

## **NOTICE TO MEMBERS OF ANNUAL GENERAL MEETING**

In accordance with sections 375.1, 376.1, 377.1, 377.2, 377.4, 377.5 and 377.8 of the Portuguese Companies Act and section 21.B of the Portuguese Securities Market Act, notice is hereby given that the Annual General Meeting (“AGM”) of members of **CORTICEIRA AMORIM, S.G.P.S., S.A.** (hereinafter referred to as the “Company”), a public company incorporated in Portugal (Santa Maria da Feira) with its registered office located at Rua de Meladas 380, Mozelos, Santa Maria da Feira, Portugal, a registration number and a corporate tax ID number 500 077 797 and a share capital of EUR 133,000,000 divided into 133,000,000 dematerialized shares will be held on 07 April 2017, at 12:00 a.m. at the registered office of the Company to transact the following business:

1. To consider and adopt the Directors' Report and the annual financial statements for the year ended 31 December 2016.
2. To consider and adopt the consolidated Directors' Report and the consolidated annual financial statements for the year ended 31 December 2016.
3. To consider and adopt the Corporate Governance Report 2016.
4. To consider and pass a resolution on the appropriation of the net profit for the year.
5. To consider and pass a resolution on the performance evaluation of the Company's board of directors and the supervisory bodies, and of each of their members, pursuant to article 455 of the Portuguese Companies Act.
6. To consider and pass a resolution on the election of members to the Company's governing bodies to serve for a three-year term from 2017 to 2019
7. To consider and pass a resolution on the purchase of treasury stock.
8. To consider and pass a resolution on the sale of treasury stock.
9. To consider the report of the Remuneration Committee on the remuneration policy for members of the Board of Directors and the Supervisory Board of the Company as well as the report of the Directors on the remuneration policy for other senior executive employees.

### **Additional information**

The annual financial statements and all other information, motions and applications as set forth in section 289.1 of the Portuguese Companies Act and sections 21-B.2(c) and 21-C.1 of the Portuguese Securities Market Act are available for inspection by the Company's shareholders at the registered office of the Company, on the Company's website ([www.corticeiraamorim.com](http://www.corticeiraamorim.com)) and on the Data Dissemination System of the Portuguese Securities Market Commission ([www.cmvm.pt](http://www.cmvm.pt)) as of the date of publication of this notice.

As all the shares in the Company are dematerialized, a Company shareholder shall be entitled to attend and vote at the Annual General Meeting only if on March 31, 2017, at 00:00 GMT (the record date) - i.e. five business days before the date of the AGM - he/she is registered as an owner of shares entitling him/her to at least one vote. In the event that the AGM is adjourned, the adjourned meeting shall be made up of members who provide evidence of holding shares in the Company entitling them to at least one vote, provided that the record date (i.e. five business days before the date of such adjourned AGM) shall be observed.

Each share qualifies for one vote. The total number of shares in the Company is 133 million.

No later than March 30, 2017 (i.e. the day before the record date), a member wishing to attend and vote at the Annual General Meeting must give notice in writing of such intention to both the Chairman of the group chairing the AGM and the financial intermediary with whom the account is opened and, to this end, they can use the email address of the Company: [corticeira.amorim@amorim.com](mailto:corticeira.amorim@amorim.com).

The financial intermediary who - according to the terms set forth in the preceding paragraph - has been informed of the intention of his/her client to attend the AGM, must advise the Chairman of the group chairing the AGM up to the end of Friday, March 31, 2017 - the record date - of the number of shares registered on behalf of his/her client on the record date and, to this end, the financial intermediary can use the email address of the Company: [corticeira.amorim@amorim.com](mailto:corticeira.amorim@amorim.com).

A shareholder who, in his/her professional capacity, holds shares in his/her own name but for the account of clients, may cast a different vote from his/her own vote provided that, in addition to his/her notice of attendance at the AGM and provision of the above information by the relevant financial intermediary, he/she informs the Chairman of the group chairing the AGM thereof no later than 23:59 hours (GMT) of March 30, 2017, i.e. the day before the record date, and provides sufficient and adequate evidence of (a) the proper identification of each client and the number of such client's shares for which he/she will cast his/her vote and (b) the voting instructions received from his/her client in respect of each item of business.

A shareholder who has given notice of his/her intention to participate in the AGM and has transferred the ownership of his/her shares in the period between the record date and the closing of the relevant AGM must immediately inform the Chairman of the group chairing the AGM and the Portuguese Securities Market Commission thereof.

Voting by post is permitted at the AGM. All correspondence relating to the AGM shall be sent in a sealed envelope to the Chairman of the group chairing the AGM and must reach the Company's registered office no later than 6:00 p.m. on the 3<sup>rd</sup> business day before the date fixed for the holding of the meeting. Each member shall complete and sign a postal vote form per item of business that he/she wishes to vote on and then send the vote form in a sealed envelope to the Company. The postal vote form shall bear the proper identification of the voter, the relevant annual general meeting, the relevant item of business, the relevant motion and the member's vote (for or against). The member's signature made on the vote forms must be certified by the Company. Only postal votes from Company's members meeting the requirements set forth in the preceding paragraphs will be taken into account. Votes cast by post shall be deemed to be negative votes in respect of a motion submitted after the date on which such votes were cast. Attendance of a shareholder either in person or by proxy at the AGM shall revoke his/her vote cast by post.

As provided in article 23 of the Portuguese Securities Market Act, a shareholder entitled to attend and vote at an AGM can be represented by a proxy. The voluntary representation shall comply with the following rules:

a) A shareholder can be represented at an AGM by a proxy of his/her choice;

b) A corporation can be represented by the person who the corporation shall designate for the purpose.

The Chairman of the group chairing the AGM has to be informed in writing of any such proxy forms and, to this end, the email address of the Company [corticeira.amorim@amorim.com](mailto:corticeira.amorim@amorim.com) can be used. Proxy forms must reach the registered office of the Company not less than five business days before the date fixed for the holding of the meeting.

For the purpose of his/her representation at an annual general meeting, a shareholder can use the postal vote form model and the proxy form draft that are available at the registered office of the Company or on its website ([www.corticeiraamorim.com](http://www.corticeiraamorim.com)).

During the AGM, shareholders can request to be given complete, accurate, truthful and non-misleading information to enable them to form a well-founded opinion about motions put forward to be voted on at the AGM.

Within five days after publication of this notice, shareholders owning at least two per cent of the Company's share capital are entitled to request the Chairman of the group chairing the AGM in writing: (i) that additional items be included in the agenda of the meeting; the requisition shall include an additional motion regarding each item, whose inclusion has been requested; (ii) that motions regarding items included in or added to the Notice to Members of Annual General Meeting be included in the agenda of the meeting; the requisition shall include details on every motion to be put to the AGM.

All information required for exercising the right to include additional items in the agenda, attend an AGM, including the submission of additional motions for consideration at an AGM and obtaining information on proxy appointment and voting policies is available on the Company's website ([www.corticeiraamorim.com](http://www.corticeiraamorim.com)).

Mozelos, 13 March 2017

Augusto Fernando Correia de Aguiar-Branco  
Chairman of the group chairing the Annual General Meeting