



**INAPA – INVESTIMENTOS, PARTICIPAÇÕES E GESTÃO, SA**

(joint stock company)

Head-office: Rua Braamcamp, n.º 40 – 9.º D, 1250-050 Lisbon, Portugal

Share capital: € 180,135,111.42

Corporate Tax Payer and registered at the Trade Registry Office of Lisbon with number 500 137 994

**ANNUAL GENERAL MEETING**

Notice of meeting

Under the terms of the law and the Company's bylaws, the Shareholders of INAPA-INVESTIMENTOS, PARTICIPAÇÃO E GESTÃO SA are convened for the Annual General Shareholders' Meeting to be held on May 20, 2022, at 10:00 am, in the premises of NYSE Euronext, Edifício Vitória, Av.ª da Liberdade, number 196 – 7th floor, in Lisbon, due to lack of space in our Head Office, with the following:

**AGENDA**

1. To resolve on the management report, according article 508 number 6 of the Portuguese Companies Act, on the balance sheet and income statement of the individual and consolidated accounts, auditors' reports and other documents presented in the 2018 annual report, including namely the Governance Report, as stated on Regulation n.º4/2013 of the Portuguese Securities Code.
2. To resolve on the proposal for application of results related to fiscal year 2021.
3. General assessment of the Company's management and auditing, according to what is stated in sub-paragraph c) of paragraph 1 of article 376 and in paragraph 1 of article 455 of the Portuguese Companies Act.
4. To inform on the statement on the remuneration policy of the management and audit bodies of the Company, referred in sub-paragraphs 1 and 3 of paragraph 2 of Law 28/2009 of June 19<sup>th</sup>.
5. To elect the governing bodies and the remuneration committee for the 2022-2024 period.
6. To elect the chartered accountant and external auditor for the 2022-2024 period.
7. To inform on the proposal of the Remuneration Committee for the attribution of variable remuneration to the members of the Executive Committee of the Board of Directors.

## **INFORMATION TO SHAREHOLDERS**

### **Information items available to the shareholders in the head office**

On the date of this notice, it is made available to the Shareholders, in the Head Office and in the Company's website – [www.inapa.pt](http://www.inapa.pt) – all information in accordance with article 21-C of the Portuguese Securities code (CMVM) and article 289 of the Portuguese Companies Act, namely all documents to be submitted for the General Meeting known at this date by the Company.

The proposals subject of each item on the agenda will also be made available, on this date, on the CMVM's Information Disclosure System, accessible at [www.cmvm.pt](http://www.cmvm.pt).

### **Right to information in the General Meeting**

During the Shareholders' Meeting, any Shareholder may, under the terms and within the limits established by law, request to be provided with true, complete and instructive information to enable him/her to form a reasoned opinion on the matters to be resolved (the duty of information includes the Companies affiliated with the Company).

The information requested must be provided by the Company's body that is authorized therefore and may only be refused in the cases provided by law.

### **Items to be inserted on the agenda and presentation of proposal for each item**

Shareholders holding shares corresponding to, at least, 2% of the Company's shares with voting right (10,524,511 shares) may apply for insertion of items on the Agenda. The request must be submitted in writing to the Chairman of the General Meeting, 5 (five) days after the publication of this Notice and be submitted together with a voting proposal for each item to be inserted on the agenda.

Shareholders who, individually or together, meet the above mentioned conditions may apply for insertion of resolution proposals related to the items on the Agenda, referred above.

The application must be addressed in writing to the Chairman of the General Meeting of Shareholders within the 5 days following the date of the publication of this Notice, together with the information that must accompany the resolution proposal.

### **Requirements for attendance of the Annual General Meeting**

The participation of the Shareholders in the General Meeting and the exercise of voting rights shall be carried out in accordance with the Company's Articles of Association, in conjunction with the provisions of Article 23-C of the Portuguese Securities Code.

Article 23-C of the Portuguese Securities Code establishes that the exercise of voting rights does not depend on blocking shares and all shareholders that hold shares entitling them to at least one vote by 00:00 hours (GMT) of the fifth day of negotiation before the date of the meeting (Registration date), are entitled to participate and to vote, under the terms of the law, in the General Meeting.

Each share with voting right that the Shareholders own is entitled to one vote.

Pursuant to Article 13-A of the Company's Articles of Association, "the votes cast by one shareholder, in his own name or as representative of another, which exceed one-third of the total votes corresponding to the share capital, shall not be considered."

The voting rights attributable to a shareholder under paragraph 1 of article 20 of the Portuguese Securities Code and the voting rights corresponding to shares held by a shareholder subject to a common domain are included in the abovementioned statutory provision.

In case the limitation of counting of votes previously foreseen affects several shareholders, this limitation operates proportionally to the shares held by each one.

Shareholders intending to participate in the General Meeting shall declare such intent in writing to the Chairman of the General Meeting of Shareholders and to the financial intermediary with whom they have opened an individual securities account no later than 11:59 pm (GMT time) of the day before the Registration Date. For such purpose, shareholders may use the e-mail [hugo.ria@inapa.pt](mailto:hugo.ria@inapa.pt).

Financial intermediaries who are informed of the intent of their clients to take part in the General Meeting shall send, until 11:59 pm (GMT time) of the Registration Date, to the Chairman of the General Meeting of Shareholders, information on the number of shares registered in the name of each client at the Registration Date, and for such purpose they may use the e-mail address [hugo.ria@inapa.pt](mailto:hugo.ria@inapa.pt).

Shareholders who, on a professional basis, hold shares in their own name but on behalf of clients and who wish to cast conflicting votes are allowed to do so provided that, in addition to the presentation of the intending participation in the General Meeting and the sending by the financial intermediary of the information stated above, submit to the Chairman of the General Meeting, by 11:59 pm (GMT time) of the day before the Registration Date, sufficient and proportional evidence of:

- a) the identity of each client and the number of shares with the voting rights to be exercised on their behalf, and
- b) the specific voting instructions issued by each client for each item of the Agenda.

The exercise of participation and voting rights at the General Meeting is not affected by the transfer of the shares at a later date than the Registration Date, nor does depend on the blocking thereof between the Registration Date and the date of the General Meeting.

Shareholders who have declared their intention to participate in the General Meeting pursuant to the aforementioned terms and transmit the ownership of shares between the Record Date and the end of the General Meeting shall immediately communicate it to the Chairman of the General Meeting and to the Shareholders' Securities Market.

Votes shall be made in the manner designated by the Chairman of the General Meeting.



## **Representation in the General Meeting**

According to article 380 of the Portuguese Companies Act, Shareholders may be represented at the General Meeting; a signed letter addressed to the Chairman of the General Meeting of Shareholders will be sufficient as instrument of representation.

In case of doubts about the veracity of the signatures in the letters mentioned before, the Chairman may request complementary means of proof, namely a certification by a public notary.

The representation of the shareholders at the General Meeting may be granted, in the case of natural persons, to another shareholder, to a member of the board of directors, or to another person permitted by law and, in the case of a legal person, the representation may be granted to any person appointed in writing.

The documents of representation shall be addressed to the Chairman of the General Meeting of Shareholders and received in the Company headquarters or using the email [hugo.rua@inapa.pt](mailto:hugo.rua@inapa.pt) three working days before the date of the General Meeting, specifying the meeting to which it relates, the respective place, date and hour of realization; they must unequivocally grant powers to the representative that must be duly identified.

As from the date of publication of the present notice, a representation letter form will be available at the Company's website [www.inapa.pt](http://www.inapa.pt). Said form will be sent by post or by e-mail to the Shareholders who request it to the Investor Relations Representative by letter sent to Rua Braamcamp, n. 40 - 9, 1250-050 Lisbon or using the electronic mail address [hugo.rua@inapa.pt](mailto:hugo.rua@inapa.pt).

The Shareholder may appoint different representatives since the related shares are held in different securities accounts. Notwithstanding, under the provisions of Article 385 of the Portuguese Companies Code, the Shareholder and/or its representatives must vote in the same direction with all of its shares.

If casted votes have different directions, including abstention, all votes by and / or on behalf of the Shareholder concerned shall be void.

The appearance of the Shareholder represented at the Meeting, up to the moment of its beginning, implies the cessation of any powers of attorney issued by him.

## **Vote by post**

According to paragraph 2 of article 13 of the bylaws, Shareholders may exercise their voting rights by post.

Shareholders voting by post must vote in relation to all items of the agenda and expressly and clearly mention the respective voting direction.

The votes by post only be deemed valid if received by the Chairman of the General Meeting no later than three business days before the date of the General Meeting by registered letter with notice of reception addressed to Rua Braamcamp, n.º 40, 9.º, 1250-050 Lisbon - Portugal, notwithstanding the obligation to prove its shareholder's quality as provided above.

For this purpose it can also be used, with the same antecedence, the email address [hugo.rua@inapa.pt](mailto:hugo.rua@inapa.pt).

Postal votes only be accepted when signed by the shareholder or its representative.

The Chairman of the General Meeting verifies the conformity of the postal votes, counting as non-votes those that have not been accepted.

In case of doubts about the veracity of the signatures or the quality of the declarant, the Chairman may request complementary means of proof, namely a certification by a public notary.

Postal votes will count as negative votes when related with proposals submitted after their issuance.

Postal votes shall be deemed to have been revoked if the Shareholder or his/her proxy is in attendance at the General Meeting.

Ballot papers especially conceived for the postal vote can be obtained by the Shareholders, as from the date of publication of the present Notice, on the company's website: [www.inapa.pt](http://www.inapa.pt).

The Ballot papers and the resolution proposals to the General Meeting will be sent by post or by e-mail to the Shareholders who request it to the Investor Relations Representative by letter sent to Rua Braamcamp, nr. 40 - 9, 1250-050 Lisbon or using the electronic mail address [hugo.rua@inapa.pt](mailto:hugo.rua@inapa.pt).

#### **Additional information**

The General Meeting may be held at a first meeting provided that shareholders holding at least one-third of the share capital are present or represented.

The information provided for in number 2 of article 23D of the Portuguese Companies Act shall be made available on the company's website at [www.inapa.pt](http://www.inapa.pt) in the section on general meetings, within 15 days after the closing of the assembly.

This notice is published in the context of the pandemic situation caused by SARS CoV-2, which imposes the adoption of measures to contain the spread of the virus among the participants of the general meeting; therefore, the Company ensures the social distancing between participants' seats and the disinfection procedures in the facilities where the meeting will be held.

Without prejudice to the preceding paragraph, the Shareholders are requested to favour the exercise of the right to vote by post or electronic communication (that is, by sending signed ballot papers to the Company's headquarters or to the email address [hugo.rua@inapa.pt](mailto:hugo.rua@inapa.pt)), as referred to in the section designated "Vote by post" of this notice.

Lisbon, April 29, 2022

The Chairman of the General Meeting

(Nuno Galvão Teles)