



**RAMADA INVESTIMENTOS E INDÚSTRIA, S.A.**  
Public Company  
Head Office: Rua Manuel Pinto de Azevedo, 818, Porto  
Share Capital: Euro 25,641,459  
Registered at the Commercial Registry Office of Oporto  
Sole registration and tax number 508 548 527

## **NOTICE OF MEETING**

### **SHAREHOLDERS' ANNUAL GENERAL MEETING**

*(translation of a document originally issued in Portuguese)*

As required by the Portuguese Companies Act and the Company's Articles of Association, the Shareholders of RAMADA INVESTIMENTOS E INDÚSTRIA, S.A. ("Company") are hereby convened to meet at the Shareholders' Annual General Meeting, to be held at its head office in Rua Manuel Pinto de Azevedo, 818, Oporto, at 11:00 hours, on 28<sup>th</sup> of May 2019, with the following

### **AGENDA**

- Point one -** Discuss and decide on the Company's individual and consolidated Annual Report and accounts, and other accounting documents, including the Corporate Governance Report and the non-financial statements for the year ended 31<sup>st</sup> of December 2018;
- Point two -** Decide on the proposed appropriation of the 2018's net profit and, additionally, on the distribution of free reserves;
- Point three -** Decide to amend the wording of number 1 of article 2 of the Articles of Association of the Company so that it includes the identification of the new head office of the Company;
- Point four -** Assess the management and audit of the Company in accordance with the article 455 of the Portuguese Commercial Companies Code;
- Point five -** Decide on the Remuneration Policy of the Statutory Governing Bodies;
- Point six -** Deliberate on the granting of authorization to the Board of Directors for the acquisition and sale of own shares to the legal limit of 10%;
- Point seven -** Deliberate on the granting of authorization to the Board of Directors for the acquisition and sale of own bonds to the legal limit of 10%.

### **Participation in the Shareholders' General Meeting and Exercising the Right to Vote**

Shareholders shall be entitled to participate in the Shareholders' General Meeting, discuss and vote if they own at least one share at 00:00 hours of the Record Date, i.e. on 21<sup>st</sup> of May 2019 (corresponding to the 5<sup>th</sup> trade day prior to the meeting). The exercise of voting right shall not be affected by the transfer of shares at any time after the Record Date nor shall it be dependent on their blocking between such date and the date of the Shareholders' General Meeting.

The share capital is divided into 25,641,459 shares which nominal value is €1.00 each. Each share corresponds to one vote.

Every shareholder wishing to participate in the Shareholders' General Meeting shall state his/her intention in written to the Chairman of the Shareholders' General Meeting and to the financial intermediary where the respective individual securities account is open, at the latest by 23:59 hours of 20<sup>th</sup> of May 2019. This may be done by using the e-mail address ([sede@ramadainvestimentos.pt](mailto:sede@ramadainvestimentos.pt)) and using the form available at the Company's head office and on the Company's website ([www.ramadainvestimentos.pt](http://www.ramadainvestimentos.pt)) from the date of publication of this notice of meeting on.

The financial intermediary that is informed of its client's intention to participate in the Shareholders' General Meeting shall send written information on the number of shares registered in the name of such shareholder to the Chairman of the Shareholders' General Meeting until 23:59 hours of 21<sup>st</sup> of May 2019. In order to do so the financial intermediary may send it to the company's registered office. For this effect, the email address [sede@ramadainvestimentos.pt](mailto:sede@ramadainvestimentos.pt) may be used.

Shareholders who, acting as professionals, hold shares in his/her/its own name but on behalf of his/her/its clients and wish to vote in different directions with his/her/its shares shall, apart from submitting the documents mentioned above, present to the Chairman of the Shareholders' General Meeting, until the 23:59 hours of 21<sup>st</sup> of May 2019 by using sufficient and adequate means of proof (i) the identification of each client and the number of shares entitled to vote on such client's behalf, as well as, (ii) the voting instructions given by each client for each point of the agenda.

The shareholders who, having stated their intention to participate in the Shareholders' General Meeting, sell the shares between the Record Date and the end of the Shareholders' General Meeting, shall immediately inform the Chairman of the Shareholders' General Meeting and CMVM (the Portuguese Securities Market Commission). For the information to be sent to the Chairman of the Shareholders' General Meeting, the shareholders may send it to the company's head office. For this effect, shareholders may use the email address [sede@ramadainvestimentos.pt](mailto:sede@ramadainvestimentos.pt).

### **Right to apply for inclusion of items in the agenda, to submit proposals and to access information at the Shareholders' General Meeting**

Only shareholders holding shares corresponding to, at least, 2% of the Company's share capital are entitled to:

- i. Apply for inclusion of new items in the agenda, under the terms of article 378 of the Portuguese Companies Act, provided that this application is accompanied by a proposal to be submitted for each agenda item requested;
- ii. Apply for inclusion of proposals in relation to items included in the notice of the meeting or added to the agenda.

Requests for inclusion of new items, as well as the proposals to be submitted and any accompanying information, shall be addressed, in writing, to the chairman of the Board of the Shareholders' General Meeting in the five days following the publication of the notice, and shall be disclosed as soon as possible to the shareholders, in the same way used to disclose this notice of meeting, no later than ten days prior to the date of the General Meeting.

Any shareholder has the right to obtain information at a Shareholders' General Meeting, under the terms of article 290 of the Portuguese Companies Act and may request true, complete and clear information to help him/her to form an informed opinion on the matters to be decided. The duty to provide information includes details of relations between the Company and related companies. Any information included in the previous paragraph shall be given by the qualified statutory body and

may only be withheld if its disclosure might cause serious harm to the Company or to a related company or violation of secrecy imposed by law.

### **Representation at the Shareholders' General Meeting**

Shareholders may be represented by means of a written representation sent to the Chairman of the Shareholders' General Meeting, by e-mail to [sede@ramadainvestimentos.pt](mailto:sede@ramadainvestimentos.pt), or by delivery at the Company's head office latest by 23:59 hours of 23<sup>rd</sup> of May 2019. On the date of publication of this notice of meeting, the Company will make available a power of attorney minute at its head office and on its website ([www.ramadainvestimentos.pt](http://www.ramadainvestimentos.pt)) that shall be used for such purpose.

A shareholder may appoint different representatives for the shares held in different securities accounts, without prejudice to the principle of unit of voting set forth in article 385 of the Portuguese Companies Act.

### **Postal Voting**

Postal votes are allowed.

All postal votes shall be delivered in the form of a written declaration, with the identification of the shareholder and his/her authenticated signature (by a notary, lawyer or solicitor).

The written declaration stating the shareholder's request to cast a postal vote must be delivered at the head office of the company, until the third working day before the scheduled date for the Shareholders' General Meeting, i.e. 23<sup>rd</sup> of May 2019, with the shareholders identification and addressed to the Chairman of the Shareholders' General Meeting, provided that, proof of shareholder quality is given with reference to the Record Date, under the terms and within the period set out above.

A declaration of vote (ballot paper) shall be written for every single point on the agenda for which a postal vote will be cast. Each vote declaration (ballot paper) shall be sent in a closed and sealed envelope along with the declaration referred to above. The envelope shall only be opened by the Chairman of the Shareholders' General Meeting at the vote counting moment. Every envelope must specifically indicate to which point on the agenda its content refers to.

Ballot papers for points on the agenda are available at the head office for collection by the shareholders and at the company's website ([www.ramadainvestimentos.pt](http://www.ramadainvestimentos.pt)) from the date of the publication of this notice of meeting on.

Vote by post will be considered to be revoked if the shareholder, or his/her representative, attends the Shareholders' General Meeting.

Votes by post are considered as negative votes in relation to any proposals presented after the date the votes were issued.

If this quorum is not reached on the scheduled date, the meeting is rescheduled for 17<sup>th</sup> of June 2019, at the same time and place, when no minimum quorum will be required.

The Annual Report, the proposals and all other information required by law included in the agenda, will be made available to shareholders, as from the date of the publication of this notice, at the Company's registered office, during office hours, as well on the Company's website – [www.ramadainvestimentos.pt](http://www.ramadainvestimentos.pt) - and on the Information Disclosure System of the Portuguese Securities Market Commission's, [www.cmvm.pt](http://www.cmvm.pt).

**Chairman of the Shareholders' General Meeting:** Manuel Eugénio Pimentel Cavaleiro Brandão

Address: Rua Manuel Pinto de Azevedo, 818, 4100-320, Porto, Portugal

Phone: (+351) 228 347 100

Fax: (+351) 228 346 503

E-mail: [sede@ramadainvestimentos.pt](mailto:sede@ramadainvestimentos.pt)

Oporto, 30<sup>th</sup> of April 2019

Shareholders' General Meeting Chairman

---

(Manuel Eugénio Pimentel Cavaleiro Brandão)