



# **IBERSOL, SGPS S.A.**

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**Registered Office: Praça do Bom Sucesso, 105/159, 9º, Porto  
Share Capital: € 36.000.000  
Porto Commercial Registry and Fiscal Number 501669477  
Publicly Listed Company**

## **SHAREHOLDERS ANNUAL GENERAL MEETING**

### **NOTICE OF MEETING**

In accordance with law terms and Company's Articles of Association, I hereby call the Shareholders to the Annual General Meeting of IBERSOL SGPS, SA. to be held at the Company's registered office at Edifício Península, Praça do Bom Sucesso, 105/159, 9th floor, Porto, on the next **18th June 2021 at 16:00 (GMT)**, with the following

#### **Agenda:**

1. To resolve upon the Management Report and Accounts, individual and consolidated, for the year 2020, and other documentation of accountability for the same year;
2. To resolve upon the proposal of year-end results allocation of 2020 ;
3. To resolve upon a general evaluation of the company's management and supervision;
4. To resolve upon the election of Company's Management and Supervisory Bodies members, also members of the Board of the General Meeting and Remuneration Committee, for the period 2021 to 2024, as well as to resolve upon the appointment of the Company's Statutory Auditor for a four-year term;
5. To resolve upon the remuneration policy for members of the governing bodies;
6. To resolve upon the purchase and sale of own shares up to the legal limit of 10%;
7. To resolve upon the purchase and/or share-holding of representative shares of the company's share capital, by it's direct or indirect participated companies, under 325<sup>th</sup> B article of the Companies Code;
8. Appreciation of the Remuneration Committee's and Board of Director's statements concerning the remuneration policy applicable in 2020 to the management and supervisory bodies and other directors of the company ;

This Notice of Meeting is published in a long pandemic context that imposes the adoption of sanitary containment measures applicable to the participants physically presents at the General Meeting. Therefore, its execution in this modality presupposes the distancing of places between the participants, the use of personal protective equipment and disinfection of materials and installations. **Without prejudice, and given the uncertainty of the evolution of the current situation, the Shareholders are encouraged to privilege the exercise of voting by correspondence, under the terms described in Point IV ("Vote by Correspondence") of this Notice.**

**Depending on the evolution of the pandemic outbreak and the limitations resulting from it, including the number of shareholders who express their intention to participate in the General Meeting other than by means of postal or electronic vote, the Chairman of the Board may determine the adoption of additional protective measures of Shareholders and other participants in the General Meeting, among which, the**

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**determination to hold the General Meeting by exclusively telematic means, circumstance that, if it occurs, will be properly announced on the Securities Market Commission / Comissão do Mercado de Valores Mobiliários ( CMVM ) platform and on the company's website without prejudice to the performance of the best efforts to make a direct contact with the Shareholders who have at proper time communicated their intention to personally attend the General Meeting instead of opting for the postal or electronic vote.**

Under terms of twenty-third article of the Company's Association Articles, the General Meeting can convene the first time it is called, as long as shareholders representing over fifty percent of the share capital are present or represented.

In the event the General Meeting is unable to convene on the agenda's date, I hereby call the Shareholders to meet on the **5<sup>th</sup> July 2021**, at the same time and the same place, to convene and resolve, whatever may be the number of presented or represented Shareholders and the percentage of share capital represented by them.

The proposals to be submitted to the General Meeting, the reports that must be attached to those ones, and all the other preparatory information according the law, shall be made available to Shareholders from the publication date of this Notice of Meeting, on the Company's registered office at office hours and on Company's website [www.ibersol.pt](http://www.ibersol.pt), as well on the Portuguese Securities Market Commission: - **CMVM Information Disclosure System (SDI)**, [www.cmvm.pt](http://www.cmvm.pt) ;

According to 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> of the Company's Association Articles, as well as article 23-C of the Securities Code, and referring to the participation and exercise of voting rights in the General Meeting, Shareholders are informed as follows:

### **I – Participation at the General Meeting and voting right exercise**

a) The General Meeting is composed only by shareholders that:

- i. At the Registration Date - corresponding this one to the **00:00 (GMT) of the 11th June 2021** - the fifth negotiation day prior to the General Meeting's day the 18<sup>th</sup> June 2021 - be entitled to shares that allow them, under the law and the Company's association articles, at least one vote, corresponding to each share one vote;
- ii. That have declared till **00:00 hours (GMT) of 11th June 2021**, by written form to the Chairman of the Board of the General Meeting and to the financial intermediary where their individualized account is open, it's intention to participate in the General Meeting, and for this purpose may use the forms available at the registered company's office and at [www.ibersol.pt](http://www.ibersol.pt) from the present date. The declaration of intention to participate addressed to the Chairman of the Board of the General Meeting must, provided it is received in the above mentioned deadline, be sent by postal means to the company's registered office as also may be sent to the email address [ag2021@ibersol.com](mailto:ag2021@ibersol.com).
- iii. Whose respective financial intermediaries, informed of the shareholders intention to participate in the General Meeting, under terms of point ii (above), have submitted to the

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Chairman of the Board of the General Meeting the information of the share's number registered in the name of its client reported to the Registration Date, with reception in the company until **00:00 hours (GMT) of 12<sup>th</sup> June 2021**, using, for this purpose, the postal address of the company's registered office or the e-mail address [ag2021@ibersol.com](mailto:ag2021@ibersol.com) ;

The exercise of voting rights can not be harmed by the transmission of the shares in posterior moment of the registration date, neither depends on the blocking of the shares between the mentioned date and the general's meeting date. However, who has declared his intention to participate in the General Meeting, and has transmitted its shares ownership between the registration date and the end of the General Meeting, should inform immediately the Securities Market Commission and also the Chairman of the Board of the General Meeting and for this purpose may use the email [ag2021@ibersol.com](mailto:ag2021@ibersol.com) ;

**b)** The shareholders that in a professional way hold the shares in its own name but on behalf of their clients ("Professional Shareholders") can differently vote with their own shares, as along as they present to the Chairman of the Board of the General Meeting, additionally to the elements mentioned above at points number ii) e III) alinea a), with the support of sufficient and proportional evidence till **00:00 hours (GMT) the 11<sup>th</sup> June 2021**:

- i. The client's identification and the number of share's voting rights on its behalf.
- ii The specific voting instructions to each point of the Agenda of the General Meeting given by each client;

Professional shareholders **are recommended** that to commit its exercise of vote by electronic correspondence under terms described in **Point IV. 4) infra** ( vote by electronic correspondence ) must obtain from the respective clients the necessary powers of representation for this purpose, as it must be demonstrated in the competent instrument.

### **II– Rights to include issues in the Agenda, proposals and information at the General Meeting.**

**a)** Under 23<sup>rd</sup> A e 23<sup>rd</sup> B articles of the Securities Code, only shareholders who are entitled with at least 2% of the Company's share capital can require:

- i. The inclusion of new issues on the Agenda under terms of 378<sup>o</sup> article of the Commercial Companies Code, provided that the request of inclusion on the Agenda be presented with a proposal of resolution for each item requested;
- ii. The presentation of deliberation proposals related to matters mentioned in the notice of meeting or added to it ;

Requests shall be addressed through a written application to the Chairman of the Board of the Shareholders' General Meeting in the five days following the publication of this Notice of Meeting to the e-mail [ag2021@ibersol.com](mailto:ag2021@ibersol.com).

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b) Any shareholder has the right to access information at the Shareholders' General Meeting and may request true, complete and clear information to help him/her to form an informed opinion upon the matters subject to resolution. This information duty comprises relations between the Company and its associated companies. Any information included in this alinea shall be given by the qualified statutory body therefore, and may only be refused if its disclosure cause serious harm to the Company or to a associated company, or breach of secrecy imposed by law.

### **III – Representation at the Shareholder's General Meeting**

1) An individual corporate Shareholder may be represented at the Shareholders' General Meeting by a person designated by letter addressed to the Chairman of Board of the Shareholders General Meeting, indicating its name, address and general's meeting date, and, in accordance to 23<sup>rd</sup> article of the Securities Code, may be used, for that purpose, the voluntary representation form available in the Company's website [www.ibersol.pt](http://www.ibersol.pt), and can be sent to the e-mail [ag2021@ibersol.com](mailto:ag2021@ibersol.com) ;

2) Corporations should be represented by the person they appoint, by means of a letter witch authenticity shall be appreciated by the Chairman of the Board of the General Meeting, and in accordance to 23<sup>rd</sup> article of the Securities Code, and may use for that purpose the form for " voluntary representation at the General Meeting" available at the Company's website [www.ibersol.pt](http://www.ibersol.pt) and can be sent to the e-mail [ag2021@ibersol.com](mailto:ag2021@ibersol.com) ;

3) A shareholder may appoint different representatives, regarding shares held in different security accounts, but those representatives must comply with the unity of vote principle, set in article 385<sup>o</sup> of the Portuguese Companies Code.

### **IV - Vote by correspondence**

1) Each share equals a vote;

2) Shareholders can issue it's vote(s) by correspondence means, using for that purpose the vote declaration form in [www.ibersol.pt](http://www.ibersol.pt)

3) **Postal votes** shall only be considered valid if :

a) Received in the registered office of the Company by means of a registered letter with confirmation of receipt, addressed to the Chairman of the Board of the Shareholders' General Meeting **until 15<sup>th</sup> June 2021** – it means at least three days notice before the General Meetings date of 18<sup>th</sup> June 2021 - also keeping the obligation of proving it's shareholder's quality reported to the registration date, in accordance of terms and deadlines mentioned at **alinea a) Section I supra**;

b) The correspondence vote declaration shall be signed by the shareholder or by his legal representative, and if the shareholder is a singular person, he / she must attach to the vote declaration an authentic copy of his / hers Identity Card or, alternatively, in terms of article 5<sup>th</sup> number 2 of the Portuguese Law n<sup>o</sup> 7/2007 of 5<sup>th</sup> February in it's current wording of Law 32/2017

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of 1<sup>st</sup> June, must the same declaration contain his/hers authentic recognition in the applicable legal term, and if the shareholder is a corporate person its signature must be recognized in the applicable legal terms as duly authorized and mandated for this purpose;

4) In the context of the current pandemic outbreak, and in compliance with the provisions of article 384, paragraph 8 of the Commercial Companies Code, the form of voting can be determined by decision of the chairman of the general meeting board, by that, the Shareholders may also exercise their correspondence vote by electronic means, under the following conditions:

a) The Shareholders that have declared, in the related form to its participation at the General Meeting referred in **paragraph ii. alinea a) of Section I above**, their intention to vote by electronic means will receive an email sent by the Company confirming the receipt of such intention, with **a secret code for the exercise of the voting rights by electronic means, and the respective ballot for voting by electronic means;**

b) Professional Shareholders will receive a voting ballot containing a model table for filling in with the information of the votes to be exercised on behalf of their clients, namely the identification of each client, the corresponding number of shares and the specific voting instructions for each point of the agenda given by each client;

c) The voting ballot shall be signed by the Shareholder with similar signature to the one in the identification document, and sent by email to the email address [voto.eletronico@ibersol.com](mailto:voto.eletronico@ibersol.com) mentioning in the respective "subject" the **secret code for the exercise of the vote by electronic means until the 18:00 (GMT) of 15<sup>th</sup> June 2021**, with an attached readable copy of the identification document of the Shareholder who is a natural person. For Shareholders who are corporate entities, the voting ballot shall be signed by persons who legally represent them, and should include as attachment a readable copy of the identification document of the legal representative and the respective power of attorney - when concerning corporate entities headquartered in Portugal, it will be sufficient to indicate the permanent certificate code of the company;

d) Pursuant to the set forth in paragraph 2 of article 5 of Law nº 7/2007 of 5th February in it's current wording, alternatively to send a copy of the identification document to confirm the authenticity of the vote and the respective identity of the Shareholder who is a natural person, or the legal representative of the Shareholder who is a corporate entity, the voting ballot must contain a legally authenticated signature, as per paragraph 4 of article 22th of the Portuguese Securities Code and paragraph 4 of article 22th of the Company's Articles of Association;

5) The vote declarations by correspondence means will only be considered as valid, if they comply, clear and expressly, the following conditions:

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- a) Mention of the point or points of the agenda that the declaration refers to;
  - b) Mention of the concrete proposal which the declaration is addressed to, also mentioning the respective proponent or proponents;
  - c) Mention of the precise and unconditional voting sense to each proposal;
- 6) Nevertheless the stated in alinea b) of the previous number, a shareholder is allowed to send a vote declaration referring to a precise proposal, stating that he /she votes against all the other proposals in the same point of the agenda, without further specification;
- 7) The correspondence vote declaration which does not mention other proposals beyond the ones that it refers to, will be understood as an abstention vote concerning the other proposals;
- 8) The issued correspondence votes will be understood as negative votes when they concern proposals presented after the issuance of the vote;
- 9) It is competence of the Chairman of the Board of the Shareholders' General Meeting, or his/her substitute, to verify the conformity of the correspondence vote declarations, and it will be understood as non issued votes those declarations not accepted;
- 10) It is a Company's competence to assure the confidentiality of the issued correspondence votes until the voting moment;

### **Personal Data Protection**

The personal data furnished to the Company by the shareholders, the financial intermediaries and their representatives, in the exercise of their right to participate, being represented, and right to vote in the shareholders' general meeting, directly or indirectly through their intermediaries, will be treated by the Company to manage its relationship with the shareholders, pursuant to this shareholders' general meeting, in the fulfillment of the Company's legal obligations. Data will be kept by the Company in accordance with the legal timeframes set forth in the Portuguese Companies Act and in the Portuguese Securities Code and for the duration of any dispute regarding the Shareholders General Meeting, including the respective meeting's proceedings and approved resolutions.

The Shareholders are further informed that, in accordance with the General Regulation on Data Protection EU Regulation 2016/679, of the European Parliament and the Council 27<sup>th</sup> April 2016 and Portuguese Law n<sup>o</sup> 58/2019, August 8<sup>th</sup>, they can exercise their rights to ask the Company to access all of the personal data relating to them, as well as the amendment of any personal data, the limitation of personal data processing or the right to oppose personal data processing, using the email address [grupo@ibersol.com](mailto:grupo@ibersol.com) or letter sent to the address indicated below. Please indicate in your request your full name and the right that you are exercising. IBERSOL will ask you for the necessary information in order to verify your identity. In addition, you can make complaints to the competent authority *Comissão Nacional de Proteção de Dados* – <https://www.cnpd.pt/>  
Your data shall be reserved and will not be shared with other entities.

The data controller is IBERSOL, SGPS S.A., headquartered at Edifício Península, Praça do Bom Sucesso, n<sup>os</sup> 105 a 159, 9.º andar, 4150-146 Porto, Portugal.

**Porto, 26<sup>th</sup> May 2021.**

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**The Chairman of the Board of the Shareholders' General Meeting,**

***Dr.ª Luzia Gomes Ferreira***

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