

BIOORGANIC RESEARCH AND SERVICES, S.A.

Extraordinary General Shareholders' Meeting 2018

The Board of Directors of BIOORGANIC RESEARCH AND SERVICES, S.A. (the “**Company**”) has resolved to call the shareholders to the Extraordinary General Shareholders’ Meeting to be held on 25 April 2018 at 1:00 p.m., on first call, in Jerez de la Frontera, Parque Tecnológico Agroindustrial, Avenida de la Innovación, 1, Edificio Singular (located just 200 meters from the Company’s registered office) and, if necessary, on the following day at the same time and place on second and last call (most certainly, the General Meeting will be held on first call), to consider and resolve upon the following

Agenda

- One.-** Increase in the Company’s share capital to be fully subscribed by BTC Uno S.à.r.l. by means of non-monetary contributions whose consideration will consist of all the stake of Antibióticos de León, S.L.U. in a nominal amount of one million four hundred forty two thousand two hundred and seventeen euros with ten euro cents (€1,442,217.10), through the issuance of twenty eight million eight hundred forty four thousand three hundred forty two (28,844,342) new ordinary shares of the same class and series that those currently issued having a par value of five euro cents (€0.05), with a share premium of two euros with fifty-nine cents of euro (€2.59). Authorisations.
- Two.-** Appointment, re-election and ratification of directors.
- 2.1.-** Ratification of the appointment by the Board of Directors (by cooptation) of Mr. Roberto Ramón González de Betolaza García, as a Proprietary director.
 - 2.2.-** Appointment of Mr. Juan Fernando Naranjo Quintero as member of the Board of Directors of the Company, as a Proprietary director.
 - 2.3.-** Appointment of Mr. José Manuel de la Infiesta Rollán as member of the Board of Directors of the Company, as a Proprietary director.
 - 2.4.-** Appointment of Mr. Juan Molins Monteys as member of the Board of Directors of the Company, as a Proprietary director.
 - 2.5.-** Appointment of Tusquets Consultores, S.L. as member of the Board of Directors of the Company, as a Proprietary director.
 - 2.6.-** Appointment of Mrs. María del Pilar de la Huerta Martínez as member of the Board of Directors of the Company, as an Executive director.
 - 2.7.-** Re-election of Mr. Emilio Moraleda Martínez as member of the Board of Directors of the Company, as an Independent director.
 - 2.8.-** Appointment of Mr. Juan Azcona de Arriba as member of the Board of Directors of the Company, as an Independent director.

- 2.9.** Appointment of Mr. Benito Damián Rubido Ramonde as member of the Board of Directors of the Company, as an Independent director.
- Three.-** Establishing the number of members of the Board of Directors in ten.
- Four.-** Amendment of the minimum number of members of the Board of Directors, from a minimum of three to a minimum of four members, by means of amending article 19 (*Structure of the Board of Directors*) of the Company's By-laws.
- Five.-** Amendment of the Company name to "*ADL BIONATUR SOLUTIONS, SOCIEDAD ANÓNIMA*", by means of amending the Company's By-laws and the Regulations of the General Shareholders' Meeting.
- 5.1.-** Amendment of article 1 (*Company Name*) of the Company's By-laws to amend the Company name.
- 5.2.-** Amendment of the preamble of the Regulation of the General Shareholders' Meeting to reflect the new Company name.
- Six.-** Extension of the Company's corporate purpose to include basic pharmaceutical products' manufacture, by means of amending article 2 (*Corporate Purpose*) of the Company's By-laws.
- Seven.-** Amendment of article 22 (*Board of Directors*) of the Company's By-laws in order to improve the functioning of the Board of Directors.
- Eight.-** Appointment of the new external auditor of the Company.
- Nine.-** Authorisation to the Board of Directors to increase the Company's share capital in the terms of article 297.1.b) of the Spanish Capital Corporations Law.
- Ten.-** Increase in the Company's share capital by means of monetary contributions in the amount of one million euros (€1.000.000), through the issuance of twenty million (20.000.000) of new ordinary shares of the same class and series that those currently issued having a par value of five euro cent (€0.05), with a share premium to be determined by the Board of Directors, without excluding pre-emptive rights and with the possibility of such share capital increase not being fully subscribed. Authorisation to the Board of Directors, in the terms of article 297.1.a) of the Spanish Capital Corporations Law, to execute this resolution within a period of one (1) year –establishing its conditions when they have not been specifically resolved by the General Shareholders' Meeting–, to amend article 5 (*Share Capital*) of the Company's By-laws, and to request the listing of the new shares in the Spanish Alternative Stock Market (MAB).
- Eleven.-** Suggestions and questions.
- Twelve.-** Necessary authorizations.
- Thirteen.-** Approval of the meeting's minutes.

Shareholders have the right to request in writing, prior to the General Shareholders' Meeting or verbally during the same, all the information or clarifications that they may deem necessary regarding the matters on the agenda and, specially, the rights that article 197 of the Spanish Capital Companies Law provides to shareholders in this regard.

For the purposes of article 287 of the Spanish Capital Corporations Law, from the date of this notice of call to the General Meeting shareholders have the right to examine at the Company's registered office and freely request the delivery of the full text of the proposed resolutions to amend the Company's By-laws under points One (Increase in the Company's share capital by means of non-monetary contributions), Four (amendment of the minimum number of members of the Board of Directors), Five (amendment of the Company name), Six (extension of the Company's corporate purpose) and Seven (amendment of the article 22 (*Board of Directors*) of the Bylaws to improve the functioning of the Board of Directors) of the agenda, as well as the corresponding directors' reports.

Likewise, in relation to point One (Increase in the Company's share capital by means of non-monetary contributions) on the agenda and according to article 300 of the Spanish Capital Corporations Law, shareholders have the right to examine at the Company's registered office: (i) the directors' report prepared in accordance with the provisions of article 300.1 of the Spanish Capital Corporations Law, and (ii) the independent expert's report prepared in accordance with the provisions of article 67 of the Spanish Capital Corporations Law. Shareholders may also request the free delivery of such documents.

Also, in relation to points Nine (Authorisation to the Board of Directors to increase the Company's share capital in the terms of article 297.1.b) of the Spanish Capital Corporations Law) and Ten (Increase in the Company's share capital in the terms of article 297.1.a) of the Spanish Capital Corporations Law) on the agenda, all shareholders have the right to examine at the Company's registered office the corresponding directors' reports prepared according to articles 286, 297.1.a) and 297.1.b) of the Spanish Capital Companies Law. Shareholders may also request their free delivery.

All the aforementioned documents are available to shareholders at the Company's corporate website (www.bionaturisgroup.com). In any case, as stated above, shareholders may also request the free delivery of all of the documents referred to in this call.

Shareholders have also the right to be represented at the General Meeting by another person, whether a shareholder or not. Shareholders may obtain the necessary information for the exercise of that right by directly addressing the Company or by consulting the Company's corporate website (www.bionaturisgroup.com).

In any case, shareholders attending the General Meeting will have to submit the assistance card issued for this purposes by the corresponding bank.

Shareholders may obtain more information by consulting the Company's corporate website (www.bionaturisgroup.com).

Finally, it is noted that shareholders representing at least 1% of the Company's share capital (according to article 203 of the Spanish Capital Corporations Law) may request the presence of a notary public to draw up the minutes of the General Meeting.

In Jerez de la Frontera, on 23 March 2018.- Mr. Augusto Piñel Rubio, Secretary non-Director of the Board of Directors.

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail