

**CORTICEIRA AMORIM, S.G.P.S., S.A.**

**Public Company**

**Share capital: € 133,000,000**

**A Company incorporated in Santa Maria da Feira - Portugal - Registration no. 554**

**Corporation Tax ID no. 500 077 797**

**Apartado 20 – Rua de Meladas 380 – 4536-902 MOZELOS VFR CODEX - PORTUGAL**

**BUSINESS TO BE TRANSACTED AT THE COMPANY'S ANNUAL GENERAL  
MEETING, INCLUDING THE ANNUAL FINANCIAL STATEMENTS FOR THE  
FINANCIAL YEAR ENDED 31 DECEMBER 2004**

# **ANNUAL GENERAL MEETING**

**31 MARCH 2005 – 12:00 a.m.**

**FIRST ITEM OF BUSINESS**

**PROPOSAL**

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

hereby proposes that

the Annual General Meeting resolves on adopting the Directors' Report and the annual financial statements for the year ended 31 December 2004.

Meladas – Mozelos – Santa Maria da Feira – Portugal

28 February 2005

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

# **ANNUAL GENERAL MEETING**

**31 MARCH 2005 – 12:00 a.m.**

**SECOND ITEM OF BUSINESS**

**PROPOSAL**

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

hereby proposes that

the Annual General Meeting resolves on adopting the consolidated Directors' Report and the consolidated annual financial statements for the year ended 31 December 2004.

Meladas – Mozelos – Santa Maria da Feira – Portugal

28 February 2005

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

## **ANNUAL GENERAL MEETING**

**31 MARCH 2005 – 12:00 a.m.**

### **THIRD ITEM OF BUSINESS**

#### **PROPOSAL**

Based on the annual financial statements for the year ended 31 December 2004 and in view of the fact that the Company's net profit for the year amounts to € 10,031,635.88 and the reserves available for distribution amount to € 4,655,000.00

the Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

hereby proposes that

1. The annual general meeting resolves to approve that the above net profit for the year in the amount of € 10,031,635.88 be appropriated as follows:
  - € 907,496.78 to legal reserve;
  - € 13,240,000.00: non-distributable profit;
  - - € 4,115,860.90 to be carried forward;
  
2. € 4,655,000.00 or (€ 0.035) per share, a part of the amount shown in the "Free Reserves" account, be distributed as dividends.

Meladas – Mozelos – Santa Maria da Feira – Portugal

28 February 2005

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

## **ANNUAL GENERAL MEETING**

**31 MARCH 2005 – 12:00 a.m.**

**SIXTH ITEM OF BUSINESS**

**PROPOSAL**

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

hereby proposes that

the Annual General Meeting resolves on the acquisition by the Company of its own shares as follows:

- (a) Maximum number of shares to be acquired: up to 10% of the Company's share capital;
- (b) Term during which the shares may be acquired: within a period of 18 months as from the date of this resolution;
- (c) Acquisition: the shares may be acquired on the stock exchange or over-the-counter market;
- (d) Minimum and maximum considerations payable for the shares: considerations ranging from EUR 0.50 (minimum) to EUR 5.00 (maximum)

Meladas – Mozelos – Santa Maria da Feira – Portugal

28 February 2005

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

## **ANNUAL GENERAL MEETING**

**31 MARCH 2005 – 12:00 a.m.**

**SEVENTH ITEM OF BUSINESS**

**PROPOSAL**

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.

hereby proposes that

the Annual General Meeting resolves on the sale by the Company of its own shares as follows:

- (a) Maximum number of shares to be sold: up to 10% of the Company's share capital;
- (b) Term during which the shares may be sold: within a period of 18 months as from the date of this resolution;
- (c) Sale: the shares may be sold on the stock exchange or over-the-counter market;
- (d) Minimum sale price per share: EUR 0.75 per share

Meladas – Mozelos – Santa Maria da Feira – Portugal

28 February 2005

The Board of Directors of  
Corticeira Amorim, S.G.P.S., S.A.