

## **SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.**

Public Company  
Registered Offices: Av. Fontes Pereira de Melo, no. 14, 10th, Lisboa  
Share Capital: 81,270,000 Euros  
Corporate Person and Lisbon Companies Registry no: 502.593.130

### **ANNUAL GENERAL MEETING NOTICE**

On the request of the Board of Directors and pursuant to the law and the company's articles of association, I hereby notify the Shareholders of **SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.** of the Annual General Meeting to be held on **30 April 2021**, at **15 p.m.**, exclusively by telematic means, in accordance with the provisions of Article 377, 6(b) of the Companies Code, with the following

#### **ORDER OF BUSINESS:**

- 1.** To resolve on the Management Report, the Corporate Governance Report, the Financial Statements and other individual accounts for the financial year of 2020;
- 2.** To resolve on the consolidated financial statements and the non-financial statements (Sustainability Information) for the same financial year;
- 3.** To resolve on the proposal for allocation of profits;
- 4.** To assess in general terms the work of the Company's directors and auditors;
- 5.** To resolve on the proposal of remuneration policy for company officers, and
- 6.** To resolve on the acquisition and disposal of own shares and bonds.

## I. Preliminary matter

This notice is published at a time when legislative measures are in place restricting access, movement, stay, and the gathering of people, in the context of the pandemic of the disease caused by the new coronavirus, Covid-19.

Considering the restrictions described above and with a view to promoting and ensuring the safety, health and well-being of all involved in organising and attending the aforementioned General Meeting, and the Recommendations regarding the conduct of General Meetings of 20 March 2020, issued under the cooperation between the Securities Market Commission (CMVM), the Portuguese Institute of Corporate Governance (IPCG) and the Association of Corporate Issuers of Listed Securities in the Market (AEM), and as it is not anticipated that this situation will have passed by the time this General Meeting is held, nor is there any statutory provision on the contrary, **this Annual General Meeting will be held exclusively by telematic means**, under the terms described in this notice.

## II. Information

As from the date of posting of this notice, the information required by law and detailed in Article 21-C of the Securities Code and Article 289 of the Companies Code, including the documents and proposals to be submitted to the General Meeting, as known to the Company at this date, shall be available for consultation by the shareholders at the registered offices, on the Company's website ([www.semapa.pt](http://www.semapa.pt)) and on the website of CMVM ([www.cmvm.pt](http://www.cmvm.pt)). Shareholders are encouraged to consult the preparatory documents and information on the Company's and the CMVM's websites and through the contacts indicated in **Chapter VII** of the present notice.

Without prejudice to the procedures and recommendations contained in this notice concerning the outbreak of the Covid-19 Coronavirus pandemic, there are no special procedures in place in the Company that Shareholders must follow to exercise the right to information during the General Meeting, set forth in Article 290 of the Portuguese Companies Code, although the Chairman of the General Meeting shall be responsible for managing the time available in the best possible manner and making good use of his judgement on the proportionality of the information required.

### III. Attendance at the General Meeting

In addition to the company officers and the common representative of the bondholders, attendance and participation at the General Meeting, as well as exercising the right to vote, is open to Shareholders who possess 1 (one) share, with quantity corresponds to 1 (one) vote.

Attendance of the General Meeting and the right to vote are conditional on presentation of proof of standing as shareholder with voting rights by 00:00 hours (GMT) on **23 April 2021**, referred to below as the **Registration Date**, corresponding to the 5th trading day prior to the holding of the General Meeting.

Shareholders wishing to take part in the General Meeting shall give notice of such intention to the Chairman of the General Meeting and to the Financial Intermediary with whom they have the account containing the relevant shares, and such notice must be received, at the latest, by 23:59 hours (GMT) on **22 April 2021**. To this end, Shareholders may use the forms available at the registered offices and on the Company's website ([www.semapa.pt](http://www.semapa.pt)); the notice addressed to the Chairman of the General Meeting shall be sent by email to [ag@semapa.pt](mailto:ag@semapa.pt).

If Shareholders wish to take part in the General Meeting by telematics means, in the notice of their intention to participate, Shareholders must provide an e-mail address to which the Company's communications relating to the General Meeting will be sent, particularly with regard to the technical requirements necessary to ensure their participation in the General Meeting by telematic means.

The Financial Intermediary who has been informed of the Shareholder's intention to attend the General Meeting shall notify the Chairman of the General Meeting of the number of shares registered in the name of such Shareholder, with reference to the Registration Date, and this information must be received, at the latest, by 23:59 hours (GMT) on **23 April 2021**; the notice in question shall also be sent by email to [ag@semapa.pt](mailto:ag@semapa.pt).

The right to attend and vote at the General Meeting is not hindered by the transfer of shares subsequent to the Registration Date, and is also not conditional on the blocking of the shares between the Registration Date and the date of the General Meeting.

Shareholders who, having given notice of their intention to attend of attending the General Meeting, subsequently transfer the ownership of shares during the period between the Registration Date and the end of the General Meeting, must give immediate notice of such transfer to the Chairman of the General Meeting and the Securities Market Commission; the notice addressed to the Chairman of the General Meeting shall be sent by email to [ag@semapa.pt](mailto:ag@semapa.pt).

Shareholders who, on a professional basis, hold shares in their own name but on behalf of clients and who wish to cast votes for and against the same motion, in addition to giving notice of their intention to attend the General Meeting and to the sending, by their Financial Intermediary, of the information on the number of shares registered in their client's name, shall submit to the Chairman of the General Meeting by email to [ag@semapa.pt](mailto:ag@semapa.pt), at the latest, by 23:59 hours (GMT) on **22 April 2021**, using sufficient and proportional evidence, (i) information identifying each client and the number of shares carrying votes to be cast on their account and, also (ii) the specific voting instructions for each item on the Order of Business as issued by each client.

The quorum required for the meeting convened and the quorum for resolutions shall be established prior to the start of the General Meeting. For this purpose, Shareholders who have validly exercised their voting rights in advance, under the terms set out in **Chapter V** of this Notice, shall be deemed to be present, and without prejudice to the changes in the votes cast during the meeting.

#### **IV. Representation at the General Meeting**

Shareholders may appoint proxies for the General Meeting, at their discretion, and may to this end use the proxy form available on the Company's website ([www.semapa.pt](http://www.semapa.pt)) or that may be requested by e-mail to [ag@semapa.pt](mailto:ag@semapa.pt).

Without prejudice to the rule on the unity of votes established in Article 385 of the Portuguese Companies Code, any Shareholder may appoint different proxies for shares held in different securities accounts.

Proxy letters from Shareholders, either individuals or legal persons, shall be delivered to the Chairman of the General Meeting so as to be received by **26 April 2021**, being sent by email to [ag@semapa.pt](mailto:ag@semapa.pt).

## **V. Remote voting**

Shareholders who have ensured their participation in the terms above mentioned, may cast votes by remote voting, in accordance with the law and articles of association.

**Considering the current adverse context resulting from the pandemic of the new Coronavirus - Covid 19 and the Recommendations referred in Chapter I. of the present notice, and as the efficient and safe exercise of voting rights during the General Meeting to be held by telematic means cannot be fully ensured, Shareholders should exercise their right to vote in advance and exclusively by electronic form or in paper, and are requested to give preference to the exercise of their right to vote by electronic form, in the following terms and conditions:**

- a) The PDF files or the voting declarations mentioned in the following paragraphs must be sent to the Chairman of the General Meeting **by e-mail** to [ag@semapa.pt](mailto:ag@semapa.pt) until 29 April 2021, or by a **sealed envelope** and received at the head office by the same date;
- b) For the purposes of paragraph (a): The **e-mail shall include** the following attachments:
  - (1) a statement addressed to the Chairman of the General Meeting in PDF format, signed - *in accordance with the signature on the relevant valid identification document, a copy of which must accompany said statement, or through qualified digital signature, thus dispensing the need to append the relevant identity document* - expressing the wish to vote, and (2) the declaration of vote, one for each item on the Agenda, in PDF format, with the indication in the title of the document of the agenda item for which it is intended; and **the sealed envelope shall contain** (1) a letter addressed to the Chairman of the General Meeting, signed - *in accordance with the signature on the relevant valid identification document, a copy of which must accompany said statement* - expressing the wish to vote, and (2) the voting declarations, one for each item on the order of business, in a separate sealed envelope indicating on the outside the item on the order of business to which it refers;
- c) The votes cast in this way shall be included in the vote count alongside the votes cast at the meeting and shall count as negative votes in relation to the resolutions submitted after

the votes have been cast in case the Shareholder does not attend the General Meeting through telematic means, and

- d) Shareholders will find the form for the electronic vote on the company's website ([www.semapa.pt](http://www.semapa.pt)). It may otherwise be requested by e-mail to [ag@semapa.pt](mailto:ag@semapa.pt).

Shareholders who have validly exercised their right to vote and attend the General Meeting through telematic means, as indicated in this notice, may change the vote previously cast during the meeting.

On the other hand, the Shareholders who, entitled to participate in the General Meeting under the terms set out in **Chapter III.** above, have not previously exercised their right to vote by electronic form or in paper, under the terms set out above, may not exercise their right to vote during the General Meeting. Nevertheless, they may attend the meeting and exercise their right to information.

#### **VI. Right to include items on the agenda and to table draft resolutions**

Shareholders who, individually or in groups formed in accordance with the law, possess shares corresponding to no less than 2% of the Company's share capital may, by written application to the Chairman of the General Meeting during the 5 (five) days subsequent to the posting of this notice, request the inclusion of (i) new items on the Order of Business, such request being accompanied by a proposed resolution on each item submitted for inclusion and by the necessary supporting information, and (ii) proposed resolutions on items contained in the order of business or which have been added to the same, such request being accompanied by the proposed motion and the necessary supporting information. The written application to the Chairman of the General Meeting, as well as the proposed resolutions, must be sent by e-mail to [ag@semapa.pt](mailto:ag@semapa.pt).

#### **VII. Information on the pandemic of the new Coronavirus - Covid-19**

The participation in the General Meeting, as well as the possible change in votes cast by the Shareholders on that occasion, will be ensured through a remote visualization and communication system.

Information on how to log in to the referred system will be disclosed in due course to the Shareholders who have expressed their intention to attend the General Meeting, by declaration sent by email to [ag@semapa.pt](mailto:ag@semapa.pt), and who have detailed the email address to which all communications from the Company on the General Meeting shall be sent, as laid down in **Chapter III.** above.

The Company will provide technical support to the Shareholders to ensure access to the telematic means used for the General Meeting, without prejudice to the Shareholders' obligation to guarantee and verify beforehand the adequacy of the means at their disposal for attending the General Meeting in accordance with the Company's instructions.

With regard to the exercise of their right to information regarding the General Meeting, Shareholders are kindly requested to get in touch with the Company before hand to address the questions they wish to have clarified at the General Meeting, in writing to [ag@semapa.pt](mailto:ag@semapa.pt) and by the end of the working day immediately prior to the General Meeting, indicating the corporate body to which they are addressing the questions, without prejudice to the Shareholders being able to place during the General Meeting, as well and through the means that may be informed in the Company's notice addressed to them under the terms specified above, the questions relating to the items of the Order of Business that they wish to have clarified.

In view of the current context caused by the pandemic of the new Coronavirus - Covid 19 and in addition to the information above mentioned on the exercise of voting rights by remote voting, Shareholders are also kindly requested to give preference to contact the Company by e-mail to [ag@semapa.pt](mailto:ag@semapa.pt) - and, if necessary, by telephone - +351 21 318 47 58 or + 351 933 330 100 -, to ask for clarifications and more information on the General Meeting.

Lisbon, 6 April 2021

The Chairman of the General Meeting,

(Francisco Xavier Zea Mantero)