

**PROPOSALS OF THE BOARD OF DIRECTORS
ON THE AGENDA ITEMS FOR THE FORTHCOMING
GENERAL SHAREHOLDERS MEETING
TO BE HELD ON MAY 30, 2013**

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First.- Examination and approval, where applicable, of the Financial Statements (Balance, Income Statement, Statement of Changes in Net Equity, Cash-flow Statement and Annual Report) and the Management Report of the parent and of the consolidated group for the year ending December 31, 2012, as well as the management of the Board of Directors during the year.

It is proposed that the General Shareholders Meeting approve the financial statements and the management report of the parent company and the consolidated group for 2012, in the terms contained in the documents provided to shareholders, as well as the management of the Board of Directors during the financial year.

Second.- Allocation of results from 2012.

It is proposed that the General Shareholders Meeting approve the proposal for the allocation of results made by the company's Board of Directors at its meeting held on February 26, as follows:

2012	Thousand €
<u>Basis of allocation</u>	
Profit and loss	36,618
	36,618
<u>Allocation</u>	
Previous years' losses	
Legal reserve	3,662
Carry-over	32,956
	36,618

Third. - Distribution of dividends.

The proposal is made to the General Shareholders Meeting for the distribution to shareholders of a global dividend of twelve million euro, payable on June 6, 2013.

Fourth.- Removal, resignation, re-election, ratification and/or appointment of Directors, subsequent to establishing their minimum and maximum numbers as defined by the company's bylaws.

Following the resignation of the Director Maria Jesus Arregui Arija and the appointment by co-option of Juan Ignacio Egaña Azurmendi since the celebration of the last General Shareholders Meeting, the following is proposed:

1. To establish the number of members of the company's Board of Directors at EIGHT.

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2. To ratify JUAN IGNACIO EGAÑA AZURMENDI, of legal age, married, resident for this purpose in Donostia-San Sebastian, Avenida de Satrústegui, 1, 2, dcha., and holder of National Identity Document (DNI) / Tax Identification Number (NIF) number 15.889.079- N, as Director.
3. To re-elect FRANÇOIS GAYDIER, French, of legal age, married, resident in 08950 Esplugues de Llobregat (Barcelona), Calle Juli Culebras i Barba 28, Piso 3, holder of Foreign Residency Document (NIE) number X-09731564-B, as Director for a term of five years as of the present date.
4. To appoint BRENDA McCABE, a U.S. citizen, of legal age, married / single, resident in Madrid, Calle Almansa, No. 77, 5th A, holder of Foreign Residency Document (NIE) number X0612511KK, as Independent Director for a term of five years as of the present date.

Fifth.- Authorisation of the Board of Directors to carry out the derivative acquisition of treasury stock, either directly or via subsidiaries, with the limits and requirements established in the Corporations Act, thus superseding the authorisation granted in the Shareholders Meeting of 28 June 2012.

The proposal is made to the General Shareholders Meeting to delegate the power to acquire treasury stock to the company's Board of Directors in order to increase the liquidity of the company shares quoted on the stock market, at specific times and when deemed appropriate by the Board.

The acquisition of treasury shares must always be effected within the limits specified for this purpose, with the minimum and maximum price for the proposed acquisition being 0.05 and 2 euro per share, respectively, and for a period of 18 months as of the present date.

Sixth. - Appointment or reappointment of the Auditors of the Company and its consolidated group.

The proposal is made to the General Shareholders Meeting to extend for one further year the appointment of the company's auditors, i.e., to audit the financial year 2013.

Seventh.- Ratification of the corporate website www.natraceuticalgroup.com for the purposes of Article 11-a of the Corporations Act.

For the purposes of complying with the provisions of Article 11a of the Corporations Act, it is proposed that the corporate website www.natraceuticalgroup.com be ratified.

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Eighth.- The approval, for consultation purposes, of the report on the remuneration the Natraceutical, SA, Directors for 2013, prepared by the Board of Directors.

The approval, for consultation purposes, of the report on the remuneration the Natraceutical, SA, Directors for 2013, which has been placed at the disposition of the shareholders as of the issue of the convocation announcement.

Ninth.- The amendment of the Bylaw Articles 14, 15, 16, 17, 21, 24, 32, 36a, 38, 41 and 45 for their adaptation to the Corporations Act.

The amendment of the Bylaw Articles 14, 15, 16, 17, 21, 24, 32, 36a, 38, 41 and 45 for their adaptation to the Corporations Act., and in accordance with the Board of Directors' Report placed at the disposition of the shareholders as of the issue of the convocation announcement.

Tenth.- The amendment of the General Meeting Regulations Articles 3, 4, 5, 6, 7, 9, 10, 12, 16, 19 and 23 for their adaptation to the Corporations Act.

The amendment of the General Meeting Regulations Articles INTRODUCTION, 3, 4, 5, 6, 7, 9, 10, 12, 16, 19 and 23 for their adaptation to the Corporations Act., and in accordance with the Board of Directors' Report placed at the disposition of the shareholders as of the issue of the convocation announcement.

Eleventh.- Delegation of powers for the development, documentation and enforcement of the agreements adopted by the General Shareholders Meeting.

The proposal is made to the General Shareholders Meeting to authorise the company's Secretary of the Board of Directors, María José Busutil Santos, to, on behalf of the company and in implementation of the previous agreements, perform all actions necessary to duly record the same, including the signing of all public or private documents necessary for this purpose.

Twelfth.- Reports and queries.

Thirteenth.- Reading and, if appropriate, approval of the minutes of the General Meeting by any of the legally established procedures.