## EXTRAORDINARY GENERAL MEETING <u>30 NOVEMBER 2012 – 9:30 a.m.</u> <u>FIRST ITEM OF BUSINESS</u> <u>MOTION</u>

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

hereby proposes that

the Extraordinary General Meeting considers and ratifies the cooptation as directors of Mr Nuno Filipe Vilela Barroca de Oliveira (Vice-Chairman), Mrs Cristina Rios de Amorim Baptista (Director) and Mr Juan Viñas Ginesta (Director), whose curricula vitae and other identification data are available in the Company's website. Such cooptation was approved by the Board of Directors at a meeting held on July 20, 2012.

Meladas – Mozelos – Santa Maria da Feira – Portugal 06 November 2012

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

## EXTRAORDINARY GENERAL MEETING <u>30 NOVEMBER 2012 – 9:30 a.m.</u> <u>SECOND ITEM OF BUSINESS</u> <u>MOTION</u>

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

hereby proposes that

the Extraordinary General Meeting considers and adopts the Company's interim nonconsolidated Balance Sheet as of 30 September 2012.

> Meladas – Mozelos – Santa Maria da Feira – Portugal 06 November 2012

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

## EXTRAORDINARY GENERAL MEETING <u>30 NOVEMBER 2012 – 9:30 a.m.</u> <u>THIRD ITEM OF BUSINESS</u> <u>MOTION</u>

WHEREAS, the Company's non-consolidated Balance Sheet as of 30 September 2012 shows free distributable reserves in the amount of  $\in$  62,238,709.00 and statutory reserves in the amount of  $\notin$  12,243,010.17;

WHEREAS, the level of such free reserves is far higher than the statutory minimum reserve requirements;

WHEREAS, a distribution of free reserves is permitted insofar as the Shareholders' Equity of the Company, as stated in the interim Balance Sheet set out above, is not less than the sum of the Company's share capital and reserves, whose distribution to shareholders is not permitted by law and the Company's articles of association;

WHEREAS, a solid growth in business and profitability over the past few years, and the good prospects for the current financial year, have enabled Corticeira Amorim to generate increasing cash flows and, as a result, strengthen its equity to total assets ratio. It has thus become possible to make a distribution of free reserves amongst the Company's shareholders without jeopardizing the maintenance of an efficient capital structure of the Corticeira Amorim Group;

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

the Extraordinary General Meeting considers and approves a distribution of free reserves to shareholders in the sum of  $\in$  11,970,000.00, which equals a gross amount of  $\in$  0.09 per share, payable within a maximum of 20 days, to be distributed amongst Corticeira Amorim's shareholders in proportion to their ownership of shares.

Meladas – Mozelos – Santa Maria da Feira – Portugal 06 November 2012

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