

## DISCLOSURE OF MATERIAL INFORMATION

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Corticeira Amorim, SGPS, S.A.  
Public Company  
Edifício Amorim I  
Rua de Meladas, n.º 380  
4536-902 Mozelos VFR  
Portugal

Share Capital: EUR 133 000 000,00  
A company incorporated in Santa Maria da Feira  
Registration and Corporate Tax ID No:  
PT 500 077 797

About CORTICEIRA AMORIM, SGPS, S.A.:

Corticeira Amorim traces its roots back to the 19<sup>th</sup> century and has become the world's largest cork processing company in the world, generating more than 600 million euros in sales throughout 103 countries. Corticeira Amorim and its subsidiaries are an integral part of a conservationist effort to guarantee the survival of hundreds of thousands of cork oak trees throughout the Mediterranean Basin. We are proud of our contribution to the proper use of this important forest, which plays a fundamental role in CO<sub>2</sub> fixing, the preservation of biodiversity and the fight against desertification. We encourage you to learn more by visiting informative websites such as [www.amorim.com](http://www.amorim.com) or [www.amorimcork.com](http://www.amorimcork.com)

**Mozelos, Portugal, November 3, 2016** – According to the terms of article 248, paragraph 1- a) of the Securities Market Code (*Código dos Valores Mobiliários*), CORTICEIRA AMORIM, S.G.P.S., S.A. hereby informs that, by written communication dated of 3 November 2016, received in the same day, it was notified by Amorim International Participations, B.V. and by Investmark Holdings B.V. of the following:

“NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, TO OR IN ANY JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION CONSTITUTES OR MAY CONSTITUTE A VIOLATION OF APPLICABLE LAW, INCLUDING BUT NOT LIMITED TO OR IN THE UNITED STATES OF AMERICA , CANADA, AUSTRALIA, JAPAN OR SOUTH AFRICA.

Please be informed that:

- a) Amorim International Participations, B.V., a Dutch company, at this date owner of 20,064,387 shares representing 15.086% of Corticeira Amorim, SGPS, S.A. (“Corticeira Amorim”)’s share capital, and
- b) Investmark Holdings, B.V., a Dutch company, at this date owner of 24,975,157 shares representing 18.778% of Corticeira Amorim’s share capital,

(the “Offerors”) inform about the launching of a private offer for sale (“Offer”) of Corticeira Amorim, SGPS, S.A.’s shares, in terms that each of the Offerors offers to sell up to 6,650,000 shares representing up to 5% of Corticeira Amorim’s share capital; thus the Offer, in its whole, may total up to 13,300,000 shares representing up to 10% of Corticeira Amorim’s share capital.

The Offer and the sale of Shares will be exclusively addressed and sold to institutional investors outside of the United States under Regulation S of the United States Securities Act of 1933, as amended (the "securities act") and within the United States only to qualified institutional buyers, as defined in the Securities Act, in a transaction exempt from registration under the Securities Act, through a

process of Accelerated Bookbuilding, subject to demand, price and market conditions.

With this Offer, the Offerors aim at contributing to increase the free-float of Corticeira Amorim, meeting the increasing interest shown by investors, national and international, enhancing the liquidity of the stock and promoting a greater representation of the title in the PSI 20, the Portuguese stock exchange main index, in line with Corticeira Amorim's contribution to the Portuguese economy.

The Banks/Financial Institutions UBS LIMITED, head-office at 5 Broadgate, London, EC2M 2QS, United Kingdom, was appointed to act as "Sole Global Coordinator and Joint Bookrunner" and BANCO PORTUGUÊS DE INVESTIMENTO, S.A., head-office at Rua Tenente Valadim, 284, Porto, Portugal, was appointed to act as "Joint Bookrunner" by Amorim International Participations B.V. and by Investmark Holdings B.V.

The final terms of the Offer shall be communicated after the completion of the Accelerated Bookbuilding process, which is expected to occur until 4 November 2016.

The Offerors, as well as those controlled by or under common control by the Offerors, commit to respect a 180 days lock-up period (commencing on the date of settlement of the Offer) with regard to the sale of any of the shares of Corticeira Amorim held by those entities, which are potentially not sold within the scope of this Offer.

This communication is only for informative purposes and does not constitute a recommendation or an invitation to buy or sell Corticeira Amorim's shares.

#### **IMPORTANT NOTICE**

THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER OR AN INVITATION TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SHARES OR OTHER SECURITIES. THIS ANNOUNCEMENT DOES NOT FORM THE BASIS OF ANY AGREEMENT OR ANY UNDERTAKING OR COMMITMENT WHATSOEVER, AND SHOULD NOT BE READ AS FORMING PART OF ANY FUTURE AGREEMENT OR ACT AS AN INDUCEMENT TO ENTER INTO ANY AGREEMENT.

THE OFFERING OF SHARES AND THE DISTRIBUTION OF THIS ANNOUNCEMENT IN CERTAIN JURISDICTIONS MAY BE PROHIBITED OR RESTRICTED BY LAW AND PERSONS INTO WHOSE POSSESSION THIS ANNOUNCEMENT COMES SHOULD INFORM THEMSELVES ABOUT SUCH PROHIBITION OR RESTRICTIONS AND

COMPLY WITH THEM. FAILURE TO DO SO MAY CONSTITUTE A BREACH OF THE LAWS OF SUCH JURISDICTION.

THE TRANSACTION REFERENCED ABOVE DOES NOT CONSTITUTE A PUBLIC OFFERING IN ANY JURISDICTION, INCLUDING PORTUGAL.

THE TRANSACTION AND SHARES REFERRED TO IN THIS ANNOUNCEMENT HAVE NOT BEEN, NOR WILL BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933 (THE "SECURITIES ACT") AND, THEREFORE, THE SHARES MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT SUCH REGISTRATION EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. LIKEWISE, THE SHARES HAVE NOT BEEN, NOR WILL BE REGISTERED UNDER THE APPLICABLE SECURITIES LAWS OF CANADA, JAPAN, AUSTRALIA OR SOUTH AFRICA AND, THEREFORE, THE SHARES MAY NOT BE OFFERED OR SOLD IN CANADA, JAPAN, AUSTRALIA OR SOUTH AFRICA ABSENT SUCH REGISTRATION OR AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF APPLICABLE SECURITIES LAWS OR IN A TRANSACTION NOT SUBJECT TO SUCH REQUIREMENTS. THERE WILL BE NO PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES, CANADA, JAPAN, AUSTRALIA OR SOUTH AFRICA IN CONNECTION WITH THE TRANSACTION REFERRED TO IN THIS ANNOUNCEMENT. THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES.

THIS DOCUMENT IS ONLY ADDRESSED TO AND DIRECTED AT PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2(1) (E) OF DIRECTIVE 2003/71/EC (THE PROSPECTUS DIRECTIVE) INCLUDING DIRECTIVE 2010/73/CE, TO THE EXTENT ALREADY IMPLEMENTED IN THE RELEVANT MEMBER STATE, TOGETHER WITH ANY ACTS, DIPLOMAS, RULES OR OTHER IMPLEMENTING DOCUMENTS IN ANY MEMBER STATE. IN ADDITION, IN THE UNITED KINGDOM THIS ANNOUNCEMENT IS ONLY BEING DIRECTED AT QUALIFIED INVESTORS WHO ARE (I) INVESTMENT PROFESSIONALS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (THE "ORDER") OR (II) HIGH NET WORTH ENTITIES, AND OTHER PERSONS TO WHOM IT MAY LAWFULLY COMMUNICATED WITHIN ARTICLE 49(2) OF THE ORDER. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES WILL ONLY BE AVAILABLE TO AND WILL BE AGREED IN THE UNITED KINGDOM WITH INVESTMENT PROFESSIONALS OR ENTITIES OR PERSONS FAILING WITH THE ABOVE REFERRED ARTICLES OF THE ORDER AND, IN THE REMAINING MEMBER STATES OF THE EUROPEAN ECONOMIC AREA, TO QUALIFIED INVESTORS. ALL OTHER PERSONS SHOULD DISREGARD AND NOT RELY ON THIS ANNOUNCEMENT OR ANY OF ITS CONTENTS.



EACH OF THE JOINT BOOKRUNNERS IS ACTING ONLY FOR AMORIM INTERNACIONAL PARTICIPATIONS, B.V. AND INVESTMARK HOLDINGS, B.V. IN CONNECTION WITH THE EQUITY OFFERING AND WILL NOT BE RESPONSIBLE TO ANYONE OTHER AMORIM INTERNACIONAL PARTICIPATIONS, B.V. AND INVESTMARK HOLDINGS, B.V. FOR PROVIDING ASSISTANCE OR ADVICE IN RELATION TO THE EQUITY OFFERING OR THE PROTECTIONS OFFERED TO ITS CLIENTS.

EACH OF THE JOINT BOOKRUNNERS MAY PARTICIPATE IN THE OFFERING ON A PROPRIETARY BASIS.

THE EQUITY OFFERING HAS NOT BEEN AND WILL NOT BE SUBMITTED TO THE COMISSÃO DO MERCADO DE VALORES MOBILIÁRIOS (CMVM) PURSUANT TO THE APPLICABLE LAWS AND REGULATIONS AND, THEREFORE, THE SHARES MAY NOT BE OFFERED, SOLD OR DISTRIBUTED TO THE PUBLIC IN THE REPUBLIC OF PORTUGAL OTHER THAN TO INSTITUTIONAL QUALIFIED INVESTORS, AS DEFINED PURSUANT TO ARTICLE 30 OF DECREE-LAW NUMBER 486/99, OF 13 NOVEMBER, AS AMENDED (THE “PORTUGUESE SECURITIES CODE”) OR OTHERWISE OFFERED, SOLD OR DISTRIBUTED IN A WAY THAT WOULD TRIGGER THE QUALIFICATION OF THE EQUITY OFFERING AS A PUBLIC OFFER UNDER THE PORTUGUESE SECURITIES CODE.”

**The Board of Directors of CORTICEIRA AMORIM, S.G.P.S., S.A.**