

## **NOTICE TO MEMBERS OF EXTRAORDINARY GENERAL MEETING**

In accordance with sections 375.1, 377.1, 377.2, 377.5, 377.6 and 377.8 of the Portuguese Companies Act and section 21.B of the Portuguese Securities Market Act, notice is hereby given that an Extraordinary General Meeting (“EGM”) of members of **CORTICEIRA AMORIM, S.G.P.S., S.A.** (hereinafter referred to as the “Company”), a public company incorporated in Portugal (Santa Maria da Feira) with its registered office located at Rua de Meladas 380, Mozelos, Santa Maria da Feira, Portugal, a registration number and a corporate tax ID number 500 077 797 and a share capital of EUR 133,000,000 divided into 133,000,000 dematerialized shares will be held on 29 November 2017, at 10:00 a.m. at the registered office of the Company to transact the following business:

1. To consider the Company’s interim non-consolidated Balance Sheet as at 30 September 2017;
2. To consider and adopt the Company’s proposed partial distribution of distributable reserves.

### **Additional information**

Motions to be submitted for consideration at the Extraordinary General Meeting and all other preparatory documents for the EGM as set forth in section 289.1 of the Portuguese Companies Act and sections 21-B.2(c) and 21-C.1 of the Portuguese Securities Market Act are available for inspection by the Company’s shareholders at the registered office of the Company, on the Company’s 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 of the date of publication of this notice.

As all the Company’s shares are dematerialized, a Company shareholder shall be entitled to attend and vote at the Extraordinary General Meeting only if on November 22, 2017, at 00:00 GMT (the record date) - i.e. five business days before the date of the EGM - he/she is registered as an owner of shares entitling him/her to at least one vote. In the event that the EGM is adjourned, the adjourned meeting shall be made up of members who provide evidence of holding shares in the Company entitling them to at least one vote, provided that the record date (i.e. five business days before the date of such adjourned EGM) shall be observed.

Each share qualifies for one vote. The total number of shares in the Company is 133 million.

No later than November 21, 2017 i.e. the day before the record date, shareholders wishing to attend and vote at the Extraordinary General Meeting must give notice in writing of such intention to both the Chairman of the group chairing the EGM and the financial intermediary with whom the account is opened and, to this end, they can use the email address of the Company: [corticeira.amorim@amorim.com](mailto:corticeira.amorim@amorim.com).

The financial intermediary who - according to the terms set forth in the preceding paragraph -has been informed of the intention of his/her client to attend the EGM, must advise the Chairman of the group chairing the EGM up to the end of Monday, November 22, 2017 - the record date - of the number of shares registered on behalf of his/her client on the record date and, to this end, the financial intermediary can use the email address of the Company: [corticeira.amorim@amorim.com](mailto:corticeira.amorim@amorim.com).

A shareholder who, in his/her professional capacity, holds shares in his/her own name but for the account of clients, may cast a vote different from his/her own choice provided that, in addition to his/her notice of attendance at the EGM and provision of the above information by the relevant financial intermediary, he/she informs the Chairman of the group chairing the EGM thereof no later than 23:59 hours (GMT) of November 21, 2017, i.e. the day before the record date, and provides sufficient and adequate evidence of (a) the proper identification of each client and the number of such client's shares for which he/she will cast his/her vote and (b) the voting instructions received from his/her client in respect of each item of business.

A shareholder who has given notice of his/her intention to participate in the meeting and has transferred the ownership of his/her shares in the period between the record date and the closing of the relevant EGM must immediately inform the Chairman of the group chairing the EGM and the Portuguese Securities Market Commission thereof.

Postal voting is permitted at the Extraordinary General Meeting. All correspondence relating to the EGM shall be sent in a sealed envelope to the Chairman of the group chairing the EGM 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. Each member shall complete and sign a ballot form per item of business that he/she wishes to vote on and then send the ballot form in a sealed envelope to the Company. The postal ballot form shall bear the proper identification of the voter, the relevant extraordinary general meeting, the relevant item of business, the motion and the member's vote (for or against). The member's signature made on the ballot forms must be certified by the Company. Only postal ballots from Company's members meeting the requirements set forth in the preceding paragraphs will be taken into account. Votes cast by post shall be deemed to be negative votes in respect of a motion submitted after the date on which such votes were cast. Attendance of a shareholder either in person or by proxy at the EGM shall revoke his/her vote cast by post.

As provided in article 23 of the Portuguese Securities Market Act, a shareholder entitled to attend and vote at a General Meeting may be represented by a proxy. The voluntary representation shall comply with the following rules:

- a) A shareholder may be represented at an EGM by a proxy of his/her choice;
- b) A corporation may be represented by the person who the corporation shall designate for the purpose.

The Chairman of the group chairing the EGM has to be informed in writing of any such proxy forms and, to this end, the email address of the Company [corticeira.amorim@amorim.com](mailto:corticeira.amorim@amorim.com) can be used. Proxy forms 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 extraordinary general meeting, shareholders can use the postal ballot form model and the proxy form draft that are available at the registered office of the Company or on its website ([www.corticeiraamorim.com](http://www.corticeiraamorim.com)).

During the EGM, shareholders can request to be given complete, accurate, truthful and non-misleading information to enable them to form a well-founded opinion about motions put forward to be voted on at the EGM.

Within five days after publication of this notice, shareholders who hold at least two per cent of the Company's share capital are entitled to request the Chairman of the group chairing the EGM in writing: (i) that additional items be included in the agenda of the meeting; the requisition shall include an additional motion regarding each item, whose inclusion has been requested; (ii) that motions regarding items included in or added to the Notice to Members of Extraordinary General Meeting be included in the agenda of the meeting; the requisition shall include information on each motion to be considered at the EGM.

All information required for exercising the right to include additional items in the agenda, attend an EGM, including the submission of additional motions for consideration at an EGM and obtaining information on proxy appointment and voting policies is available on the Company's website ([www.corticeiraamorim.com](http://www.corticeiraamorim.com)).

Mozelos, 07 de november 2017

Augusto Fernando Correia de Aguiar-Branco  
Chairman of the group chairing the Extraordinary General Meeting