



# **IBERSOL S.G.P.S., S.A.**

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**IBERSOL S.G.P.S., S.A.**

**Registered Office: Praça do Bom Sucesso, 105/159, 9º, Porto**

**Share Capital : € 24.000.000**

**Porto Commercial Registry and Fiscal Number 501669477**

**Publicly Listed Company**

## **SHAREHOLDER'S ANNUAL GENERAL MEETING**

### **NOTICE OF MEETING**

In accordance with law terms and the Company's Articles of Association, I hereby call the Shareholder's 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 **26th May 2017 at 2:00 pm**, with the following **Agenda**:

1. To resolve upon the Management Report, Balance Sheet and Accounts for the year 2016;
2. To resolve upon the consolidated Management Report, Balance Sheet and Accounts for the year 2016;
3. To resolve upon the proposal of distribution of year-end results 2016;
4. To resolve upon the proposal of capital increase to thirty million euros by incorporation of reserves ;
5. To resolve upon the proposal of amendment of the Article Four number one of the Bylaws, as mentioned in the published proposal;
6. To resolve upon a general evaluation of the company's management and supervision;
7. To resolve upon the purchase and sale of own shares up to the legal limit of 10%, and also resolve upon the purchase, by the company, of fractions resulting from the application of the allocation factor in the capital increase subject to shareholders' deliberation of point number 4 of this Agenda.
8. To resolve upon the purchase and/or share-holding of representative shares of the company's share capital, by it's affiliated companies, under the 325<sup>th</sup> B article of the Companies Code;
9. To resolve upon the election of Statutory Governing Bodies, the members of the General Meeting's Board, and the Remuneration Committee members, for the quadriennium 2017-2020, as well as to resolve upon the nomination for a new mandate of the actual Company's Statutory Auditor, for a period of one year.
10. Approval of the Remuneration Committee's and Board of Director's statements concerning the remuneration policy applicable to the management and supervisory bodies and to other directors of the company;

Under the 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.

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#### **IBERSOL - S.G.P.S., S.A.**

*SEDE SOCIAL*

Ed. Península, Praça do Bom Sucesso, nº 105/159 9º 4150 – 146 PORTOTlf: 351-22-6089700 Fax: 351-22-6089757  
Capital Social 20 000 000 Euro C.R.C. Porto (Matricula No. 51.117) Pessoa Colectiva no. 501 669 477 Sociedade Aberta



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In the event the General Meeting is unable to convene on the agenda, I hereby call the Shareholders to meet on the 12<sup>th</sup> June 2017, at the same time and location, to convene and resolve, whatever the number of Shareholders present or represented and the percentage of share capital represented by them, may be.

The proposals to be submitted by the Board of Directors to the General Meeting, the reports that must be attached to those ones according the law, and all the other preparatory information, shall be made available to Shareholders from the publication date of this Notice of Meeting, on the Company's registered office at office hours, on the Company's website [www.ibersol.pt](http://www.ibersol.pt) and 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, referring to the participation and exercise of voting rights in the General Meeting, Shareholders are informed:

1) The representative shares of the Company's share capital are submitted to registered form, and so, in terms of 50<sup>th</sup> article of the Securities Code, only Shareholders that have converted their securities into the registered form, are allowed to participate in the General Meeting, as well as to exercise any rights inherent to the shareholding position.

### **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 19<sup>th</sup> May 2017 - the fifth negotiation day prior to the General Meeting's day the 26<sup>th</sup> May 2017 - 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 the 00:00 hours (GMT) of the 19<sup>th</sup> May 2017, by written form, to the Chairman of the Board of the General Meeting and to the financial intermediary where the individualized account register is open, it's intention to participate at the meeting, being allowed to use, for this purpose, the forms available at the registered company's office and at the website [www.ibersol.pt](http://www.ibersol.pt)., from now on. The declaration of the intention to participate in the General Meeting, addressed to the Chairman of the Board of the General Meeting, if received in the afore mentioned deadline, can be sent to the company's registered office, or even to the e-mail [psousa@ibersol.pt](mailto:psousa@ibersol.pt) ;

iii) Whose respective financial intermediaries, informed of it's shareholder's intention to participate in the General Meeting, under point ii ( above) terms, have sent to the Chairman of the Board of the General Meeting, the information of the stock's number registered under the name of it's stockholder's client reported to the Registration Date, with reception in the company till the end of the day of the registration date, being allowed to send this information, for this purpose, by postal means, to the company's registered office or to the e-mail [psousa@ibersol.pt](mailto:psousa@ibersol.pt) ;

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The exercise of voting rights can not be harmed by the transmission of the stocks 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 the participate in the General Meeting, and has transmitted it's shares ownership between the registration date and the end of the General Meeting, should inform immediately the Securities Market Commission and the Chairman of the Board of the General Meeting, and for that purpose may use the email [psousa@ibersol.pt](mailto:psousa@ibersol.pt) ;

- b) The shareholders that in a professional way hold the shares in it's own name but on behalf of their clients, can differently vote with their own shares, as long 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 19<sup>th</sup> May 2017:
- i) The client's identification and the number of stock's voting rights on his behalf.
  - ii) The specific voting instructions to each point of the Agenda of the General Meeting given by each client;

## **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 the terms of 378<sup>o</sup> article of the Commercial Companies Code, provided that the application of inclusion on the Agenda be accompanied by a resolution proposal for each item requested;
  - ii) Apply for inclusion of resolution proposals regarding items included in the notice of meeting or added to the agenda.

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.

b) Any shareholder has the right to access information at a 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. The information duty comprises relations between the Company and related companies. Any information included in the previous paragraph 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 related company, or violation 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 [psousa@ibersol.pt](mailto:psousa@ibersol.pt) ;
- 2) Corporations should be represented by the person they appoint, by means of a letter with 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 are allowed to exercise voting rights by post, and may use, for that purpose, the " postal vote form " available at the Company's website [www.ibersol.pt](http://www.ibersol.pt) , and can be sent to the e-mail [psousa@ibersol.pt](mailto:psousa@ibersol.pt) ;
- 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 – Postal Vote**

- 1) Each share equals a vote;
- 2) Shareholders can issue its vote (s) by postal way, using for that purpose the Postal Form in [www.ibersol.pt](http://www.ibersol.pt) ;
- 3) Postal votes shall only be considered valid if 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, with at least three days notice before the 26<sup>th</sup> May 2017 General Meeting's date, also keeping the obligation of proving the quality of shareholder, in accordance to number one of 20<sup>th</sup> article of the Company's Association Articles;
- 4) The postal 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 Identity Card, if the shareholder is a corporate person its signature must be recognized as duly authorized and mandated for the purpose;  
Postal vote declarations will only be considered as valid, if they comply, clear and expressly, the following conditions:
  - 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, mentioning as well that the vote will stand even if the proposal should be amended by its proponent;
- 5) 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 votes against all the other proposals in the same point of the agenda, without further specification;



- 6) The postal 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;
- 7) The issued postal votes will be understood as negative votes concerning proposals presented after the issuance of the postal vote;
- 8) It is a competence of the Chairman of the Board of the Shareholders' General Meeting, or his/her substitute, to verify the conformity of the postal vote declarations, and it will be understood as non issued votes those declarations not accepted;
- 9) It competes to the Company to assure the confidentiality of the issued postal votes until the voting moment;

Shareholders are also informed that, from the present date, the following documents will be available on the company's website [www.ibersol.pt](http://www.ibersol.pt) and at the Company's registered office :

- (i) the form documents regarding the intention to attend the General Meeting;
- (ii) the form representation document ;
- (iii) written voting papers form ;

Porto, 4<sup>th</sup> May 2017.

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

***Dr.ª Alice Castanho Amado***