

ANNUAL GENERAL MEETING – 19 MARCH 2009 – 12:00 a.m.

**FIRST ITEM OF BUSINESS
PROPOSAL**

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

hereby proposes that

the Annual General Meeting resolves to adopt the Directors' Report and the annual financial statements for the year ended 31 December 2008.

Meladas – Mozelos – Santa Maria da Feira – Portugal
16 February 2009

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

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**SECOND ITEM OF BUSINESS
PROPOSAL**

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

hereby proposes that

the Annual General Meeting resolves to adopt the consolidated Directors' Report and the consolidated annual financial statements for the year ended 31 December 2008.

Meladas – Mozelos – Santa Maria da Feira – Portugal

16 February 2009

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

ANNUAL GENERAL MEETING – 19 MARCH 2009 – 12:00 a.m.

**THIRD ITEM OF BUSINESS
PROPOSAL**

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

hereby proposes that

the Corporate Governance Report – 2008 be adopted by the annual general meeting.

Meladas – Mozelos – Santa Maria da Feira – Portugal
16 February 2009

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

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**FOURTH ITEM OF BUSINESS
PROPOSAL**

Based on the annual financial statements for the year ended 31 December 2008 and in view of the fact that the Company's net profit for the year amounts to € 22,246,434.29

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

hereby proposes that

the annual general meeting resolves to adopt that the above net profit for the year in the amount of € 22,246,434.29 be appropriated as follows:

- € 1,112,321.71 to legal reserve;
- € 3,242,204.80 to be carried forward;
- € 17,891,907.78 to free reserves.

Meladas – Mozelos – Santa Maria da Feira – Portugal

16 February 2009

The Board of Directors of
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**FIFTH ITEM OF BUSINESS
PROPOSAL**

Whereas

- 1) the Board of Directors has always acted diligently and responsibly in the best interests of the Company;
- 2) the report gives an accurate and detailed description of the business of the Company;
- 3) the Supervisory Board and the Statutory Auditor have provided a high level of service during the financial year under review

Amorim Capital – Sociedade Gestora de Participações Sociais, S.A.
in its capacity as a shareholder in
Corticeira Amorim, S.G.P.S., S.A.

hereby proposes that

in accordance with section 455 of the Portuguese Companies Act,
the members of the Company give a vote of confidence to the above
governing bodies and to each of their members.

Meladas – Mozelos – Santa Maria da Feira – Portugal
16 February 2009

The Board of Directors of
Amorim Capital – Sociedade Gestora de Participações Sociais, S.A.

ANNUAL GENERAL MEETING – 19 MARCH 2009 – 12:00 a.m.

**SIXTH ITEM OF BUSINESS
PROPOSAL**

Under the terms of section 319 of the Portuguese Companies Act

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

hereby proposes that

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

- (a) Maximum number of shares to be acquired: up to 10% of the Company's share capital;
- (b) Term during which the shares may be acquired: within a period of 18 months as from the date of this resolution;
- (c) Acquisition: the shares may be acquired on the stock exchange or over-the-counter market;
- (d) Minimum and maximum considerations payable for the shares: considerations ranging from EUR 0.50 (minimum) to EUR 2.00 (maximum)

Meladas – Mozelos – Santa Maria da Feira – Portugal
16 February 2009

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

ANNUAL GENERAL MEETING – 19 MARCH 2009 – 12:00 a.m.

**SEVENTH ITEM OF BUSINESS
PROPOSAL**

Under the terms of section 320 of the Portuguese Companies Act

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

hereby proposes that

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

- (a) Maximum number of shares to be sold: up to 10% of the Company's share capital;
- (b) Term during which the shares may be sold: within a period of 18 months as from the date of this resolution;
- (c) Sale: the shares may be sold on the stock exchange or over-the-counter market;
- (d) Minimum sale price per share: EUR 1.00 per share

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The Board of Directors of
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**EIGHTH ITEM OF BUSINESS
PROPOSAL**

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

hereby proposes that

the remuneration policy for the members of the managerial and supervisory bodies of the Company as well as for the other members of the Management as described in the Report of the Remuneration Committee and in the Directors' Report be approved by the annual general meeting.

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16 February 2009

The Board of Directors of
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**NINTH ITEM OF BUSINESS
PROPOSAL**

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

hereby proposes that

the Annual General Meeting resolves to amend sections 19.5 and 20.1, 20.2, 20.4 and 20.5 of the Company's Articles of Association. Such sections will henceforth read as follows:

ARTICLE XIX

19.1 *(Remains unamended)*

19.2 *(Remains unamended)*

19.3 *(Remains unamended)*

19.4 *(Remains unamended)*

19.5 The foregoing committee will consist of three members, who shall elect the chairman of the committee. This committee shall serve for the same period as the governing bodies of the Company.

19.6 *(Remains unamended)*

Article XX

20.1 The annual general meeting shall be made up of members, who at least five days before the date fixed for the holding of the meeting shall have at least one share recorded in the Company's Register or deposited at the registered office of the Company or provide evidence of owning at least one share deposited at a banking institution. For this purpose, such share(s) must remain recorded in the Company's Register or deposited at the Company or at the bank in the name of the member up to the end of the annual general meeting.

20.2 Each share qualifies for one vote.

20.3 *(Remains unamended)*

- 20.4 Postal voting is allowed at annual general meetings. The postal vote forms must reach the Company's registered office by the 3rd business day before the date fixed for the holding of the meeting.
- 20.5 Voting by electronic means might be allowed at annual general meetings. The online vote must be received at the Company's registered office by the 3rd business day before the date fixed for the holding of the meeting. Before a notice of annual general meeting is sent to the Company's members, the Chairman of the group chairing the general meeting shall verify whether the Company is equipped with communication means that can ensure the security and authenticity of the casted vote.
- 20.6 *(Remains unamended)*
- 20.7 *(Remains unamended)*
- 20.8 *(Remains unamended)*

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