

## FIRST ITEM ON THE AGENDA

### MOTION

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

#### proposes

that Shareholders approve the directors' report and accounts for the financial year of 2023

Mozelos, Santa Maria da Feira 25 MARCH 2024



## SECOND ITEM ON THE AGENDA

### MOTION

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

#### proposes

that Shareholders approve the consolidated management report and the consolidated accounts for the financial year of 2023.

Mozelos, Santa Maria da Feira 25 March 2024



## THIRD ITEM ON THE AGENDA

### MOTION

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

#### proposes

that Shareholders approve the corporate governance report for the financial year of 2023, which includes the remuneration report.

Mozelos, Santa Maria da Feira 25 March 2024



## FOURTH ITEM ON THE AGENDA

### MOTION

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

#### proposes

that Shareholders approve the non-financial information report – sustainability report for the financial year of 2023.

Mozelos, Santa Maria da Feira 25 March 2024



## FIFHT ITEM ON THE AGENDA

## MOTION

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 2023 financial year, of  $\in$  22,993,630,97 (twenty-two million, nine hundred and ninety-three thousand, six hundred and thirty euros and seventy-seven cents) and the existence of distributable reserves in the amount of  $\in$ 101,901,396.97 (one hundred and one million, nine hundred and one thousand, three hundred and ninety-six euros and ninety-seven cents),

#### proposes

that the Shareholders approve:

- 1. The coverage of the transition adjustments in the amount of €1,147.06 (one thousand, one hundred and forty-seven euros and six cents),
- 2. The distribution of dividends in the amount of €26,600,000.00 (twenty-six million and six hundred thousand euros), €0.20 (twenty cents) per share, corresponding to the value of €22,992,483.71 (twenty-five two million, nine hundred and ninety-two thousand, four hundred eighty-three euros and seventy-one cents) of the net profit for the year 2023 and plus the value of €3,607,516.29 (three million, six hundred and seven one thousand, five hundred and sixteen euros and twenty-nine cents), part of what exists under the heading "Distributable Reserves".

Mozelos, Santa Maria da Feira 25 March 2024



SIXTH ITEM ON THE AGENDA

To pass resolutions pursuant to the provision of Article 455 of the Portuguese Companies Act.

Proposal from the Shareholder AMORIM - INVESTIMENTOS E PARTICIPAÇÕES, S.G.P.S., S.A.



## SEVENTH ITEM ON THE AGENDA

### MOTION

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

#### proposes

that the General Meeting approve, under the aegis of Article 319 of the Portuguese Companies Act, the acquisition by the company of treasury shares, under the following terms:

- a) Maximum number of shares to be acquired: up to a limit corresponding to 10% (ten percent) of the share capital;
- 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).

Mozelos, Santa Maria da Feira 25 March 2024



## EIGHTTH ITEM ON THE AGENDA

### MOTION

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

#### proposes

that the General Meeting approve, under the aegis of Article 320 of the Portuguese Companies Act, the sale by the company of treasury shares, under the following terms:

- a) Number of shares to sell: up to a limit corresponding to 10% (ten percent) of the share capital;
- 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.

Mozelos, Santa Maria da Feira 25 March 2024



## NINETH ITEM ON THE AGENDA

### MOTION

The Nominations, Evaluation and Remuneration Committee

#### proposes

that the Shareholders approve the remuneration policy, regarding the members of the governing bodies and the other directors.

Mozelos, Santa Maria da Feira 25 March 2024

**Corticeira Amorim, S.G.P.S., S.A.** The Nominations, Evaluation and Remuneration Committee

## **Remuneration Policy** 2024-2026 Triennium

Esta Política de Remunerações é apresentada em cumprimento do previsto nos artigos 26º-A e seguintes do Código dos Valores Mobiliários:

This Remuneration Policy is submitted in compliance with Articles 26-A and following of the Portuguese Securities' Code:

#### 1. General principles

This Remuneration Policy is based on principles of clarity and transparency, and is in line with best practices and market trends, seeking to strengthen the values, skills and conduct of the governing bodies and employees, in favour of developing the sustainable growth strategy of Corticeira Amorim (hereinafter also referred to as the "Company").

Corticeira Amorim's Remuneration Policy is based on the following general principles:

- a) Attract, motivate and retain the most qualified and competent professionals for Corticeira Amorim's governing bodies and internal committees;
- b) Ensure that total remuneration and the respective structure (fixed and variable components) are competitive in relation to global market practices and promote high levels of performance and professionalism;
- c) Encourage increased efficiency and productivity and the creation of long-term value for shareholders, in view of the alignment with the Company's appetite for risk and the sustainable growth of results;
- d) Stimulate the social and governance of Corticeira Amorim.

This policy contributes to achieving Corticeira Amorim's strategy, by defining the evaluation criteria, targets and indicators aligned with the Company's strategic objectives of the Company itself, its long-term interests and its sustainability.

The Members of the Presiding Board of the General Meeting, the Board of Directors and the Statutory Auditor of Corticeira Amorim are appointed and re-elected for a statutory period of 3 calendar years. When voting on the management report, the financial statements and the proposal for the appropriation of profit, the Annual General Meeting may, notwithstanding, decide to remove

the members of the Board of Directors, except for those directors who are also members of the Audit Committee, with the exception of the directors comprising the

Audit Committee, who may only be removed from office on justifiable grounds. Payments arising from the termination of office of members of any of the Company's social bodies or internal committees are those stipulated in the general law, and the Company is forbidden from establishing specific agreements that may allow the payment of other compensation.

It is not Corticeira Amorim's policy to pay the following to the members of its corporate bodies:

- plans for the allocation of shares in the Company; or
- complementary pension systems or plans.

The members of Corticeira Amorim's governing bodies do not receive any relevant non-pecuniary benefit by way of remuneration, other than the notional share option plans provided for in this Policy.

The employment and remuneration conditions of employees were also taken into account when establishing this Remuneration Policy. This involved analysing the remuneration difference between employees and the members of the management and supervisory bodies and the respective responsibility and level of risk that the specific duties of each of them entail.

#### 2. Sustainability

The variable component of the remuneration of executive members of Corticeira Amorim's Board of Directors shall be consistent with the maximisation of the long-term results of the Company, combining annual and multi-annual variable remuneration (for a period of three years), ensuring the alignment of the performance of the management body with the interests of the shareholders, also taking into consideration the interests of other stakeholders relevant to the sustainability of the Company.

These interests include those of Corticeira Amorim's male and female employees, who, along with the shareholders and directors, form the base of the economic activity of the Company. The interests of the male and female employees to be considered will mainly be those relating to (i) decent and fair remuneration, (ii) decent, safe, healthy and balanced working conditions from a physical, social and psychological point of view and (iii) the preservation of the respective jobs.

The variable remuneration component is partially deferred for a period of three years. This means a significant part of the variable remuneration is linked to the confirmation of the sustainability of Corticeira Amorim's performance over this long-term period, further contributing to the performance of the executive members of the Board of Directors aligned with the long-term interests and the sustainability of the Company.

#### 3. Male and Female Employees

#### Informal Translation

# AMORIM

Corticeira Amorim's business is governed by collective bargaining agreements for the cork industry (relating to factory and office workers), entered into by the Portuguese Cork Association (APCOR) and by the sector's trade unions.

With regard to professional groups concerning industrial positions that require direct, indirect and administrative types of labour, the basic (fixed) remuneration benchmarks function as minimum fixed remuneration limits. At Corticeira Amorim, these remunerations are complemented with variable remuneration linked to the degree of achievement of certain objectives (individual, team/company and resulting from performance in terms of quality, deadlines, productivity, occupational accidents and individual attendance). The objective is to increasingly differentiate and expand these practices, aligning employees in this segment with a philosophy of Company and team objectives.

For middle and senior management positions, the Company values a fixed component, in harmony with market values, and a system of variable remuneration, linked to goals for one-year and three-year cycles, privileging the attainment of individual and team goals, but with a greater weighting in the achievement of Company results.

The aim of this policy and this alignment of incentives is to guarantee to attract and retain professionals with the required skills, thereby reinforcing a company culture in which individual performance is placed at the service of a greater collective good: the sustainability of the Company.

Depending on the overall results each year, and whenever possible, the Board of Directors of Corticeira Amorim seeks to award a global and equal bonus to all its employees as a share in Company profits.

#### 4. Presiding Board of the General Meeting

The Members of the Presiding Board of the General Meeting of Corticeira Amorim shall exclusively receive a fixed remuneration, paid twelve times a year, defined by the Appointments, Evaluation and Remuneration Committee (elected pursuant to Article 399 of the Portuguese Companies Act), which shall be in line with this Remuneration Policy, the Company's situation, market practices, the responsibilities of the positions held and with the demonstrated technical and professional credentials.

#### 5. Statutory Auditor

The remuneration of the **Statutory Auditor** of Corticeira Amorim is in the form of a provision of services. This is established annually, considering the characteristics of the Company and market practices. The Audit Committee is responsible for selecting the Statutory Auditor to be proposed to the General Meeting, and for proposing their respective remuneration to the Appointments,

Edifício Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal

+351 227 475 400 T +351 227 475 410 / 11 F corticeira.amorim@amorim.com Sociedade Cotada Capital Social © 132000.000,00 Pessoa Coletiva e Matricula № 500.077797 Conservatório do Registo Comercial de Santa María da Feira

#### Informal Translation

# AMORIM

Evaluation and Remuneration Committee (elected pursuant to Article 399 of the Portuguese Companies Act).

The remuneration of the Statutory Auditor will correspond to the amounts stated in the contract for the provision of statutory auditing services, entered into with the Company, which covers almost all of its subsidiaries.

#### 6. Board of Directors

The Members of the Board of Directors, including an Audit Committee, shall be paid adequate remuneration taking into account:

- the individual remuneration package agreed upon between the Company and each Director;
- observance of the principles of internal equity and external competitiveness, taking into account relevant information disclosed by the main Portuguese economic groups on their remuneration policies and practices.

#### 6.1. Non-executive Directors

Non-executive members of the Board of Directors may be remunerated or not, when considering the availability required and the duties actually carried out both within and without Corticeira Amorim.

In the event of being remunerated, the remuneration of Non-executive directors will exclusively consist of a fixed component payable in twelve instalments per year, defined by the Appointments, Evaluation and Remuneration Committee (elected pursuant to Article 399 of the Portuguese Companies Act) taking into account this Remuneration Policy, international best practices and the responsibilities and availability required for their specific duties.

The Non-executive members of the Board of Directors who are members of the Audit Committee must exclusively earn a fixed remuneration, paid twelve times a year, in line with market practice and the responsibilities inherent to the position held and their technical and professional knowledge and skills demonstrated. In line with market practices, the remuneration of the members of the Audit Committee may be differentiated, namely with regard to its Chairperson, due to the particular functions which are undertaken.

The remuneration of non-executive members of the management body shall not include any component, the value of which depends on the performance of the Company or its value, nor any additional benefits. The total remuneration of non-executive members of the Board of Directors' Executive Committee is set at the following gross annual amounts: Chair of the Audit Committee (fifty thousand euros); other members of the Audit Committee (forty thousand euros); lead

Edificio Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal

independent director, when not a member of the Audit Committee (fifty thousand euros); other nonexecutive members (no specific remuneration from the Company).

No contracts with the non-executive directors have been entered into.

#### 6.2. Executive Directors

The remuneration of the executive members of the Board of Directors, whenever appropriate and feasible, should be made up of a fixed remuneration, to which a variable remuneration will be added. The variable remuneration comprises a three-year plan to award notional stock options pegged to the Company's profits and Sustainability | ESG targets, with an annual component and a multi-annual component (three-year period) for achieving the Company's targets over the respective term. The notional stock option plan provided for in this Policy will be formalised by contract, signed by each executive director individually. This plan, by largely emulating the behaviour of the "Corticeira Amorim SGPS" listed shares (ISIN PTCOR0AE0006), but without presupposing changes in terms of voting rights and dividends, ensures that the costs of this remuneration are directly proportional to the return that shareholders obtain from their shareholding in the Company.

Corticeira Amorim's executive directors do not receive any remuneration for the performance of other management positions in other Corticeira Amorim companies.

The members of the Board of Directors are prohibited from concluding contracts with the Company or with its subsidiaries and/or companies in which it holds an interest, which may mitigate the risk inherent to the variability of the remuneration as determined by the Company.

No contracts have been entered into with executive directors, notwithstanding this Policy's provisions for notional stock option plans.

#### 6.2.1. Fixed Remuneration

The fixed component of the remuneration corresponds to a monthly payment, paid 14 times a year, defined by the Appointments, Evaluation and Remuneration Committee (elected pursuant to Article 399 of the Portuguese Companies Act), considering this Remuneration Policy, the nature of the functions and responsibilities assigned and the practices observed in the market in relation to equivalent positions in large national and international companies operating in the same sectors. This analysis identified that there was a large gap between the fixed remuneration currently received and the market benchmark, considering the decisive role played by the executive directors in the exceptional results achieved by the Company in recent years, especially the Chairman of the Executive Committee. For this reason, the fixed remuneration of the members of the Executive Committee is set at the following annual gross amounts, which also take into account the evolution of the Company, individual careers, responsibilities and the level of risk of the specific duties of each

member of the Executive Committee: Chairman/CEO (six hundred and thirty-nine thousand, three hundred and nine euros); Chief Financial Officer (three hundred and ninety-one thousand, three hundred euros); Real Estate Management & Development Officer (three hundred and nine thousand, three hundred and nine euros) and Executive board member (two hundred and eight thousand euros).

#### 6.2.2 Variable Remuneration

The attribution of the variable component of the remuneration is aimed at creating a competitive remuneration framework and implementing an incentive scheme that ensures the alignment of the interests of executive directors with the interests of the Company, shareholders and remaining stakeholders, within a perspective of medium and long-term economic, social and environmental sustainability.

The actual amount of the variable remuneration shall always depend on the appraisal to be carried out every year by the Appointments, Evaluation and Remuneration Committee (elected pursuant to Article 399 of the Companies Code and entirely made up of independent members), on the performance of the executive Board members, examining the contribution of each individual executive director to both the Company's profit in the relevant financial year and compliance with the Company's targets and implementation of the medium/long-term Sustainability/ESG strategies adopted by the Company.

The variable remuneration of the executive directors includes a three-year plan to grant options to acquire notional shares. It combines the consistency of consolidated net results, the results obtained in the ESG dimensions measured by the Sustainability Index and the alignment of the executive directors with shareholders' interests regarding the evolution of Corticeira Amorim's share price.

This stock option plan will be composed of two components:

#### 6.2.2.1 Annual variable remuneration

The annual variable remuneration depends on a minimum value of Corticeira Amorim's consolidated net profit (hereinafter "CNP") of forty million euros (twenty million euros in the case of the Chairman) in the financial year of reference, i.e. if the CNP is lower than the respective minimum value then this component of the annual variable remuneration will not be payable. If the CNP is equal to or greater than the respective minimum value, the annual variable remuneration will be paid as follows: - Chairman/CEO: for every five million euros of CNP above twenty million euros, this officer will be granted a number of options to acquire notional shares equivalent to fifty thousand euros divided by the stock market value of Corticeira Amorim shares at the close of the session on the day prior to the decision to award the remuneration by the AERC (hereinafter "Previous Share Price");

Edificio Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal

+351 227 475 400 T +351 227 475 410 / 11 F corticeira.amorim@amorim.com

- Chief Financial Officer: for every five million euros of CNP above forty million euros, this officer will be granted a number of options to acquire notional shares equivalent to twenty-five thousand euros divided by the Previous Share Price;

- Real Estate Management & Development Officer: for every five million euros of CNP above forty million euros, this officer will be granted a number of options to acquire notional shares equivalent to twenty thousand euros divided by the Previous Share Price;

- Executive board member: for every five million euros of CNP above forty million euros, this officer will be granted a number of options to acquire notional shares equivalent to five thousand euros divided by the Previous Share Price.

#### 6.2.2.2 Three-year variable remuneration

The three-year variable remuneration\_depends on the positive performance of Corticeira Amorim over the three reference years, i.e. if the average CNP for those three years is less than forty million euros (twenty million euros in the case of the Chairman), then this three-year variable remuneration component will not be payable. If the average CNP for the three-year period is equal to or greater than the respective minimum value, the three-year variable remuneration will be paid as follows: - Chairman/CEO: for every five million euros of average CNP for the three-year period above twenty million euros, this officer will be granted a number of options to acquire notional shares equivalent to one hundred and fifty thousand euros divided by the Previous Share Price;

- Chief Financial Officer: for every five million euros of average CNP for the three-year period above forty million euros, this officer will be granted a number of options to acquire notional shares equivalent to seventy-five thousand euros divided by the Previous Share Price;

Real Estate Management & Development Officer: for every five million euros of average CNP for the three-year period above forty million euros, this officer will be granted a number of options to acquire notional shares equivalent to sixty thousand euros divided by the Previous Share Price;
Executive board member: for every five million euros of average CNP for the three-year period above forty million euros, this officer will be granted a number of options to acquire notional shares equivalent to fifteen thousand euros divided by the Previous Share Price.

#### 6.2.2.3 Rules common to the annual and three-year variable remunerations:

(a) The award of 20% of each of these variable remunerations (annual and three-year) depends on achieving the Sustainability Index | ESG targets established by Corticeira Amorim (which for 2024 are those set out in Annexes I to III attached to this Remuneration Policy), with the following award rules: if targets achievement is equal to or greater than 100%, the aforementioned 20% will be awarded; if targets achievement is less than 100% but still equal to or greater than 80%, only half of this 20% will be awarded; if targets achievement is less than 80%, this 20% of the variable remuneration will not be payable. In the annual

component, the relevant data will be the achievement of the year's targets and in the threeyear component the average percentage achieved in the three years of the reference period will be relevant.

- (b) The award of options to acquire notional shares, if any, may only take place after the approval of the accounts by the general meeting for the financial year(s) corresponding to the reference period (previous year or final year of the applicable three-year period).
- (c) To ensure that the executive director is exposed to the evolution of the Company's value over a longer period, the exercise of options to acquire notional shares may only take place in the thirty days following the expiry of a period of one year after the date of approval of the accounts for the reference year or the final year of the applicable three-year period, benefiting from the following options to purchase notional shares from Corticeira Amorim, at a price of half a euro for each share option:

- on the first anniversary of the options' award date, the holder has the option to exercise 3/6 of them;

- on the second anniversary of the options' award date, the holder has the option to exercise 1/6 of them;

- on the third anniversary of the options' award date, the holder has the option to exercise 1/6 of them;

- on the fourth anniversary of the options' award date, the holder has the option to exercise 1/6 of them.

- (d) To ensure that the executive director is exposed to the evolution of the Company's value over a longer period, the options to sell notional shares to Corticeira Amorim are exercisable in the thirty days following the expiry of the one-year period subsequent to the anniversaries referred to in paragraph (c) above, at a price equal to the stock market price of Corticeira Amorim shares at the close of business on the day of the anniversary that gave rise to the respective sell option.
- (e) In the event of the departure of an executive director of Corticeira Amorim: (i) before the end of a financial year it shall determine the loss of the annual variable remuneration for that year, (ii) before the end of the three-year period, it shall determine the attribution only in proportion (*pro rata*) of the three-year variable remuneration for that period if this were to be the case, in relation to the financial years which he or she completed in office during the three-year period.
- (f) The rights to purchase notional shares already granted, the rights of ownership of notional shares, as well as the rights to sell them to the Company, will only be transferable to the respective legitimate heirs in the event of death.

(g) Pursuant to Article 19(3) of Corticeira Amorim's Articles of Association, remuneration in the form of sharing of Corticeira Amorim's profits by members of the Board of Directors who are not members of the Audit Committee may not exceed three per cent for all directors in office. The variable remuneration of each executive director may therefore have to be proportionally reduced for this purpose.

#### 6.2.2.4 <u>Reversal ("claw-back") or reduction ("malus") of variable remuneration</u>

The annual and three-year period components of variable remuneration are conditional on the Company's positive performance over that period (annual or three-year period), in terms of the economic and financial indicators described and the achievement of the relevant medium and long-term goals. If the results show a significant worsening of the Company's performance in any of the calculated years, then they are automatically not awarded or their value is immediately adjusted.

If the variable remuneration has been unduly awarded, in whole or in part, the Company may not pay the executive director the deferred variable remuneration (which is considered to be the variable remuneration up to the time the executive director exercises the option to purchase the notional shares). If it has been paid, a claim may be made for its refund, regardless of whether the beneficiary is employed by the Company or not.

In addition, the deferred annual and/or three-year variable remuneration may undergo reasonable adjustments relating to exogenous factors and unforeseen economic decisions, as well as those necessary to ensure comparability, and which are appropriate to encourage management objectives, following a duly substantiated proposal from the Appointments, Evaluation and Remuneration Committee.

#### 7. Decision-making process

This proposal of the Remuneration Policy for the members of the governing bodies was drawn up by the Appointments, Evaluation and Remuneration Committee (elected pursuant to Article 399 of the Portuguese Companies Act). That Committee is made up entirely of independent members, and it is responsible for submitting it to the Shareholders' General Meeting for approval as an independent proposal.

Whenever this Remuneration Policy is revised, the respective proposal shall be accompanied by documentation describing and explaining all the relevant changes introduced and how these changes reflect the votes and opinions expressed by the shareholders on the Remuneration Policy. Also, the reports issued on this policy since it was last voted on at general meeting, as provided for in article 26-G of the Portuguese Securities' Code, must be attached.

Edificio Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal

+351 227 475 400 T +351 227 475 410 / 11 F corticeira.amorim@amorim.com Sociedade Cotada Capital Social © 132000.000,00 Pessoa Coletiva e Matricula № 500.077797 Conservatório do Registo Comercial de Santa María da Feira

#### 8. Transitional Provision

The (fixed and variable) remuneration defined in this remuneration policy applies from 1 January 2024.

The three-year variable remuneration for executive directors provided for in the previous remuneration policy for the three-year period of 2022-2024 will be applied proportionally for the two-year period of 2022-2023, with the necessary adaptations. A new three-year period (2024-2026) then begins.

#### 9. Final Provisions

As stated in the respective minutes of the General Meeting of Shareholders held on 22 April 2024, the present Remuneration Policy of Corticeira Amorim received a favourable vote of 000,000,000 shares, representing 00.000% of the Company's share capital, with 000,000,000 shares having participated in the decision-taking procedure, such that the percentage of those who voted favourably with regard to the aforementioned Policy was 00.000%, with this having immediately entered into force for the three-year period of 2024-2026.

### ANNEX I

#### Annual and three-yearly variable remuneration

Criteria and targets relating to the Sustainability Index ESG:

KPls to be considered (targets quantified under the Sustainability | ESG Index) – each with a weight of 20% (fulfillment of the five KPls will be considered 100% achievement of the goals):

- % of Green Energy (electricity consumed from renewable or controlled or certified sources - see ANNEX II);
- Gender Equality (perimeter Women vs Men) see ANNEX II
- Energy efficiency: + 2% /year see ANNEX II
- Training (annual positive evolution in the percentage of workers with access to training,
- with a target of 95% of workers in 2024)

Positive evolution of Productivity (calculated as Gross Value Added per capita in the total number of Corticeira Amorim employees / it was 68.4 in 2022)

## ANNEX II

#### Corticeira Amorim Sustainable by nature Plan 2018-2030 Annual KPIs 2020-2030 (2022)



KPI #1: Electricity consumed from controlled or certified renewable sources

Electricity consumed from controlled or certified renewable sources expressed as a percentage of total electricity consumption.

**Coverage, calibration and exclusions:** the target is applied to the set of companies with head offices in Portugal that are part of the sustainability perimeter in 2021 which, at the end of 2021, corresponds to 93% of the total scope 1 and 2 emissions expressed in the Sustainability Report of Corticeira Amorim. The target is to achieve 100% of electricity consumed from controlled or certified renewable sources in 2030, considering the performance of the base year (2020) as 0% and the performance of the last reference year (2021) as 1.30%.

Year	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
KPL-1	0%	1.30%	1.50%	5.00%	10.00%	20.00%	30.00%	40.00%	55.00%	75.00%	100.00%

Rationale: the challenge related to climate change is widely recognised and shared by the whole of society and governments too. Corticeira Amorim has been increasing its focus on reducing the impact of climate change, strengthening its commitments to reduce greenhouse gas emissions in its activity. The company's decarbonisation path is based on developing new renewable capacity, optimising the yield of cork dust for burning and optimising the use of all other energy sources by adopting efficient solutions.

**Target compliance plan:** Corticeira Amorim has designed an ambitious path for the reduction of greenhouse gas emissions. In particular, it has set the maintenance of controlled renewable energy above 66.7% and energy efficiency above 2% as an intermediate target in the period 2021-24. It has also set a target of achieving 100% of electricity from renewable sources by 2030. The targets are part of a global target to reduce greenhouse gas emissions, i.e. they are part of Corticeira Amorim's strategy to have zero carbon footprint (scope 1 and 2 emissions) in 2030. In terms of initiatives, the following are highlighted: 1) annual plan with energy efficiency measures, 2) strategy for using cork dust as biomass; 3) cogeneration of heat/cold and power from bioenergy, 4) generation of electricity through solar photovoltaic technology and 5) purchase of renewable energy certificates.

KPI		Objective		Calculation	Performance in 2021
KPI#1	Electricity consumed from controlled or certified renewable sources expressed as a percentage of total electricity consumption	100% of electricity consumed from controlled or certified renewable sources by 2030	2022: 1.50% 2023: 5.00% 2024: 10.00% 2025: 20.00% 2026: 30.00% 2027: 40.00% 2028: 55.00% 2029: 75.00% 2030: 100.00%	Electricity consumed from controlled or certified renewable energy sources (GJ) Total electricity consumed (GJ)	1.30%
	<ul> <li>Performance of the ba</li> <li>Controlled or certified cogeneration, photov renewable energy cert</li> </ul>	se year (2020) as 0% and the I renewable sources: includes oltaic panels) and electricity ificates).	performance of the refere energy produced from so demonstrably acquired	fied renewable sources in 2030 moe year (2021) as 1.3%. burces controlled by the compa from renewable energy source ability perimeter in 2021, accord	any (e.g., biomass ces (e.g. throug

Edificio Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal +351 227 475 400 **r** +351 227 475 410 / 11 **r** corticeira.amorim@amorim.com Sociedade Cotada Capital Social e 133000.000,00 Fessoa Coletiva e Matricula Nº 50007779 Conservatório do Registo Comercial de Santa Maria da Feira



#### KPI #2: Female Workforce

Female employees as a percentage of total employees

**Coverage, calibration and exclusions:** the target is applied to all companies with head offices in Portugal that are part of the sustainability perimeter in 2021 which, at the end of 2021, corresponds to 87% of the total workforce of Corticeira Amorim as expressed in the Sustainability Report. The target is to reach one third (33.33%) of female employees in 2030, considering the base year performance (2020) as 24.05% and the last reference year performance (2021) as 24.47%.

Year	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
KPI#2	24.05%	24.47%	25.00%	25.50%	26.00%	27.00%	28.00%	29.00%	30.00%	31.50%	33.33%

Rationale: Establishing the principle of equal treatment and opportunities for Employees is something that inspires Human Resources' policies and should be applied in recruitment, contracting, training, career opportunities, salary levels, as well as in other aspects of the working relationship, within the framework of an internal culture of excellence, responsibility and profitability. In this regard, gender diversity and equality between men and women are central issues in the reality of work and Corticeira Amorim regards it as one of its strategic priorities.

Plan to achieve goals: Corticeira Amorim has planned an ambitious path to achieve zero discrimination, committing to achieving one third female employees and guaranteeing that one third of management positions will be held by women in 2030. In particular, as an intermediate target, the Company aims to reach 25% of women in management positions by 2024 and a path has been defined to increase the number of female employees which aims to reach 26% in 2024, 29% in 2027 and 33.33% in 2030. In terms of initiatives to achieve the targets, Corticeira Amorim has developed an Equality Plan, which is reviewed annually, and created an Executive Group for Gender Equality. This Group is responsible for the annual proposal of objectives to be presented to the company's Board of Directors, as well as for holding meetings to follow up on the Equality Plan and any proposals for evolution. This Group is also responsible for liaising with the different Business Units in order to monitor the implementation of local actions. The Equality Plan has been developed in line with the company's values and the principles of equality between men and women. It is divided into sections, which encompass specific actions for each area, and which focus on the Group's mission and strategy, human resources management, conciliation of professional life, respect for the integrity and dignity of employees, social dialogue and participation and external communications. The general aim of increasing the number of women in management positions by 2024 has been reflected in the recruitment initiatives, specifically requiring that any shortlist always ensures the inclusion of a member of the under-represented gender in this functional group. There have also been internal training sessions on unconscious bias for recruitment managers.

KP2		Objective		Calculation	Performance in 2021
KPI#2	Female employees as a percentage of total employees	33.33% of female employees in 2030	2022: 25.00% 2023: 25.50% 2024: 26.00%	Number of female employees	24.47%
		5	2025: 27.00% 2026: 28.00% 2027: 29.00% 2028: 30.00% 2029: 31.50% 2030: 33.33%	Number of employees	
	<ul> <li>(2020) as 24.0</li> <li>Employees: in national law ar</li> <li>Scope: set of a</li> </ul>	05% and the reference cludes staff who have nd temporary worker	ce year performance a a working relationsh s. I office in Portugal tha	(2021) as 24.47%. ip with the organisati	ase year performance on in accordance with cainability perimeter in
	<ul> <li>KPI Observati</li> </ul>	on: "equal to "			

Edifício Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal +351 227 475 400 **r** +351 227 475 410 / 11 **r** corticeira.amorim@amorim.com Sociedade Cotada Capital Social 6133000.000,00 Pessos Coletiva e Matrícula Nº50007779 Conservatório do Registo Comercial de Santa Maria da Feira



**ANNEX III** 

#### Sustainability Index - Corticeira Amorim

#### **Rationale and observations:**

1 - In line with the targets of the 21-24 plan and with two targets for 2030

2 - Each of the ESG areas is considered to have an equal weight (33.3%, each) with the weight of each of the targets for each area being equal.

3 - Perimeter: Portugal (coincident with the perimeter of the targets defined for 2024)

The index is calculated at the end of the three-year period - by the achievement of targets: those defined in annual terms and, in relation to the remaining targets, if a positive evolution is registered in all the years of the three-year period.

If the target is reached, its value will represent 100% of the weighting in the index; if it falls short, it will be zero.

	Targets	Weight
Environmental	-1% variation in water consumption intensity/year	7%
Environmental	+ 2% energy efficiency improvement/year	7%
Environmental	≥ 2/3 of energy consumed from controlled renewable sources/year	7%
Environmental	-5% of the weight of consumptions of non-renewable virgin materials/year	7%
Environmental	≥ 90% rate of waste recovery (non-cork)/year	7%
Social	Occupational accidents - reduction in the frequency index in all years of the three-year period	8%
Social	Employees' access to training - positive evolution in all years of the three-year period	8%
Social	25% women in management positions by 2023	8%
Social	25.5% women employees by 2023	8%
Governance	90% participation in meetings of governing bodies and committees (average for three-year period)	8%
Governance	90% participation in training programmes (average for three-year period)	8%
Governance	Setting up and functioning of specialised committees on	8%
Governance	Digital transition (degree of implementation vs. implementation plan)	8%
		100%



## TENTH ITEM ON THE AGENDA

Decide on the election of members of the governing bodies for the threeyear period 2024/2026



10th-A - Proposal from the shareholder AMORIM - INVESTIMENTOS E PARTICIPAÇÕES, S.G.P.S., S.A. for the composition of the Presiding Board of the Annual General Meeting and for the Board of Directors, including the Audit Committee

Edifício Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal +351 227 475 400 **r** +351 227 475 410 / 11 **r** corticeira.amorim@amorim.com Sociedade Cotada Capital Social 01330000000 Persoa Coletiva e Matrícula Nº500077797 Conservatório do Registo Comercial de Santa Maria da Feira



## To the ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CORTICEIRA AMORIM, S.G.P.S., S.A.

Amorim – Investimentos e Participações, S.G.P.S., S.A., as shareholder of Corticeira Amorim, S.G.P.S., S.A., taking into account the end of the term of office of the members of the governing bodies,

#### proposes

that the Annual General Meeting of this Company decides to elect, for a new term of office, 2024-2026, the following members for the corporate bodies considered individually:

#### Board of the General Meeting:

**Chairman: Paulo de Tarso da Cruz Domingues**, married, address: Rua Feliciano Gomes Ruiz, nº 89 – 4475-635 Maia; NIF 194 759 571;

**Secretary: Rui Paulo Cardinal Carvalho**, single, of legal age, address: Rua de Santa Iuzia, nº 929, 2º C – 4250-420 Porto; NIF 259 593 591;

### Board of Directors (including the Audit Committee)

**Chairman: António Rios de Amorim**, married, address: Quinta do Monte, Travessa Alegre, nº 47 – Foz do Douro – 4150-038 Porto; NIF 126 620 776;

**Vice-Chairperson: Luisa Alexandra Ramos Amorim**, married, address: Avenida da Boavista, nº 5389 – H10, 4100-142 Porto; NIF 201 444 054;

**Member: Cristina Rios de Amorim Baptista**, married, address: Rua de Nevogilde, nº 103, 4150-528 Porto; NIF 126 620 784;

**Member: Nuno Filipe Vilela Barroca de Oliveira**, married, address: Avenida da Boavista, nº 4892, 4100-125 Porto; NIF 194 652 483;

**Member: Fernando José de Araújo dos Santos Almeida**, married, address: Praça Artur Santos Silva, nº 52 – 8º Dtº, 4200-074 Porto; NIF 136 849 202;

**Member: Juan Ginesta Viñas**, married, address: Calle Amadeo Vives 1, 17458 Fornells de la Selva, Girona, Espanha; NIF 278 921 809;

**Member: João Nuno de Sottomayor Pinto de Castello Branco**, married, address: Rua da Lapa, nº 73, 1200-701 Lisboa;NIF 113 168 888;

**Member: José Pereira Alves**, married, address: Rua Alfredo Keil, nº 257 A, 3º Esq., 4150-049 Porto; NIF 105 189 030 – **Chairman of the Audit Committee** 

**Member: Maria Cristina Galhardo Vilão**, widow, professional address: Rua Castilho, nº 13-D – 7ºA, 1250-066 Lisboa; NIF 158 288 781 – **Member of the Audit Committee;** 

**Member: António Manuel Mónica Lopes de Seabra,** married, address: Rua João de Barros, 90 B – 8º Esq., 4150-413 Porto; NIF 125302932 - **Member of the Audit Committee;** 

Memberl: Helena Sofia Silva Borges Salgado Fonseca Cerveira Pinto, married, Address: Rua Bartolomeu Velho, nº 889 – 4º A, 4150-124 Porto; NIF 196 772 613 -Member of the Audit Committee;

Mozelos, Santa Maria da Feira, 18 March 2024

Amorim – Investimentos e Participações, S.G.P.S., S.A. The Board of Directors

#### **Curriculum Vitae**

### (summa)

of

### Paulo de Tarso da Cruz Domingues

Personal Information

Date of Birth: 18 August 1964

Place of Birth: S. Martinho de Bougado, currently Trofa municipality

Nationality: Portuguese

Professional domicile: Rua S. João de Brito, 605 E, 4.9, 4100-455, Porto

E-mail: paulo.tarso@abreuadvogados.com

A) Academic Degrees:

- Law degree from the Faculty of Law of the Portuguese Catholic University (Porto), in 1987

- Master's degree in Law from the Faculty of Law of the University of Coimbra, in the area of Legal and Business Sciences, with the thesis "Do Capital Social- Noção, Princípios e Funções" [Share Capital - Concept, Principles and Functions], in 1997

- PhD in Law from the Faculty of Law of the University of Porto, in Civil Law Sciences (in the area of Commercial Law), with the thesis "Variações sobre o Capital Social" [Variations on Share Capital], in 2009

B) Professional Qualifications:

- Full Professor at the Faculty of Law of the University of Porto, lecturing Commercial Law since 1998

- Director of the Faculty of Law of the University of Porto, since 2018

- Member of the Scientific Board of the Faculty of Law of the University of Porto, since 2009

- Director and Chairman of the Scientific Board of the Faculty of Law of the University of Porto, since February 2019

- Chairman of the Pedagogical Board of the Faculty of Law of the University of Porto (2010-2014)

- Admitted to the Portuguese Bar Association in 1989

- Partner of Abreu Advogados, since 2008

- Member of I.D.E.T. - Institute of Corporate and Labour Law, Faculty of Law, University of Coimbra

- Researcher at C.I.J. - Interdisciplinary Centre for Research in Justice, Faculty of Law of the University of Porto

- Member of the editorial committee of the magazine "Direito das Sociedades em Revista" [Corporate Law in Review]

- Member of the editorial committee of the magazine "RED - Revista Eletrônica de Direito" [RED - Electronic Law Magazine]

- Member of APA - Portuguese Arbitration Association

- Member of the editorial committee of "Revista de Direito Mercantil, Industrial, Econômico e Financeiro - RDM" [Journal of Commercial, Industrial, Economic and Financial Law], USP, Brazil

- Member of the editorial board of "RJLB - Revista Jurídica Luso-Brasileira" [Luso-Brazilian Legal Journal]

- Member of the editorial board of "Revista de Direito do Desporto" [Sports Law Journal]

- Arbitrator on the lists of various Arbitration Centres in Portugal and Brazil

- Member of the General and Supervisory Board of PBS - Porto Business School

- Member of the International Insurance Association

- Member and Vice-Chairman of the General Meeting of Concórdia - Centre for Conciliation, Conflict Mediation and Arbitration

#### C) Teaching, Research and Academic Activity:

- Participation in various lectures, conferences, seminars, postgraduate courses and Master's courses, essentially in the area of company law, namely at the Faculty of Law of the University of Salamanca, the University of East Timor, the Faculty of Law of the University of Coimbra, the Portuguese Catholic University (Porto and Lisbon), the School of Law of the University of Minho, the Nova University of Lisbon, the Portucalense University, the Legislative Assembly of Macau, the Portuguese Bar Association and the Portuguese Association of Statutory Auditors

- Participation in dozens of juries for master's and doctoral exams in the area of commercial law, at the Faculty of Law of the University of Coimbra, the Faculty of Law of the University of Coimbra, the Faculty of Law of the Portuguese Catholic University (Porto and Lisbon), the Faculty of Law of the University of Macau and the Faculty of Law of the University of Salamanca

- Supervision of dozens of master's and doctoral degree theses

#### D) Other Professional Activities:

- Practising law since 1989

- Legal consultant

- Participation, as presiding arbitrator and arbitrator for one party, in various arbitration proceedings

- Chairman of the general meeting of various companies

#### E) Main publications:

- Author of more than ninety publications and articles, especially on corporate law, including, among others, contributions to the manual "Estudos de direito das sociedades" [Corporate Law Studies], AAVV (coord. by Coutinho de Abreu), 13th Edition, Almedina, Coimbra, 2017; contributions to the 7 volumes of the Portuguese Companies Code in commentary, published by Almedina; "A vinculação das sociedades por quotas no Código das Sociedades Comerciais" [The binding nature of private limited companies in the Commercial Companies Code], Magazine of the Faculty of Law of the University of Porto, Year I, Coimbra, Coimbra Editora, 2004; "Os meios telemáticos no funcionamento dos órgãos sociais. Uma primeira aproximação ao regime do capital social" [Telematic means in the functioning of corporate bodies. A first approach to the share capital framework], Reform of the Portuguese Corporate Code, IDET - Instituto de Direito das Empresas e do Trabalho, Coimbra, Almedina, 2007; "Traços essenciais do novo regime das ações sem valor nominal" [Essential features of the new framework for shares with no par value], in Capital social livre e ações sem valor nominal, coord. Paulo de Tarso Domingues and Maria Miguel Carvalho, Coimbra, Almedina, 2011; and "A reforma dos administradores" [The reform of directors], Para Jorge Leite - Escritos jurídicos, coord. João Reis et al., vol. II, Coimbra Editora, Coimbra, 2015

#### F) Links to Corticeira Amorim, SGPS, SA

Pursuant to Article 289(1)(d), *in fine*, of the Portuguese Corporate Code, I declare that I do not and have not carried out any activity for Corticeira Amorim, SGPS, SA, and that I do not and have not held any shareholding in this company.

Porto, 14 March 2024

[illegible signature]

#### (summa)

of

### Rui Paulo Cardinal Carvalho

Personal Information

Date of Birth: 16 September 1993

Marital Status: Single

Place of Birth: Paranhos, Porto municipality

Nationality: Portuguese

Professional domicile: Rua S. João de Brito, 605 E, 4.9, 4100-455, Porto

E-mail: rui.c.carvalho@abreuadvogados.com

#### A) Education and Training:

- Doctorate degree student in Law at the Faculty of Law of the University of Coimbra, in the area of Legal and Business Sciences (2021 - Present);

- Postgraduate course in Company Law at IDET - Institute of Corporate and Labour Law (2021);

- Master's degree in Law from the Faculty of Law of the University of Coimbra, in the area of Legal and Business Sciences, with the thesis "A Arbitragem Societária em Portugal- Entre o vazio legal e a esperança de um projeto" [Corporate Arbitration in Portugal - Between the legal void and the hope of a project] (2020);

- Advanced Training Course in Commercial Arbitration, organised by the Faculty of Law of the Portuguese Catholic University (2019);

- Postgraduate course in Contract Law at the Consumer Law Centre of the Faculty of Law of the University of Coimbra (2019);

- Specialisation course in Compliance and Criminal Law, organised by the Institute of Economic and European Criminal Law (IDPEE);

- Law degree from the Faculty of Law of the University of Coimbra, in 2015.

#### B) Professional Experience:

- Lawyer (Senior Associate) at Abreu Advogados (2023 Present);
- Lawyer (Associate) at Abreu Advogados (2019 2023);
- Trainee Lawyer at Abreu Advogados (2017 2019).
- Participation, as secretary, in various arbitration proceedings.
- Secretary of the Board of the General Meeting of several companies.

#### <u>C) Current Corporate Positions:</u>

- ADSR - Associação Direito das Sociedades em Revista [Corporate Law Association in Review] (Member of the Board);

- Corticeira Amorim, SGPS, SA (Secretary of the Board of the General Meeting);
- E-Moulds&Lasts Tooling Solutions, SA (Secretary of the Board of the General Meeting):
- Noble Faces, SA (Secretary of the Board of the General Meeting);
- Stafford Soima, SA (Secretary of the Board of the General Meeting).

#### D) Publications:

- Article with the title "Capacidade de gozo das cooperativas - Uma tentativa de delimitação. Comentário ao Acórdão do Supremo Tribunal de Justiça de 17/06/2021" [Capacity to make use of co-operatives - An attempt at delimitation. Commentary on the Supreme Court Ruling of 17/06/2021], in *Cooperativismo e economia social*, No. 44 (2023);

- Article with the title "Corporate Purpose: Revolução ou utopia no Direito societário" [Corporate Purpose: Revolution or utopia in corporate law], *in Direito das Sociedades em Revista*, Year XIII, Vol. 27 (2022);

- Article with the title "Especificidades organizativo-processuais da arbitragem societária: algumas notas para uma discussão de *iure condito* e de *iure condendo*" [Organisational-procedural specificities of corporate arbitration: some notes for a discussion of *iure condito* and *iure condendo*], in *Revista Internacional de Arbitragem e Conciliação*, Year XVI (2021);

- Article with the title "O âmbito subjetivo da cláusula compromissória estatutária: alguns problemas de iure condito e propostas de *iure condendo*" [The subjective scope of the statutory arbitration clause: some problems of *iure condito* and proposals of *iure condendo*], in *Direito das Sociedades em Revista*, Year XIII, Vol. 26 (2021);

- Article with the title "A Infeção por VIH/SIDA como Deficiência na Aceção da Diretiva 2000/78/CE - Realidade ou Mera Possibilidade? [HIV/AIDS Infection as a Disability in the Acceptance of Directive 2000/78/EC - Reality or Mere Possibility?] - Breve Análise do Problema à Luz da Evolução da Jurisprudência do Tribunal de Justiça da União Europeia" [A

Brief Analysis of the Problem in the Light of the Evolution of the Case Law of the Court of Justice of the European Union], in *Revista de Direito Público*, No. 18 (2018);

- Article with the title "Sobre a obrigação de não concorrência nos negócios de transmissão de empresa" [The obligation of non-competition in business transfers], in *Boletim da Faculdade de Direito de Macau*, No. 40 (2018).

E) Other Declarations.

Pursuant to Article 289(1)(d), *in fine*, of the Corporate Code, I declare that:

(i) I do not perform, nor have I performed in the last 5 years, any role in Corticeira Amorim, SGPS, S.A., other than that of Secretary of the Board of the General Meeting of this company; and

(ii) I do not hold any shares in this company.

Porto, 11 March 2024 [illegible signature]

### PERSONAL INFORMATION

Name: Date of Birth: Nationality: Marital Status:	António Rios de Amorim August 15, 1967 Portuguese Married (2 children)
EDUCATION	
1986 - 1989	Degree of Commerce - Faculty of Commerce and Social Sciences – Birmingham University (United Kingdom)
2007	Executive Program in Strategy and Organization – Graduate School of Business Stanford University (USA)
2001	Managerial Skills for International Business – INSEAD (France)
1992	The Executive Program in Business Administration: Managing the Enterprise - Columbia University Graduate School of Business (USA)
1989	Diplôme d'Oenologie – Université de Bordeaux (France)
1989	Marketing Certificate – London Chamber of Commerce (United Kingdom)
1986	English Certificate - Joint Matriculation Board (United Kingdom)
1986	Business Studies Certificate - AEB Board A Level (United Kingdom)
1985	Principles of Management Certificate – London Chamber of Commerce (United Kingdom)
1977 - 1985	Grade 12 Diploma - Colégio dos Carvalhos (Portugal)

## **PROFESSIONAL EXPERIENCE / DISTINCTIONS**

from May 2022	President of the Board of Directors COTEC Portugal				
from November 2022	Member of IE University's Advisory Board (Madrid, Spain)				
from 2021	Vice-President of the Board of Directors of Association Business				
	Roundtable Portugal (chair: Business Working Group)				
April 2018	EY Entrepreneur of the Year - Portugal				
from February 2018	Member of San Telmo Business School's International Business				
	Policy Advisory Board (Seville, Spain)				
from June 2015	Membro of COTEC Portugal's Consulting Board				
from April 2015	Member of Católica Business School's Consulting Board (Porto,				
	Portugal)				
from July 2014	Honorary Consul for the Republic of Bulgaria in Santa Maria da				
	Feira with jurisdiction over the districts of Porto, Aveiro and Braga				
from February 2014	Member of ATEC-Training Academy's Consulting Board				
from October 2013	Member of IB-S Institute of Science and Innovation for Bio-				
	Sustainability's Strategic Board (Minho University, Portugal)				
from March 2013	Member of Portugal's Family Business Association's Senior Council				
from 2012	Member of Rabobank España's Advisory Board (Madrid, Spain)				
2011 – 2012	Member of CIP–Portugal's Business Confederation's Consulting				
	Board				
2009 – 2012	Co-opted Member of Trás-os-Montes e Alto Douro University's				
	Consulting Board (Vila Real, Portugal)				
2008 – 2015	Member of Porto Business School's Consulting Board				
2007 – 2013	Member of Portugal's Family Business Association's Board of				
	Directors				
from 2007	Member of APCER-Portuguese Certification Association's				
	Consulting Board				
January 2006	Order of Agricultural, Commercial and Industrial Medal of Merit –				
	class of industrial merit: Commander (bestowed by the				
	Presidency of the Portuguese Republic)				
2005 – 2012	President of Filcork-Interprofessional Association for the Cork				
2002 2010	Forest Sector (Portugal)				
2003 - 2010	President of the European Cork Confederation				
2002 – 2011	President of the Portuguese Cork Association				
2002 – 2014	Member of Portugal's Business Association Consulting Board				
from March 2001	President of the Board of Directors of Corticeira Amorim, Holding				
1996 – 2001	Delegated-Administrator of Amorim & Irmãos and affiliates (cork				
1001 2000	stopper division)				
1994 – 2006	Member of Seguros e Pensões, Gere's Fiscal Board (insurance)				
1993 – 2006	Member of Sociedade Figueira-Praia, SA's Board of Directors				
1000 1005	(gaming operations and real estate development)				
1993 – 1995	COO Amorim-Empreendimentos Imobiliários, SGPS, SA (comercial				
1002 1005	and residential real estate development)				
1992 - 1995	CEO of Amorim Hotéis, SA (hotel development)				
1991 – 1995	Associate of the European Round Table of Industrialists				
1000 1001	CEO of Indústria Têxtil do Ave, SA (textiles)				
1990 – 1991 frans January 1000	Manufactor of America Landstrands of Data 20 Million				
1990 – 1991 from January 1990	Member of Amorim-Investimentos e Participações, Holding's				
from January 1990	Board of Directors				

### **CURRENT POSITIONS**

- Amorim Investimentos e Participações, SGPS, SA (Member of the Board of Directors)
- Amorim Sociedade Gestora de Participações Sociais, SA (Member of the Board of Directors)
- Amorim Viagens e Turismo, Lda (Manager)
- Amorim Agro-Florestal, SA (President of the Board of Directors)
- Amorim Bartop Investimentos e Participações, SA (President of the Board of Directors)
- Amorim Champcork, SA (President of the Board of Directors)
- Amorim Cork Composites, SA (President of the Board of Directors)
- Amorim Cork Flooring, SA (President of the Board of Directors)
- Amorim Cork Insulation, SA (President of the Board of Directors)
- Amorim Cork IT, SA (President of the Board of Directors)
- Amorim Cork Research, Lda (Manager)
- Amorim Cork Services, Lda (Manager)
- Amorim Cork, SA (President of the Board of Directors)
- Amorim Cork, SGPS, SA (President of the Board of Directors)
- Amorim Desenvolvimento Investimentos e Serviços, SA (President of the Board of Directors)
- Amorim Florestal, SA (President of the Board of Directors)
- Amorim Florestal España, SL (President of the Board of Directors)
- Amorim Florestal III, SA (President of the Board of Directors)
- Amorim Global Investors, SGPS, SA (President of the Board of Directors)
- Amorim Industrial Solutions Imobiliária, SA (President of the Board of Directors)
- Amorim Top Series, SA (President of the Board of Directors)
- Chapius, SL (President of the Board of Directors)
- Comatral Compagnie Marocaine de Transformation du Liège, SA (President of the Board of Directors)
- Compruss Investimentos e Participações, Lda (Manager)
- Corticeira Amorim, SGPS, SA (President of the Board of Directors and Executive Committee)
- Cosabe Companhia Silvo-Agrícola da Beira, SA (President of the Board of Directors)
- Dom Korkowy Sp. z.o.o. (Member of the Board of Directors)
- Elfverson Investimentos e Participações, SA (President of the Board of Directors)
- ETS Christian Bourrassé, SA (Member of the Board of Directors)

### **CURRENT POSITIONS**

- Francisco Oller, SA (Member of the Board of Directors)
- Ginpar, SA (President of the Board of Directors)
- Herdade de Rio Frio, SA (President of the Board of Directors)
- I.C.A.S. S.p.A. (Member of the Board of Directors)
- Korken Schiesser, GmbH (President of the Board of Directors)
- Montinho das Ferrarias de Baixo Sociedade Agroflorestal, SA (President of the Board of Directors)
- Montinho, SGPS, SA (Sole Director)
- Olimpiadas Barcelona 92, SL (President of the Board of Directors)
- PIMPOLHO, SGPS, SA (Sole Director)
- QM1609 Investimentos Imobiliários, SA (Sole Director)
- Quinta do Monte 2020, SGPS, SA (Sole Director)
- Quinta Nova de Nossa Senhora do Carmo, SA (Member of the Board of Directors)
- SACI S.r.l. (Member of the Board of Directors)
- SIBL Société Industrielle Bois Liège (Manager)
- Société Nouvelle des Bouchons Trescases, SA (Member of the Board of Directors)
- Taboadella, SA (Member of the Board of Directors)
- Vinolok, AS (Member of the Board of Directors)

## **OTHER INFORMATION**

Does not detain any Corticeira Amorim SGPS, SA shares.

# Luisa Alexandra Ramos Amorim

### PERSONAL DETAILS

- Date of Birth: 20 August 1973
- Place of Birth / Residence: Porto Portugal
- Civil Status: Married

### **ACADEMIC QUALIFICATIONS**

- Course of Specialised Higher Studies (CESE) in Marketing from ISAG, Porto (1999);
- BA degree in Hotel Management from the Estoril School of Hospitality and Tourism (1997);

### **FURTHER TRAINING**

04/2003-05/2003	Finance for Non-Financial Specialists Course
	EGP, Porto
10/1998-02/1999	General Management Course
	EGP, Porto
09/1997-12/1997	ACP Marketing Communication Certificate Programme UCI
	Irvine, USA
July-95	Complementary Course in Hotel Management
	Centre International de Glion, Porto
Various	English and French
	Tasis School Surrey, EF Nice, EF Boston, UC San Francisco

### **PROFESSIONAL EXPERIENCE**

Since 2020	Member of the Board and General Meeting's Board ACIBEV
Since 2018	Chair of the Board of Directors Taboadella, SA
Since 2017	Honorary Consul of Hungary in Porto
Since 2016	<b>Chair of the Board of Directors</b> Amorim Negócios Internacionais, SA
	<b>Member of the Board of Directors</b> Amorim Desenvolvimento – Investimentos e Serviços, SA Amorim Global Investors, SGPS, SA

	<b>Manager</b> Amorim – Viagens e Turismo, Lda
Since 2013	Member of the Board of Directors Corticeira Amorim, SGPS, SA;
Since 2012	<b>Chair of the Board of Directors</b> Quinta Nova de Nossa Senhora do Carmo, SA (having started the role of Executive Director in 2002);
Since 2010	President and Founder Association Bagos D'Ouro
Since 2002	Member of the Board of Directors Amorim Investimentos e Participações, SGPS, SA
2016-2023 2016-2017	Member of the Board of Directors Amorim - Serviços e Gestão, SA Amorim Capital, SA
2016-2023	Manager OSI – Sistemas Informáticos e Eletrotécnicos, Lda - Currently designated as Amorim Cork IT, S.A.
2018-2023	Member of the General Council Universidade Nova de Lisboa
2006-2011	<b>Member of the Board of Directors</b> Douro Museum ( <i>Museu do Douro</i> )
2002-2006	<b>Executive Board</b> Natureza, SGPS, SA
2000-2002	Strategic Marketing Management J. W. Burmester & C <sup>a</sup> , S.A., Porto Gilberts & C <sup>a</sup> , S.A., Porto
1998-2000	<b>Global Internship</b> - national / international business knowledge Amorim Investimentos e Participações, Mozelos <b>Management Consultancy</b> Deloitte & Touche, Porto
1996-1997	Assistant Hotel Manager Portis, Hotéis Portugueses, S.A., Porto Sociedade Figueira Praia, S.A, Figueira da Foz
1995-1996 01/1994-09/1994 06/1993-09/1993	<b>Operational internship</b> Quinta da Marinha, Hotel Village Resort, Cascais Vilar do Golf Resort, Almancil Hotel Quinta do Lago, Almancil

Is not a shareholder of Corticeira Amorim, S.G.P.S., S.A.



**Curriculum Vitae** 

### PERSONAL INFORMATION



### **Cristina Amorim**

- 103 Rua de Nevogilde, 4150-528 Porto, Portugal
- 📞 +351 227475425 🛛 🔚 +351 963229711
- x cristina.amorim@amorim.com

Sex Female | Date and Place of birth 06/11/1968, Santa Maria de Lamas | Nationality Portuguese

CURRENT POSITIONS Executive Board Member, CFO and CSO of Corticeira Amorim, SGPS, S.A. Chair of the Board of Directors | Amorim Investimentos e Participações, SGPS, S.A.

Non-Executive Member of the Board of Directors of Banco BPI, S.A.

WORK EXPERIENCE	
From 1994 to present	Amorim Investimentos e Participações, SGPS, S.A.
	1994 to 1997 – Corporate Finance Officer
	1997 to 2003 – Financial Officer
	2003 to 2012 - Chief Financial Officer (Executive Board Member)
	2012 to 2022 - First Vice-President of the Board of Directors and Chief Financial Officer
	From 28/04/2022 – Chair of the Board of Directors
From 1997 till present	Corticeira Amorim, SGPS, S.A.
	1997 to 2017 – Investor Relations and Financial Officer
	2012 to 2021 - Non-Executive Board Member with responsibilities for the
	supervision of investor relations and financial activities
	2021 to present – Executive Board Member, CFO, CSO and Member of the ESG Committee and Member of the Risk Committee

From July 2017 to present: Banco BPI, S.A. 2017 to 2019: Non-Executive Member of the Board of Directors and Member of the Risk Committee

2020 to present: Non-Executive Member of the Board of Directors, President of the Risk Committee and Member of the Nominations, Evaluation and Remunerations Committee

europass	Curriculum Vitae		Re	place with First nam	e(s) Surname(s)
From March to December 1993	Junior Analyst Soserfin – Sociedade • Department of Ecor • Researching listed of Business or sector: F	nomic Studies companies	e Serviços Financeiro	os, S.A.	
From January to March 1993	Junior Analyst Rothschild Asset Mar • Asset management N. M. Rothschild & S • Sectorial studies an Business or sector: F	/asset allocation ons Limited - Corpo Id company researc	rate Finance – Lonc	lon	
From October to December 1992	Trainee S. G. Warburg Espar • Mergers and acquis • Sectorial studies an Business or sector: F	sitions Id company researc			
EDUCATION AND TRAINING					
From 1991 to 1992	Master of Busine Finance Birmingham Busines			-	
From 1986 to 1991	University Degree Faculty of Economics		Porto — Porto (Portu	ıgal)	
PERSONAL SKILLS					
Mother tongue(s)	Portuguese				
	1 onuguese				
Other language(s)	UNDERST	TANDING	SPE/	AKING	WRITING
	Listening	Reading	Spoken interaction	Spoken production	
English	C2 Advanced General Engl	C2 lish & English for Busir	C2 ess and Commerce –	C2 The Pitman School of Eng	C2 lish – London,

	Advanced General English & English for Business and Commerce – The Pitman School of English – London, UK (1991)				
	First Certificate in Englis Certificates: TOEFEL (				
French	B2	B2	B2	B2	B2
Spanish	C1	C1	B2	B2	B1



Curriculum Vitae

ADDITIONAL INFORMATION	
Other positions in Non-Profit Organisations:	<ul> <li>BCSD Portugal – Conselho Empresarial para o Desenvolvimento Sustentável – Director</li> <li>AEM - Associação de Empresas Emitentes de Valores Cotados em Mercado – Director, representing Corticeira Amorim, S.G.P.S., S.A.</li> </ul>
Honours and awards Memberships	Best Investor Relations officer, 2016, IRG Awards by Deloitte Member of Portugal's <i>Ordem dos Economistas</i> (Economists Association)

#### ADDITIONAL DISCLOSURE:

Does not hold any shares of Corticeira Amorim, S.G.P.S., S.A.

Mozelos, March 18, 2024

## Nuno Filipe Vilela Barroca Oliveira

Address: Avenida da Boavista, 4892, 4100 – 125 Porto, Portugal

Mobile phone: 963 229 772

Email: nuno.barroca@amorim.com

Date of Birth: 24 November 1970

## **Training**

1993 - Business Administration - Portuguese Catholic University (Porto)

## **Professional Experience**

- Began his professional career in insurance (Ocidental Seguros - **1993**), assets investment (Merril Lynch - **1995**); and private banking (Banco Comercial Português - **1996**), specialising in financial analysis and private investment.

- Joined the **AMORIM GROUP** in **2000**, with executive responsibilities in the company Natureza, SGPS, SA (tourism, food and beverages). Appointed a Board of Directors member of Corticeira Amorim, SGPS, SA. in **2003**. Became a member of the Executive Committee of Corticeira Amorim, SGPS, SA, with responsibility for Internal Audit and Corporate Sustainability, in **2006**. Has been Vice-Chairman of Corticeira Amorim, SGPS, SA. since **2012**.

### CURRENT POSITIONS:

### Vice-Chairman of the Board of Directors

- ✓ Corticeira Amorim SGPS, SA.
- ✓ Amorim Cork, SA;
- ✓ Herdade de Rio Frio, S.A.

### Member of the Board of Directors

- ✓ Amorim Investimentos e Participações, SGPS, SA;
- ✓ Quinta Nova de Nossa Senhora do Carmo, SA;
- ✓ Taboadella, SA
- ✓ Amorim Cork Flooring, SA
- ✓ Amorim Cork Composites, SA
- ✓ Amorim Cork Insulation, SA
- ✓ Amorim Cork, SGPS, SA
- ✓ Amorim Florestal, SA
- ✓ Amorim Florestal III, SA
- ✓ Amorim Agro-Florestal, SA
- ✓ API Amorim Participações Internacionais, SGPS, SA;
- ✓ Casa das Heras Empreendimentos Turísticos, SA;
- Cosabe Companhia Silvo-Agrícola da Beira, SA
- ✓ Ecochic Portuguesas Footwear and Fashion Products, Lda
- ✓ Paisagem do Alqueva, SA;
- ✓ Imobis Empreendimentos Imobiliários Amorim, SA;
- ✓ Mosteiro de Grijó Empreendimentos Turísticos e imobiliários, SA
- ✓ Atitlan Portugal Investments, SA
- ✓ ARESPT Real Estate, SA

# Nuno Filipe Vilela Barroca Oliveira

### Manager

- ✓ Amorim Cork IT, SA
- ✓ Amorim Cork Ventures, Lda.
- ✓ Corecochic Corking Shoes Investments, Lda.
- ✓ Amaroka, Lda.
- ✓ Grents, Lda.
- ✓ Sombraliciante, Unipessoal Lda.

# **Other Information**

Fluent in English Guest speaker at conferences and seminars

## **Other Activities**

- Member of CCE Council of Cooperation Economic
- Chairman of the Supervisory Board Portuguese Tennis Federation
- Executive Committee member of Corticeira Amorim, SGPS, SA
- Honorary Consul of Norway in Porto

Note: does not hold Corticeira Amorim, SGPS, SA shares.

Date: March 2024

# PERSONAL INFORMATION

Name: Fernando José de Araújo dos Santos Almeida Praça Artur Santos Silva, nº 52 – 8º Dtº Address: 4200-534 Porto **Identity Card:** 3997806 - 12/05/2031 - Porto Tax ID number: 136 849 202 Date of Birth: 30 July 1961 Place of Birth: Vila Nova de Gaia Nationality: **Portuguese** Marital Status: Married

# **EDUCATIONAL BACKGROUND**

1983 - 1984 Graduated with a Bachelor's Degree in Economics from the University of Porto Faculty of Economics

## **ADDITIONAL TRAINING**

Various courses and seminars in the areas of Balanced Scored, Strategic Management, Management Control, Performance Evaluation and Decision Support Systems

# WORK EXPERIENCE

2002	Manager of Organisational Development and Business Management Planning and Control at Corticeira Amorim, SGPS, SA
2000 – 2002	Director of Processes and Information Systems at Amorim Revestimentos, SA
1994 – 2000	Director of Management Control at Amorim Revestimentos, SA
1991 – 1994	Head of the Consolidation, Reporting and Investor Relations Department at Corticeira Amorim, SGPS, SA
1989 – 1991	Head of the Management Control Department at Fitor, SA

1986 – 1989 Start of professional career at KPMG

Lecturer at Porto Business School in the areas of Strategy Development and Management Control

Does not hold Corticeira Amorim, SGPS, SA shares

# PERSONAL INFORMATION

Name:	Juan Ginesta Viñas
Address:	Calle Amadeo Vives 1 de Fornells de la Selva
	Spain
Identity Card:	40.225.773-S
Date of Birth:	06 August 1940
Place of Birth:	Girona – Spain
Nationality:	Spanish
Marital Status:	Married

# WORK EXPERIENCE

1968 – 1973	Sales Manager of International Harvester Spain
1973 – 1977	General Manager of Demag.EO
1977 – 1985	General Manager of Hunter Douglas and responsible for the Brazil, Argentina and Chile branches General Manager of Cia. Española para la fabricación – Mecánica del Vidrio S.A.
1985 – 1990	Board Member and Chairman of Torras Domenech
1990 – 1996	Partner of TEG Holding - Dutch Investment Fund
1996 to date	Director of Trefinos, S.L.

# **CORPORATE POSITIONS**

Board Member of the Spanish companies – Trefinos, S.L. and Les Finques, S.A. and director of the Portuguese company – Corticeira Amorim, S.G.P.S., S.A. since 20 July 2012.

Does not hold Corticeira Amorim, SGPS, SA shares.

### JOÃO CASTELLO BRANCO

### CORPORATE BOARD ROLES - CURRENT

**Banco CTT** (from February 2024) *Chairman of the Board* 

**Rega Energy** (from May 2023) Independent Board Member

### **CORPORATE BOARD ROLES - PAST**

Semapa (July 2015 to December 2021) Group CEO

Navigator Company (July 2015 to December 2021) Vice Chairman and Chairman of the Board. CEO (2019)

**Secil** (July 2015 to December 2021): *Vice Chairman and Chairman of the Board* 

Semapa Next (December 2018 to December 2021) Chairman of the Board

Sodim (July 2015 to December 2021) Member of the Board

### **OTHER ROLES - CURRENT**

**Caixa Geral de Depósitos** (Oct. 2022 to May 2024) Chairman of the General Meeting Remuneration Committee

Almamater Investments, Ltd. (since July 2022) CEO

**Fundação Universidade Nova** (since 2021). Member of the Board of Trustees

Business Roundtable Portugal (since 2021). Chairman of the Advisory Board

Associação dNovo (since 2020) Chairman of the Board

#### **OTHER ROLES - PAST**

**WBCSD** (World Business Council for Sustainable Development - March 2019 to March 2022). *Member of the Executive Committee.* 

**BCSD Portugal** (Portuguese Business Council for Sustainable Development - March 2019 to March 2022). *Executive Chairman* (*Presidente da Direção*)

**AEM** (Association of Portuguese Securities Issuers - 2016 to 2021). Member of the Board

Mckinsey & Company (1991-2015). Madrid (2007-2015), Lisbon (1991-2007) Director (Senior Partner) Emeritus Senior Partner (Since 2015)

Arthur D. Little – Madrid (1987-1991) Consultant

**Renault** – France (1984-1985) *Researcher at Engine Development Department* 

**University of Lisbon (IST), LNEC** (1981 – 1983) Assistant Professor, Researcher

### EDUCATION

### Executive:

- Harvard Business School: Private Equity and Venture Capital 2018
- INSEAD: International Directors Program 2018
- INSEAD: Leading from the Chair 2017
- Harvard Business School: Making Corporate Boards More Effective 2017
- London Business School: The Sustainable Family Business 2016
- INSEAD: The Family Entreprise Challenge 2015

### Graduate and Undergraduate:

- INSEAD MBA 1986
- University of Lisbon (IST) Thermodynamics degree 1983

### OTHER INFORMATION

Does not hold any shares of Corticeira Amorim, S.G.P.S., S.A.

Lisboa, March 18, 2024

JuiNSChstall Bro



# José Pereira Alves

Curriculum Vitae

Name	José Pereira Alves
Birth	Castro Laboreiro – Melgaço in 29 September 1960
Address	Rua Alfredo Keil 257A, 3º Esq, 4150-049 Porto
Nationality	Portuguese
Marital Status	Married
Academic	Degree in Economics from University of Oporto (FEP) in 1985;
background	Preparation course for the exam for statutory auditor;
	Multiple professional training received during the 32 years at PwC (up to 1998 at Coopers & Lybrand), both in Portugal and abroad, ministered either by internal and external trainers. Most of this training was intra-company, although in some cases with the involvement of educational institutions, namely Insead;
	Corporate Governance – The leadership of Boards by Nova Executive Education in October 2017.
Level of knowledge of foreign	English – Independent user – B2
languages	Spanish – Advanced User – C1
	French – Basic User – A2
Professional experience	From 1984 to 1993 worked as an auditor at Coopers & Lybrand, having been responsible for the implementation and control of several audits, analysis of internal control systems and accounting procedures, both in national and international companies.
	In 1990, after a professional qualification exam, became statutory auditor, enrolled in the official list of the Chamber of Auditors.
	Became a partner at Coopers & Lybrand (PwC) on January of 1994, having been responsible, over the course of more than 22 years, by the audit coordination of various groups, namely Amorim, RAR, Salvador Caetano, Nors, Ibersol, TAP, CTT, Semapa and Jerónimo Martins, among others.
	Integrated, between 2001 and 2003, the Territory Leadership Team, the management board of PwC in Portugal, taking responsibility for the areas of Learning & Development and Audit Methodology.

# José Pereira Alves

Curriculum Vitae

Rejoined, in July of 2007, the PwC management board in Portugal, assuming the function of Territory Human Capital Partner, as well as the responsibility for the Knowledge Management area.

Between July of 2011 and June of 2015 took over the leadership of PwC in Portugal, as Territory Senior Partner (President).

Left PwC Portugal on June of 2016.

From February 2017 to May 2023 was the chairman of the Fiscal Board of SIERRAGEST – Gestão de Fundos, SGOIC, S.A..

From March 2017 to December 2018 was a member of the Fiscal Board of Gestmin SGPS, S.A..

From June 2018 to May 2021 was a member of the Fiscal Board of GMG – Grupo Manuel Gonçalves, SGPS, S.A..

Since October 2018 he is the chairman of the Fiscal Board of the Fladgate Partnership, S.A..

Since April 2019 he is the chairman of the Fiscal Board of Galp Energia, SGPS, S.A..

Since May 2019 he is the chairman of the Fiscal Board of NOS, SGPS, S.A..

Since April 2021 he is the chairman of the Audit Board and Non Executive Member of the Board of Diretors of Corticeira Amorim, SGPS, S.A..

Since May 2023 he is the chairman of the Fiscal Board of Sierra IG, SGOIC, S.A..

Responsible for the coordination of Post-Graduation in Auditing from 2000 to 2002 in ISAG.

Lecturer in the Finance MBA of the Faculty of Economics of Porto between 2004 and 2008.

He was a member of the High Council of the Order of Statutory Auditors.

Number of shares or other financial instruments or bonds related to Corticeira Amorim, SGPS, S.A. held directly or indirectly by the declarant or by a closely related person: o.

# Maria Cristina Galhardo Vilão

ACADEMIC AND PROFESSIONAL	Law Degree, University of Lisbon Faculty of Law, 1987.
QUALIFICATIONS	Master's Degree (LL.M.), Institute of Air and Space Law, McGill University, Montreal, Canada, 1991.
	Admitted to the Portuguese Bar Association in 1990.
AREAS OF EXPERTISE	Commercial, corporate and financial law; legal advice to companies; mergers and acquisitions; property law; aviation law; arbitration.
PROFESSIONAL CAREER	Founding partner of Galhardo Vilão, Torres, Sociedade de Advogados, Lisbon, since 2000.
	Partner of Oliveira, Martins, Moura, Esteves e Associados, Sociedade de Advogados, member of Landwell, correspondent law firms of PricewaterhouseCoopers, Lisbon, 1999 - 2000.
	Lawyer at Belarmino Martins & Associados - Sociedade de Advogados, Lisbon, 1997 - 1999.
	Lawyer at Barros, Sobral, G.Gomes & Associados - Sociedade de Advogados, Lisbon, 1992 - 1997.
	Clifford Chance, London, 1995.
	Chair of the Arbitration Board of the American Chamber of Commerce in Portugal, 1994 - 1996.
	Secretary-General of the Macau Permanent Council for Social Co-ordination, 1988 - 1990.
	Legal and economic advisor to the Macao Government, 1987 - 1990.

# Note in relation to Corticeira Amorim, SGPS, SA:

Does not hold Corticeira Amorim, SGPS, SA shares.

Positions held in companies:

- Corticeira Amorim, SGPS, SA (Member of the Board of Directors, Member of the Audit Committee and Chair of the Appointments, Evaluation and Remuneration Committee)

- Galhardo Vilão, Torres e Associados Sociedade de Advogados, RL (Partner and Director)
- Hexagen, SA (Chair of the General Meeting)
- Hotel Santa Marta, SA (Chair of the General Meeting)
- Inspira Santos, SA (Chair of the General Meeting)
- Investoc, SGPS, SA (Chair of the General Meeting)
- Osório de Castro Investimentos Imobiliários, SA (Chair of the General Meeting)

#### Informal Translation

### SUMMARY CV

#### António Manuel Mónica Lopes de Seabra

Place of Birth: S. Lourenço do Bairro/ Anadia Date of Birth: 06 April 1951 Address: R. Joao de Barros, 90 B 8º Esq. 4150-413 Porto Marital Status: Married

### Educational Background:

Degree in Electrical Engineering (final mark of 16 on a scale of 0 to 20) -1969 to 1973 - Faculty of Engineering, University of Porto

### Additional training:

Top Executive Education Program Continental Tires – INSEAD/Fontainebleau - 2015

Building Effective Organizations - Porto Management School 2003

International Manufacturing Program – INSEAD/Fontainebleau – 1999 (1 week)

ALPHA International General Management Programme - INSEAD / Fontainebleau -1992/93 (5 weeks)

Various training courses on management topics, in Portugal and Germany

### Professional Career:

Corticeira Amorim SGPS S.A. - Board of Directors - Independent Non-Executive Director - Member of the Audit Committee - Chairman of the Risk Committee - since 2021

Corticeira Amorim SGPS S.A. – Member of the Appointments, Evaluation and Remunerations Committee - from 2021 to 2023

Managing partner of Terraços & Ruelas, Lda. - since 2020

Vice-President of Continental Tire (The Americas) for Tire Manufacturing Plants Coordination - 2015 to 2017

Executive Vice-President of Continental AG in the Tyres Business Unit (Shanghai-China) – Asia Pacific Region - 2012 to 2015

Continental Mabor Indústria de Pneus S.A. – Managing Director and Chairman of the Board of Directors - (May 2004 to September 2004 - and, at the same time, Manager of Continental San Luis Potosi - Mexico) - 2000 to 2011 -

Continental Mabor Indústria de Pneus S.A. – Operations and Logistics Manager (Sourcing, Logistics, Production Planning and Customer Service) - 1996 to 2000

Continental Mabor Indústria de Pneus S.A. - Materials and Distribution Manager (Sourcing and Logistics) - 1995 to 1996

Continental Mabor Indústria de Pneus S.A. - Sourcing Manager - 1990 to 1995

MABOR-Manufactura Nacional de Borracha S.A. - Sourcing Manager - 1989 to 1990

Electricidade de Portugal (Porto) / Northern Distribution Operational Directorate - Standardisation and Sourcing Adviser - 1987 to 1989

Companhia de Electricidade de Macau – Chief Director of the LV, MV and HV Network Planning, Design and Construction Division - 1984 to 1987-

Electricidade de Portugal / Central Technology Body - Standardisation Engineer - 1979 to 1984

Instituto Superior Técnico (Lisbon Technical University) / Energy Production, Transport and Distribution Department - Assistant and member of the INIC research team - 1976 to 1979

Federation of Ribatejo Municipalities (Santarém) - Project and Construction Engineer for MV and LV Electrical Networks - 1973 to 1974

Also working, at the same time, from 2004 to 2011, member of Continental AG's Advisory Boards and Steering Committees for several Special Projects;

2000 to 2011- Continental Pneus (Portugal) - Director

2000 to 2011- Continental Lemmerz - Chairman of the Management Board

2000/2011- APIB - Chairman of the Board (Portuguese Industrial Rubber Association).

2006 to 2011– Instituto Superior Técnico (Lisbon Technical University) – Member of the Engineering and Management Advisory Board

2006 to 2011- Member of the Board of Founders of Casa da Música

2008 to 2011- Member of the Board of Directors of the Casa da Música Foundation.

#### Additional information:

Languages: fluent in Portuguese, English and French

Senior Member of the Portuguese Society of Engineers

Participation as a speaker at various conferences and seminars in the field of management

Awards: Best Leader Awards (Portugal) 2012 - International Leader

#### Note in relation to Corticeira Amorim, SGPS, SA:

I do not hold, nor does my spouse, any shares in Corticeira Amorim, SGPS, SA.

# SOFIA SALGADO CERVEIRA PINTO



Portuguese Sspintou@gmail.pt

& +351 938 460 450

EDUCATION		
Executive Programme	International Directors Programme INSEAD Award: Certificate in Corporate Governance	2018-2019 France
Executive Programme	International Deans Programme EFMD	2014-2015 Hong Kong, UK, Sweden
Executive Programme	High Potentials Leadership Programme Harvard Business School	2012 USA
PhD	PhD in Business Studies Warwick Business School Dissertation: Pinto, H. S. (2005) – Understanding Service Specifications	2005 UK
MSc	<b>MSc in Commercial Operations</b> Católica Porto Business School, Universidade Católica Portuguesa Dissertation on the Measurement of Service Quality Final Grade: 18/20	2002 Portugal
MBA	Executive MBA Católica Porto Business School, Universidade Católica Portuguesa	1998 Portugal
BSc	Bachelor in Management Católica Porto Business School, Universidade Católica Portuguesa	1993 Portugal

### **CURRENT POSITIONS** -

### Academic Positions

Assistant Professor	Católica Porto Business School Universidade Católica Portuguesa	Since 2006 Portugal
Advisory Board Member	Thamassat Business School	Nov 2023 – Thailand
International Advisory Board Member	Skéma Business School	2020-2023 France
Advisory Board Member	Liverpool University Management School	2019-2022 UK

### **Non-Academic Positions**

Associate Director EQUIS	EFMD Brussels	Since 2023 Belgium
Independent Board Member	AEP Foundation	Since 2022 Portugal
Independent Member of the General Supervisory Board	EDP	Since 2021 Portugal
Chairman of the Audit Board	Media Capital Group	Since 2020 Portugal
Independent Board Member	Mota Engil Group	Since 2018 Portugal

## **PREVIOUS POSITIONS** —

### Academic Positions

Deer	Catélias Darte Dusiness Cahasl	2012 2020
Dean	Católica Porto Business School Universidade Católica Portuguesa	2013-2020 Portugal
Director	AEGE – Associação para a Escola de Gestão Empresarial	2013-2020 Portugal
Accred. Board member	EQUIS Accreditation Board EFMD	2019-2023 Belgium
Committee Member	EQUIS Committee EFMD	2018-2019 Belgium
Vice-President	Universidade Católica Portuguesa, Centro Regional do Porto Responsible for the quality and accreditation areas and for the inter university relations	2013-2014 Portugal
Associate Dean	Católica Porto Business School, Universidade Católica Portuguesa Associate dean for executive education and MBA programmes	2011-2013 Portugal
Associate Dean	Católica Porto Business School, Universidade Católica Portuguesa Associate dean for the Master Programmes	2008-2013 Belgium
Teaching Assistant	Católica Porto Business School, Universidade Católica Portuguesa	1997-2006 Portugal
Non-Academic	Positions	
Independent Board Member	STCP – Sociedade de Transportes Coletivos do Porto, SA	2016-2018 Portugal
Partner & Non-executive Director	SOMOLO – Soluções de Mobilidade e Localização Consulting company operating in the area of location decisions	2008-2010 Portugal
Sales & Marketing Manager	Casino da Póvoa, Sopete – Soc. Poveira de Empreendimentos Turísticos, S.A.	1995-1997 Portugal
Board Supporting Staff	Sopete - Sociedade Poveira de Empreendimentos Turísticos, S.A. Member of staff supporting the board for new projects and development on hospitality and entertainment	1993-1995 Portugal

# 10th-B - Proposal from the Audit Committee of Corticeira Amorim, S.G.P.S., S.A. for the Statutory Auditor for the 2024-2026 term of office

The Audit Committee of Corticeira Amorim, S.G.P.S., S.A.:

### Whereas:

- a) It is the responsibility of the Audit Committee, under the terms set out in paragraph f) of paragraph 3 of article 3 of Law nº 148/2015, of September 9, and in paragraph a) of paragraph 3 of article 8 of the Audit Committee Regulation of Corticeira Amorim, S.G.P.S., S.A. to select and recommend the statutory auditors to be proposed to the General Assembly with justification;
- b) It is also the responsibility of the Audit Committee, under the terms set out in paragraph d) of paragraph 3 of article 8 of the Regulation of the Audit Committee of Corticeira Amorim, S.G.P.S., S.A., to annually evaluate the work carried out by the statutory auditor, his independence and their suitability for carrying out their respective functions.

The Audit Committee positively evaluated the performance of Ernest & Young Audit & Associados – SROC, S.A. in the role of Official Auditor throughout the 2021-2023 mandate, a conclusion reinforced by the equally positive evaluation transmitted by the Company's various bodies the Audit Committee; also positively assessed the independence of this body, in relation to Corticeira Amorim, S.G.P.S., S.A. and the companies it owns;

c) Paragraphs 2 and 3 of article 54 of Law no. 140/2015, of September 7, stipulate (respectively) that, in public interest entities, the maximum period for the exercise of legal audit functions by the responsible partner for direct guidance or execution of the legal audit of accounts is seven years, counting from its first appointment; and that the mandate for the exercise of legal audit functions by the statutory auditor has a maximum duration of 10 years.

The Audit Committee verified that the partner responsible for direct guidance or execution of the legal audit of accounts completed seven years in the role, and therefore his re-election was not permissible; It also verified that the statutory auditor completed seven years in office, and his re-election for a new three-year term was therefore permissible.

### Proposes:

To the Annual General Meeting of Corticeira Amorim, S.G.P.S., S.A. the election of the effective and alternate Statutory Auditor, for the term of office relating to the three-year period 2024-2026:

**Effective:** ERNST & YOUNG AUDIT & ASSOCIADOS – SROC, S.A., NIPC - 505 988 283, with headquarters at Av. da República, n° 90 – 6° – 1600-206 Lisbon, with registration with OROC – n° 178 and CMVM n° 20161480, represented by Sandra and Sousa Amorim (ROC n° 1213), married, registration with the CMVM with n° 20160824, professional address at Avenida da República, 90 – 6th floor, 1600-206 Lisbon, with NIF 203 908 600;

**Substitute:** Augusto Gil Gomes Escaleira (ROC nº 1415), married, registration with the CMVM with nº 20161025, professional address at Avenida da República, 90 - 6th floor, 1600-206 Lisbon, with NIF 182 974 278.

This proposal includes the information provided for in paragraph d) of paragraph 1 of article 289 of the Commercial Companies Code relating to each of the proposed members – professional qualifications, professional activities carried out in the last five years and number of shares in Corticeira Amorim, S.G.P.S., S.A. of which they are the owners.

According to this information, the Audit Committee recognizes the suitability of the profile, training, knowledge and experience of the representative of the effective ROC and the alternate ROC for the functions to be performed.

Mozelos, Santa Maria da Feira, 25 March, 2024

The Audit Committee of Corticeira Amorim, S.G.P.S., S.A.



Sandra Amorim Partner, Assurance

Email: sandra.amorim@pt.ey.com

Sandra e Sousa Amorim	
Local birth	Oporto
Adress	Avenida da República, 90, 6º andar 1600-206 Lisboa
Marital status	Married
Citizen Card	09836928 – until 30.11.2030
Taxpayer n.º	203 908 600
ROC	1213
Registered in the CMVM n.º	20160824

### Academic curriculum and training:

- Degree in Economics and a Master degree in Finance at Faculdade de Economia do Porto
- > Participation in several audit committees
- She trained Financial Auditing in a Master's Degree at the Instituto Politécnico de Viana do Castelo, having already trained Business Management in Post-Graduations
- In 2010, she completed the Leadership Development Program at Católica Lisbon School of Business & Economics
- Portuguese Certified Public Accountant
- Statutory Auditor since 2005
- Accredited in IFRS, USGAAP and PCAOB
- Languages: Portuguese (native), English and Spanish (fluent), French (basic)

### Profissional Experience :

- Sandra Amorim is Assurance Partner
- > She has more than 27 years of professional experience
- Significant financial audit experience, serving numerous domestic and multi-national clients and in coordinating international audit teams, leading the Primary team, with emphasis in audits in the SSC model.
- Extensive experience with audits of large multinational clients, including NOS, S.G.P.S, S.A (TMT Listed company); Faurecia/Forvia Group; HB Fuller (all the entities audited at the Portuguese Share Service Center – EMEIA entities), Euronext Lisbon (also SSC) Group, Airbus SAS and Bock Capital Topco B.V. (Unit4 SSC).
- She is Partner in charge of the Portuguese Center of Excellence (CoE) which started in 2021.
- She is Shared Services Center (SSC) Leader and Assurance Leader in Portugal of the TMT segment for the Private Middle Market.
- Experience and knowledge in Portuguese and international accounting standards. She regularly participates as a monitor in internal training actions and for clients on IFRS, SNC and Angolan PGC.
- She was responsible for the coordination of several projects for the conversion to IFRS and SNC of several groups, namely the Visabeira Group, the Águas de Portugal Group and the Faurecia / Forvia Group.



Gil Escaleira Partner, Assurance

Email: gil.escaleira@pt.ey.com

Augusto Gil Gomes Escaleira	
Local birth	Peso da Régua
Adress	Avenida da República, 90, 6º andar 1600-206 Lisboa
Marital status	Married
Citizen Card	11070785– until 20.02.2031
Taxpayer n.º	182 974 278
ROC	1415
Registered in the CMVM n.º	20161025

### Academic curriculum and training:

- Degree in Business Administration and Management from the Faculty of Economic and Business Sciences of the Portuguese Catholic University.
- > He has been a Statutory Auditor since 2009.
- Leader of the IFRS Desk of EY Portugal.
- Accredited by USGAAS for audits of subsidiaries of companies listed in the US and audited by EY.
- > Compliance with all EY and OROC training criteria (an average of 80 hours per year).

### Profissional Experience :

- Gil Escaleira is a Partner in the Porto office and has more than 20 years of experience in Auditing e Financial Accounting and Advisory services.
- Currently, he is the Partner of relevant national clients including the following Groups: MCA, Vicaima, Aveleda and ONIS.
- Regarding international clients he coordinates the audit projects of Bosch Group, Finerge Group, Yilport Group, OCP Group and Yilport Group.
- Is past experience includes the coordination of audit projects in clients from various sectors of activity, including, for example, the Mota-Engil Group (namely the operations in Africa), Sonae Group, and Lactogal Grop.
- Leader of the IFRS Desk of EY Portugal and member of the Professional Practice Group in Portugal.
- Experience and knowledge in Portuguese and international accounting standards. He usually participates and monitors internal and customer training actions on IFRS and SNC.
- He was responsible for coordinating several conversion projects for IFRS and SNC of several Portuguese economic groups.
- Responsible for projects to identify gaps between the processes and procedures implemented by the administrative and financial area and the best practices of the sector (internal controls), recommendation of corrective measures to be implemented.



## ANNUAL GENERAL MEETING OF 22 APRIL 2024 - 12:00

## ELEVENTH ITEM ON THE AGENDA

To pass a resolution, pursuant to article 399(1) of the Portuguese Companies Act and article 19(4) of the Company's Articles of Association, on the establishment of an Appointments, Evaluation and Remuneration Committee for the current term of office of the corporate bodies, and on the respective regulation.

Proposal from the Shareholder Acionista AMORIM - INVESTIMENTOS E PARTICIPAÇÕES, S.G.P.S., S.A.



# To the ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CORTICEIRA AMORIM, S.G.P.S., S.A.

Amorim – Investimentos e Participações, S.G.P.S., S.A., as shareholder of Corticeira Amorim, S.G.P.S., S.A.,

proposes

that the Shareholders decide to approve, in accordance with article 399, no. 1, of the Commercial Companies Code and article 19, no. 4, of the Company's Statutes, on the constitution of a Nominations, Evaluation and Remunerations Committee, for the same mandate as the corporate bodies, 2024-2026, and the respective regulations.

Mozelos, Santa Maria da Feira, 18 March 2024

Amorim – Investimentos e Participações, S.G.P.S., S.A. The Board of Directors



# APPOINTMENTS, EVALUATION AND REMUNERATION COMMITTEE REGULATION CORTICEIRA AMORIM S.G.P.S., S.A.

(Approved by the Shareholders' General Meeting held on 22 April 2024,

# pursuant to number Four of Article Nineteen of the Articles of Association of Corticeira Amorim S.G.P.S., S.A. and Article 399 of the Portuguese Companies Act )

### TABLE OF CONTENTS

- 1. Purpose
- 2. Appointment and Composition
- 3. Support Structure
- 4. Mission
- 5. Duties
- 6. Meetings
- 7. Annual Report
- 8. Agenda
- 9. Quorum / Resolutions
- 10. Minutes
- 11. Conflict of Interests
- 12. Final Provisions

#### Article I Purpose

**One.** This regulation establishes the duties, composition and *modus operandi* of the Appointments, Evaluation and Remuneration Committee (AERC), Committee of Corticeira Amorim S.G.P.S., S.A. ("Corticeira Amorim").

Two. The duties of the AERC will focus on the governing bodies of Corticeira Amorim S.G.P.S., S.A.

### Article II Appointment and Composition

**One.** The AERC will be composed of three members, appointed by the General Meeting of Corticeira Amorim, with the independent members of the management body forming a majority. The composition of the remuneration committee thereby ensures its independence from the management body; the independence does not automatically cease to exist due to the inclusion of independent directors, provided that they are in a minority. The executive members of the Board of Directors of Corticeira Amorim cannot be members of the AERC. In the case where the AERC includes independent directors who are simultaneously members of the Audit Committee, such members will abstain from voting on decisions concerning the remuneration of the Audit Committee. **Two.** The position of Chair of the AERC will necessarily be attributed to an independent director of Corticeira Amorim's Audit Committee.

**Three.** Other persons may be invited to attend meetings on a permanent basis, at the invitation of the AERC, but without having voting rights. Such persons shall be invited taking into account their specialised knowledge of the AERC's intervention area.

**Four.** The AERC may also request that other persons, internal or external to Corticeira Amorim, may attend specific meetings of the AERC, due to the fact they have knowledge that may be relevant to the topics under discussion.

**Five.** The selection of the persons to be appointed to the AERC must take into account the requirements and skills that are appropriate considering Corticeira Amorim's specific circumstances.

**Six.** The term of office of the members of the AERC coincides with the term of office of the governing bodies of

Corticeira Amorim, ending when the latter terminates. If a member of the AERC is definitively absent, the General Meeting must designate a new member.

### Article III Support Structure

**One.** The AERC shall appoint as Executive Secretary a person who is not a member of this Committee, to assist in the preparation and holding of the meetings, including the proposal of the topics to be included in the agendas. The Executive Secretary shall also prepare the respective minutes and ensure the circulation of information among the members of the Committee on the matters dealt with in the meetings.

**Two.** The Executive Secretary shall participate permanently, but without the right to vote, in the meetings of the AERC and shall functionally report to the Chair of the AERC.

**Three.** The Secretary of the AERC shall be responsible for performing the functions parallel to those that sub-paragraphs a), b), c) and d) of Article 446-B of the Portuguese Companies Act establish for the Company Secretary.

**Four.** The AERC may freely decide, within the budgetary constraints established by the Board of Directors, on the contracting, by the Company, of any consultancy services necessary or convenient for the performance of its duties. The AERC shall ensure that those services are provided independently and that the respective providers will not be hired for the provision of any other services to the Company itself or to other companies that are in a control or group relationship without the express authorisation of the AERC.

### Article IV Mission

One. Corticeira Amorim's AERC is a committee envisaged by number Four of Article Twenty-Nine of its Articles of Association and by Article 399 of the Portuguese Companies Act, which is responsible for setting the remuneration of the members of its governing bodies and of its specialised internal committees.

Two. The AERC also has as its mission to advise the Board of Directors (i) on the preparation of succession plans and profile recommendations for the members of Corticeira Amorim's governing bodies; and (ii) on the evaluation of the overall performance of the Board of Directors itself, its executive members, the Audit Committee and the internal committees.

### Article V Duties

**One.** The AERC has the following duties: *In matters of remuneration:* 

- a) Establish the remuneration of the members of the Presiding Board of the General Meeting, of the non-executive directors and the directors making up the Audit Committee and the Statutory Auditor (following a proposal from the Audit Committee in this latter case), who shall be remunerated by means of a fixed remuneration;
- b) Set the fixed and variable remuneration (as a form of Company's profit sharing) attributable to each of the executive directors, within the limits of and respecting Corticeira Amorim's Remuneration Policy, as well as the limit set forth in number three of Article Nineteen of Corticeira Amorim's Articles of Association;
- c) Define which directors will receive variable remuneration under the terms of the previous sub-paragraph, as well as set the individual objectives and/or performance targets of the company on which the attribution of variable remuneration shall depend.

In matters of appointments:

- a) Support and advise the Board of Directors in the selection of directors to be appointed to the Executive Committee of the Board of Directors ("ECBD") and to internal committees;
- b) Support and advise the Board of Directors in identifying and selecting potential candidates to fill vacancies occurring in the governing bodies of Corticeira Amorim;
- c) Guide and support Corticeira Amorim's Board of Directors in the identification/selection of people capable of being part of the general management of the different sub-holdings;
- d) Whenever there is a vacancy or a new term of office for the governing bodies mentioned in sub-paragraphs b) and c) above, prepare a reasoned report for the Board of Directors that identifies the people it believes have the most suitable profile to fill that vacancy;
- e) The opinions of the AERC referred to in sub-paragraph b) and c) above will be accompanied by (i) a justification regarding the adequacy of the profile, knowledge and curriculum for the role to be performed by each candidate and/or the collective of each body, (ii) the terms of reference used by the AERC;
- f) Draw up recommendations, criteria and requirements related to the profile of new members of the governing bodies referred to in sub-paragraph b) above, appropriate to the function to be performed. In addition to individual attributes (such as competence, independence, integrity, availability and experience), these profiles should consider diversity requirements, particularly to gender, which can contribute to improving the performance of the body and to the balance in its composition;
  - g) Review and evaluate incompatibilities and independence of the members of the governing

### bodies.

In matters of evaluation:

- a) Advise the Board of Directors in its annual self-assessment process, including the evaluation of the members of the ECBD, the Audit Committee and the internal committees;
- b) Review and propose to the Shareholders' General Meeting, the Remuneration Policy and Annual Remuneration Report of Corticeira Amorim, under the terms of Law no. 50/2020 of 25 August.

**Two.** The special duties of the Chair of the AERC are to convene, define the agenda and direct the work of the meetings of the AERC.

**Three.** The AERC may request from the Board of Directors, the Audit Committee, the ECBD or any other internal committee all information, documentation and assistance necessary for the exercise of its powers.

**Four.** In order to provide information or clarification to the shareholders, the chairman and/or another member of the AERC shall be present at the annual general meeting and other meetings if the respective agenda includes matters concerning the remuneration of the members of the corporate bodies and committees, or if such presence has been requested by shareholders.

### Article VI Annual Report

The AERC will prepare an Annual Report addressed to the Board of Directors (the conclusions of which shall be included in the Company's Corporate Governance Report), which may include, when necessary, an appraisal of the following matters:

- a) Summary of the self-evaluation of the members of the Board of Directors, including members of the ECBD, the Audit Committee and internal committees;
- b) Possible recommendations concerning Corticeira Amorim's Appointments Policy;
- c) Possible appraisal by the AERC of the proposals for the Remuneration Policy and Annual Report on the Remuneration of the Governing Bodies of Corticeira Amorim and/or their amendments.

### Article VII Meetings

One. The meetings of the AERC take place at the registered offices of Corticeira Amorim or in

another place designated for this purpose. They may be held using telematic means, pursuant to the law or the Articles of Association of Corticeira Amorim.

**Two.** The AERC meets at least twice a year (once before the ordinary annual general meeting, where it must approve Corticeira Amorim's Annual Remuneration Report; and once after the approval of the financial year's accounts, where it must determine the variable remuneration for the financial year ended), on dates to be defined at the beginning of each year. It may also meet extraordinarily, at the request of the Chairman or by at least two of its members.

**Three.** The Executive Secretary shall send notice of each meeting to the members of the AERC at least 5 business days in advance, indicating the place, time and date of the meeting and the respective agenda.

**Four.** The supporting documentation for the meeting is sent with a minimum prior notice of 2 business days.

### Article VIII Agenda

**One.** The agenda shall be approved by the respective Chair and distributed by the Executive Secretary to the members of the AERC together with the notice of meeting and the available supporting documents.

**Two.** Any member may request the inclusion of other items on the agenda, delivering the supporting documentation in advance to the Executive Secretary, whenever possible, for distribution to the other members.

### Article IX Quorum / Resolutions

One. The AERC may only take decisions when the majority of its members are present.

**Two.** The resolutions of the AERC must be adopted by consensus of its members. In the absence of consensus, resolutions are considered to have been adopted by simple majority of votes. In the event of a tied vote, the Chair of the AERC has a casting vote.

#### Article X Minutes

**One.** Minutes will be drawn up of the meetings of the AERC, containing the main issues discussed and the resolutions adopted.

**Two.** The minutes are duly recorded in a specific book for such, signed by all participants, after their approval.

**Three.** The Executive Secretary shall send copies of the signed minutes to the Board of Directors and to the Company Secretary.

### Article XI Conflict of Interests

**One.** The members of the AERC must punctually inform the Committee's Chair of the facts that may constitute or cause a conflict between their interests and those of the company.

**Two.** In the event of a conflict of interest, the member of the AERC in question may not interfere in the respective decision-making process, without prejudice to the duty to provide any information and clarifications requested.

### Article XII Final Provisions

One. This Regulation is disclosed on the Company's website.

**Two.** This Regulation, approved at General Meeting of Corticeira Amorim held on 22 April 2024, shall come into force immediately for the remainder of the three-year term of office of 2024-2026. Any amendment to this Regulation must be approved by the General Meeting of Corticeira Amorim



## ANNUAL GENERAL MEETING OF 22 APRIL 2024 - 12:00

## TWELVETH ITEM ON THE AGENDA

To pass a resolution on the election of the members of the Appointments, Evaluation and Remuneration Committee and the respective remuneration.

Proposal from the Shareholder Acionista AMORIM - INVESTIMENTOS E PARTICIPAÇÕES, S.G.P.S., S.A.

Edifício Amorim Rua Comendador Américo Ferreira Amorim 380 Apartado 20 4536-902 Mozelos Portugal



## To the ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CORTICEIRA AMORIM, S.G.P.S., S.A.

Amorim – Investimentos e Participações, S.G.P.S., S.A., as shareholder of Corticeira Amorim, S.G.P.S., S.A.,

### proposes

that the Shareholders decide to elect the following members for the Nominations, Evaluation and Remuneration Committee and their respective remunerations, for the same term of office as the corporate bodies, for the three-year period 2024-2026:

Chairperson:	Cristina Galhardo Vilão (no specific remuneration for this role)
Member:	Álvaro José da Silva (remuneration: €5,000.00/year)
Member:	Rui Fernando Viana Pinto (remuneration: €5,000.00/year)

Mozelos , Santa Maria da Feira, 18 March 2024

**Amorim – Investimentos e Participações, S.G.P.S., S.A.** The Board of Directors

# Maria Cristina Galhardo Vilão

ACADEMIC AND PROFESSIONAL	Law Degree, University of Lisbon Faculty of Law, 1987.
QUALIFICATIONS	Master's Degree (LL.M.), Institute of Air and Space Law, McGill University, Montreal, Canada, 1991.
	Admitted to the Portuguese Bar Association in 1990.
AREAS OF EXPERTISE	Commercial, corporate and financial law; legal advice to companies; mergers and acquisitions; property law; aviation law; arbitration.
PROFESSIONAL CAREER	Founding partner of Galhardo Vilão, Torres, Sociedade de Advogados, Lisbon, since 2000.
	Partner of Oliveira, Martins, Moura, Esteves e Associados, Sociedade de Advogados, member of Landwell, correspondent law firms of PricewaterhouseCoopers, Lisbon, 1999 - 2000.
	Lawyer at Belarmino Martins & Associados - Sociedade de Advogados, Lisbon, 1997 - 1999.
	Lawyer at Barros, Sobral, G.Gomes & Associados - Sociedade de Advogados, Lisbon, 1992 - 1997.
	Clifford Chance, London, 1995.
	Chair of the Arbitration Board of the American Chamber of Commerce in Portugal, 1994 - 1996.
	Secretary-General of the Macau Permanent Council for Social Co-ordination, 1988 - 1990.
	Legal and economic advisor to the Macao Government, 1987 - 1990.

### Note in relation to Corticeira Amorim, SGPS, SA:

Does not hold Corticeira Amorim, SGPS, SA shares.

Positions held in companies:

- Corticeira Amorim, SGPS, SA (Member of the Board of Directors, Member of the Audit Committee and Chair of the Appointments, Evaluation and Remuneration Committee)

- Galhardo Vilão, Torres e Associados Sociedade de Advogados, RL (Partner and Director)
- Hexagen, SA (Chair of the General Meeting)
- Hotel Santa Marta, SA (Chair of the General Meeting)
- Inspira Santos, SA (Chair of the General Meeting)
- Investoc, SGPS, SA (Chair of the General Meeting)
- Osório de Castro Investimentos Imobiliários, SA (Chair of the General Meeting)

### PERSONAL INFORMATION

Name:	Álvaro José da Silva
Address:	Ovar
Date of Birth:	12 November 1952
Place of Birth:	Oliveira de Azeméis
Nationality:	Portuguese
Marital Status:	Married – Father of 2 children – Grandfather of 3 grandchildren

### EDUCATIONAL BACKGROUND

1975 Graduated with a Bachelor's Degree in Economics from the University of Porto Faculty of Economics

> Specialisation in Corporate Finance from ISAG -Porto University College of Administration and Management

### **ADDITIONAL TRAINING**

Various courses and seminars in the areas of Balanced Scored, Strategic Management, Management Control, Performance Evaluation and Decision Support Systems

### WORK EXPERIENCE

- 1975 1978 Secondary school economics and mathematics teacher
- **1978 1983 Portucel** Creation of the Studies, Information and Control Office
- **1983 1990 ISOPOR** (JV between Upjohn/Dow Chemical and Quimigal) Finance Director reporting to head office in Switzerland

### 1991 – 2017 Amorim Group

Creation of the accounting procedures and policies for the first consolidations of the accounts of the Group's Holding and sub-holdings (Amorim Investimentos e Participações, Corticeira Amorim, Amorim Imobiliária, Amorim Turismo, Amorim Desenvolvimento, Amorim Têxtil, etc.) totalling around 250 companies, including several dozen companies abroad. Accountant for all these consolidations.

Active participation in the preparation of management reports and consolidated accounts for the holding company and subholdings.

Relations with auditors and the Portuguese Securities' Markets Commission (CMVM).

Participation in interdisciplinary groups in the preparation of multiple corporate reorganisation operations comprising mergers, spin-offs, acquisitions and disposals of companies and sub-holdings, as well as studying their tax consequences.

Member of the governing bodies of some of the Group's subsidiaries.

Worked with the head of Investor Relations at Corticeira Amorim.

**2017 - Present day** Head of Ovar Santa Casa da Misericórdia (over 200 employees, providing services to around 1,000 people)

Present day Member of various local community institutions.

Does not hold Corticeira Amorim, SGPS, SA shares

# PERSONAL INFORMATION

Name:	Rui Fernando Viana Pinto
Address:	Oporto
Date of Birth:	28 April 1954
Marital Status:	Married

# **EDUCATIONAL BACKGROUND**

**1975** Commercial course of the former Industrial and Commercial Schools;

Course equivalent to 6th and 7th year of secondary education (SPI);

Degree from ISCAP (Porto Accounting and Business School) in accounting and auditing;

# WORK EXPERIENCE

1976 – 1977	Fully qualified secondary school teacher with staff placement in the subjects in which he is qualified
1977 – 1989	Senior clerk at the Directorate-General for Contributions and Taxes (DGCI) in the Tax Inspection Services of the Porto District Tax Department, reaching the rank of Tax Supervisor.
1986 – May/1989	Head of Tax Inspection Services for Large Companies, in Lisbon;
June 1989 – 2019	Director of the Amorim Group's Tax Department, covering all the companies in its different business areas (Cork, Real Estate, Tourism, Nature and others), and also coordinating the taxation of the various companies in various businesses belonging to the Group's reference shareholder.

# **OTHERS**

- Speaker at numerous conferences of a tax nature organised by various national and international bodies;

- Publication of several articles in specialised magazines;

- Participation in numerous conferences in Portugal and abroad;

- Organisation and participation in an annual Seminar / Conference within the Amorim Group;

- Guest lecturer at the Faculty of Engineering of the University of Porto, in subjects related to economics and taxation.

Does not hold Corticeira Amorim, SGPS, SA shares

### ANNUAL GENERAL MEETING OF 22 APRIL 2024 - 12:00

Information provided for in subparagraphs a) and b) of paragraph 1 of article 289 of the Commercial Companies Code

### Positions held:

### 1) Board of Directors

### a) Chairman: ANTÓNIO RIOS DE AMORIM

- Amorim Investimentos e Participações, SGPS, SA (Member of the Board of Directors)
- Amorim Sociedade Gestora de Participações Sociais, SA (Member of the Board of Directors)
- Amorim Viagens e Turismo, Lda (Director)
- Amorim Agro-Florestal, SA (Chairman of the Board of Directors)
- Amorim Bartop Investimentos e Participações, SA (Chairman of the Board of Directors)
- Amorim Champcork, SA (Chairman of the Board of Directors)
- Amorim Cork Composites, SA (Chairman of the Board of Directors)
- Amorim Cork Flooring, SA (Chairman of the Board of Directors)
- Amorim Cork Insulation, SA (Chairman of the Board of Directors)
- Amorim Cork IT, SA (Chairman of the Board of Directors)
- Amorim Cork Research, Lda (Director)
- Amorim Cork Services, Lda (Director)
- Amorim Cork, SA (Chairman of the Board of Directors)
- Amorim Cork, SGPS, SA (Chairman of the Board of Directors)
- Amorim Desenvolvimento Investimentos e Serviços, SA (Chairman of the Board of Directors)
- Amorim Florestal, SA (Chairman of the Board of Directors)
- Amorim Florestal España, SL (Chairman of the Board of Directors)
- Amorim Florestal III, SA (Chairman of the Board of Directors)
- Amorim Global Investors, SGPS, SA (Chairman of the Board of Directors)
- Amorim Industrial Solutions Imobiliária, SA (Chairman of the Board of Directors)
- Amorim Top Series, SA (Chairman of the Board of Directors)
- Chapius, SL (Chairman of the Board of Directors)
- Comatral Compagnie Marocaine de Transformation du Liège, SA (Chairman of the Board of Directors)

- Compruss Investimentos e Participações, Lda (Director)
- Corticeira Amorim, SGPS, SA (Chairman of the Board of Directors and Chairmain of the Executive Committee)
- Cosabe Companhia Silvo-Agrícola da Beira, SA (Chairman of the Board of Directors)
- Dom Korkowy Sp. z.o.o. (Member of the Board of Directors)
- Elfverson Investimentos e Participações, SA (Chairman of the Board of Directors)
- ETS Christian Bourrassé, SA (Member of the Board of Directors)
- Francisco Oller, SA (Member of the Board of Directors)
- Ginpar, SA (Chairman of the Board of Directors)
- Herdade de Rio Frio, SA (Chairman of the Board of Directors)
- I.C.A.S. S.p.A. (Counselor of the Board of Directors)
- Korken Schiesser, GmbH (Chairman of the Board of Directors)
- Montinho das Ferrarias de Baixo Sociedade Agroflorestal, SA (Chairman of the Board of Directors)
- Montinho, SGPS, SA (Sole Director)
- Olimpiadas Barcelona 92, SL (Chairman of the Board of Directors)
- PIMPOLHO, SGPS, SA (Sole Director)
- QM1609 Investimentos Imobiliários, SA (Sole Director)
- Quinta do Monte 2020, SGPS, SA (Sole Director)
- Quinta Nova de Nossa Senhora do Carmo, SA (Member of the Board of Directors)
- SACI S.r.l. (Counselor of the Board of Directors)
- SIBL Société Industrielle Bois Liège (Director)
- Société Nouvelle des Bouchons Trescases, SA (Member of the Board of Directors)
- Taboadella, SA (Member of the Board of Directors)
- Vinolok, AS (Director)

#### Positions held in oher companies:

Associação Business Roundtable Portugal (Vice-President of the Board of Directors) Associação das Empresas Familiares (Member of the Superior Council) COTEC Portugal (Chairman of the Board of Directors) IE University Madrid (Member of the Advisory Board) Rabobank España (Member of the Advisory Board) San Telmo Business School Sevilha (Member of the "Consejo Asesor Internacional de Política de Empresa")

### Other posisitons:

Honorary consul of the Republic of Bulgaria in Santa Maria da Feira, with jurisdiction in the districts of Porto, Aveiro and Braga

### b) Vice-Chairman: NUNO FILIPE VILELA BARROCA DE OLIVEIRA

- Amorim Investimentos e Participações, SGPS, SA (Member of the Board of Directors)
- Amorim Agro-Florestal, SA (Member of the Board of Directors)
- Amorim Cork Composites, SA (Member of the Board of Directors)
- Amorim Cork Flooring, SA (Member of the Board of Directors)
- Amorim Cork Insulation, SA (Member of the Board of Directors)
- Amorim Cork IT, SA (Member of the Board of Directors)
- Amorim Cork Ventures, Lda (Director)
- Amorim Cork, SA (Vice-Chairman of the Board of Directors)
- Amorim Cork, SGPS, SA (Member of the Board of Directors)
- Amorim Florestal III, SA (Member of the Board of Directors)
- Amorim Florestal, SA (Member of the Board of Directors)
- Amaroka, Lda (Director)
- API Amorim Participações Internacionais, SA (Member of the Board of Directors)
- ARESPT REAL ESTATE, S.A. (Member of the Board of Directors)
- Atitlan Portugal Investments, SA (Member of the Board of Directors)
- Casa das Heras Empreendimentos Turísticos, SA (Member of the Board of Directors)
- Corecochic Corking Shoes Investment, Lda (Director)
- Corticeira Amorim, SGPS, SA (Vice-Chairman of the Board of Directors and Member of the Executive Committee)
- Cosabe Companhia Silvo-Agrícola da Beira, SA (Member of the Board of Directors)
- Ecochic Portuguesas Footwear and Fashion Products, Lda (Director)
- GRENTS, Lda (Director)
- Herdade de Rio Frio, SA (Vice-Chairman of the Board of Directors)
- Imobis Empreendimentos Imobiliários Amorim, SA (Member of the Board of Directors)
- Mosteiro de Grijó Empreendimentos Turísticos e Imobiliários, SA (Member of the Board of Directors)
- Paisagem do Alqueva, SA (Member of the Board of Directors)
- Quinta Nova de Nossa Senhora do Carmo, SA (Member of the Board of Directors)
- Sombraliciante Unipessoal, Lda (Director)
- Taboadella, SA (Member of the Board of Directors)

#### Other positions held:

- Honorary Consul of Norway in Porto

### c) Member: FERNANDO JOSÉ DE ARAÚJO DOS SANTOS ALMEIDA

- Amorim Cork Flooring, SA (Member of the Board of Directors)
- Amorim Cork IT, SA (Member of the Board of Directors)
- Amorim Cork Services, Lda (Director)
- Corticeira Amorim, SGPS, SA (Member of the Board of Directors and Member of the Executive Committee)
- Kaizen Tech, SA (Chairman of the Board of Directors)
- Vatrya Consultoria e Marketing, Lda (Director)

### d) Member: CRISTINA RIOS DE AMORIM BAPTISTA

- Amorim Investimentos e Participações, SGPS, SA (Chairperson of the Board of Directors, nonexecutive)
- Amorim Sociedade Gestora de Participações Sociais, SA (Member of the Board of Directors, non-executive)
- Corticeira Amorim, SGPS, SA (Member of the Board of Directors, Member of the Execuive Committee and CFO)
- Banco BPI, SA (Member of the Board of Directors, non-executive)

#### Positions in non-profit organisations:

- AEM Associação de Empresas Emitentes de Valores Cotados em Mercado (Director, representing Corticeira Amorim, SGPS, SA)
- BCSD Portugal Conselho Empresarial para o Desenvolvimento Sustentável (Director)

### e) Member: LUISA ALEXANDRA RAMOS AMORIM

- A Porta da Lua, SA (Member of the Board of Directors)
- Amorim Investimentos e Participações, SGPS, SA (Member of the Board of Directors)
- Amorim Viagens e Turismo, Lda (Director)
- Amorim Desenvolvimento Investimentos e Serviços, SA (Member of the Board of Directors)
- Amorim Global Investors, SGPS, SA (Member of the Board of Directors)
- Amorim Negócios Internacionais, SA (Chairperson of the Board of Directors)
- Amorim Negócios II, SGPS, SA (Chairperson of the Board of Directors)
- Bucozal Investimentos Imobiliários e Turísticos, Lda (Director)
- Corticeira Amorim, SGPS, SA (Member of the Board of Directors)

- Dreaming Fix, Lda (Director)
- Época Global, SGPS, SA (Chairperson of the Board of Directors)
- Folha da Fonte Agropecuária, Lda (Director)
- Herdade Aldeia de Cima do Mendro Sociedade Comercial, Agrícola e Turística, Lda (Director)
- LUYNES Investimentos, SA (Chairperson of the Board of Directors)
- Mercado Prime SGPS, SA (Chairperson of the Board of Directors)
- Mercado Urbano Gestão de Imobiliária, SA (Chairperson of the Board of Directors)
- Quinta Nova de Nossa Senhora do Carmo, SA (Chairperson of the Board of Directors)
- Taboadella, SA (Chairman of the Board of Directors)
- Vintage Prime SGPS, SA (Chairman of the Board of Directors)

### Positions held in non-profit Organizations:

- Associação Bagos d'Ouro - IPSS (Chairperson)

### Other positions:

- Honorary Consul of Hungary in Porto

### f) Member:

### JUAN GINESTA VIÑAS

- Corticeira Amorim, SGPS, SA (Member of the Board of Directors)
- Les Finques, S.A. (Sole Director)
- Trefinos S.L. (Chairman of the Board of Directors)

### g) Member: JOSÉ PEREIRA ALVES

- Corticeira Amorim, SGPS, SA (non-executive Member of the Board of Directors, Chairman of the Audit Committee and Membre of the Risk Committee)
- Galp Energia, SGPS, SA (Chairman of the Supervisory Board)
- NOS, SGPS, SA (Chairman of the Supervisory Board)
- Sierra IG, SGOIC, SA (Chairman of the Supervisory Board)
- The Fladgate Partnership, SA (Chairman of the Supervisory Board)

### h) Member: MARTA PARREIRA COELHO PINTO RIBEIRO

- Corticeira Amorim, SGPS, SA (Member of the Board of Directors, Member of the Audit Committee and Chairperson of the ESG Committee)

#### i) Member:

### MARIA CRISTINA GALHARDO VILÃO

- Corticeira Amorim, SGPS, SA (Member of the Board of Directors, Member of the Audit Committee and Chairperson of the Nominations, Evaluation and Remunerations Committee)

- Galhardo Vilão, Torres e Associados - Sociedade de Advogados, RL (Shareholder and Director)

- Hexagen, SA (President of the Board of the General Meeting)

- Hotel Santa Marta, SA (President of the Board of the General Meeting)

- Inspira Santos, SA (President of the Board of the General Meeting)

- Investoc, SGPS, SA (President of the Board of the General Meeting)

- Osório de Castro – Investimentos Imobiliários, SA (President of the Board of the General eting)

### j) Member:

### ANTÓNIO MANUEL MÓNICA LOPES DE SEABRA

- Corticeira Amorim, SGPS, SA (Member of the Board of Directors, Member of the Audit Committee and Chairman of the Risks Committee)

### 2) Board of the General Meeting

### a) Chairman: PAULO DE TARSO DA CRUZ DOMINGUES

- Banco de Fomento, SA (President of the Board of the General Meeting)
- Coimbra Aparthotel, SA (President of the Board of the General Meeting)
- Corticeira Amorim, SGPS, SA (President of the Board of the General Meeting)

### b) Secretary: RUI PAULO CARDINAL CARVALHO

- ADSR Associação Direito das Sociedades em Revista (Director)
- Corticeira Amorim, SGPS, SA (Secretary of the Board of the General Meeting)
- E-Moulds&Lasts Tooling Solutions, SA (Secretary of the Board of the General Meeting)
- Noble Faces, SA (Secretary of the Board of the General Meeting)
- Stafford Soima, SA (Secretary of the Board of the General Meeting)