



IBERSOL, SGPS S.A.

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

Share Capital: € 46.000.000

Registered at the Porto Commercial Registry Office under the unique registration and tax identification number 501669477

SHAREHOLDERS ANNUAL GENERAL MEETING

NOTICE OF MEETING

Under the terms of the law and the articles of association of the Company, the Shareholders of IBERSOL, SGPS SA are hereby summoned 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 **26th May 2023 at 15:00 (GMT)**, with the following **Agenda**:

1. Deliberate on the Management Report and Accounts, individual and consolidated, for the financial year 2022 and other accountability documentation for the same financial year;
2. Deliberate on the proposal for application of results of 2022 financial year;
3. Deliberate on the general appraisal of the Company's management and supervision;
4. Deliberate on the internal policy for selecting and evaluating the adequacy of the members of the Company's management and supervisory bodies;
5. Deliberate on the reduction of share capital by 3,640,423 Euros with the purpose of releasing excess capital, through the extinction of 3,640,423 own shares representing 7.914% of the share capital of the Company, as well as on related reserves, with the consequent amendment of number 1 of article 4 of the Company's Articles of Association;
6. Deliberate on the granting of authorization for the acquisition and disposal of own shares by the Company and dependent companies;
7. Deliberate on the reduction of the share capital by up to 4,359,577 Euros with the purpose of releasing excess capital, through the extinction of up to 4,359,577 shares representing up to 10.29% of the capital that may be acquired in the scope of the own shares buyback program, with the consequent amendment of number 1 of Article 4 of the Company's Articles of Association.
8. Appraisal of the statements of the Remuneration Committee and of the Board of Directors concerning to the remuneration policy for the year 2022, respectively to the management and supervisory bodies and other directors of the company ;

Pursuant of the provision of article twenty-three of the Company's Association Articles, the General Meeting can convene the first meeting provided that Shareholders representing over fifty percent of the share capital are present or represented.

If the Meeting is unable to meet on the scheduled date, June 13, 2023, at the same time and in the same place, is now set for the General Shareholders' Meeting to be held, and the Meeting may then meet and deliberate, regardless of the number of Shareholders present or represented and the percentage of capital represented by

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them.

They are available to Shareholders as from the date of publication of this Notice, for consultation at the registered office, during office hours, and on the company's website www.ibersol.pt, as well as on the CMVM's Information Disclosure System (SDI) (www.cmvm.pt) the available proposals to be submitted to the General Meeting, the reports that legally must accompany them and other elements of preparatory information imposed by law.

Shareholders' attention is drawn to the provisions of Articles 20, 21, 22 and of the Company's Association Articles, as well as Article 23-C of the Securities Code, and with regard to participation and the exercise of voting rights at the General Meeting, namely for the following:

I – Participation at the General Meeting and exercise of voting right

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

i. on the Registration Date corresponding to the **0:00 hours (GMT) of 19th May 2023** - the fifth trading day prior to the **General Meeting's day the 26th May 2023**- are 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 until the end of the day before the registration date, i.e. until **0 hours (GMT) of 19th May 2023**, in writing, to the financial intermediary where their individual registration account is opened, their intention to participate in the General Meeting, being able to use for this purpose the forms available at the registered office of the Company and at www.ibersol.pt, as of this date.

iii. Whose respective financial intermediaries, informed, under terms of point ii (above), of the shareholders intention to participate in the General Meeting, have submitted to the Chairman of the Board of the General Meeting, with receipt until the end of the day of the registration date, i.e., until **0 hours (GMT) of 20th May 2023**, the information of the shareholder's intention to participate in the general meeting and the number of shares registered in the name of its client Shareholder with reference to the Registration Date, using, for this purpose, the postal address of the company's registered office or the e-mail address ag2023@ibersol.com;

iv. The Company will continue to grant, as in previous years, the possibility of the Shareholders exercise the right to vote by electronic correspondence, pursuant to article 22 of the Securities Code, through a form to be made available by the Company under the terms described in Point IV below of this Notice.

Shareholders wishing to vote by electronic correspondence must send a written statement addressed to the Chairman of the Board of the General Meeting to the email address ag2023@ibersol.com informing him of their intention until **0 hours of 20th May 2023**, and may use the form available on the Company's website www.ibersol.pt for this purpose. In this declaration, the Shareholder must indicate an electronic address to which the Company will send a secret code for the exercise of the right to vote by electronic correspondence, under the terms described in Point IV below of this Notice. The aforementioned secret code for exercising this right to vote by electronic correspondence must be indicated, by the Shareholder, in the respective field of the vote ballot by electronic correspondence.

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The exercise of voting rights will not be impaired by the transfer of the shares after the Registration Date, nor does it depend on their blocking between the mentioned date and the general's meeting date. However, the Shareholders who have declared their intention to participate in the General Meeting and transmit the ownership of their shares between the Registration Date referred to in point I above and the end of the General Meeting, must inform immediately the Securities Market Commission (CMVM) , as well as the Chairman of the Board of the General Meeting and, for this purpose, may use the email ag2023@ibersol.com, without prejudice to the exercise of the shareholders right to participate and vote at the general meeting.

b) The Professional Shareholders who, as such, hold shares in their own name but on behalf of their clients may vote in different way with their shares, provided that, in addition to the elements of points ii) and iii), paragraph a) above, present to the Chairman of the Board of the General Meeting, with the support of sufficient and proportional evidence, until **0 hours (GMT) the 20th May 2023:**

- i.** The client's identification and the number of shares on behalf of whom the professional Shareholder will vote;
- 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 exercise the right to 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 set out in the competent instrument of representation.

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

a) Under 23rd A e 23rd B articles of the Securities Code, only shareholders who hold shares corresponding to at least 2% of the Company's share capital can apply for:

- i.** The inclusion of new issues on the Agenda under terms of 378^o article of the Commercial Companies Code, provided that this request of inclusion of new issues on the Agenda is accompanied by a proposal of resolution for each issue requested;
- ii.** The presentation of deliberation proposals related to issues mentioned in the notice of meeting or added thereto;

Requests mentioned in this point **i.** above must be sent, in writing, to the Chairman of the Board of the Shareholders' General Meeting within five days following the publication of this Notice of Meeting using for this purpose the email address ag2023@ibersol.com. The requirements referred to in this point **ii** must be addressed in writing to the Chairman of the Board within the aforementioned period of 5 days or within 5 days from the date of publication of the addendum to the notice, being used for this purpose the email address ag2023@ibersol.com.

b) Any shareholder has the right to information at the Shareholders' General Meeting and may request that true, complete and clarifying information is provides, allowing him to form a reasoned opinion upon the issues

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subject to resolution. This information duty encompasses relations between the Company and other affiliated companies. These information shall be provided by the qualified statutory body therefore and may only be refused if its disclosure cause serious damage to the Company or to another affiliated Company, or breach of secrecy imposed by law.

III – Representation at the Shareholder’s General Meeting

1) Shareholders who are natural persons may be represented at the Shareholders’ General Meeting by means of a letter addressed to the Chairman of Board of the Shareholders General Meeting, indicating the name, address of their representative and the date of the General Meeting, and, in accordance to 23rd article of the Securities Code, may use, for this purpose the voluntary representation form available in the Company’s website www.ibersol.pt, and can be sent to the e-mail ag2023@ibersol.com ;

2) Legal persons will be represented by the person they appoint, for the purpose, by means of a letter whose authenticity will be assessed by the Chairman of the Board of the General Meeting and, in accordance to 23rd article of the Securities Code, may use for this purpose the voluntary representation form at the General Meeting available at the Company’s website www.ibersol.pt and can be sent to the e-mail ag2023@ibersol.com;

3) A shareholder may appoint different representatives regarding shares held in different security accounts, without prejudice to the principle of unity of vote, pursuant to article 385^o of the Portuguese Commercial Companies Code.

IV - Vote by correspondence

1. Vote by Electronic Correspondence / Vote by Electronic means

1) Each share corresponds to one vote;

2) Shareholders may vote by electronic correspondence means, using for this purpose the form of Vote Declaration available on the Company’s website www.ibersol.pt

3) In compliance with the provisions of article 384^o, paragraph 8 of the Commercial Companies Code, the way in which votes can be exercise is determined by decision of the Chairman of the General Meeting Board, for that the Shareholders may exercise their **correspondence vote by electronic means**, under the following conditions:

a) Shareholders who intend to vote by electronic correspondence as mentioned in **paragraph iv. of subparagraph a) of Point I above** must send a written statement addressed to the Chairman of the Board of the General Meeting to the email ag2023@ibersol.com informing him of their intention until **0 hours of 20th May 2023**, and may use the form available on the Company website www.ibersol.pt for this purpose. In this declaration, the Shareholder must indicate an electronic address to which the Company will send a secret code for exercising the right to vote by electronic correspondence.

Shareholders will receive an e-mail message confirming receipt of the intention to exercise the vote by electronic

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correspondence, also containing **a secret code for exercising the right to vote by electronic correspondence and the respective ballot paper**. The aforementioned secret code for exercising this right to vote by electronic correspondence must be indicated, by the Shareholder, in the respective field of the vote ballot by electronic correspondence.

- b)** Professional Shareholders voting ballot by electronic correspondence will contain 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 on behalf of whom the professional Shareholder will vote, 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 mentioning in the respective "subject" the **secret code for the exercise of the vote by electronic means until the 0 hours (GMT) of 23th May 2023**, with an attached readable copy of the identification document of the Shareholder who is a natural person. For Shareholders who are legal person, the voting ballot shall be signed by whoever legally represents them, and should include as attachment a readable copy of the identification document of the legal representative and the respective power of attorney – in the case of legal persons 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 n^o 7/2007 of 5th February in its current wording, as an **alternative** to sending 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 legal person, the voting ballot must contain a legally authenticated signature, as per paragraph 4 of article 22th of the Portuguese Securities Code and paragraph 5 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, expressly and unequivocally, the following conditions:
- a)** Mention of the item or items of the agenda to which it relates;
 - b)** Mention of the specific proposal for which it is intended, also mentioning the respective proponent or proponents;
 - c)** Mention of the precise and unconditional voting sense to each proposal;
- 6)** Notwithstanding the provisions of sub-paragraph 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 votes cast by correspondence will be understood as negative votes when they concern proposals presented after the issuance of the vote;

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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 electronic 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 correspondence votes cast until the voting moment;

2. Postal votes

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 at least three days notice before the General Meetings date of 26th May 2023, i.e., until **0 hours (GMT) the 23rd May 2023** – without prejudice to the obligation to prove its shareholder capacity reported to the registration date, in accordance of terms and deadlines mentioned at paragraph a) Point I supra under the heading: “ *I – Participation at the General Meeting and exercise of voting right*”.

b) The correspondence postal vote declaration shall be signed by the shareholder or by his legal representative, and if a natural person, must attach to the vote declaration an authentic copy of his / hers Identification document or, **alternatively**, in terms of article 5th number 2 of the Portuguese Law n^o 7/2007 of 5th February with the wording of Law 32/2017 of 1st June, must the same declaration contain his/hers authentic signature recognition in the applicable legal term, and if the shareholder is a legal person its signature must be recognized in the applicable legal terms as dully authorized and mandated for this purpose;

Personal Data Protection

The personal data that the shareholders, the custodian financial entities and their representatives, make available to the Company in the exercise of the rights of participation, representation and exercise of the shareholder's voting rights in the general meeting, will be processed by the Company with the purpose of managing the its relationship with shareholders within the scope of this general meeting and to comply with its legal obligations, being maintained for the legally established periods in the Commercial Companies Code and the Securities Code or for the duration of any dispute relating to the procedural course of the General Meeting, including the respective deliberative process and outcome.

Shareholders are further informed that they may exercise their rights, under the applicable legal terms and in accordance with EU Regulation 2016/679, of the European Parliament and of the Council of 27 April 2016, and Law 58/2019 of 8 August, to request the Company to access personal data concerning them, as well as their rectification, limitation of processing or the right to object to processing, via the email address grupo@ibersol.com or via letter sent to the address indicated below. Please indicate in your request your full name and the right you are exercising. IBERSOL will ask you for the information necessary to verify your identity. In addition, you can file

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complaints with the competent authority National Data Protection Commission -<https://www.cnpd.pt/> . Your data will 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, nºs 105 a 159, 9.º andar, 4150-146 Porto, Portugal.

Porto, 4th May 2023.

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

Professor José Rodrigues Jesus

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