
Corticeira Amorim

Resolutions of the Annual General Meeting

Mozelos, Portugal, 06 May 2025 – CORTICEIRA AMORIM, S.G.PS., S.A., hereby informs you of the **resolutions of the Annual General Meeting held today, the 06 May 2025:**

Sections 1 and 2. The financial statements for the financial year 2024, on an individual and consolidated basis, were approved by a majority.

Section 3. The corporate governance report for 2024, which includes the remuneration report, was approved by a majority.

Section 4. The proposed appropriation of net profit of EUR 69,191,129.24 (sixty-nine million, one hundred and ninety-one thousand, one hundred and twenty-nine euros and twenty-four cents), being appropriate as follows, were approved by a majority:

1. To Dividends: €42,560,000.00 (forty-two million, five hundred and sixty thousand euros), corresponding to a gross amount of € 0.32 (thirty-two cents) per share;
2. To Free Reserves: €26,631,129.24 (twenty-six million, six hundred and thirty-one thousand, one hundred and twenty-nine euros and twenty-four cents).

Section 5. A vote of confidence in the Board of Directors, the Audit Committee, the Statutory Auditor and each of their members was approved by a majority.

Section 6. The proposal for the purchase of treasury stock under the terms of article 319 of the Portuguese Companies Code was approved by unanimity.

Section 7. The proposal for the sale of treasury stock under the terms of article 320 of the Portuguese Companies Code was approved by a majority.

Section 8. The proposal of the Appointments, Evaluation and Remuneration Committee on the annex concerning the ESG component of the 2024-2026 remuneration policy was approved by a majority.

AMORIM

Corticeira Amorim, SGPS, S.A.

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Listed company
Share Capital: EUR 133,000,000.00
VAT & Registration Number: PT500077797
Register of Companies, Santa Maria da
Feira, Portugal

Informal translation.

----- **Minutes number sixty-one** -----

On the sixth of May, two thousand and twenty-five, at one o'clock in the afternoon, at the head-office, at Rua Comendador Américo Ferreira Amorim, no. 380, parish of Mozelos, municipality of Santa Maria da Feira, the Ordinary General Meeting took place for the public limited company named -----

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

a company issuing shares admitted to trading on a regulated market, with its registered office located at Rua Comendador Américo Ferreira Amorim, 380, parish of Mozelos, municipality of Santa Maria da Feira, a share capital of EUR 133,000,000 divided into 133,000,000 book-entered shares, and registration and corporate tax ID number 500 077 797, registered in Santa Maria da Feira Company Registry Office.-----

The Board of the General Meeting was formed by its Chairman, Paulo de Tarso da Cruz Domingues, as well as the Secretary, Rui Paulo Cardinal Carvalho. -----

The Chairman of the General Meeting verified that the Meeting was duly convened, in accordance with the Notice and related Announcement published on the Portuguese Securities Market Commission (CMVM) Information Disclosure System, on the company's website, and on the Justice Portal (*On-Line Publication of Corporate Act*), on the eleventh of April, two thousand and twenty-five, the agenda of the General Meeting being transcribed as follows: -----

----- **Item One** -----

To pass a resolution on the directors' report and the accounts for the year 2024. -----

----- **Item Two** -----

To pass a resolution on the consolidated directors' report which includes the consolidated sustainability statement, and the consolidated accounts for the two thousand and twenty-four financial year. -----

----- **Item Three** -----

To pass a resolution on the 2024 corporate governance report, which includes the remuneration report. -----

----- **Item Four** -----

To pass a resolution on the proposal for the appropriation of profits. -----

----- **Item Five** -----

To pass resolutions pursuant to the provision of article 455 of the Portuguese Companies Code. -----

----- **Item Six** -----

To pass a resolution on the authorisation for purchase of treasury stock. -----

----- **Item Seven** -----

To pass a resolution on the authorisation for the sale of treasury stock. -----

----- **Item Eight** -----

To pass a resolution on the proposal of the Appointments, Evaluation and Remuneration Committee on the annex relating to the ESG component of the 2024-2026 remuneration policy. -----

Next, the Chairman of the General Meeting confirmed that shareholders holding 113,050,234 (one hundred and thirteen million, fifty thousand, two hundred and thirty-four) shares, each with a par value of one euro, were present or represented, in accordance with the attendance list prepared under article

three hundred and eighty-two of the Portuguese Companies Code. These shares represent approximately 85% (eighty-five percent) of the share capital and entitle their holders to 113,050,234 (one hundred and thirteen million, fifty thousand, two hundred and thirty-four) votes. -----

The following members of the Board of Directors also attended the meeting: António Rios de Amorim (chairman) – in person and also representing the director Juan Ginesta Viñas –, Luisa Alexandra Ramos Amorim (vice-chair), Cristina Rios de Amorim Baptista (member of the BoD), Nuno Filipe Vilela Barroca de Oliveira (member of the BoD), Fernando José de Araújo dos Santos Almeida (member of the BoD), João Nuno de Sottomayor Pinto de Castello Branco (member of the BoD), José Pereira Alves (member of the BoD and chairman of the Audit Committee), Maria Cristina Galhardo Vilão (member of the BoD and chair of the Appointments, Evaluation and Remuneration Committee), Helena Sofia Silva Borges Salgado Fonseca Cerveira Pinto (member of the BoD and chair of the ESG Committee), António Manuel Mónica Lopes de Seabra (member of the BoD and chairman of the Risks Committee), Júlio César Martins Henriques (member of the Risk Committee) and Ana Negrais de Matos (member of the ESG Committee). Also attending the meeting were, Sandra e Sousa Amorim, representing the Statutory Auditor Ernst & Young Audit & Associados – SROC, S.A., the Company Secretary Pedro Jorge Ferreira de Magalhães, the substitute Company Secretary José Luís Pereira Vilas Boas and Abdul Rehman Omarmiã Mangá (Administrative Management of the Company). ----

The Chairman of the Meeting then stated that, in view of the number of shareholders present and represented, as well as the postal votes previously issued, the quorum for holding the meeting and the quorum for adopting resolutions had been established. With regard to postal votes previously issued, the Chairman of the Meeting pointed out that if such shareholders are present at the General Meeting, votes so issued are revoked, thus reiterating the information that was already contained in the Notice of Meeting. -----

The Board then confirmed that the attendance list was properly compiled. -----

The Chairman of the Meeting declared that the requirements for holding the General Meeting were thus fulfilled. -----

The Chairman of the Meeting then moved to the discussion of the **first item** on the agenda, under which he submitted for discussion the directors' report and accounts for the year two thousand and twenty-four. -----

At this point, the Chairman of the Board of Directors – António Rios de Amorim – took the floor, on invitation from the Chairman of the Meeting. He made some comments regarding the evolution of the Company's activity during the two thousand and twenty-four financial year, highlighting what he considered to be the most relevant aspects of the results, and also presenting the outlook for the financial year two thousand and twenty-five. -----

After the presentation by the Chairman of the Board of Directors, the Chairman of the Meeting questioned the shareholders, asking whether any of those present wished to speak. -----

Then, as there was no-one wishing to take the floor, request further clarification or submit any other proposal, the first item on the agenda was voted on. The shareholders present cast their votes, confirming, where applicable, their previously declared position. The Chairman of the Meeting then declared that the proposal relating to the **first item** on the agenda had been approved by a **majority** of the votes cast, with shareholders holding 112,522,906 (one hundred and twelve million, five

hundred and twenty-two thousand, nine hundred and six) shares voting in favour, corresponding to the same number of votes, representing approximately 99.80% (ninety-nine point eight zero percent) of the votes cast, with shareholders holding 229,043 (two hundred and twenty-nine thousand and forty-three) shares voting against, corresponding to the same number of votes, representing approximately 0.20% (zero point two zero percent) of the votes cast and with the abstention of shareholders holding 298,285 (two hundred and ninety-eight thousand, two hundred and eighty-five) shares, corresponding to the same number of votes, representing approximately 0.26% (zero point two six percent) of the capital present or represented.-----

The Chairman of the Meeting immediately moved on to the **second item** on the agenda, under which he submitted for discussion the consolidated directors' report, which included the consolidated sustainability statement, and also submitted for discussion the consolidated accounts for the financial year two thousand and twenty-four, drawn up in accordance with the rules of the European Single Electronic Format (ESEF) and duly published on the company's website.-----

At this point, the member of the Board of Directors – Cristina Amorim – asked for the floor, which was granted, and, in the use of the floor, she made some comments on the consolidated sustainability statement for the financial year two thousand and twenty-four, highlighting the Company's main objectives and goals in this area and summarising the report.-----

The Chairman of the Meeting then questioned the shareholders, asking whether any of those present wished to speak or formulate any other proposals.-----

After verifying that no-one wished to speak or make any other proposal, the second item on the agenda was put to the vote. The shareholders present cast their votes, confirming, where applicable, their previously declared position. The Chairman of the Meeting then declared that the proposal relating to the **second item** on the agenda had been approved by a **majority** of the votes cast, with shareholders holding 112,686,538 (one hundred and twelve million, six hundred and eighty-six thousand, five hundred and thirty-eight) shares voting in favour, corresponding to the same number of votes, representing approximately 99.94% (ninety-nine point nine four percent) of the votes cast, with shareholders holding 65,411 (sixty-five thousand four hundred and eleven) shares voting against, corresponding to the same number of votes, representing approximately 0.06% (zero point zero six percent) of the votes cast and with the abstention of shareholders holding 298,285 (two hundred and ninety-eight thousand, two hundred and eighty-five) shares, corresponding to the same number of votes, representing approximately 0.26% (zero point two six percent) of the capital present or represented.-----

The Chairman of the Meeting then moved on to the **third item** on the agenda in order to pass a resolution on the Corporate Governance Report for two thousand and twenty-four, which includes the remuneration report.-----

At this point, the member of the Board of Directors – Cristina Amorim – asked for the floor again, which was granted, and, in the use of the floor, she presented a brief summary of the corporate governance report for the financial year two thousand and twenty-four, briefly describing its contents, explaining its organisation and highlighting the company's good performance during the 2021-2024 period in terms of adherence and compliance with the recommendations for good corporate governance practices issued by the Portuguese Institute of Corporate Governance.-----

The Chairman of the Meeting then questioned the shareholders, asking whether any of those present wished to speak or formulate any other proposals. -----

After verifying that no-one wished to speak or make any other proposal, the third item on the agenda was put to the vote. -----

The shareholders present cast their votes, confirming, where applicable, their previously declared position. The Chairman of the Meeting then declared that the proposal relating to the **third item** on the agenda had been approved by a **majority** of the votes cast, with shareholders holding 97,525,782 (ninety-seven million, five hundred and twenty-five thousand, seven hundred and eighty-two) shares voting in favour, corresponding to the same number of votes, representing approximately 86.27% (eighty-six point two seven percent) of the votes cast, with shareholders holding 15,524,452 (fifteen million, five hundred and twenty-four thousand, four hundred and fifty-two) shares voting against, corresponding to the same number of votes, representing approximately 13.73% (thirteen point seven three percent) of the votes cast. No abstentions were recorded. -----

The Chairman of the Meeting then moved on to the **fourth item** on the agenda, with the following proposal being presented by the Board of Directors: -----

“The Board of Directors of Corticeira Amorim, S.G.P.S., S.A., taking into account the positive net income, calculated according to the individual accounts at the end of the 2024 financial year, of €69,191,129.24 (sixty-nine million, one hundred and ninety-one thousand, one hundred and twenty-nine euros and twenty-four cents), -----

shall propose -----
that the Shareholders resolve to approve the following appropriation of said net income of €69,191,129.24 (sixty-nine million, one hundred and ninety-one thousand, one hundred and twenty-nine euros and twenty-four cents): -----

- 1. to Dividends, the amount of €42,560,000.00 (forty-two million, five hundred and sixty thousand euros), corresponding to a gross amount of €0.32 (thirty-two cents) per share; ----*
- 2. to Free Reserves, the amount of €26,631,129.24 (twenty-six million, six hundred and thirty-one thousand, one hundred and twenty-nine euros and twenty-four cents).” -----*

In relation to this item, the Chairman of the Board of Directors requested the floor and, having taken it, framed the proposal submitted to voting under the fourth item of the agenda, explaining to the shareholders the rationale behind the proposal presented by the Board of Directors in relation to this agenda item. -----

After the presentation by the Chairman of the Board of Directors, the Chairman of the Meeting questioned the shareholders, asking whether any of those present wished to speak or formulate any other proposals. -----

Then, as there was no-one wishing to take the floor, request further clarification or submit any other proposal, the fourth item on the agenda was voted on. -----

The shareholders present cast their votes, confirming, where applicable, their previously declared position. The Chairman of the Meeting then declared that the proposal relating to the **fourth item** on the agenda had been approved by a **majority** of the votes cast, with shareholders holding 112,984,823 (one hundred and twelve million, nine hundred and eighty-four thousand, eight hundred and twenty-three) shares voting in favour, corresponding to the same number of votes, representing approximately

99.94% (ninety-nine point nine four percent) of the votes cast, with shareholders holding 65,411 (sixty-five thousand, four hundred and eleven) shares voting against, corresponding to the same number of votes, representing approximately 0.06% (zero point zero six percent) of the votes cast, with no abstentions recorded. -----

The **fifth item** on the agenda was then addressed, the proposal presented by the shareholder Amorim – Investimentos e Participações, S.G.P.S., S.A., whose content has been summarised and is reproduced below, being submitted for consideration, discussion and voting: -----

“Amorim – Investimentos e Participações, S.G.P.S., S.A., as shareholder of Corticeira Amorim, S.G.P.S., S.A., considering:-----

- a) the careful and systematic actions of the Board of Directors, in the interests of the company;*
- b) the way the report is prepared, clarifying the most relevant aspects of the company; -----*
- c) the action taken by the Audit Committee and the Statutory Auditor during the year; -----*

shall propose-----

under the terms and for the purposes of article four hundred and fifty-five of the Companies Act, the Shareholders express a vote of confidence in those bodies and in each of their members.” -----

The Chairman of the Meeting then questioned the shareholders, asking whether any of those present wished to speak or formulate any other proposals.-----

Then, as there was no-one wishing to take the floor, request further clarification or submit any other proposal, the fifth item on the agenda was voted on. -----

The shareholders present cast their votes, confirming, where applicable, their previously declared position. The Chairman of the Meeting then declared that the proposal relating to the **fifth item** on the agenda had been approved by a **majority** of the votes cast, with shareholders holding 112,969,850 (one hundred and twelve million, nine hundred and sixty-nine thousand, eight hundred and fifty) shares voting in favour, corresponding to the same number of votes, representing approximately 99.94% (ninety-eight point nine four percent) of the votes cast, with shareholders holding 65,411 (sixty-five thousand, four hundred and eleven) shares voting against, corresponding to the same number of votes, representing approximately 0.06% (zero point zero six percent) of the votes cast and with the abstention of shareholders holding 14,973 (fourteen thousand, nine hundred and seventy-three) shares, corresponding to the same number of votes, representing approximately 0.01% (zero point zero one percent) of the capital present or represented. -----

The Chairman of the Meeting then moved on to the **sixth item** on the agenda, and the Board of Directors presented a proposal, which was summarised as follows:

“The Board of Directors of Corticeira Amorim, S.G.P.S., S.A. ----- shall propose -----

that the General Meeting deliberate, under the aegis of Article 319 of the Portuguese Companies Code, on authorising the company to acquire its own shares, under the following terms:-----

- a) Maximum number of shares to acquire: up to the limit corresponding to 10% (ten percent) of the capital stock;-----*
- b) Period during which the acquisition may be made: 18 (eighteen) months from the date of this resolution; -----*
- c) Forms of acquisition: acquisition on or off the stock exchange;-----*

- d) *Minimum and maximum consideration for acquisitions: the acquisition price of the shares must be between a minimum of €3.00 (three euros) and a maximum of €11.00 (eleven euros)."*

The Chairman of the Meeting then questioned the shareholders, asking whether any of those present wished to speak or formulate any other proposals. -----

Then, as there was no-one wishing to take the floor, request further clarification or submit any other proposal, the sixth item on the agenda was voted on.-----

The Chairman of the Meeting then declared that the proposal relating to the **sixth item** on the agenda had been approved by **unanimity** of the votes cast, with shareholders holding 113,050,214 (one hundred and thirteen million, fifty thousand, two hundred and fourteen) shares voting in favour, corresponding to the same number of votes, representing 100% (one hundred percent) of the votes cast, and with the abstention of shareholders holding 20 (twenty) shares, corresponding to the same number of votes.-----

The **seventh item** on the agenda was then addressed and the Board of Directors made the proposal summarised below: -----

"The Board of Directors of Corticeira Amorim, S.G.P.S., S.A.----- shall propose-----

that the General Meeting deliberate, under the aegis of Article 320 of the Portuguese Companies Code, on authorising the company to sell its own shares, under the following terms:-----

- a) *Number of shares to sell: up to a limit corresponding to 10% (ten percent) of the capital stock; -----*
- b) *Period during which the sale may be made: 18 (eighteen) months from the date of this resolution; -----*
- c) *Forms of sale: sale on or off the stock exchange;-----*
- d) *Consideration for the sale: the minimum sale price will be €7.50 (seven euros and fifty cents) per share."*-----

The Chairman of the Meeting then questioned the shareholders, asking whether any of those present wished to speak or formulate any other proposals.-----

Then, as there was no-one wishing to take the floor, request further clarification or submit any other proposal, the seventh item on the agenda was voted on. -----

The shareholders present cast their votes, confirming, where applicable, their previously declared position. The Chairman of the Meeting then declared that the proposal relating to the **seventh item** on the agenda had been approved by a **majority** of the votes cast, with shareholders holding 112,886,582 (one hundred and twelve million, eight hundred and eighty-six thousand, five hundred and eighty-two) shares voting in favour, corresponding to the same number of votes, representing approximately 99.86% (ninety-nine point eight six percent) of the votes cast, with shareholders holding 163,632 (one hundred and sixty-three thousand, six hundred and thirty-two) shares voting against, corresponding to the same number of votes, representing approximately 0.14% (zero point one four percent) of the votes cast and with the abstention of shareholders holding 20 (twenty) shares, corresponding to the same number of votes.-----

The Chairman of the General Meeting then moved on to the **eighth item** on the agenda, concerning

the proposal from the Appointments, Evaluation and Remuneration Committee on the annex relating to the ESG component of the 2024-2026 remuneration policy. -----

The Chairman of the Meeting then questioned the shareholders, asking whether any of those present wished to speak or formulate any other proposals. -----

Then, as there was no-one wishing to take the floor, request further clarification or submit any other proposal, the eighth item on the agenda was voted on. -----

The shareholders present cast their votes, confirming, where applicable, their previously declared position. The Chairman of the Meeting then declared that the proposal relating to the **eighth item** on the agenda had been approved by a **majority** of the votes cast, with shareholders holding 111,891,454 (one hundred and eleven million, eight hundred and ninety-one thousand, four hundred and fifty-four) shares voting in favour, corresponding to the same number of votes, representing approximately 99.03% (ninety-nine point zero three percent) of the votes cast, with shareholders holding 1,099,836 (one million ninety-nine thousand eight hundred and thirty-six) shares voting against, corresponding to the same number of votes, representing approximately 0.97% (zero point nine seven percent) of the votes cast and with the abstention of shareholders holding 58,944 (fifty-eight thousand nine hundred and forty-four) shares, corresponding to the same number of votes, representing approximately 0.05% (zero point zero five percent) of the capital present or represented. -----

There being no further business, the Chairman of the Meeting and the Chairman of the Board of Directors expressed their gratitude for everyone's participation and cooperation and the Chairman of the Meeting declared the meeting closed at one forty-two in the afternoon. -----

These minutes were drawn up and will be signed by the Chairman and the Secretary of the General Meeting as proof of their compliance. -----