

NOVABASE - Sociedade Gestora de Participações Sociais, S.A.

Public Company
Registered office: Av. D. João II, no. 34, Parque das Nações, Lisbon
Share capital: Euro 15,700,697
Lisbon Commercial Registry inscription and
Corporation number 502.280.182

NOTICE

Under the law and the articles of association, the Shareholders of NOVABASE - Sociedade Gestora de Participações Sociais, S.A. are hereby called to hold an Extraordinary General Meeting of Shareholders, at the company's registered office, located at Av. D. João II, no. 34, Parque das Nações, Lisbon, at 3:00 p.m. on 26 September 2019, with the following Agenda:

- Item One: To resolve on the interim balance sheet with reference to 30 June 2019;
- Item Two: To resolve on the proposal for the distribution of reserves and retained earnings;
- Item Three: To resolve on the reduction of the share capital of the Company from € 15,700,697 (fifteen million, seven hundred thousand, six hundred and ninety-seven euros) to € 11,304,501.84 (eleven million, three hundred and four thousand, five hundred and one euros and eighty-four cents), with the purpose of release excessive capital, to be carried out by means of a reduction of the nominal value of all the shares representing the share capital, from € 0.50 (fifty euro cents) to € 0.36 (thirty-six euro cents), with the consequent amendment of paragraph 1 of article 4 of the Articles of Association;
- Item Four: To resolve on the increase of the share capital from € 11,304,501.84 (eleven million, three hundred and four thousand, five hundred and one euros and eighty-four cents) to € 54.638.425,56 (fifty four million, six hundred and thirty eight thousand, four hundred and twenty five euros and fifty six cents) by incorporation of the amount of € 43.333.923,72 (forty three million, three hundred and thirty three thousand, nine hundred and twenty three euros and seventy two cents) from the share premium reserve, through an increase of the nominal value of all the shares representing the share capital in the amount of € 1.38 (one euro and thirty-eight cents), as a result of which each share shall have the nominal value of € 1.74 (one euro and seventy-four cents), and thus resulting in an amendment to paragraph 1 of article 4 of the Articles of Association and the deletion of paragraph 2 of the same article, with the consequent renumbering of the remaining paragraphs of the aforementioned article;
- Item Five: To resolve on the possible implementation of a medium or long-term plan to grant a variable remuneration to the members of the Board of Directors of the Company and to employees of Novabase or in other companies of the Novabase group, based on the performance of Novabase's shares;
- Item Six: To resolve on the approval of a buy-back programme of own shares of Novabase – Sociedade Gestora de Participações Sociais, S.A.; and

Item Seven: To resolve on the election of a new member of the Board of Directors of the Company.

In the event that it is not possible to hold the general meeting on the abovementioned date due to lack of share capital representation as required by the Law or by the Articles of Association of NOVABASE – Sociedade Gestora de Participações Sociais, S.A., the Shareholders are hereby called to hold a Shareholders' General Meeting, at the same location, at 3:00 p.m. on 14 October 2019, with the same agenda.

Participation and Exercise of the voting rights

For the applicable purposes, paragraphs 1, 3, 4 and 7 of article 23-C of the Portuguese Securities Code are reproduced below:

“1 – In companies issuing shares admitted to trading on a regulated market, only who, on the record date, which shall be 0 a.m. (GMT) on the 5th trading day prior to the day of the general meeting, holds shares granting at least one vote pursuant to the law and the articles of association, shall have the right to take part in the general meeting and discuss and vote matters therein.

[...]

3– Anyone intending to take part in the general meeting of a company issuing shares admitted to trading on a regulated market shall declare it, in writing, to the chairman of the board of the general meeting and to the financial intermediary with whom the individual securities account is open, no later than the day before the day referred to in paragraph 1. The electronic mail may be used for this purpose.

4– The financial intermediary who, under the terms of the preceding paragraph, is informed of his client's intention to take part in a general meeting of the company issuing shares admitted to trading on a regulated market, sends to the respective chairman of the board of the general meeting, until the end of the day referred to in paragraph 1, the information concerning the number of shares registered in the name of his client, with reference to the record date. The electronic mail may be used for this purpose.

[...]

7 – Anyone having declared under the terms of paragraph 3 the intention to take part in the general meeting, who transfers its shares between the record date referred to in paragraph 1 and the end of the general meeting shall immediately give notice thereof to the chairman of the board of the general meeting and to the Portuguese Securities Commission”.

Paragraphs 1 to 6 of article 9 of the Company's Articles of Association are also hereby reproduced as follows:

- “1. Only shareholders with the right to vote can be present at the General Meeting.*
- 2. Shareholders who intend to take part in the General Meeting must have shares, granting at least one vote as provided for by the law and the Articles of Association, registered in a securities account opened in the shareholder's name with a financial intermediary, at 0:00 a.m. (GMT) on the 5th trading day prior to the General Meeting.*
- 3. The exercise of the rights mentioned in the preceding paragraph shall not be affected by the transfer of shares at a moment subsequent to the relevant moment referred to in the preceding paragraph, nor depends on blocking the same between such moment and the date of the General Meeting.*
- 4. The notices of General Meetings shall describe how each shareholder shall provide evidence of the rights to take part in the General Meeting and discuss and vote matters therein, notably informing how the necessary information should be sent and the applicable deadlines.*
- 5. Each share corresponds to one vote.*
- 6. In case of shares held by more than one person, only the shareholders' representative or a representative of the latter shall be able to take part of the General Meetings.”*

Taking the above into account, as well as the “Portuguese Securities Commission Recommendations due to the New Framework on the Participation in the General Meeting of Companies with Shares listed on the Regulated Market”, which were disclosed in the respective website, the shareholders are hereby informed of the following:

For the General Meeting that is hereby convened, the record date corresponds to 0:00 a.m. (GMT) on 19 September 2019. Only Shareholders with voting rights on the record date may take part and vote in the General Meeting.

Only Shareholders in respect of whom the Chairman of the board of the General Meeting has received, until 11:59 p.m. (GMT) on 19 September 2019, from the financial(s) intermediary(ies) with whom individual securities account(s) are open, the information concerning the number of shares registered in the name of the Shareholder, with reference to the record date, may take part in the General Meeting, and discuss and vote matters therein. The electronic mail address age2019@novabase.pt may be used for this purpose, as well as the form that is available, as from the publication of this Notice, at Novabase’s registered office and institutional website (www.novabase.pt).

Shareholders who, as professionals, hold shares in their own name but on behalf of their clients may vote in different directions with their shares, provided that, in addition to the elements referred to above, they submit to the Chairman of the board of the General Meeting, until 11:59 p.m. (GMT) on 18 September 2019, using sufficient and proportional means of proof: (i) the identification of each client and the number of shares voting on his behalf and (ii) the voting instructions, given by each client specifically for each item on the agenda.

Right to Information in the General Meeting

Shareholders may, during the General Meeting, require that information that is truthful, complete and clarifying is provided to them to permit a grounded opinion on the items on the agenda.

The requested information shall be provided by the Company’s body qualified therefore. Disclosure may be refused if it may cause serious damage to the Company, or to a related company, or violation of secrecy as imposed by law.

Insertion of Items on the Agenda and of Proposals for Resolution

The Shareholder or Shareholders who hold shares corresponding to, at least, 2% of the Company’s share capital may request the insertion of items on the agenda, through written communication addressed to the Chairman of the board of the General Meeting of Shareholders, to Av. D. João II, no. 34, Parque das Nações, in Lisbon.

Such communication shall be delivered within 5 days as from the date of the last publication of this Notice and shall be accompanied by a proposal of resolution for each item which inclusion is requested.

The Shareholder or Shareholders who hold shares corresponding to, at least, 2% of the Company’s share capital may request the insertion of proposals for resolution regarding the items on the agenda referred to above or added thereto.

For this purpose, a written communication addressed to the Chairman of the board of the General Meeting, to Av. D. João II, no. 34, Parque das Nações, in Lisbon, shall be submitted within 5 days as from the date of the last publication of this Notice, accompanied by any information that shall be submitted together with the proposal.

Shareholders’ Representation

Shareholders may be represented at the General Meetings under the legal terms.

Representation of a Shareholder may be made by a signed letter addressed by the Shareholder to the Chairman of the board of the General Meeting, to Av. D. João II, no. 34, Parque das Nações, in Lisbon, or to the electronic mail address age2019@novabase.pt, at least three days prior to the date designated for the General Meeting. Letters by shareholders that are collective entities informing the name of the person representing them, as well as instruments of shareholder groupings, must be received by that same date.

Proxy forms will be made available to the Shareholders, in due time, at Novabase's institutional site (www.novabase.pt).

The votes of the represented shareholders will only be considered if information, submitted by the financial intermediary with whom an individual securities account is open, is received as provided for above.

Vote by correspondence

Shareholders having voting rights as referred to above may, in accordance with article 22 of the Securities Code, exercise the same by correspondence, through a signed declaration unequivocally stating their vote in respect of each item on the agenda for the General Meeting. For such purpose, Shareholders may use the form for voting by correspondence that will be made available, in due time, at Novabase's institutional site (www.novabase.pt).

The declaration of vote must be accompanied by a legible copy of the ID card or the Citizen card of the Shareholder; should the Shareholder be a collective entity, the declaration of vote must be signed by the person representing such entity, and the signature in such capacity must be certified by a notary.

Declarations of vote, accompanied by the documents referred to in the preceding paragraph, must be inserted in a closed envelope, addressed to the Chairman of the board of the General Meeting, delivered in hand at the registered office of the company located at Av. D. João II, no. 34, Parque das Nações, in Lisbon, or received thereat through registered post by the third working day prior to the date of the General Meeting of Shareholders. A Shareholder who is an individual submitting the declaration of vote accompanied by a legible copy of the ID card or the Citizen Card of the Shareholder may alternatively use the electronic mail address age2019@novabase.pt for such purpose.

Shareholders' votes by correspondence will only be considered if information, submitted by the financial intermediary with whom an individual securities account is open, is received as provided for above.

Vote by electronic means

Shareholders with voting rights may also vote at Novabase's institutional site (www.novabase.pt), by means of registration on such site and provided that, from 16 September 2019 to 18 September 2019, Novabase has received their communication (prepared in accordance with the form published at Novabase's institutional site) addressed to the Chairman of the board of the General Meeting of Shareholders, bearing a notary certified signature (or, for individuals, a simple signature together with copy of the shareholder's ID card or Citizen card, in which case the communication may be sent to the electronic mail address age2019@novabase.pt). After receipt of this communication, Novabase will send its authorisation and instructions for electronic voting to the email address provided by the

Shareholder on the registration. Electronic voting may take place from 0:00 a.m. on 23 September 2019 to 6:00 p.m. on 24 September 2019. Additional instructions for electronic voting are available at Novabase's institutional site (www.novabase.pt).

Shareholders' votes by electronic means will only be considered if information, submitted by the financial intermediary with whom an individual securities account is open, is received as provided for above.

Counting of votes

The board of the General Meeting will conduct the counting of the votes cast by correspondence and electronic means, by adding them to the votes cast at the General Meeting.

The presence at the General Meeting of a Shareholder or an appointed representative of the Shareholder, having exercised his voting rights by correspondence or electronic means will determine the revocation of the vote cast in any such form.

Votes cast either by correspondence or by electronic means shall be considered as negative votes as to resolution proposals that may be submitted after such votes are cast.

On the date of disclosure of this Notice, the proposals submitted to the General Meeting by corporate bodies and other competent entities of the Company and other preparatory information data, will be made available to the Shareholders, at the Company's registered office, on the institutional website (www.novabase.pt) and on the Portuguese Securities Commission's site (www.cmvm.pt).

Data Protection

The personal data that the shareholders or their representatives made available to Novabase in connection to their rights to participate, represent and vote in the General Meeting or that are made available for this purpose by duly authorized financial intermediaries will be processed by Novabase for the purpose of management of its relationship with the shareholders in the scope of the General Meeting for the fulfillment of its legal obligations, such data being kept for the period legally established. Such data are essential for the exercise of the rights indicated above, and the refusal to provide personal data prevents the exercise of the abovementioned rights.

The data subjects may exercise their rights of access, rectification, erasure, limitation to treatment and opposition, by email: privacy.and.security@novabase.com or letter sent to the address indicated below. Please indicate in your request your full name and the right that you are exercising. Novabase will ask you for the necessary information in order to verify your identity. In addition, you can make complaints to the competent authority (*Comissão Nacional de Proteção de Dados* - <https://www.cnpd.pt/>). Your data will not be shared with other entities.

The data controller is NOVABASE - Sociedade Gestora de Participações Sociais, S.A., headquartered at Avenida D. João II, n.º 34, Parque das Nações, Lisbon.

Lisbon, 7 August 2019

The Chairman of the board of the General Meeting

(Mr. António Manuel da Rocha e Menezes Cordeiro)