

## **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

### **MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON SEPTEMBER 29, 2014**

**Date, Time and Venue:** September 29, 2014, at 10:0 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:** Shareholders representing the total capital stock of the Company, as per the signatures in the Shareholders' Attendance Book.

**Call Notice:** Publication of the call notice was waived, pursuant to article 124, paragraph 4, of Law 6404 of December 15, 1976, as amended ("**Brazilian Corporation Law**").

**Presiding:** Chairman: Norival Bonamichi. Secretary: Jardel Massari.

**Agenda:** To discuss and resolve on: **(i)** amending the Company's Bylaws; **(ii)** the Company's Related Party Transaction Policy; **(iii)** the creation of a Statutory Audit Committee, pursuant to CVM Instruction 308 of May 14, 1999, as amended ("**CVM Instruction 308**") and its own internal regulations; and **(iv)** consolidation of the Company's Bylaws, if item (i) above is approved.

**Resolutions:** After analyzing and discussing the matters on the Agenda, the attending shareholders decided, by a unanimous vote, decided:

- (i) due to the requirements of the Brazilian Securities and Exchange Commission ("**CVM**") and the São Paulo Securities, Commodities and Futures Exchange ("**BM&FBOVESPA**") within the context of the request for registration as a publicly-held company and Category "A" issuer and the request for registration of the primary and secondary public offering of common shares issued by the Company, to approve amendments to Chapter I; Chapter II; Chapter III; Chapter IV, Sections II, IV and V; Chapter V; Chapter VI; Chapter IX; as well as the inclusion of Chapter IV, Section III of the Company's Bylaws.

- (ii) to approve the Company's Related Party Transaction Policy, as per **Exhibit I** to these Minutes;
- (iii) to approve the creation of the Company's Statutory Audit Committee, pursuant to CVM Instruction 308, and its internal regulations, as per **Exhibit II** to these Minutes; and
- (iv) given the resolution in regard to item (i) above, to approve the consolidation of the Company's Bylaws, which shall now read as per **Exhibit III** to these Minutes.

**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. Cravinhos, September 29, 2014. Presiding: Norival Bonamichi (Chairman), Jardel Massari (Secretary). Attending Shareholders: Norival Bonamichi, Jardel Massari, representing BNDES Participações S.A. - BNDESPAR, Carlos Henrique Henrique, Dolivar Coraucci Neto, Fábio Lopes Júnior, Antonio Claret Bueno, Fausto Eduardo Fonseca Terra, José Adolfo Trevelin, Sandra Barioni Toma, José Ricardo Garla de Maio, Luis Eduardo Trindade Grégio, Ricardo Ávalo Castilho, Luiz Gustavo Ribeiro and Verônica Arlete Martins.

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

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**Norival Bonamichi**  
Chairman

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**Jardel Massari**  
Secretary

**EXHIBIT I TO THE MINUTES OF THE EXTRAORDINARY  
SHAREHOLDERS' MEETING HELD ON SEPTEMBER 29, 2014**

**Related Party Transaction Policy**

**EXHIBIT II TO THE MINUTES OF THE EXTRAORDINARY  
SHAREHOLDERS' MEETING HELD ON SEPTEMBER 29, 2014**

**Internal Regulations of the Company's Statutory Audit Committee**

**EXHIBIT III TO THE MINUTES OF THE EXTRAORDINARY  
SHAREHOLDERS' MEETING HELD ON SEPTEMBER 29, 2014**

**Bylaws of the Company**