



**AMORIM**

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

Public Company

Registered office: Rua de Meladas, 380 – Mozelos – Santa Maria da Feira – Portugal

Share capital: € 133,000,000

Registration number and corporation tax ID number: 500 077 797

A company incorporated in Santa Maria da Feira – Portugal

**NOTICE TO MEMBERS OF ANNUAL GENERAL MEETING**

In accordance with sections 376.1 and 377.1, 377.2, 377.4, 377.5 and 377.8 of the Portuguese Companies Act, notice is hereby given that the Annual General Meeting of members of CORTICEIRA AMORIM, S.G.P.S., S.A. (hereinafter referred to as the “Company”), a public company incorporated in Santa Maria da Feira (Portugal) with its registered office located at Rua de Meladas 380, Mozelos, Santa Maria da Feira, Portugal, a registration No. and corporation tax No. 500 077 797 and a share capital of EUR 133,000,000 will be held on 29 March 2010, at 12:00 a.m. at the registered office of Amorim & Irmãos, S.A. – Casa do Fundador, a subsidiary of the Company. By reason of the temporary unavailability of the room where general meetings are usually held and the non-availability of another room meeting the conditions required for the holding of a general meeting at the registered office of the Company, thus under the terms of section 377.6(a) of the Portuguese Companies Act the next annual general meeting of the Company will be held at the registered office of Amorim & Irmãos, S.A. – Casa do Fundador located at Rua dos Corticeiros 850, Santa Maria de Lamas, Santa Maria da Feira, Portugal to transact the following business:

1. To consider and adopt the Directors' Report and the annual financial statements for the year ended 31 December 2009.

2. To consider and adopt the consolidated Directors' Report and the consolidated annual financial statements for the year ended 31 December 2009.
3. To consider and resolve on the Report on Corporate Governance for the year 2009.
4. To consider and adopt the proposal for appropriation of profit for the year 2009.
5. To consider the performance of the members of the managerial and supervisory bodies of the Company in accordance with section 455 of the Portuguese Companies Act.
6. To consider and ratify the co-option (occurred on 31 July 2009) of Mr Fernando José Araújo Santos Almeida onto the Board of Directors
7. To consider and resolve on a Board reshuffle.
8. To consider and resolve on the acquisition by the Company of its own shares.
9. To consider and resolve on the sale by the Company of its own shares.
10. To consider and adopt the report of the Remuneration Committee and the Board of Directors on the remuneration policy for members of the managerial and supervisory bodies and other officers of the Company.

The annual financial statements and all other information, proposals and applications as referred to in section 289.1 and 289.2 of the Portuguese Companies Act are available for inspection by shareholders during a 15-day period prior to the date fixed for the holding of the Annual General Meeting at the registered office of the Company or on its website ([www.corticeiraamorim.com](http://www.corticeiraamorim.com)) and on the Data Dissemination System of the Portuguese Securities Market Commission ([www.cmvm.pt](http://www.cmvm.pt)).

As all the shares in the Company are in paperless form, the Annual General Meeting shall be made up of members, who at least five business days before the date fixed for the holding of the meeting provide evidence of ownership of at least one uncertificated share in the Company by means of a statement to be issued by a financial intermediary, who has also to ensure that such share will be blocked until the end of the annual general meeting. In the event that the meeting is adjourned, then the next meeting will be made up of members who, at least five business days before the date fixed for the holding of any such adjourned meeting, provide evidence of ownership of at least one share in the Company.

Each share qualifies for one vote at the Annual General Meeting.

Postal voting is allowed at annual general meetings. The postal vote forms must be sent in a sealed envelope to the Chairman of the group chairing the annual general meeting and must reach the Company's registered office no later than 6:00 p.m. on

the 3<sup>rd</sup> business day before the date fixed for the holding of the meeting. A member shall complete and sign a postal vote form per each item of business that the member wishes to vote on and then send the vote form in a sealed envelope to the Company. The postal vote form shall bear the proper identification of the voter, the annual general meeting, the item of business, the proposal and the member's vote (for or against). The member's signature made on the vote forms has to be authenticated or certified by the Company. Only postal votes from Company's members meeting the requirements set forth in the preceding paragraphs will be taken into account. A postal vote in respect of a proposal submitted at a date later than the date on which such a postal vote was casted, will be considered a negative vote. If a Company's member shall be attending the Annual General Meeting, then his postal vote shall be revoked. A member entitled to attend and vote at an Annual General Meeting may be represented by a proxy.

The Chairman of the group chairing the General Meeting has to be informed in writing of any proxy forms, which must reach the registered office of the Company not less than five business days before the date fixed for the holding of the meeting.

For the purpose of their representation at the annual general meeting, the Company's members may use the postal vote form model and the proxy form draft that are available at the registered office of the Company or on the website of the Company ([www.corticeiraamorim.com](http://www.corticeiraamorim.com)).

Mozelos, 18 February 2010

Joaquim Taveira da Fonseca

Chairman of the group chairing the Annual General Meeting