



## **NATURHOUSE HEALTH, S.A.**

### **CALL FOR THE SHAREHOLDERS ANNUAL GENERAL MEETING**

The Board of Directors of Naturhouse Health, S.A., (also referred to as “Naturhouse” or the “Company”), at its meeting held on 25 February 2019, agreed to call the Annual General Meeting, which will be held at the NH Collection Madrid Colón Hotel (formerly known as the NH Sanvy Hotel) located at Calle Goya no. 3 (postcode 28001, Madrid), on 29 April 2019 at 1:00 pm on first call, and in the event of not meeting the attendance quorum required, the following day, 30 April 2019 on second call, at the same time and place, in order to deliberate and decide on the following:

#### **Agenda**

**First.** - Consideration and approval, where appropriate, of the Financial Statements (Balance Sheet, Profit and Loss Account, Statement of Changes in Total Equity, Statement of Recognised Income and Expense, Cash Flow Statement and Explanatory Notes) and the Management Report for Naturhouse Health S.A. for the financial year ending 31 December 2018.

**Second.** - Consideration and approval, where appropriate, of the Consolidated Financial Statements (Consolidated Balance Sheet, Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Cash Flow Statement and Consolidated Explanatory Notes) and the Consolidated Management Report for the Consolidated Naturhouse Health, S.A. Group and subsidiaries for the financial year ending 31 December 2018.

**Third.** - Consideration and approval, where appropriate, of the proposed distribution of profit for the financial year ending 31 December 2018. Authorisation for the distribution of unrestricted voluntary reserves.

**Fourth.** - Consideration and approval, where appropriate, of the report on the non-financial information of the Consolidated Group of Naturhouse Health, S.A. and subsidiaries for the 2018 financial year pursuant to the provisions of Act 11/2018 of 28 December, amending the Commercial Code, the revised text of the Companies Act approved by Royal Legislative Decree 1/2010 of 2

July, and Act 22/2015 of 20 July on Account Auditing, in terms of non-financial information and diversity.

**Fifth.** - Consideration and approval, where appropriate, of the management of the Board of Directors of Naturhouse Health, S.A. for the 2018 financial year.

**Sixth.** - Re-election and appointment of Deloitte, S.L. as the Company's auditors for a maximum three-year term for auditing the Group's individual and consolidated financial statements for the 2019, 2020 and 2021 financial years at most.

**Seventh.-** Remuneration of the Company's Board of Directors.

- 7.1 Advisory vote on the Annual Report on Remuneration of the Board Directors of Naturhouse Health, S.A. for the 2018 financial year.
- 7.2 Approval of the remuneration policy for the Board Directors of Naturhouse Health, S.A. for the 2019 financial year.
- 7.3 Approval of the remuneration of the Board of Directors of Naturhouse Health, S.A. for the 2019 financial year.

**Eighth.** - Delegation of powers to supplement, develop, execute, remedy and formalise the resolutions adopted by the Annual General Meeting.

**Addendum to the Call and submission of new proposed resolutions.**

In accordance with the provisions of the Company's Articles of Association, the Regulations of the Annual General Meeting and the Spanish Corporate Law and supplementary or implementing regulations (hereinafter, any reference to the Spanish Corporate Law and/or this normative must also be understood to be referring to any other supplementary or implementing regulations), in particular, Article 519 thereof, shareholders representing at least three percent of the share capital may request, through certified communication to the Board of Directors within five days of the publication of this call, an addendum to the call for the Annual General Meeting including one or more items on the agenda to be published, provided that the new items are backed by a justification or, where appropriate, a proposed resolution that is justified. This right must be exercised by means of certified notification to the Company, to be received at the registered offices, Calle Claudio Coello 91, 4º planta, Madrid, within five days of the publication of this call. When applicable, the addendum to the call will be published at least fifteen days before the date set for the Annual General Meeting.

Likewise, in accordance with the Company's Articles of Association, the Regulations of the Annual General Meeting and the Spanish Corporate Law, shareholders representing at least three percent of the share capital may, within the period stated in the preceding paragraph, submit substantiated

proposed resolutions on matters already included, or that should be included, in the agenda for the Meeting convened. In addition, they may make suggestions concerning the Company's activities and interests that, in their opinion, should be discussed at the Annual General Meeting. In both cases, these proposals and suggestions may be made by means of certified notification to the Company, to be received at the registered offices (Calle Claudio Coello 91, 4<sup>a</sup> planta, 28006 Madrid) or through the Shareholder Services Department (the information for which is provided in the "General Information" section at the end of this notice) within five days of the publication of this call.

The Company will ensure the dissemination of said proposals and any attached documentation through publication on the website, as established under Article 519 in connection with paragraph d), Article 518 of the Spanish Corporate Law.

### **Right to Attend, vote and proxies**

In accordance with the provisions of the Company's Articles of Association, the Regulations of the Annual General Meeting and the Spanish Corporate Law, the Company's shareholders will be entitled to attend the Annual General Meeting, however many shares they may hold, provided that the shares are entered in their name in the corresponding registry at least five days before the date the Annual General Meeting is to be held, and that they confirm their ownership by means of certification in their name in the aforementioned accounting registry five (5) days before the date set for the Meeting. Shareholders may request, through one of the participating entities (Banks, Savings Banks, Financial Institutions in general) of La Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Unipersonal (Iberclear), the corresponding certificate of authentication or equivalent document from the accounting record of the Company's shares, in order to obtain, where relevant, the corresponding attendance card, which must duly guarantee the identity of the person exercising their voting right and the security of the electronic communications, in accordance with the provisions of the applicable regulations, as well as the Articles of Association, the Regulations of the Annual General Meeting and the Spanish Corporate Law.

Shareholders with the right to attend may vote by attending in person and voting at the Meeting or by means of postal or electronic correspondence or any other means of remote communication, provided that the identity of the person exercising their voting right and the security of the electronic communications is duly guaranteed, in accordance with the provisions of the applicable regulations, as well as the Articles of Association, the Regulations of the Annual General Meeting and the supplementary and implementing regulations.

Shareholders who are entitled to attend may be represented at the Annual General Meeting by any person, even if the latter is not a shareholder. In the event that instructions are issued by the represented shareholder, the proxy will vote in accordance with them and will be required to keep said instructions for one year from the date of the Meeting.

The representation must be conferred in writing; the proxy clause of the attendance cards issued by Iberclear's participating entities or, where relevant, the Company, especially for this Meeting may be used for such purpose.

The appointment and revocation of the proxy by the shareholder may be granted by means of postal or electronic correspondence or any other means of remote communication, provided that the identity of the person conferring it and the security of the electronic communications are duly guaranteed in accordance with the provisions of the applicable regulations including, where relevant, the provisions of the Articles of Association and the Regulations of the Annual General Meeting, for voting by the aforementioned means, to the extent that this is not incompatible with the nature of the representation conferred.

The same means provided for in the previous paragraph may be used to notify the Company of the appointment or revocation of the shareholder's proxy.

The shareholder's personal attendance at the Annual General Meeting will revoke any vote or proxy that could have previously been made.

The proxy may represent more than one shareholder, without limitation as to the number of shareholders represented. When a proxy represents several shareholders, they may vote differently according to the instructions given by each shareholder.

In accordance with Article 523 of the Spanish Corporate Law, the proxy must inform the shareholder in detail of whether there is any conflict of interest prior to their appointment. If a conflict arises after the appointment and the represented shareholder had not been warned of the possible existence thereof, they must be informed immediately. In both situations, if no new specific voting instructions are received for all the matters on which the proxy is to vote on behalf of the shareholder, the former must abstain from voting.

In the case of a public request for representation, whoever obtains it may not exercise the voting right corresponding to the shares represented in the items on the agenda in which there is a conflict of interest for them, unless they have received specific voting instructions from the represented shareholder for all said items.

The proxy may include items that, although not provided for in the agenda of the call, are addressed, as permitted under law, by also applying in these

cases the provisions of the preceding paragraphs for cases of conflict of interest.

In accordance with the provisions of Article 524 of the Spanish Corporate Law, the entities that are legitimised as shareholders by virtue of the accounting registry, but that act on behalf of different persons, may in any case split the vote and exercise it differently in compliance with different voting instructions, if thus received. Said intermediary entities may delegate the vote to each of the indirect holders or to third parties designated by them, without limitation as to the number of proxies granted.

### **Right to information**

In accordance with the provisions of the Company's Articles of Association, the Regulations of the Annual General Meeting and the Spanish Corporate Law, it is hereby stated that, as of the publication of this call, shareholders are entitled to examine and obtain immediately and free of charge at the registered offices at Calle Claudio Coello 91, 4<sup>a</sup> planta, 28006, Madrid and on the Company's website ([www.naturhouse.com](http://www.naturhouse.com)) in the Investor Relations section, and request the Company at the aforementioned postal address to also immediately send free of charge a copy of all the documents that may be required and others that are of interest to shareholders. Including the following in particular, without prejudice to any others:

- I. The Financial Statements of Naturhouse Health, S.A. and the Consolidated Financial Statements of Grupo Naturhouse Health, S.A. for the financial year ending 31 December 2018.
- II. The Management Report for Naturhouse Health, S.A. for the financial year ending 31 December 2018 and the Consolidated Management Report for said financial year.
- III. The Report on the Non-Financial Information of the Consolidated Group of Naturhouse Health, S.A. and subsidiaries for the 2018 financial year pursuant to the provisions of Act 11/2018.
- IV. The external Auditors' Report on the Financial Statements of Naturhouse Health, S.A. and the Consolidated Financial Statements of Grupo Naturhouse Health, S.A. for the financial year ending 31 December 2018.
- V. The full text of the proposed resolutions drawn up by the Board of Directors corresponding to the items on the Agenda, with Annexes 1 and 2.

- VI. The reports of the Board of Directors and/or its corresponding Committees, where appropriate, which comprise Annexes 1 and 2 of Document V above.
- VII. The Annual Report on the Remuneration of Board Directors for the 2018 financial year.
- VIII. The Annual Corporate Governance Report for the 2018 financial year.
- IX. The attendance card, with the proxy form and voting instructions. .
- X. Full text of the Notice of Call.

Likewise, as has been stated, as of the date of the call, the aforementioned documents are made available to shareholders at the registered offices and will be available for consultation continuously on the Company's website ([www.naturhouse.com](http://www.naturhouse.com)) in the Investor Relations section until the Annual General Meeting is held. Shareholders are also entitled to request the Company at the aforementioned postal address to immediately send free of charge copies of all documents that may be required and others that are of interest to shareholders.

In addition, the total number of shares and voting rights existing as of the date of the call will be published continuously on the Company's website, as will any proposed resolutions and suggestions submitted by shareholders as and when they are received.

Pursuant to the provisions of the Company's Articles of Association, the Regulations of the Annual General Meeting and the Companies Act, in particular Articles 197 and 520 thereof, requests for information or clarifications and questions made in writing may be sent up to the fifth day prior to the date scheduled for the Meeting. In addition, shareholders may request from the directors, in writing and within the same time period or verbally during the Meeting, the clarifications they deem necessary concerning the publicly available information that the Company has provided to the Comisión Nacional del Mercado de Valores since the last Annual General Meeting was held, as well as concerning the auditor's report.

Valid requests for information or clarifications and questions made in writing, as well as the answers provided in writing by the directors, will be included on the Company's website.

Without prejudice to the usual channels of communication and information that the Company makes available to its shareholders by email or post and shareholder services, shareholders may exercise their right to information through electronic means using the mechanism especially established for this

by the Company on its website ([www.naturhouse.com](http://www.naturhouse.com)) in the relevant section on remote proxies, voting and information regarding the Annual General Meeting.

It is hereby stated that, requests for information may be made by delivering the request to the registered offices or by sending it to the Company by post or the other means of remote communication specified in this notice.

The Company may respond to the request for information by replying to the email address designated by the requesting shareholder, or by delivery or post to the address provided by the same.

Shareholders can contact the Shareholder Services Department by phone on 91 432 39 53 or using the following email address [accionista@naturhouse.com](mailto:accionista@naturhouse.com) for any additional information, clarifications on the delivery of documentation or other points concerning this call.

### **Shareholder Forum**

In accordance with the provisions of the Company's Articles of Association, the Regulations of the Annual General Meeting and the Spanish Corporate Law, in particular, Article 539.2 thereof, the Company has enabled a Shareholder Forum (the "Forum") on its website ([www.naturhouse.com](http://www.naturhouse.com)) on the occasion of the Annual General Meetings, the operating rules for which have been approved by the Board of Directors at the meeting held on 25 February 2019.

The Forum will be put into operation on the day of publication of this call for the Annual General Meeting and will remain open until the date the Meeting is held, both inclusive.

The Forum is not an online mechanism for conversations among shareholders or a site for virtual debate. Neither is it a channel of communication between the Company and its shareholders. The purpose of the Forum is to facilitate communication among the Company's shareholders on the occasion of the next Annual General Meeting.

In this regard, shareholders may send for publication on the Forum communications that, in accordance with applicable legislation, aim to publish suggestions and/or proposals they intend to submit as addendums to the agenda announced in the call, requests for backing for such proposals, initiatives to reach a sufficient percentage as to exercise a minority right provided under law or offers and requests for voluntary representation.

Access to the Forum, its terms and operation will be governed by the provisions of the operating rules and what is established in this Notice of Call. The operating rules can be consulted on the website of the company ([www.naturhouse.com](http://www.naturhouse.com)).

The data provided by shareholders to use the Forum will be incorporated into a file owned by the Company, the purpose of which is to manage and supervise the operation of the Forum, as well as to manage the Company's Annual General Meetings and, where relevant, to conduct statistical studies on its shareholding.

**Remote proxies, voting and information. Procedure.**

The remote means of communication valid for conferring representation, use of electronic voting and the revocation thereof at the Annual General Meeting are electronic means or by delivery or post.

**a) Electronic.**

Shareholders wanting to use electronic proxies or vote electronically must hold a national electronic identity document or an electronic user certificate issued by Fábrica Nacional de Moneda y Timbre (FNMTRCM) in accordance with the provisions of the Electronic Signature Act 59/2003 in its capacity as Certification Services Provider.

The user certificate will be obtained by the shareholder without any charge to the Company and must be valid at the time of the proxy.

Shareholders that have the relevant national electronic identity document or user certificate confirming their identity may, through the remote proxy, voting and information service available in the section provided for such purpose on the Company's website ([www.naturhouse.com](http://www.naturhouse.com)), carry out the proxy or vote by filling in the "proxy form" or the "voting form", as appropriate, following the instructions provided on these forms, as well as any others specified on any of the corresponding computer application screens, and must utilise their electronic signature by using the corresponding national electronic identity document or user certificate.

In order to be effective and valid, the electronic proxy or voting must be carried out from 00:00 on the day on which this Notice of Call for the Annual General Meeting is published and must be received by the Company before 24:00 on the day immediately prior to the date planned for the Annual General Meeting on first call, that is, before 24:00 on 28 April 2019. Proxies or votes received after the deadline stated will be considered as not having been carried out or the votes not cast.

For these purposes, the Company will implement an electronic dating system through a third party based on an objective time source to prove the time of receipt of the electronic proxy or vote, as well as, where appropriate, the acceptance or rejection thereof.



The purpose of establishing the aforementioned deadline is to allow the Company to verify the shareholder status of the person carrying out a proxy or voting electronically and that the number of shares corresponding to the proxy or vote made is correct; for such purpose, the Company will compare the information provided by each shareholder with that provided by La Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) in its capacity as the entity responsible for the Company's share books and records.

Shareholders who confer their representation or vote by electronic means are required to inform the designated proxy of the representation conferred. When the representation is granted to a board director, this will be understood to have been communicated when the Company receives said electronic proxy.

In order to be valid and effective, electronic proxies must be accepted by each representative, for which purpose they must be printed, signed and submitted by the designated proxy in each case before the Company's staff responsible for the register of shareholders, at the latest up to the time when the Annual General Meeting is held on first or second call, respectively, with the exception of those carried out in favour of a board director, which will be understood to have been accepted when they are received by the Company.

Electronic proxies or electronic voting will only be considered valid if they meet all the conditions established in this procedure and are carried out and received by the Company within the deadline established for such purpose, once the shareholder status of the person carrying out the proxy or voting has been verified.

#### **b) Delivery or post.**

Shareholders wanting to use this kind of proxy or voting must fill in and sign the "proxy" or "remote voting" section, as appropriate, of the attendance, proxies and voting card issued by the relevant depository entities or by the Company through the mechanism established for such purpose on its website in the section on remote proxies, voting and information.

Proxies must be accepted by the representative, consequently, and except for those carried out in favour of a board director, they must be signed by each representative in proof of acceptance; the person on whom the vote is conferred may only exercise this by personally attending the Meeting.

The relevant card, duly filled in and signed, must be sent by post to the Company's registered offices or through shareholder services.

In addition, the proxy card, duly filled in and signed, may also be presented by the designated proxy physically attending the Meeting to the staff responsible for registering shareholders on the day and place where the Annual General

Meeting is to be held, up to the time the Meeting is scheduled to start on first or second call.

In order to be effective and valid, the votes cast by post must have been received by the Company by the hour immediately prior to the time planned for the start on first or second call. Votes received after the deadline stated will be considered as not having been cast.

### **Revocations.**

The revocation of remote voting and/or the proxy's appointment carried out by electronic means or by delivery or post will be revocable by said means and the notification thereof to the Company may be done by the same means as stated above.

### **Issue of duplicate attendance, proxies and voting cards.**

Shareholders who do not have the corresponding attendance, proxies and voting card on paper, either to be able to physically attend the Annual General Meeting or to carry out a proxy or vote by post, may obtain a duplicate of the same through the section enabled for such purpose on the Company's website ([www.naturhouse.com](http://www.naturhouse.com)) in the section on remote proxies, voting and information.

In order to guarantee the security of the system used and the identity of shareholders wanting to use this option, the issue of duplicate cards will require shareholders to have a national electronic identity document or the corresponding user certificate issued by Fábrica Nacional de Moneda y Timbre, under the same conditions as are regulated in this procedure for the use of electronic proxies and voting.

### **Service availability**

The Company reserves the right to modify, suspend, cancel or restrict this remote proxies, voting and request for information procedure when technical or security reasons prevent the guarantees stated herein from being assured and said circumstance is made public in due manner with sufficient notice by any means the Company deems appropriate.

The Company will not be liable for any damages that shareholders may suffer arising from faults, overloads, line failures, connection failures or any other situation of the same or similar nature beyond the Company's control, which prevents the use of the remote proxies, voting and request for information procedure.

## **Data Protection**

The data provided by shareholders to use the Shareholder Forum, or data that has been provided pursuant to proxies or attendance at the Annual General Meeting, or data provided by depository entities on the occasion of the Meeting will be incorporated into a file owned and processed by the Company for the purpose of managing and supervising the operation of the Forum, as well as managing the development, compliance and control of shareholder relations concerning the call for and holding of the Company's Annual General Meetings.

The data collection by the Company is revocable and does not have any retroactive effect in accordance with the provisions of data protection legislation.

In accordance with the provisions of the General Data Protection Regulation (EU) 2016/679 of 27 April 2016 on Personal Data Protection and Organic Law 3/2018 of 5 December on Personal Data Protection and the Guarantee of Digital Rights, which adapts the Regulation to the Spanish legal system and supplements and develops its provisions, Shareholders may exercise their rights of access, rectification, objection and erasure concerning the data collected by the Company by writing to the registered offices at Calle Claudio Coello 91, 4th floor, 28006, Madrid, through the email address [dpo@naturhouse.com](mailto:dpo@naturhouse.com).

## **Plan for holding the Meeting on first call**

The Annual General Meeting is planned to be held at the NH Collection Madrid Colón Hotel (formerly known as the NH Sanvy Hotel) located at Calle Goya no. 3 (Madrid), on 29 April 2019 at 13.00:30 pm on first call. If not, as far as possible, it will be announced on the CNMV website ([www.cnmv.es](http://www.cnmv.es)), as well as on the Company's website ([www.naturhouse.com](http://www.naturhouse.com)) and through any other means legally required, with sufficient notice.

## **Notary Public presence at the Annual General Meeting**

In accordance with the provisions of Article 203 of the Spanish Corporate Law, the Board of Directors has agreed to require the presence of a Notary Public to take the Minutes of the Annual General Meeting.

## **General Information.**

For matters relating to the Annual General Meeting not covered in this notice, shareholders may consult the Articles of Association and the Regulations of the Annual General Meeting, available on the Company's website ([www.naturhouse.com](http://www.naturhouse.com)).

In addition, shareholders may contact the Shareholder Services Department by phone on 91 432 39 53 or using the following email address [accionista@naturhouse.com](mailto:accionista@naturhouse.com) for any additional information, clarifications on the delivery of documentation or other points concerning this call.

Madrid, 25 February 2019.

---

Alfonso Barón Bastarreche.

Non-Board Member Secretary of the Board of Directors