



a member of  InterCement

## **RECTIFICATION TO THE PREPARATORY INFORMATION PUBLISHED MAY 26 (EXTRAORDINARY GENERAL MEETING – JUNE 21)**

*(Translated from the original version in Portuguese)*

Cimpor hereby proceeds with the rectification to the Preparatory Information for the Extraordinary General Meeting June 21, 2017, published on May 26, following the updated curriculum of a member of the Board of Directors (page 21 line 15).

Lisbon, May 29, 2017

# MEETING AND PREPARATORY INFORMATION FOR THE EXTRAORDINARY GENERAL MEETING JUNE 21, 2017

*(Translated from the original version in Portuguese)*

HOTEL ALTIS  
Rua Castilho nº 11, Lisbon

Cimpor – Cimentos de Portugal, SGPS, S.A.  
Public Company  
Share Capital: EUR 672 000 000  
Tax and Lisbon Companies registration number: 500 722 900

Head Office  
Rua Alexandre Herculano, nº 35  
1250 – 009 Lisboa Portugal  
Tel +351 21 311 81 00  
Fax + 351 21 356 13 81  
[www.cimpor.com](http://www.cimpor.com)  
[agcimpor@cimpor.com](mailto:agcimpor@cimpor.com)

## Extraordinary General Meeting of June 21, 2017

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## EXTRAORDINARY GENERAL MEETING JUNE 21, 2017

NOTICE OF MEETING (begins at 9 am)

In accordance with the Law and the Articles of Association and following the attached request from InterCement Austria Holding GmbH a qualified shareholder of this company, I hereby convene the Shareholders of Cimpor – Cimentos de Portugal, SGPS, S.A., a Listed Company, with the tax identification and registration number at the Commercial Registry Office of Lisbon 500 722 900, with registered office in Portugal, at Rua Alexandre Herculano, 35, 1250-009 Lisbon, with the registered capital of EUR.672,000,000.00 (the “Company”), to attend the Extraordinary General Meeting, to take place at the Hotel Altis, in Lisbon, the entrance of the same being located at Rua Castilho 11, given that the premises at the registered office do not provide suitable conditions for such meeting. The Meeting shall be held on **June 21, 2017 (GMT)** at **9h00**, with the following **Agenda**:

**SOLE ITEM:** To resolve on the loss of public company status (*perda da qualidade de sociedade aberta*), in accordance and for the purpose of article 27, paragraph 1, sub-paragraph b), of the Portuguese Securities Code.;

**I – Participation in the Extraordinary General Meeting**

1. The participation and the exercise of the voting rights at the Extraordinary General Meeting depend upon the Shareholders having at least one share registered in their name at **00:00 (GMT) of June 14, 2017** (“Record Date”), corresponding to the fifth trading day prior to the date of the Extraordinary General Meeting.
2. Shareholders who wish to participate in the Extraordinary General Meeting shall state such intention in written form to the Chairman of the Board of the General Meeting and to the financial intermediary with whom they have opened the individual Portuguese Securities account, **before 24:00 (GMT) of June 13, 2017**, and may, for such purpose, regarding the declaration to be sent to the Chairman of the Board of the General Meeting, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
3. The declarations to be sent to the Chairman of the Board of the General Meeting and to the financial intermediary, provided for in the previous paragraph, may be prepared in accordance with the forms made available for that purpose at the registered office and on the website [www.cimpor.com](http://www.cimpor.com), from the date of the publication of the present Notice.
4. The financial intermediary who has been informed of the Shareholder’s intent to participate in the Extraordinary General Meeting shall send to the Chairman of the Board of the General Meeting, **before 24:00 (GMT) of June 14, 2017**, the information regarding the number of shares registered in the Shareholders’ name, with reference to the Record Date, and may, for such purpose, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
5. Without prejudice to what is laid down in the following paragraph, according to no. 2 of Article 23-C of the Portuguese Securities Code, the exercise of the voting right is not affected by the transfer of shares at any time after the Record Date and does not depend upon their being blocked between the Record Date and the date of the Extraordinary General Meeting.
6. The Shareholders who have declared their intent to participate in the Extraordinary General Meeting and subsequently transfer the ownership of the shares during the period between the Record Date and the closure of the Extraordinary General Meeting shall immediately report such transfer to the Chairman of the Board of the General Meeting and to the Portuguese Securities Market Commission, and may, for such purpose, regarding the report to be sent to the Chairman of the Board of the General Meeting, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
7. The Shareholders who, on a professional basis, hold shares in their own name but on behalf of their clients, and intend to vote differently with their shares, shall submit to the Chairman of the Board of the General Meeting, **before 24:00 (GMT) of June 13, 2017**, by using sufficient and proportionate means of proof: (i) the identification of each client and the number of shares entitled to vote on such client’s behalf; and (ii) the voting instructions given by each client specifically regarding each item on the agenda.
8. Shareholders will only be admitted to participate and vote at the Extraordinary General Meeting if:
  - (i) the declaration mentioned in the second paragraph of part I (“Participation in the Extraordinary General Meeting”) has been received by the Chairman of the Board of

the General Meeting **before 24:00 (GMT) of June 13, 2017 and, in any case, before the Record Date;** and

(ii) the information mentioned in the forth paragraph of part I (“Participation in the Extraordinary General Meeting”) has been sent by the financial intermediary **before 24:00 (GMT) of June 14, 2017** in such a way as to be received by the Chairman of the Board of the General Meeting in a timely and adequate form in order for the expedite organization of the Extraordinary General Meeting.

9. In case of joint ownership of shares, only the joint representative, or a representative of the same, may participate in the Extraordinary General Meeting.

### **II – Representation at the Extraordinary General Meeting**

1. The Shareholders may be represented at the Extraordinary General Meeting, in accordance with the Law and the Articles of Association, through a proxy instrument, signed and addressed to the Chairman of the Board of the General Meeting, and delivered to the registered office of the Company **until 17:00 (GMT) of June 16, 2017**, corresponding to the third business day prior to the date of the Extraordinary General Meeting, and which shall mention the name and address of the representative and the date of the meeting. The information concerning the content and the way of exercising the right of representation may be consulted and obtained on the website [www.cimpor.com](http://www.cimpor.com).
2. The proxy instruments to be sent to the Chairman of the Board of the General Meeting may:
  - (a) be prepared in accordance with the forms made available for that purpose, from the date of the publication of the present Notice, at the registered office and on the website [www.cimpor.com](http://www.cimpor.com); and
  - (b) be sent via e-mail to the address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
3. Without prejudice to the unity of vote laid down in article 385 of the Portuguese Companies Code, any Shareholder may appoint different representatives concerning the shares held in different securities accounts.

### **III – Inclusion of items on the Agenda and submission of Resolution Proposals**

Shareholders holding shares corresponding to at least 2% (two per cent) of the Company’s share capital with voting rights may, by means of written application addressed to the Chairman of the Board of the General Meeting, within 5 days following the date of the publication of the Notice, request the inclusion of new items on the Agenda, as well as apply for the inclusion of resolution proposals regarding the items on the Agenda and items added thereto. Said applications shall be accompanied, respectively, by

a resolution proposal for each item whose inclusion is requested and/or contain the information that should accompany the resolution proposal.

#### **IV – Voting by Correspondence**

1. Shareholders with voting rights may exercise said right by correspondence. For that purpose, the Shareholders shall provide the Chairman of the Board of the General Meeting of this Company, **until June 19, 2017**, with the voting intentions for each item on the Agenda.
  - 1.1. Each voting intention should be placed in a sealed envelope, which should include the following indication: “CONTAINS A VOTING INTENTION FOR ITEM NO. (indication of the respective item) ON THE AGENDA”. The envelopes containing voting intentions should be accompanied by a cover letter for submitting these envelopes, with the certified signature of the shareholder (or, in the case of individuals, with the same signature as that on a suitable identification document – ID card, passport or equivalent identification document – and shall also mention the number, date of issuance and the entity which has issued the used identification document). The cover letter, the mentioned envelopes and a copy of the used identification document should be placed in a larger envelope, which should be hand-delivered or sent by registered mail with notice of receipt, to the Chairman of the Board of the General Meeting of CIMPOR – Rua Alexandre Herculano, 35, 1250-009 LISBON.
  - 1.2. Once the envelopes containing the votes cast by correspondence have been received, their authenticity and the voting shareholder’s compliance with the requirements set forth in the previous numbers, regarding the right to vote and to participate in the Extraordinary General Meeting, will be checked. The votes by correspondence that are not recognized as being authentic or that do not comply with such requirements are not taken into account.
  - 1.3. The envelopes received from Shareholders that comply with the conditions set out in the previous paragraph will be opened at the Extraordinary General Meeting immediately after the voting concerning the item on the Agenda to which they refer. Once the validity of the votes has been ascertained, they shall be included in the count and the determination of the results.
  - 1.4. In the case of resolution proposals submitted or amended after the date on which the votes by correspondence were issued, the same will be considered as being negative votes concerning said proposals.
  - 1.5. In order to exercise the vote by correspondence, the Shareholders must use voting ballots that clearly and unequivocally express their direction of vote. For that purpose, Shareholders may use the voting ballot, available on the INTERNET, on [www.cimpor.com](http://www.cimpor.com), or submit a written request addressed to the Chairman of the Board of the General Meeting, which must be received **until June 13, 2017**.  
A standard letter form which may be used to accompany the envelopes containing the voting ballots will be made available on the abovementioned website.

#### **V – Right to Information in the Extraordinary General Meeting**

During the Extraordinary General Meeting, any Shareholder may make a request for true, complete and clarifying information that allows him/her to develop a well-informed opinion on the items contained in

the Agenda. The information duty encompasses the relationships between the Company and other related companies.

The requested information will be provided by the Company body enabled for this purpose and may only be denied if its provision may cause serious damage to the Company or other related companies or if it qualifies as a violation of the secrecy duties provided for by law.

**VI – Disclosure of Preparatory Information regarding the Extraordinary General Meeting**

The following documents and information will be made available to Shareholders from the date of the publication of the present Notice, at the Company's registered office and on the website [www.cimpor.com](http://www.cimpor.com):

- The Notice of the Extraordinary General Meeting;
- Total number of shares and voting rights on the date of the publication of the present Notice;
- Form for declarations of participation, proxy instruments and documents regarding the vote by correspondence;
- The remaining elements and preparatory information with regard to the Extraordinary General Meeting, mentioned in article 289 of the Portuguese Companies Code and article 21-C of the Portuguese Securities Code, and including, among others:
  - (a) The full names of the members of the management and supervisory bodies, as well as of the members of the Board of the General Meeting;
  - (b) The indication of other companies in which the members of the corporate bodies exercise corporate duties (except companies formed by persons carrying out a professional activity);
  - (c) The resolution proposal to be submitted to the Extraordinary General Meeting;

The remaining preparatory information concerning the Extraordinary General Meeting will also be made available on the Portuguese Securities Market Commission's ("CMVM") website [www.cmvm.pt](http://www.cmvm.pt), from the date of the publication of the present Notice.

Lisbon, June 26, 2017

**THE CHAIRMAN OF THE BOARD OF THE GENERAL MEETING**

Luís Manuel de Faria Neiva dos Santos

*(Illegible signature)*

**REQUEST**

Mr. Luís Manuel de Faria Neiva dos Santos  
Chairman of the General Meeting of  
**CIMPOR - Cimentos de Portugal, SGPS, S.A.**  
Rua Alexandre Herculano, 35  
1250-009 Lisbon

Viena, 26 May 2017

**Subject: Request for an Extraordinary General Meeting of Cimpor - Cimentos de Portugal, SGPS, S.A.**

Dear Sir,

Pursuant to Article 23-A of the Portuguese Securities Code and to Article 375 of the Companies Code, **InterCement Austria Holding GmbH**, a company incorporated under the laws of Austria with registered seat at Hohenstaufengasse, no. 10, 3<sup>rd</sup> floor, 1010 Vienna, Austria, with the tax identification number (*NIF*) 711544620, in the capacity of shareholder holding 501.580.368 shares of **CIMPOR - Cimentos de Portugal, SGPS, S.A.** ("**Company**"), hereby requests you to convene an Extraordinary General Meeting of the Company, with the following agenda:

**SOLE Item:** To resolve on the loss of public company status (*perda da qualidade de sociedade aberta*), in accordance and for the purpose of article 27, paragraph 1, sub-paragraph b), of the Portuguese Securities Code.

We attach hereto our proposed resolution, to be subject to the General Meeting's approval, including the underlying reasons as prescribed by law.

Yours sincerely,

**InterCement Austria Holding GmbH**

*(Illegible signature)*

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Tim Kuba

*(Illegible signature)*

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Gaston Pinnel

## **PROPOSED RESOLUTION CONCERNING THE AGENDA'S SOLE ITEM**

“Whereas:

- A) Cimpor - Cimentos de Portugal, SGPS, S.A.'s (“Cimpor” or the “Company”) share capital is widely held by the majority shareholder who submits this proposal. Consequently, Cimpor has a reduced free float of only 4,9% and its trading levels are not significant, with its shares no longer being part of the main stock indexes;
- B) The market for Cimpor's shares is absent of an active coverage on equity research by financial institutions;
- C) The perceived disengagement by the Company's minority shareholders evidenced by their absence at Cimpor's general meetings;
- D) Cimpor has experienced a negative evolution of its industrial operations in its main market - Brazil - and a significant deterioration of its shareholder's equity alongside an increase of its financial debt;
- E) The necessary conditions to proceed, in the short term, with the previously projected capital increase by way of public offer, are not met;

InterCement believes that the most adequate course of action in the present situation, namely for the minority shareholders, is for Cimpor shares to be delisted by way of loss of public company status (*perda da qualidade de sociedade aberta*). This notwithstanding, in the event of a positive change of the circumstances which currently affect the economies where it operates, Cimpor may float its share capital once again in the future, subject to the applicable legal conditions, without prejudice to the prohibition to have its shares admitted to trading in a regulated market for a period of one year, pursuant to Article 29, paragraph 2 of the Portuguese Securities Code.

InterCement assures that, with this proposal, it does not aim to affect the activities carried out by the Company in Portugal or in any of the remaining regions where it operates.

### **Therefore, InterCement submits to the General Meeting of the Company the following resolutions:**

- 1) To approve the loss of public company status by the Company, pursuant to article 27, paragraph 1, sub-paragraph b), of the Portuguese Securities Code. Subject to the approval of the resolution on the loss of public company status, InterCement proposes to carry out the undertakings provided for in article 27, paragraph 3, which include the acquisition of the shares of the Company held by the shareholders who do not vote in favour of the approval of resolution submitted herewith, for a price determined in accordance with articles 27, paragraph 4 and 188 of the Portuguese Securities Code, i.e, for the amount equivalent to the average weighted price of Cimpor's shares in the Euronext market

in the last 6 months. InterCement did not acquire, during the same period of time, any of Cimpor's shares.

2) To authorise the Board of Directors to carry out all actions necessary or convenient to the full execution of the resolution referred to in 1), including the corresponding formalities.

\* \* \*

**InterCement Austria Holding GmbH**

*(Illegible signature)*

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Tim Kuba

*(Illegible signature)*

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Gaston Pinnel



**Corporate Form for Declaration of Participation in the General Meeting <sup>1</sup>**

Dear Mr.  
Chairman of the Board of the General Meeting of  
CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A.  
Rua Alexandre Herculano, nº 35  
1250-009 LISBON

**SUBJECT: EXTRAORDINARY GENERAL MEETING ON JUNE 21, 2017**

Identification of the Shareholder:

Full name / corporate name: \_\_\_\_\_  
Tax identification number / \_\_\_\_\_  
Corporate identification number: \_\_\_\_\_  
Address or registered office: \_\_\_\_\_  
Telephone contact: \_\_\_\_\_

The Shareholder of CIMPOR – Cimentos de Portugal, SGPS, S.A. (CIMPOR) identified above hereby declares, under the terms of no. 3 of article 23-C of the Portuguese Securities Code, his/her/its intention to participate in CIMPOR's Extraordinary General Meeting to be held on **June 21, 2017**.

For the same purpose, the Shareholder informs that he/she/it has requested the financial intermediary \_\_\_\_\_, with whom he/she/it has opened the individual securities account where his/her/its shares of CIMPOR are registered, send you, under the terms and for the purposes of no. 4 of article 23-C of the Portuguese Securities Code, **before 24:00 (GMT) of June 14, 2017**, the information on the number of shares registered in the Shareholder's name on the record date corresponding to **00:00 (GMT) of June 14, 2017**.

Yours faithfully,

\_\_\_\_\_, \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
(Signature)

<sup>1</sup> The present declaration shall be sent by the Shareholders to the Chairman of the Board of the General Meeting, in order to be received before **24:00 (GMT) of June 13, 2017**. The email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) may be used for such purpose. For any additional queries, the following telephone number (+351) 21 311 81 16 and the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) are available.

**Financial Intermediary Form for Declaration of Participation in the General Meeting <sup>2</sup>**

Dear Mr <sup>3</sup>

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**SUBJECT: EXTRAORDINARY GENERAL MEETING ON JUNE 21, 2017**

Identification of the Shareholder:

Full name / corporate name: \_\_\_\_\_  
Tax identification number / \_\_\_\_\_  
Corporate identification number: \_\_\_\_\_  
Address or registered office: \_\_\_\_\_  
Telephone contact: \_\_\_\_\_

The Shareholder identified above, in its capacity as holder of \_\_\_\_\_ ordinary shares with voting rights of CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A. (CIMPOR or Company), hereby declares, under the terms of no. 3 of article 23-C of the Portuguese Securities Code, his/her/its intention to participate in CIMPOR's General Meeting to be held on **June 21, 2017**.

For the same purpose, and under the terms of no. 4 of article 23-C of the Portuguese Securities Code, the Shareholder further requests you submit to the Chairman of the Board of the General Meeting of the Company, **before 24:00 (GMT) of June 14, 2017**, information on the number shares representing CIMPOR's share capital, with voting rights, registered in the Shareholder's name in the respective individual securities account, with reference to the record date corresponding to **00:00 (GMT) of June 14, 2017**.

Yours faithfully,

\_\_\_\_\_, \_\_\_\_/\_\_\_\_/\_\_\_\_

\_\_\_\_\_  
(Signature)

<sup>2</sup> The present declaration shall be sent by the Shareholders to the financial intermediary with whom they have opened the individual securities account where their shares of CIMPOR are registered, in order to be received **before 24:00 (GMT) of June 13, 2017**.

<sup>3</sup> Indication of corporate name, full address and fax number of the abovementioned financial intermediary.

**Draft for Representation in the General Meeting <sup>4</sup>**

Dear Sir  
Chairman of the Board of the General Meeting of  
CIMPOR – Cimentos de Portugal, SGPS, S.A.  
Rua Alexandre Herculano, 35  
1250 – 009 LISBON

\_\_\_\_\_<sup>5</sup>, whose address is \_\_\_\_\_,  
acting as the holder of \_\_\_\_\_ shares representing the share capital of CIMPOR – Cimentos  
de Portugal, SGPS, S.A., hereby grants through the present instrument to Mr./Ms.  
\_\_\_\_\_<sup>6</sup>, whose address is \_\_\_\_\_,  
within the terms of Article 380 of the Portuguese Companies Code, the necessary powers to:

- (a) Represent him/her/it at the Extraordinary General Meeting of CIMPOR – Cimentos de Portugal, SGPS, S.A. to be held on **June 21, 2017**.
- (b) Resolve and vote at the said Extraordinary General Meeting as deemed convenient.

For this purpose, the Shareholder informs he/she/it has requested that the financial intermediary \_\_\_\_\_, with whom the Shareholder has opened the individual securities account where the Shareholder's CIMPOR shares are registered, send the information regarding the number of shares registered in the Shareholders' name, with reference to the record date corresponding to **00h00 (GMT) of June 14, 2017**.

\_\_\_\_\_, \_\_\_\_/\_\_\_\_/\_\_\_\_/<sup>7</sup>

\_\_\_\_\_<sup>8</sup>

<sup>4</sup> The present declaration shall be sent by the Shareholders to the Chairman of the Board of the General Meeting in order to be received prior to **17:00 (GMT) of June 16, 2017**, and the following e-mail address may be used for this purpose: [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com)

<sup>5</sup> Full name (individuals) or full company name (corporate bodies) in capital letters.

<sup>6</sup> Within the terms of number 2 of Article 10 of the Articles of Association, shareholders who are individuals may be represented by other shareholders or by persons to whom the law grants that right. Shareholders who are corporate entities will be represented by a person appointed for such purpose in this letter.

<sup>7</sup> Location and date.

<sup>8</sup> Signature(s). For individuals, their signature must be the same as that on a suitable identification document – ID card, passport or equivalent identification document, and the shareholder must attach a photocopy of the respective identification document for this purpose. For corporate entities, the signature/signatures must be certified in respect to their position and powers for the act. For any additional clarification, the telephone number +351 21 311 81 16 and the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) are available.

**Draft for Sending Votes by Correspondence<sup>9</sup>**

Dear Sir  
Chairman of the Board of the General Meeting of  
CIMPOR – Cimentos de Portugal, SGPS, S.A.  
Rua Alexandre Herculano, 35  
1250 – 009 LISBON

**SUBJECT: EXTRAORDINARY GENERAL MEETING ON JUNE 21, 2017**

Dear Sir,

I, the undersigned \_\_\_\_\_ **(a)**, bearer of \_\_\_\_\_ **(b)**, number \_\_\_\_\_ **(c)**, issued on \_\_\_\_\_ **(d)**, by \_\_\_\_\_ **(e)**, holder of \_\_\_\_\_ **(f)** shares representing the share capital of CIMPOR – Cimentos de Portugal, SGPS, S.A., according to the declaration issued by the financial intermediary and already in your possession, hereby submits \_\_\_\_\_ **(g)** envelopes containing the votes for items **(h)** \_\_\_\_\_ of the Agenda.

Best regards,

\_\_\_\_\_  
(Signature identical to the respective identification document) **(i)**

**NOTES**

**(a)** Full name of the sender; **(b)** Indicate the identification document used – ID card, passport or equivalent identification document – a copy of which is included with the letter; **(c)** Indicate the number of the document specified in note (b); **(d)** Indicate the date of issue of the document identified in note (b); **(e)** Indicate the entity that issued the document identified in note (b); **(f)** Indicate the number of shares; **(g)** Indicate the number of envelopes being sent; **(h)** Specify the Agenda item numbers for which you are submitting envelopes with voting ballots; **(i)** For individuals, their signature must be the same as that on a suitable identification document – ID card, passport or equivalent identification document, and the shareholder must attach a photocopy of the respective identification document for this purpose. For corporate entities, the signature/signatures must be certified in respect to their position and powers for the act.

<sup>9</sup> The present letter shall be sent by the Shareholders to the Chairman of the Board of the General Meeting in order to be received by **June 19, 2017**. For any additional clarification, the telephone number +351 21 311 81 16 and the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) are available.

**Form for Voting Ballot**

**CIMPOR – Cimentos de Portugal, SGPS, S.A.**  
**- Public Limited Company -**

**EXTRAORDINARY GENERAL MEETING OF JUNE 21, 2017**

**— VOTING BALLOT —**

**ITEM NO.º (a)** \_\_\_\_\_ **OF THE AGENDA**

**PROPOSAL: (b)** \_\_\_\_\_

	<b>(c)</b>
IN FAVOUR OF THE PROPOSAL .....	<input type="checkbox"/>
AGAINST THE PROPOSAL .....	<input type="checkbox"/>
ABSTAIN .....	<input type="checkbox"/>

**(a)** Indicate the Agenda item; **(b)** If there is more than one proposal for this Agenda item, identify the proposal by its number or by its subscriber;  
**(c)** Check off your option with an X.

**NOTE:** This Voting Ballot cannot be sent electronically. It must be sent as a hard copy and be received by the Chairman of the General Meeting **before 24h00 (GMT) of June 19, 2017.**

### SOLE Item

(TO RESOLVE ON THE LOSS OF PUBLIC COMPANY STATUS (*PERDA DA QUALIDADE DE SOCIEDADE ABERTA*), IN ACCORDANCE AND FOR THE PURPOSE OF ARTICLE 27, PARAGRAPH 1, SUB-PARAGRAPH B), OF THE PORTUGUESE SECURITIES CODE.)

The following proposal was presented by the InterCement Austria Holding, GmbH:

“Whereas:

- A) Cimpor - Cimentos de Portugal, SGPS, S.A.’s (“Cimpor” or the “Company”) share capital is widely held by the majority shareholder who submits this proposal. Consequently, Cimpor has a reduced free float of only 4,9% and its trading levels are not significant, with its shares no longer being part of the main stock indexes;
- B) The market for Cimpor’s shares is absent of an active coverage on equity research by financial institutions;
- C) The perceived disengagement by the Company’s minority shareholders evidenced by their absence at Cimpor’s general meetings;
- D) Cimpor has experienced a negative evolution of its industrial operations in its main market - Brazil - and a significant deterioration of its equity (*capitais próprios*) alongside an increase of its financial debt;
- E) The necessary conditions to proceed, in the short term, with the previously projected capital increase by way of public offer, are not met;

InterCement believes that the most adequate course of action in the present situation, namely for the minority shareholders, is for Cimpor shares to be delisted by way of loss of public company status (*perda da qualidade de sociedade aberta*). This notwithstanding, in the event of a positive change of the circumstances which currently affect the economies where it operates, Cimpor may float its share capital once again in the future, subject to the applicable legal conditions, without prejudice to the prohibition to have its shares admitted to trading in a regulated market for a period of one year, pursuant to Article 29, paragraph 2 of the Portuguese Securities Code.

InterCement assures that, with this proposal, it does not aim to affect the activities carried out by the Company in Portugal or in any of the remaining regions where it operates.

Therefore, InterCement submits to the General Meeting of the Company the following resolutions:

- 1) To approve the loss of public company status by the Company, pursuant to article 27, paragraph 1, sub-paragraph b), of the Portuguese Securities Code. Subject to the approval of the resolution on the loss of public company status, InterCement proposes to carry out the undertakings provided for in article 27, paragraph 3, which include the acquisition of the shares of the Company held by the shareholders who do not vote in favour of the approval of resolution submitted herewith, for a price determined in accordance with articles 27, paragraph 4 and 188 of the Portuguese Securities Code, i.e. for the amount equivalent to the average weighted price of Cimpor's shares in the Euronext market in the last 6 months. InterCement informs that it did not acquire, during the same period of time, any of Cimpor's shares.
- 2) To authorise the Board of Directors to carry out all actions necessary or convenient to the full execution of the resolution referred to in 1), including the corresponding formalities.

InterCement Austria Holding, GmbH”

*(Illegible signatures)*

## CORPORATE BODIES AND POSITIONS HELD BY ITS MEMBERS IN OTHER COMPANIES

### GENERAL MEETING BOARD

<b>Chairman</b>	- Luís Manuel de Faria Neiva dos Santos
Vice-Chairman	- Rodrigo de Melo Neiva dos Santos
Company Secretary	- Ana Filipa Mendes de Magalhães Saraiva Mendes

### BOARD OF DIRECTORS

Chairman	- Daniel Proença de Carvalho
Members	- Paulo Sérgio de Oliveira Diniz
	- Armando Sérgio Antunes da Silva
	- Ricardo Fonseca de Mendonça Lima (Chief Executive Officer)
	- José Édison Barros Franco (Audit Committee)
	- António Soares Pinto Barbosa (Audit Committee)
	- António Henriques de Pinho Cardão (Audit Committee)
	- Pedro Miguel Duarte Rebelo de Sousa

### AUDIT COMMITTEE

Chairman	- António Soares Pinto Barbosa
Members	- António Henriques de Pinho Cardão
	- José Édison Barros Franco

### CHARTERED ACCOUNTANT

Deloitte & Associados, SROC, S.A., represented by Carlos Alberto Ferreira da Cruz.

### COMPANY SECRETARY

Secretary	- Ana Filipa Mendes de Magalhães Saraiva Mendes
Deputy Secretary	- Francisco Saudade e Silva Lopes Sequeira

### **BOARD OF THE GENERAL MEETING**

Positions held by the members of this corporate body in **other companies** are as follows:

#### **Luís Manuel de Faria Neiva dos Santos**

(Chairman of the Board of the General Meeting)

- Chairman of the Board of the General Meeting of Mota-Engil, SGPS, S.A.;
- Chairman of the Board of the General Meeting of Banco L. J. Carregosa, S.A.;
- Chairman of the Board of the General Meeting of Iberfibran, Poliestireno Extrudido, S.A..

#### **Rodrigo de Melo Neiva dos Santos**

(Vice-Chairman of the Board of the General Meeting)

- Secretary of the Board of the General Meeting Mota-Engil, SGPS, S.A.

## **BOARD OF DIRECTORS**

Positions held by the members of this Corporate body in other companies are as follows:

### **Daniel Proença de Carvalho**

(Chairman of the Board of Directors).

Chairman of the Board of Directors of Global Notícias - Media Group, S.A.

Chairman of the General Meeting of:

- Galp Energia, SGPS, S.A.;
- Portugália – Administração de Patrimónios, S.A.;
- Almonda – Sociedade Gestora de Participações Sociais, S.A.;
- Renova – Fábrica de Papel do Almonda, S.A.;
- INTEROCEÂNICO – Capital, SGPS, S.A.;
- Mares Lusos, S.A.;
- Sociedade Comercial Orey Antunes, S.A.;
- Cabo Raso – Empreendimentos Turísticos, S.A.;
- SOGEB – Sociedade de Gestão de Bens, S.A.;
- Sociedade Agrícola Belo de Mértola, S.A.;
- Sociedade Agrícola dos Namorados, S.A.;
- Coaltejo – Criador de Ovinos Algarve e Alentejo, S.A.;
- Sogesfin – Sociedade Gestora de Participações Sociais, S.A.;
- 3 Z – Administração de Imóveis, S.A.;
- Sétimos - Participações, SGPS, S.A.;
- Confiança Participações, SGPS, S.A.;
- Calhau Participações, S.A.;
- Fonte dos Canais, Imobiliária, S.A.;
- Sociedade Agrícola da Serra Branca, S.A.;
- Gotan, SGPS, S.A.;
- Companhia Agrícola da Apariça, S.A.;
- Companhia Agrícola das Polvorosas, S.A.;
- Companhia Agrícola de Corona, S.A.;
- Herdade do Monte da Pedra, S.A.;
- TRABELIBEX - Investimentos Imobiliários, S.A.;
- FREIXAGRO - Empresa Agrícola do Freixo, S.A..

Chairman of the Board of the General Meeting of Instituto Português de Corporate Governance, (since 21 June 2110).

**Ricardo Fonseca de Mendonça Lima**

(Member of the Board of Directors).

Chairman of the Boards of Directors and member of the Executive Committee of Cimentos de Moçambique, S.A. (Mozambique);

Chairman of the Board of Loma Negra CIASA (Argentina).

Member of the Deliberative Committee of Instituto InterCement (Brazil)

General Manager of InterCement Participações, S.A..

Member of the Board of:

- Câmara Portuguesa de Comércio de São Paulo;
- Hospital Sírio Libanês – São Paulo;

Chairman of Conselho Empresarial Brasil-Argentina.

Manager of Camargo Corrêa Cimentos Luxembourg, S.à.r.l. (Luxembourg)

Manager of Caue Finance Limited. (Cayman Islands)

**Armando Sérgio Antunes da Silva**

(Member of the Board of Directors).

Chairman of the Boards of Directors of:

- Cimpor Reinsurance, S.A. (Luxembourg);
- Cimpor Trading e Inversiones, S.A. (Spain).

Member of the Board of Directors of:

- Cimpor – Indústria de Cimentos, S.A. (Portugal);
- Cimpor Portugal, SGPS, S.A. (Portugal);
- Cimpor – Serviços de Apoio à Gestão de Empresas, S.A. (Portugal);
- Betão Liz, S.A. (Portugal);
- Ibera, S.A. (Portugal).

Director of:

- InterCement Austria Equity Participation GMBH (Austria);
- Camargo Corrêa Escom Cement B.V. (Netherlands);
- Caue Austria Holding GMBH (Austria).

Manager of Cimpor Financial Operations BV (Netherlands).

Management of Kandmad, Sociedade Gestora de Participações Sociais, Lda. (Portugal).

**Paulo Sérgio de Oliveira Diniz**

(Member of the Board of Directors).

Finance and Investor Relations Vice-President of InterCement Participações, S.A..

Manager of Camargo Corrêa Cimentos Luxembourg, S.à.r.l. (Luxembourg)

Manager of Caue Finance Limited. (Cayman Islands)

**José Édison Barros Franco**

(Member of the Board of Directors).

Chairman of the Board of Directors of:

- InterCement Brasil S.A..
- InterCement Participações, S.A..

Member of the Board of Directors of Camargo Corrêa Cimentos Luxembourg, S.à.R.L..

Chairman of InterCement Institute and member of the Board of Loma Negra Foundation (Brazil and Argentina) with a action in Social Investment.

**António Soares Pinto Barbosa**

(Member of the Board of Directors).

Member of the Board of Directors of Impresa, SGPS, S.A..

Member of the Audit Committee of Impresa, SGPS, S.A..

Member of the Audit Board of Fundação Champalimaud.

**António Henriques de Pinho Cardão**

(Member of the Board of Directors).

Member of the Board of Directors of Banco Millennium BCP, S.A..

Member of Risk Assessments Commission of Banco Millennium BCP, S.A..

Member of Appointments and Remuneration Commission of Banco Millennium BCP, S.A..

Chairman of the Audit Board of the company Vila Galé, S.A..

Vice-President of the Executive Board of Associação Missão Crescimento.

Chairman of the Audit Board of Associação Por Uma Democracia de Qualidade.

Economist, as a self-employed individual: consulting, making of economic and financial studies, evaluation of companies (2005 – 2012).

Member of the Specialty Council of Economics and Business Studies of the Ordem dos Economistas.

Member of:

- Ordem dos Economistas;
- Ordem dos Técnicos Oficiais de Contas.

Partner of SEDES.

**Pedro Rebelo de Sousa**

(Member of the Board of Directors).

Senior Partner of Sociedade Rebelo de Sousa & Advogados Associados RL, formerly Simmons & Simmons Rebelo de Sousa, since 2009.

Member of the Remuneration Committee of Novabase, SGPS, S.A..

Chairman of the general meeting of:

- Atitude/SSE – Associação pelo Desenvolvimento do Investimento Social;
- AICD – Associação para Inserção por Centros Digitais de Informação;
- Associação Turma do Bem;
- CADIN – Centro de Apoio ao Desenvolvimento Infantil;
- Grémio Literário;
- Bolsa de Valores Sociais;
- Refrigor, SGPS, S.A.;
- Tecnovia, SGPS, S.A.;
- Millennium BCP, S.A..

Board Member of Câmara de Comércio Portugal-Holanda.

Member of the curador board of the CADIN – Centro de Apoio ao Desenvolvimento Infantil.

Member of the Advisory Board of:

- SUN AID – Associação para o Desenvolvimento pela Energia Solar;
- Universidade Europeia (Laureat).

Member of the curador board of the Fundação Luso-Brasileira para o Desenvolvimento do Mundo de Língua Portuguesa.

Chairman of the board of:

- Instituto Português de Corporate Governance;
- Circulo Eça de Queiroz.

Chairman's Advisor of Union Internationale des Avocats

**AUDIT COMMITTEE**

Positions held by the members of this Corporate body in other companies are presented above as they are also members of the Board of Directors.

## SHARES AND VOTING RIGHTS

The registered capital of CIMPOR – Cimentos de Portugal, SGPS, S.A. is represented by 672,000,000 shares corresponding to an equal number of voting rights.

At this date, the Company holds 5,906,098 own shares and, as such, with suspended voting rights.