

**CIMPOR - CIMENTOS DE PORTUGAL  
SGPS, S.A.**



**ARTICLES OF ASSOCIATION**

## CHAPTER I

### CORPORATE NAME, REGISTERED OFFICE, PURPOSE

#### ARTICLE ONE

The Company shall be a public limited company called CIMPOR – Cimentos de Portugal, SGPS, SA, and shall remain in existence for an indeterminate period.

#### ARTICLE TWO

**ONE** – The Company shall have its registered office at thirty-five, Rua Alexandre Herculano, parish of São Mamede, Lisbon.

**TWO** – The Board of Directors may relocate the company's registered office to any other location within the national territory and also create and close branches, agencies, delegations or other local forms of representation in Portugal or abroad.

#### ARTICLE THREE

**ONE** – The Company's sole purpose is to manage holdings in other companies as an indirect means of performing economic activities.

**TWO** – The Company's acquisition of holdings in any other company, even if that company is governed by foreign law or has a purpose different from its own, and the acquisition of holdings in companies governed by specific laws and its participation in complementary groupings of companies may be performed by simple deliberation of the Board of Directors.

**THREE** – In accordance with agreements concluded to that purpose and in compliance with applicable mandatory legal dispositions, the Company may render technical, administrative and management services to any of the companies in which it has a holding, with or without remuneration.

## CHAPTER II

### CAPITAL, SHARES AND BONDS

#### ARTICLE FOUR

**ONE** – The fully paid-up share capital is of SIX HUNDRED AND SEVENTY-TWO MILLION EUROS.

**TWO** – The share capital is divided into SIX HUNDRED AND SEVENTY-TWO MILLION shares with a nominal value of ONE EURO each.

**THREE** – The Board of Directors may increase the share capital, through cash entries, up to a share capital of ONE BILLION EUROS.

## **ARTICLE FIVE**

**ONE** – The shares shall be nominative and in book-entry form.

**TWO** – The Company may issue non-voting preferential shares, including current shares that are converted, and by decision of the Board of Directors may issue bonds or other debt securities of any type or modality permitted by law, in compliance with the applicable legal provisions.

**THREE** – Within the legal limits, the Company may purchase its own shares and bonds and effect any transactions permitted by law in respect thereof.

**FOUR** – The Board of Directors may also decide to issue autonomous warrants covering its own securities, and those warrants may grant the right of subscription or acquisition of Company shares up to the limit specified in number three of article four.

## CHAPTER III

### **GOVERNING BODIES**

#### **ARTICLE SIX**

**ONE** – The Company's governing bodies shall consist of the General Meeting, the Board of Directors, the Audit Committee and the Chartered Accountant.

**TWO** – The members of the Company's governing bodies shall hold office for three-year periods and may be re-elected.

**THREE** – When the law or the articles of association do not establish a specific number of members for a governing body, in each case that number shall be regarded as determined by election's decision, corresponding to the number of elected members.

**FOUR** – The provisions of the previous number shall not prejudice the possibility of, during a term in office, the number of governing body members being changed, up to the limit provided for in the law or in the articles of association, being applicable the provisions of the final part of the previous number, with the necessary adaptations; in the event of a supplementary election, the term in office of the members so elected shall correspond to the term in office of the other members of the governing body in question.

**FIVE** – Except when there is an election for one single member, elections for each governing body shall be held to vote on lists, and votes shall be cast only on those lists.

## SECTION I

### GENERAL MEETING

#### ARTICLE SEVEN

**ONE** – The General Meeting shall consist of shareholders with voting rights.

**TWO** – Each share corresponds to one vote.

**THREE** – Any shareholder with voting rights, whose shares at the register's date, which corresponds to 00:00 hours (GMT) of the fifth business day prior to the date on which the General Meeting is to be held (the "Register's Date"), are registered in his name, according to the law in force and the articles of association, has the right to attend, discuss and vote at least one vote, as long as the applicable legal formalities are accomplished, under the terms set out in the corresponding notice of the meeting.

**FOUR** – In the event of a joint shareholding, only the common representative, or a representative of the latter, may attend General Meetings.

**FIVE** – The Directors and the members of other corporate bodies shall attend the General Meeting, whereas, in Annual General Meetings, the Chartered Accountant shall also attend.

**SIX** – The persons authorized or invited by Chairman of the General Meeting may attend the General Meeting.

**SEVEN** - Save as otherwise provided by a mandatory legal or regularity provision, in case information is required by a Shareholder entitled by law for such purpose, by virtue of the holding of shares corresponding to a minimum percentage of share capital, such information will only be made available in the registered office.

#### ARTICLE EIGHT

Shareholders may exercise their voting rights by correspondence, for which they must comply with the following procedures:

a) provide the Company's Chairman of the General Meeting, until the second business day prior to the date on which the Meeting is held, with their voting intentions on each item of the Agenda;

b) each voting intention shall be placed into a sealed envelope, which should include the following information in capital letters: "Contains the voting intention for item no. (indication of the respective item) of the Agenda";

c) the envelopes containing the voting intentions should include a cover letter for submitting these envelopes, with the certified signature of the shareholder (or, in case of individuals, with the same signature as that on a suitable identification document – ID card, passport, or equivalent identification document). The cover letter, the said envelopes and a copy of the identification document used shall be placed in a larger envelope, which shall be hand-delivered or sent by registered mail with notice of receipt, to the Chairman of the

Company's General Meeting, to the location and under the terms indicated in the notice for the meeting.

d) once the envelopes containing the correspondence votes are received, their authenticity and the respective shareholder's fulfillment of the requirements set forth in the previous numbers, regarding the right to vote and participate in the General Meeting set out in this article, are checked; those that are not recognised as being authentic, or as not fulfilling the requirements, are not taken into account;

e) the envelopes received from the shareholders, which comply with the conditions set out in the previous paragraph will be opened at the General Meeting, immediately after the vote on the agenda item to which they refer to. Once the validity of the votes has been ascertained, they shall be included in the count to determine the results;

f) the shareholders must use voting ballots that clearly and unequivocally express their vote, and may use the standard ballot, available on the Internet at the Company's website, or send a written request addressed to the Chairman of the General Meeting. This request must be received by the eighth day prior to the date on which the General Meeting is scheduled to take place;

g) votes issued through correspondence are considered negative votes in reference to proposals for decision submitted after the date on which those same votes were issued.

#### **ARTICLE NINE**

**ONE** – The General Meeting shall be held at the Company's registered office, or at another location chosen by the Chairman of the General Meeting under the terms of the law, and may not be conducted by electronic means.

**TWO** – The General Meeting Board shall consist of a Chairman and a Vice-Chairman, elected by the General Meeting, who shall be assisted by the Company Secretary.

**THREE** – The remuneration of the Chairman and the Vice-Chairman of the General Meeting is established by the General Meeting or by the Committee referred to in number two of article seventeen.

#### **ARTICLE TEN**

**ONE** – The voluntary representation of any shareholder in the General Meeting may be granted to any person with full legal capacity and appointed therefore, according to the legal terms.

**TWO** – The notice of the General Meeting shall state the terms and conditions applicable to the shareholder proxy instruments.

#### **ARTICLE ELEVEN**

Without prejudice to the requirement of qualified majority in the cases laid down by law, the General Meeting resolves by majority of the votes cast.

## SECTION II

### BOARD OF DIRECTORS

#### ARTICLE TWELVE

**ONE** – The Board of Directors shall consist of five to fifteen members, one of whom shall be the Chairman and the others will be board members.

**TWO** – The Board of Directors shall be elected at the General Meeting that shall also appoint the Chairman.

**THREE** – The Chairman of the Board of Directors shall have the casting vote.

**FOUR** – One of the Directors may be elected by the General Meeting, under the terms of number 1 of the article 392 of the Portuguese Companies Code.

#### ARTICLE THIRTEEN

**ONE** – The Board of Directors will determine the periodicity of its ordinary meetings and will meet extraordinarily whenever convened by the Chairman, or by two directors, or by the Audit Committee.

**TWO** – Through its own regulation, the Board of Directors shall set forth its internal operating rules, including the means of substituting its Chairman whenever the latter is prevented from attending.

**THREE** – Should any director miss three consecutive or five dispersed ordinary meetings during the term in office, without a justification accepted by the managing body, the director's definitive absence shall be ascertained and declared by such corporate body.

#### ARTICLE FOURTEEN

**ONE** – The Board of Directors may delegate the Company's day-to-day management to an Executive Committee, to be comprised by up to five directors.

**TWO** - The Board of Directors sets the powers of the Executive Committee and may delegate to the latter all matters deemed as appropriate, in compliance with the legally established restrictions to the delegation.

**THREE** - The Executive Committee will operate generally according to what is defined under the article 13 for the Board of Directors, without prejudice of the modifications that the Board of Directors resolves to implement concerning such operating procedures.

**FOUR** - The Board of Directors may authorize the Executive Committee to instruct one or more of its members to deal with certain matters and to sub-delegate to one or more of its members the exercise of some of the powers that were be delegated to the Executive Committee.

**FIVE** – The Board of Directors may also approve the setting up of Committees appointed to permanently monitor specific issues. These Committees shall be chaired by one member of the Board of Directors.

#### **ARTICLE FIFTEEN**

**ONE** – The Company shall be bound by the signatures:

- a) of two directors;
- b) of the managing directors acting within the scope of the powers granted to them by the Board;
- c) of the attorneys with regard to the acts and categories of acts set forth in the respective powers of attorney.

**TWO** – Within the legal terms and limits, the Board of Directors may decide that certain Company documents be signed mechanically, by signature stamp, or by other means that are, or come to be, permitted by law.

**THREE** – In routine matters, the signature of one director shall suffice.

#### **ARTICLE SIXTEEN**

**ONE** – The Board of Directors may not decide, unless the majority of its members are present or represented.

**TWO** – Meetings by the Board of Directors shall be held at the registered office, unless another location is chosen by the Board for its convenience.

**THREE** – Directors may be represented at meetings by another director, by means of a letter addressed to the Chairman of the Board of Directors for each meeting, but each director may represent only one member of the Board.

#### **ARTICLE SEVENTEEN**

**ONE** – The directors shall be entitled to remuneration, which may partially consist of a percentage of the Company's Financial Year profits, but not higher than five per cent, calculation of which shall respect the law provisions in force.

**TWO** – The remuneration policy, the amounts and forms of fixed and/or variable remunerations and the amounts to be paid to the members of the corporate bodies as compensation or indemnity for the termination of their legal relationships, shall be established, once heard the Board of Directors or a specialized committee for such purpose, if any, by the General Meeting or by a Remuneration Committee elected by the latter for three-year periods.

**THREE** – The members of the Company's Remuneration Committee, unless another remuneration is established by the General Meeting, shall have the right to receive a remuneration determined by a committee composed by the three shareholders holding the highest percentage of the Company's share capital attending or represented at the last ordinary General Meeting.

### SECTION III

#### COMPANY SUPERVISION

##### ARTICLE EIGHTEEN

**ONE** – The Company shall be supervised by an Audit Committee, which is comprised by three members elected at the General Meeting, and one of said members will be the Chairman.

**TWO** – The members of the Audit Committee are appointed jointly with the other members of the Board of Directors, and the lists proposed for the latter shall specify the members that are intended to form the Audit Committee and point out the respective Chairman.

**THREE** – The exam of the accounts of the company shall be carried out by a Chartered Account elected by the General Meeting, upon proposal by the Audit Committee.

##### ARTICLE NINETEEN

**ONE** – The Chairman of the Audit Committee shall convene and chair the meetings of the Audit Committee.

**TWO** – The Audit Committee shall meet ordinarily meet once every two months, and whenever the Chairman deems convenient or one of the remaining members requests such meeting.

**THREE** – The Audit Committee may be assisted by technicians especially appointed or contracted for that purpose and also by companies specialized in audit matters.

**FOUR** – The absence of a member of the Audit Committee in two consecutive meetings or five dispersed meetings during the term in office, without a justification accepted by the Board of Directors, is considered as a definitive absence of such member.

**FIVE** – The remunerations of the Audit Committee and the Chartered Accountant shall be determined by the General Meeting or by the Committee indicated in number three of article seventeen, and must be fixed.

##### ARTICLE TWENTY

The resolutions of the Audit Committee shall be approved by majority of the votes cast, being present the majority of the members in office, and the Chairman holds a casting vote.

### SECTION IV

#### COMPANY SECRETARY

##### ARTICLE TWENTY-ONE

**ONE** – The Company shall have a Secretary and a deputy secretary, both of whom shall be appointed by the Board of Directors, with the powers and responsibilities established by law for company's Secretaries.

**TWO** – The Secretary shall terminate his/her term in office in the end of the term of the Board of Directors who appointed him/her.

#### CHAPTER IV

### APPLICATION OF PROFITS

#### ARTICLE TWENTY-TWO

**ONE** – Annual profits, as calculated in accordance with the law, shall be applied successively as follows:

- a) A minimum percentage of four per cent will be allocated for the creation of the legal reserve, up to the amount required by law;
- b) A minimum percentage of twenty-five per cent shall be distributed to the shareholders as dividends, without prejudice to the General Meeting resolving to reduce the dividends or even not to distribute the same, by qualified majority of two thirds of the votes cast;
- c) The remaining portion shall be allocated for the purposes laid down by the General Meeting.

**TWO** – Profit advances up to the maximum permitted by law and in compliance with any other legal requirements may be paid to shareholders during the financial year.

#### CHAPTER V

### FINAL PROVISIONS

#### ARTICLE TWENTY-THREE

**ONE** – The Company shall be dissolved when there are legal grounds for such.

**TWO** – The Company shall be liquidated in accordance with the law and the General Meeting's decisions.

**THREE** – The non-mandatory provisions of the Companies Code may be derogated upon decision of the shareholders.