

*Statements of*  
*Annual General Meeting of Shareholders*

**BIOORGANIC RESEARCH AND SERVICES, S.A.**

(Translation of the original in Spanish. In case of any discrepancy, the Spanish version prevails)

\*\*\*\*\*

The Chairman of the Board of Directors, in conformity with what is established in the applicable legal and statutory provisions, draws up this written report to the effect that the shareholders have all the information needed for the Annual General Meeting on date 30th June 2014.

**ITEMS OF BUSINESS**

**1.- *To discuss and approve, if appropriate, the Annual Financial Statements for fiscal year ended 31 December 2013.***

The Board of Directors recommends the shareholders to vote for:

*“The approval of the financial statements (balance sheet, income statement, statement of changes in total equity, statement of recognized income and expense, cash flow statement and notes to the financial statements) of BIOORGANIC RESEARCH AND SERVICES, S.A. for the year ended 2013. The financial statements, which have been submitted to the General Meeting by the Board of Directors, represent a positive result of 473.058 EUROS. Those documents have been annexed herein and have been disclosed to all shareholders, pursuant to the applicable legal and statutory provisions. The mentioned documents must be included in the appropriate official register and, with this aim, the Secretary will issue the Certificate of adopting resolutions, with the approval of the Chairman.”*

**2.- *To discuss and approve, if appropriate, the Board of Directors' management performance during the fiscal year ended 31 December 2013.***

The Board of Directors recommends the shareholders to vote for:

*“The approval of the Board of Directors’ management performance during the fiscal year ended 31 December 2013”.*

**3.- To discuss and approve, if appropriate, the proposed distribution of profits corresponding to the fiscal year ended 31 December 2013.**

The Board of Directors recommends the shareholders to vote for:

*“The approval of the proposed application of the result corresponding to the fiscal year ended 31 December 2013, which has been proposed by the Board of Directors to the General Meeting, and, as a result, distribute 2013 income, amounting to € 473.058 euros, as follow”:*

	AMOUNT IN EUROS
– To voluntary reserves	473.058 €

**4.- To appoint, if appropriate, of a new Director.**

The Board of Directors recommends the shareholders to vote for:

*“The appointment as new member of the Board of Directors of BIOORGANIC, RESEARCH AND SERVICES, SA and for the statutory period of six years, to Mr. Juan Samuel Juarez Castaño, of Spanish nationality, of legal age, married, residing in Madrid, C / Juan Bravo, 34-1<sup>º</sup> A and ID No. 5284283-X, with a law degree from the University of Madrid and Economics degree from the Universidad Pontificia de Comillas (Madrid-ICAD), with Master in Business Finance Institute (Madrid) and Master in Financial Markets (Madrid Stock Exchange). As a result, the composition of the board would be the following*

President:	D. Juan Jose Almagro García
CEO:	D. Victor Infante Viñolo
Vocals:	D. Emilio Moraleda Martínez
	D. Rafael Contreras Chamorro
	D Juan Samuel Juarez Castaño

**5.- To approve, if appropriate, a fixed amount for the remuneration of the Board of Director and delegation, where appropriate, to the Board of Directors compensation committee to set the specific amount to be received by each of the members thereof, in 2014.**

The Board of Directors recommends the shareholders to vote for:

*“The approval of the total amount € 40,000 as remuneration of members of the Board of Directors for the year 2014, delegating to the Board of Directors compensation committee to be in charge of distributing the amount indicated by the Directors at their discretion and taking into account the functions of each Director; all in accordance with art. 26 of the Regulations of the Board of Directors of BIOORGANIC RESEARCH AND SERVICES, SA.”.*

**6.- To extension the authority of the Board of Directors to increase the company’s capital pursuant to the provisions stated in Article 297.1b) of the Spanish Corporation Law**

*Under Spanish law and our articles of association, the Board of Directors may, subject to certain Spanish statutory provisions, be authorized to increase the company’s capital on our behalf in an amount, at prices and in the manner authorized by the general meeting of shareholders. The dynamics of any trading company and, in particular, companies whose shares are publicly traded, require that its governing and administrative bodies have at all times the most appropriate instruments to respond adequately to the requirements to the needs that may arise within the company or the market. Adoption of this proposal will allow us to have the flexibility to perform capital increase operations without the expense of calling special shareholder meetings and to suit market needs.*

The Board of Directors recommends the shareholders to vote for:

*“the granting of the authorization to the Board of Directors to increase in one or more occasions, the capital of the company at a maximum amount of up to 50% of the capital subscribed and paid up to the date of this authorization, i.e., the amount of ONE HUNDRED FIFTEEN THOUSAND EIGHT HUNDRED TWENTY-FIVE EURO WITH NINETY CENTS (€115.825,90)”.*

*Such increases in share capital must be made within a maximum period of five years after approval by the Annual General Meeting.*

*Said increase or increases of the share capital may be carried out through an increase in the nominal value of existing shares, with the requirements determined by Law, or through the issue of new ordinary or preference shares, or a mixture of different of these means at the same*

*time, with monetary contributions being provided in return for the new shares or increase in nominal value of the existing shares.*

*In virtue of this delegation, if the offer is not fully subscribed, the Board of Directors are empowered to allow capital to be increased only by the amount subscribed, and to rewrite the article in Company bylaws related to share capital once the increase has been agreed and completed.*

*This current authorization also empowers the Board of Directors to request the admission for trading of the new shares on any official regulated securities markets, domestic or international, within the terms of applicable law.*

*The Board of Directors is also expressly empowered to exclude in full or in part any preferred subscription rights in relation to any or all of the issues of securities that may result from this authorization.*

#### **7.- Motions and queries.**

*No proposals.*

#### **8.- Delegations.**

The Board of Directors recommends the shareholders to vote for:

*"The Board of Directors is expressly empowered to delegate the powers contained in this resolution to the Chairman of the Board of Directors, and/or any of its members and/or the Secretary and/or Deputy Secretary of the Board of Directors and/or any other attorney-in-fact of the Company".*

#### **9.- To approve the minutes of the meeting**

The Board of Directors recommends the shareholders to vote for:

*"After the reading it was agreed to approve the minutes of the meeting by all the participants, which will be signed by the Secretary with the approval of the President".*

Jerez de la Frontera, on 27<sup>th</sup> May 2014

---

President

D. Juan José Almagro García

---

Secretary

D<sup>a</sup> Cristina Romero Morenilla