

## **CNMV**

Edison, 4  
28006 Madrid

Barcelona, March 23, 2018

## RELEVANT FACT

In accordance with the Article 228 of Royal Legislative Decree 4/2015, dated 23 October, which enacts the consolidated text of the Securities Market Act, LABORATORIO REIG JOFRE SA ("Reig Jofre" or "the Company"), informs that on March 19, 2018, the Board of Directors of the Company approved the convening of the Ordinary and Extraordinary General Shareholders' Meeting, that it is called to be held in the Auditorium of the Barcelona Stock Exchange, located in Passeig de Gracia nº 19, Barcelona, on May 3, 2018, at 11:00 pm, on first call, and in the same place and time the following day, May 4, 2018, if necessary, with the agenda attached hereafter.

As per the Company's will to initiate a shareholder remuneration policy, which is in turn compatible with ongoing growth projects, the Board of Directors of the Company will submit for the Shareholders' Meeting approval a **scrip dividend or flexible dividend**, allowing Reig Jofre's shareholders to receive, if they so wish, shares issued by the Company, but without limiting their possibility of receiving in cash an amount equivalent to the payment of the dividend, if that is their total or partial choice.

To that end, the Board of Directors shall submit to the Shareholders' Meeting a capital increase for an amount determined in accordance with the terms of the agreement, through the issuance of new ordinary shares with a nominal value of fifty cents and with provision for incomplete allocation.

Following the approval, if applicable, of such dividend by the Shareholders' Meeting, the Board of Directors shall approve its execution, as well as all the operational details thereof, at which time a new Relevant Fact shall be sent with all details concerning amount, deadlines and procedure.



All documentation related to the aforementioned and the rest of the agenda is available in the Investors / General Shareholders' Meeting section of the Company's website, [www.reigjofre.com](http://www.reigjofre.com).

Yours faithfully,

Adolf Rousaud  
Secretary of the Board of Directors

**CALL FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF LABORATORIO REIG JOFRE, S.A.**

By agreement of the Board of Directors of **LABORATORIO REIG JOFRE, S.A.** (hereinafter the “**Company**”) on April 19, 2018, the Company’s Ordinary and Extraordinary General Shareholders Meeting is called to be held in Saló n de Actos de la Bolsa de Barcelona, located in Passeig de Gràcia nº 19, Barcelona, on May 3, 2018, at 11.00 h, on first call, and in the same location and at the same time on the following day, May 4, 2018, if necessary, on second call, with the following

**AGENDA**

- FIRST - Financial statements and corporate management:
- 1.1. Review and approval, where applicable, of the Company’s Individual Financial Statements for the 2017 financial year, duly reviewed by the Company’s auditors.
  - 1.2. Review and approval, where applicable, of the Company’s Individual Management Report for the 2017 financial year, duly reviewed by the Company’s auditors.
  - 1.3. Review and approval, where applicable, of the Consolidated Financial Statements corresponding to 2017 of the Company and its subsidiaries, duly reviewed by the Company’s auditors.
  - 1.4. Review and approval, where applicable, of the consolidated management report corresponding to 2017 of the Company and its subsidiaries, duly reviewed by the Company’s auditors.
  - 1.5. Approval, when applicable, of the proposed appropriation of the profit corresponding to the 2017 financial year.
  - 1.6. Approval, where applicable, of the corporate management during the 2017 financial year.
- SECOND - Reappointment, where applicable, of the Auditors of the Company and its consolidated group.
- THIRD - Submission to vote, in a consultative capacity, of the Annual Report on the Remuneration of the Directors of the Company corresponding to 2017.

- FOURTH - Approval, where appropriate, of the Company's Director Remuneration Policy.
- FIFTH - Adoption, when applicable and within the "Reig Jofre Flexible Dividend" plan, of an increase in the Company's share capital with a charge to reserves for an amount determined in accordance with the terms of the agreement, through the issuance of new ordinary shares with a nominal value of fifty cents and with provision for incomplete allocation. Offer to shareholders for the purchase of their free allocation rights for a guaranteed price. Request for admission to trading of issued shares. Delegation of powers to the Board of Directors, with express power of substitution, including, among other matters, the power to redraft the article of the Bylaws that regulates the share capital.
- Sixth - Approval of the period of fifteen days for the calling of the Extraordinary General Shareholders Meeting in accordance with Article 515 of the Corporate Enterprises Act.
- SEVENTH - The delegation of powers to the Board of Directors, with express power of substitution, for the formalization, interpretation, correction and/or implementation of the agreements adopted by the General Shareholders Meeting.
- EIGHTH - Other business.

#### **Celebration of the General Shareholders' Meeting on first call**

The General Shareholders' Meeting is expected to be held, except otherwise announced, on first call, on May 3, 2018, at the time and in the venue indicated. The registration of cards will begin one hour before the time scheduled for the General Shareholders' Meeting.

As it is expected that the General Shareholders' Meeting is to be held on first call, it is made known that:

- a) Shareholders must register their shares in their name no later than April 27, 2018, under the provisions of Article 517 of the Corporate Enterprises Act.
- b) Shareholders must obtain their attendance cards no later than April 27, 2018.
- c) Remote votes and proxies must be received by the Company no later than 24.00 h on April 27, 2018.

#### **Right to request the publication of a supplement to the call and to submit proposed resolutions**

Under Article 519 of the Corporate Enterprises Act, shareholders representing at least three percent of the share capital may request the publication of a supplement to this General Shareholders Meeting call, including one or more agenda items, providing that the new items are accompanied by a justification or, where applicable, a justified agreement proposal. This right shall be exercised by means of a certified notification to be received in the registered offices within the five days subsequent to the publication of this call. Similarly, Shareholders representing at least three percent of the share capital may, in the period and in manner indicated above, submit justified proposals for

resolutions on matters already included or to be included in the agenda of the General Meeting called. The Company shall ensure the dissemination of these proposed resolutions and of any attached documentation among the other shareholders via its corporate website.

**Documents available to Shareholders and right to information**

Under the provisions of the Corporate Enterprise Act, the Company Bylaws, and the General Shareholders Meeting Regulation, as of the date of publication of this call, Shareholders have the right to examine, at the Company's registered offices, to consult in the Company's website ([www.reigjofre.com](http://www.reigjofre.com)), and to request the free delivery or dispatch (including by e-mail with confirmation of reception with confirmation of reception if so accepted by the shareholder) of:

1. The announcement of the call.
2. The model of the attendance, delegation and voting card.
3. The total number of shares and voting rights on the date of the publication of the call announcement.
4. The full text of the agreement proposals corresponding to all the items on the Agenda.
5. The Individual Financial Statements of the Company and the Consolidated Financial Statements of its subsidiaries for 2017, the Individual Management Report of the Company and the Consolidated Management Report of its subsidiaries for 2017, together with the respective Audit Reports.
6. The Directors' Responsibility Statement relative to the content of the Financial Statements, under Article 35 of the Securities Market Law.
7. The report justifying the Directors remuneration policy.
8. The Directors' remuneration policy.
9. The Annual Corporate Governance Report corresponding to the 2017 financial year.
10. The Annual Report on Directors Remuneration for the 2017 financial year.
11. The Audit, Compliance and Conflicts of Interest Committee Report on the independence of the auditor in relation to audit reports corresponding to the 2017 financial year.
12. The Audit, Compliance and Conflict of Interest Committee Report corresponding to the 2017 financial year.
13. The Appointments and Remuneration Committee Report corresponding to the 2017 financial year.
14. The Annual Report on Related Transactions.

15. The Report prepared by the Board of Directors relative to Agenda item referring to the capital increase charged to reserves.
16. The document containing the FAQs posed by Shareholders about the General Shareholders Meeting.

Under with the provisions of Articles 197 and 520 of the Corporate Enterprise Act, as of the date of publication of this call and up to the fifth day prior to the day scheduled for the celebration of the General Shareholders Meeting, shareholders may request, in writing from the Board of Directors, any information or clarifications they deem appropriate, or present any questions in writing they consider opportune, regarding (i) the items on the agenda, (ii) the publicly-available information provided by the Company to the Spanish Securities Market since the celebration of the last General Shareholders Meeting, and (iii) the auditor's reports on the Company's Individual Management Reports and Financial Statements, and the Consolidated Management Reports and Financial Statements of the Company and its subsidiaries, corresponding to the financial year 2017. For this purpose, Shareholders may request information by delivering or by sending the petition by post to the registered offices, for the attention of the Investor Relations Department (calle Gran Capità nº 10, 08970 Sant Joan Despí, Barcelona), as well as by addressing themselves by e-mail to the following address: [investors@reigjofre.com](mailto:investors@reigjofre.com). Shareholders may also verbally request information or clarifications on the above matters during the General Shareholders' Meeting.

Valid requests for information, clarification or questions presented in writing by Shareholders, as well as the responses provided by the Board of Directors, will be included on the Company's website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)).

Additionally, under Article 539.2 of the Corporate Enterprise Act, shareholders are informed that an Electronic Shareholders Forum has been enabled in the corporate website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)), to be used in accordance with the corresponding legally established purpose and the operating guarantees and rules established by the Company. The Forum may be accessed by duly-identified shareholders and shareholder groups.

### **Right to attend**

The holders of any number of shares registered in their name in the account entry register of any of the entities participating in "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U." (Iberclear) at least five days prior to the day on which the General Shareholders Meeting is to be celebrated, depending on whether the General Meeting is held on the first or on the second call and who, furthermore, maintain ownership of the shares until the celebration of the General Meeting, shall be entitled to attend the General Shareholders Meeting.

In order to exercise the right to attend, Shareholders must be previously legitimised by means of the corresponding nominative attendance card, in which the number of shares held will be indicated, as well as the number of votes that may be cast. The card will be issued, on the request of the Shareholder, either directly by the Company through the Secretariat following the provision of proof of shareholder status, or through the entities pertaining to Iberclear and responsible for the accounting register. Shareholders must obtain the corresponding attendance card up to five days prior to the date of the General Meeting (depending on whether the General Shareholders Meeting is

celebrated on first or second call, respectively). Requests may be sent to the attention of the Investor Relations Department at the following email address: [investors@reigjofre.com](mailto:investors@reigjofre.com).

On the day and in the venue scheduled for the celebration of the General Shareholders' Meeting, and as one hour prior to the time announced for the beginning of the Meeting, the Shareholders their respective attendance or proxy cards to the personnel responsible for registering shareholders. Attendance or proxy cards presented by Shareholders to the personnel responsible for registering shareholders after the time established for the start of the General Shareholders' Meeting will not be accepted.

### **Proxy**

All shareholders entitled to attend may be represented at the General Shareholders' Meeting by another person, including a non-shareholder, in accordance with the requirements of the Law, the Bylaws (Article 17) and the General Shareholders Meeting Regulations (Article 9) by means of the representation form printed on the attendance card.

Shareholders wishing to delegate their vote using the "Representation and remote voting card" model that the Company makes available to all shareholders must download the "Representation and remote voting card" from the corporate website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)) and print, complete and sign it in the corresponding "Representation" section. The card must be accompanied by the attendance card issued by the Company or, if applicable, by the entity in which the shareholder has deposited their shares. The attendance card must be duly signed.

Proxies may be submitted by the representative on the day and in the venue of the General Shareholders Meeting, or may be sent by the Shareholder, in advance, by post or courier to the registered office of the Company (calle Gran Capità nº 10, 08970 Sant Joan Despí, Barcelona), addressed to the Investor Relations Department, to the attention of the Chair of the Board of Directors.

Alternatively, Shareholders may grant proxy through electronic or remote means that duly guarantee the attributed representation and the identity of the representative. Proxies granted by these means shall be effected through the Electronic Shareholder Forum enabled on the corporate website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)).

Shareholders granting a remote proxy commit themselves to informing the appointed representative of the proxy conferred. When the proxy is granted to a Director of the Company, this notice shall be deemed effected following the reception by the Company of said notice of proxy. In such a case, the representative shall be relieved of the requirement to identify him/herself in the terms provided in following paragraph.

For the purpose of proving the identity of the shareholders, or that of their valid representatives, attendees may be requested, at the entrance of the premises in which the General Shareholders Meeting is to be held, to facilitate their attendance card, documents certifying the status of the

representative, and the presentation of a National Identity Card or any other official document generally accepted for these purposes.

Additionally, the proxy may only exercise the vote of the represented person when personally attending the General Shareholders' Meeting.

### **Remote voting**

Shareholders may exercise their vote in relation to the items on the agenda of the General Shareholders Meeting, prior to its celebration, through remote communication means, in accordance with the provisions of the Corporate Enterprises Act, the Company Bylaws (Article 17), and the General Shareholders' Meeting Regulations (Article 17). The valid means of communication for remote voting are:

a) Electronic means

Votes cast electronically shall be effected through the Electronic Shareholder Forum enabled on the corporate website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)).

b) Post

In order to cast a remote vote by mail, Shareholders must download the "Representation and remote voting card" from the corporate website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)) and print, complete and sign it in the corresponding "Remote voting" section. The card must be accompanied by the attendance card issued by the Company or, if applicable, by the entity in which the shareholder has deposited their shares. The attendance card must be duly signed.

Once completed and personally signed, the Shareholder may send it by post or courier to the registered office of the Company (calle Gran Capità nº 10, 08970 Sant Joan Despí, Barcelona), addressed to the Investor Relations Department, to the attention of the Chair of the Board of Directors.

### **Rules on voting and distance proxies**

Under the provisions of the Corporate Enterprises Act, the Company Bylaws (Article 17), and the General Shareholders' Meeting Regulations (Articles 9 and 17), the basic rules which regulate voting and remote proxies are as follows:

- Proxy and remote votes (cast either electronically or by post) must be received by the Company five (5) days prior to the date scheduled for the celebration of the General Shareholders Meeting, according to the celebration of the General Shareholders Meeting on first or second call, respectively.
- The services for voting and proxy by electronic means will be available to Shareholders as of the date of publication of the call.
- Remote voting shall revoke remote proxy, independently of the respective dates.



- Personal attendance at the General Shareholders' Meeting by Shareholders who have granted proxy or previously voted remotely will render the proxy or vote without effect.
- Votes cast by post or electronic means shall be understood as revoked by the subsequent submission of a vote to contrary effect.
- The validity of the conferred representation and the vote cast by remote communication means shall be subject to the verification of the condition of Shareholder, by means of the attendance card or by the presentation of the certificate issued by the entity responsible for the accounting register of the Company's shares, reflecting the registration in the shareholder's name of Company shares.

For the purpose of exercising the rights to vote and proxy by remote electronic communication means, the Company will enable a tool via the Electronic Shareholder Forum consisting of a platform for electronic voting and delegation by means of a digital certificate and in accordance with the account entries register (hereinafter, the "Platform"). The tool will provide details regarding voting instructions and will be linked to the Company website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)). It will enable the verification of the shareholder's identity via the appropriate means (electronic signature certificate, Tax Identification Number or other).

Any User who requests access to the Platform will do so by completing the registration form, and provide all supporting documentation requested (Tax Identification Number, bank documents and, where appropriate, such other documents as determined by the Company).

Once the Shareholder has completed the "Registration Form" and attached the specified documentation, the members of the Board of Directors designated by the Company will proceed to activate the user in order that he/she may access the Platform.

The Platform will be active as of the date of the publication of the call until the celebration of the General Shareholders' Meeting, as determined by the Company.

#### **Electronic Shareholder Forum**

The Company has set up an Electronic Shareholder Forum on its website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)) with the legally established purpose and to facilitate communication among shareholders in relation to the celebration of the General Shareholders Meeting. The Forum can be accessed by duly legitimated individual shareholders and associations of shareholders. To access the Forum, follow the instructions published by the Company on its website ([www.reigjofre.com/es/inversores/junta-general-accionistas](http://www.reigjofre.com/es/inversores/junta-general-accionistas)) for the call.

#### **Notary intervention**

The Board of Directors has resolved to request the presence of a notary to take the minutes of the General Shareholders Meeting, in accordance with the provisions of Article 203 of the Corporate Enterprises Act in relation to Article 101 of the Commercial Registry Regulations.

#### **Processing of personal data**

Under the provisions of Constitutional Law 15/99, December 13, on the Protection of Personal Data, the personal data of the Shareholders and, where applicable, their representatives, provided to the Company for the exercise or delegation of attendance rights; information; participation in the Electronic Shareholder Forum; and for fulfilling any other legal obligations arising from the calling and celebration of the General Shareholders Meeting, will be included in the Shareholders file held under the responsibility of the Company and will be treated by the Company in order to manage the development, compliance and control of shareholder relationships with respect to the calling and celebration of the General Shareholders Meeting. These data will be provided to the Notary solely in relation to the recording of the notarial minutes of the General Shareholders' Meeting.

Shareholders are informed of the possibility to exercise their rights of access, rectification, cancellation and opposition under the terms established for this purpose in the current legislation, by sending an email to the mailbox that figures in the corporate website ([www.reigjofre.com/es/contacto](http://www.reigjofre.com/es/contacto)).

Sant Joan Despi (Barcelona), March 22, 2018

Adolf Rousaud Viñas  
Non-Executive Secretary of the Board of Directors