71, Jardim Paulista, CEP 01405-001.

- 6.6** The shareholders decided that the Company will be managed by (i) a Board of Executive Officers, composed of a minimum of two (2) and a maximum of five (5) members, shareholders or not, resident in Brazil, all Executive Officers without specific designation, who are elected and may be removed from office at any time, with a unified term of office of three (3) years, reelection being allowed; and (ii) a Fiscal Council, composed of three (3) sitting members and the same number of alternates, which will not be permanent, and shall only be installed by resolution of the Shareholders' Meeting, or at the request of the shareholders, in the cases provided for by Law.
- 6.7** Subsequently, the shareholders elected the following members to compose the Company's Board of Executive Officers, for a unified term of office of three (3) years as of this date, reelection being allowed:
- (i) **Dolivar Coraucci Neto**, Brazilian, married, chemical engineer, bearer of identification document (RG) number 18.070.669-SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 094.633.048-43, resident and domiciled at Rua Barão do Rio Branco, 141, Jardim 5 de Dezembro, CEP 14160-040, in the city of Sertãozinho, state of São Paulo, for the position of Executive Officer without specific designation; and
  - (ii) **Fábio Lopes Júnior**, Brazilian, married, business administrator, bearer of identification document (RG) number 26.834.616-1-SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 252.784.768-42, resident and domiciled at Alameda Doutor Celso Pinheiro Machado de Souza, 1.735, Lote 67, Rua H, Bairro Recanto Humaitá, Distrito de Bonfim Paulista, CEP 14110-000, in the city of Ribeirão Preto, state of São Paulo, for the position of Executive Officer without specific designation.
- 6.8** The shareholders also approved the amendment to the Company's Bylaws as per **Exhibit I** hereto.
- 7** **Drawing up:** The drawing up of these minutes in summary format was unanimously authorized, as per paragraph one of Article 130 of Brazilian Corporate Law.
- 8** **Closure:** There being no further business to address, the Extraordinary Shareholders' Meeting was adjourned for the drawing up of these minutes which were read, approved and signed by all attending members. Presiding: Norival Bonamichi (Chairman) and Jardel Massari (Secretary). Shareholders attending the meeting: Norival Bonamichi and Jardel Massari.

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

São Paulo, June 18, 2014.

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**Norival Bonamichi**  
Chairman

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**Jardel Massari**  
Secretary

## **Exhibit I**

### **Bylaws**

#### **BYLAWS**

#### **OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A.**

Corporate Taxpayer's ID (CNPJ/MF): 20.258.278/0001-70

Company Registry (NIRE): 35.300.465.415

#### **CHAPTER I**

#### **CORPORATE NAME, HEADQUARTERS, JURISDICION, PURPOSE AND DURATION**

**Article 1:** Ouro Fino Saúde Animal Participações S.A. ("**Company**") is a corporation governed by these Bylaws and the applicable legal provisions .

**Article 2:** The Company's headquarters and legal jurisdiction are 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.

**Sole paragraph:** The Company may, by resolution of the Board of Executive Officers, open and close branches, warehouses and offices anywhere in Brazil or abroad, whenever it feels the need to do so.

**Article 3:** The Company's purpose is:

- (i) the management of own assets, including the licensing and sub establishment of trademarks and patents; and
- (ii) to hold equity interest in other companies, as a partner, shareholder or holder of any other type of interest.

**Article 4:** The duration of the Company is indeterminate.

#### **CHAPTER II**

#### **CAPITAL STOCK**

**Article 5:** The Company's capital stock is five hundred reais (R\$500.00), totally subscribed and paid-up, divided into five hundred (500) non-par, registered, book-entry common shares.

**Paragraph one:** Each common share grants its holder the right to one (1) vote at the Shareholders' Meetings. The ownership of shares will be proven by the registration of the shareholder's name in the "book-entry share registry".

**Paragraph two:** The shares are indivisible with regard to the Company. If a share belongs to more than one person, its rights shall be exercised by a representative of the joint ownership.

**Paragraph three:** Upon prior approval by the Shareholders' Meeting, the Company can acquire its own shares, which shall be held in treasury, disposed of or cancelled, as decided by the Shareholders' Meeting.

**Article 6:** Shareholders shall have preemptive rights to subscribe shares and securities convertible into shares issued by the Company in proportion to their equity interests.

**Article 7:** The failure by the subscriber to pay the amount subscribed under the conditions provided in the bulletin or request by the management body shall automatically entail the payment of default penalties by the nonperforming shareholder, as per Articles 106 and 107 of the Brazilian Corporation Law, with the outstanding amount adjusted by the variation of the General Market Price Index (**IGP-M**), published by the Getúlio Vargas Foundation, or any other index replacing it, in the lowest period legally admitted, in addition to interest of twelve percent (12%) per year, *pro rata temporis*, and a fine corresponding to ten percent (10%) of the outstanding amount, dully restated.

### **CHAPTER III SHAREHOLDERS' MEETING**

**Article 8:** Shareholders' Meetings will be held: (a) ordinarily, once a year, within the first four (4) months after the close of each fiscal year, to resolve the matters provided for by Law; or (b) extraordinarily, whenever the corporate interests so require or when the provisions in these Bylaws or the applicable legislation require resolution by shareholders.

**Article 9:** Except for the exemptions provided in Brazilian Corporate Law, Shareholders' Meetings shall be called fifteen (15) days in advance in first call and at least eight (8) days in advance in second call. Regardless of any formality in these Bylaws and in Brazilian Corporate Law, any Shareholders' Meeting in which all shareholders are present shall be considered regularly installed.

**Paragraph one:** Except for the exemptions provided in Law, Shareholders' Meetings shall only be installed and make valid resolutions in first call with the attendance of shareholders representing at least the absolute majority of total voting shares of the capital stock and, in second call, with any number of shareholders. Blank votes will not be counted on the resolutions of the Shareholders' Meetings.

**Paragraph two:** Shareholders can be represented at Shareholders' Meetings by an attorney-in-fact appointed as per Article 126 of Brazilian Corporate Law.

**Paragraph three:** Shareholders' Meetings are presided over by any of the Company's Executive Officers, who, as Chairman, is responsible for choosing the secretary among those present.

**Paragraph four:** The exercise of voting rights in the special cases of joint ownership, shareholders' agreements, usufruct and shares leased or under fiduciary sale, is subject to specific legal requirements and the proofs established in Law.

**Paragraph five:** The shareholders whose corporate rights have been suspended cannot vote at Shareholders' Meetings.

**Paragraph six:** Shareholders cannot vote in resolutions related to the appraisal report of the assets that make up the capital stock and the approval of their accounts as managers, or in any other meetings that may particularly benefit them or in which their interests conflict with those of the Company.

**Paragraph seven:** The minutes of the works and resolutions of Shareholders' Meetings shall be drawn up in the Company's records, signed by the members of the presiding board and the attending shareholders. Certificates or authentic copies of the minutes shall be made for legal purposes.

**Article 10:** Without prejudice to the other matters provided for by Law, it is incumbent solely on the Shareholders' Meeting to resolve on the matters of Articles 122, 132 and 136 of Brazilian Corporate Law and:

- (i) to elect and remove from office the members of the Board of Executive Officers;
- (ii) to establish the overall annual compensation of the members of the Board of Executive Officers, as well as of the members of the Fiscal Council, if installed;
- (iii) to amend the Bylaws;
- (iv) to resolve on the merger, incorporation, spin-off or transformation of the Company, as well as its winding up or liquidation;
- (v) to attribute share-based bonuses and decide on eventual share splits and reverse splits;
- (vi) to approve stock option plans or share subscription plans for its managers and employees, as well as for the managers and employees of other companies directly or indirectly controlled by the Company;
- (vii) to resolve, based on the proposal presented by management, on the allocation of income for the year and the distribution of dividends;
- (viii) to elect the liquidator, as well as the Fiscal Council that shall work during liquidation; and
- (ix) to approve investments outside the Company's core business, defined as the activities that compose the Company's purpose, listed in Article 3 of these Bylaws.

## **CHAPTER IV MANAGEMENT**

### **SECTION I BOARD OF EXECUTIVE OFFICERS**

**Article 11:** The Company will be managed by a Board of Executive Officers comprising a minimum of two (2) and a maximum of five (5) members, all of whom without specific designation, shareholders or not, resident in Brazil, elected for a unified term of office of three (3) years,

reelection being allowed. The Executive Officers shall remain in their respective offices until their respective successors take office.

**Paragraph one:** Only those who meet the following requirements may be elected as Company Executive Officers and managers of companies controlled by the Company:

- (i) have an undergraduate degree;
- (ii) have professional experience and the appropriate technical and managerial skills for the position;
- (iii) be at most sixty-seven (67) years old at the time of election. Seventy (70) is the maximum age to remain in office, after which Executive Officers will be mandatorily removed from their positions.

**Paragraph two:** Executive Officers are exempted from providing guarantees, as allowed by Law, and their compensation shall be annually established by the Shareholders' Meeting. The Board of Executive Officers shall be in charge of the distribution to its members.

**Article 12:** The Board of Executive Officers shall meet:

- (i) bimonthly, on dates to be previously established in the first meeting after election of its members, with the purpose of monitoring and analyzing the execution of the corporate strategy, compliance with budget and targets, capital structure, and assessment of the market strategy and the competition;
- (ii) extraordinarily, whenever the corporate interests so require; and
- (iii) whenever it is required to resolve on matters within its competence.

**Paragraph one:** The meetings of the Board of Executive Officers will be held at the Company's headquarters and may be called by any Executive Officer.

**Paragraph two:** The call notices must be made in writing and include the agenda and the necessary documents for Executive Officers to make their decisions. The call notices must be sent at least five (5) days prior to the date of the event by letter, fax or e-mail, with a proof of receipt .

**Paragraph three:** The call notice can only be waived if all members are present. The members of the Board of Executive Officer who vote by means of representation by another member of the respective body, by an early written vote and by written vote transmitted via fax, e-mail or any other mean of communication shall be considered present.

**Paragraph four:** The meetings of the Board of Executive Officers will only be installed and make valid resolutions when attended by at least two (2) Executive Officers, regardless of the matter on the agenda.

**Paragraph five:** The resolutions of the Board of Executive Officers shall be adopted by a majority vote of the Executive Officers attending the meeting.

**Article 13:** It is incumbent upon the Board of Executive Officers, in compliance with the provisions of these Bylaws:

- (i) to exercise the attributions granted by the Law and these Bylaws in order to ensure the full and regular operation of the Company and its subsidiaries, affiliates and business units;
- (ii) to submit, annually, by the end of each fiscal year, for analysis by the Shareholders' Meeting a proposal with overall business guidelines for the Company, its subsidiaries and business units for the following year, including:
  - (a) the corporate strategy and business units of the Company and its subsidiaries and affiliates;
  - (b) the operating structure, including the Executive Officer who will be responsible for monitoring each unit;
  - (c) the budget and target plan of each business unit;
  - (d) the investment and divestment policy of each business unit;
  - (e) the compensation of the managers of each business unit;
  - (f) the capital structure necessary to execute the budget and target plan of each business unit; and
  - (g) the interest on equity payment plan.
- (iii) to submit, annually, within the three (3) months of the close of the fiscal year, for analysis by the Shareholders' Meeting its report and other documents related to the accounts of the fiscal year, as well as a proposal for the allocation of net income in compliance with legal provisions and the provisions of Chapter V of these Bylaws ;
- (iv) to coordinate the process of disposal of shares representing the capital stock, pursuant to the Company's Shareholders' Agreement;
- (v) to elect and remove from office the managers of the subsidiaries and affiliates;
- (vi) to open and close branches, warehouses and offices anywhere in Brazil or abroad, whenever it feels the need to do so;
- (vii) to open, use and close bank and investment accounts;
- (viii) to settle, waive, abdicate, make agreements, enter into commitments, have obligation, invest funds, acquire, burden and dispose of assets and provide guarantees, signing the respective terms and agreements; and
- (ix) to represent the Company, in court or out of court, actively or passively, before any third party, including public offices or federal, state or municipal authorities.



**Article 14:** If the position of Executive Officer is vacant, a Shareholders' Meeting shall be called to elect a substitute, who shall complete the term of office of the replaced Executive Officer.

**Article 15:** Pursuant to these Bylaws, any act or agreement that implies liability or obligation for the Company must be signed, jointly, by:

- (i) two (2) Executive Officers;
- (ii) one (1) Executive Officer and one (1) attorney-in-fact with specific powers; or
- (iii) two (2) attorneys-in-fact with specific powers.

**Paragraph one:** The powers of attorney granted by the Company shall always be signed by two (2) Executive Officers, jointly.

**Paragraph two:** The power of attorney must always be specific for the acts to be practiced by the attorney-in-fact and, except for those granted for legal purposes or for the purpose of defending the Company in administrative proceedings, shall be valid for up to one (1) year.

**Article 16:** The use of the corporate name in documents strange to corporate purposes, such as letter of guarantee, suretyships or endorsements to third parties, is not permitted.

## **SECTION II FISCAL COUNCIL**

**Article 17:** The Company shall have a Fiscal Council composed of three (3) sitting members and an equal number of alternate members, which will not operate on a permanent basis and will be installed only by resolution of the Shareholders' Meeting or at the request of shareholders, in the events provided for by Law.

**Paragraph one:** The members of the Fiscal Council, natural persons, resident in Brazil, legally qualified, will be elected by the Shareholders' Meeting that resolves on the installation of that body, at the request of shareholders, with a term of office up to the first Annual Shareholders' Meeting held after election.

**Paragraph two:** The members of the Fiscal Council will only be entitled to the compensation established at the Shareholders' Meeting, during the period in which the body operates and they are effectively exercising their duties.

**Paragraph three:** If a position as a member of the Fiscal Council becomes vacant, the alternate member shall take office. If there is no alternate member, a Shareholders' Meeting shall be summoned to elect a member for the vacant position.

**Paragraph four:** Individuals with a relationship with a company considered to be a competitor of the Company ("**Competitor**") may not be elected as a member of the Company's Fiscal Council. It is prohibited, among others, the election of a person who: (i) is an employee, shareholder or member of management or technical or fiscal staff of a Competitor or a Competitor's Parent Company or Subsidiary; (ii) is a spouse or relative up

to the second degree of a member of management, or technical or fiscal staff of a Competitor or a Competitor's Parent Company or Subsidiary.

**Article 18:** The Fiscal Council, when installed, shall have the attributions set forth in Law. The duties of its members may not be delegated. The Fiscal Council's Internal Regulations must be drawn up, discussed and voted by its members on the first meeting called after its installation.

#### **CHAPTER V FISCAL YEAR AND PROFIT**

**Article 19:** The fiscal year shall begin on January 1 and end on December 31 of each year, when the balance sheet and the other financial statements must be prepared in accordance with the terms provided in the applicable legislation.

**Sole paragraph:** The Company's financial statements must be audited, on an annual basis, by an independent auditor duly registered with the CVM.

**Article 20:** Prior to deducting any profit sharing, accumulated losses, if any, and any provision for income tax and social contribution on income must be deducted from net income. Net income shall be allocated as per the paragraphs of this article.

**Paragraph one:** The following amounts will be deducted from net income for the year:

- (i) five percent (5%) for the legal reserve, not exceeding twenty percent (20%) of the capital stock; and
- (ii) twenty-five percent (25%) for the payment of mandatory dividends.

**Paragraph two:** The balance of the remaining net income after deductions provided in Paragraph one above shall be allocated as resolved by the Shareholders' Meeting, pursuant to the applicable Law.

#### **CHAPTER VI WINDING UP AND LIQUIDATION**

**Article 21:** The decease, filing for bankruptcy, declaration of incapacity or removal from office of any shareholder shall not wind up the Company, which will remain operating with the other shareholders.

**Article 22:** The Company will wind up in the cases provided for by Law. The Shareholders' Meeting shall be responsible for, if applicable, determining the type of liquidation and appointing the fiscal council and the liquidator, who shall operate during liquidation, and establishing their compensation.

**CHAPTER VII**  
**GENERAL PROVISIONS**

**Article 23:** The Company shall comply with the shareholders' agreements filed at its headquarters, pursuant to Article 118 of Brazilian Corporate Law. The Chairman of the Shareholders' Meetings shall abstain from computing the votes contrary to the respective terms of the Shareholders' Agreements.

**Article 24:** These Bylaws are governed by Brazilian Corporate Law. Cases omitted in these Bylaws shall be resolved by the Shareholders' Meeting and governed by Brazilian Corporate Law.

**Article 25:** Shareholders are guaranteed the access to agreements entered into between the Company and its related parties, including shareholders and administrators, as well as shareholders' agreements and stock option programs our other programs to acquire other securities issued by the Company.

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