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 54,638,425.56
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 a General Meeting of Shareholders, at 3:00 p.m. on 12 May 2020, solely through telematics means, with the following Agenda:

Item One: To resolve on the Management Report (which includes the Corporate Governance Report as attachment) and Accounts for the 2019 financial year;

Item Two: To resolve on the proposal for allocation of profits;

Item Three: To make a general appraisal to the Management and Supervision of the Company;

Item Four: To resolve on the Remuneration Committee report on the remuneration policy for the 2019 financial year and to approve the declaration of the same Remuneration Committee on the remuneration policy for members of the management and supervisory bodies of the Company pursuant to Law no. 28/2009 of 19 June 2009 and other applicable rules;

Item Five: To resolve on the acquisition and disposal of own shares;

Item Six: To resolve on the remuneration of the Remunerations Committee.

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 3:00 p.m. on 28 May 2020, with the same agenda and likewise exclusively by telematic means.

I. Preliminary note

As mentioned above, the Annual General Meeting will be held exclusively by telematic means, as described in this Convening Notice and in the other information that will be made available to the Shareholders concerning the procedures for participation in the General Meeting, considering the following:

a) The current pandemic context originated by the COVID-19 outbreak, which resulted in the declaration of the State of Emergency in Portugal, with the consequent adoption of exceptional measures in response to this pandemic that restrict contacts and meetings

between people and limit the movement of citizens;

b) The uncertainty about the temporal duration of the current pandemic context and, consequently, of said restrictive measures

c) The provisions of paragraph b), number 6, of article 377 of the Portuguese Companies Code, which allow, except otherwise provided in the articles of association, general meetings to be held through telematic means, provided that the authenticity of the statements, the security of the communications and the record of its contents and of its participants are ensured, together with the absence of the prohibition of this manner of meeting in Novabase's articles of association.

d) The "Recommendations in the context of General Meetings" disclosed on 20 March last in the Portuguese Securities Markets Commission's (*Comissão do Mercado de Valores Mobiliários*) website;

e) The protection duties of its Shareholders, employees and other participants in the General Meeting that are incumbent on Novabase.

II. 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."

Since the Annual General Meeting is held exclusively by telematic means, considering the current context and the other aspects indicated in item I. above, the following shareholder participation procedures, in general terms, will be adopted:

a) Shareholders intending to participate in the Annual General Meeting must qualify under the terms indicated in this item and exercise their voting rights exclusively by electronic correspondence or electronic means, prior to the date of the General Meeting, under the terms indicated in the following items;

b) Once qualified to participate in the Annual General Meeting under the terms set out in this section, and after exercising their voting rights under the terms set out in this Notice, the Shareholders or their representatives shall have access to the virtual platform through which the General Meeting will be held, with the right to participate in the General Meeting under the terms set out in this Notice and, if they wish, to change their vote previously issued, during the course of the General Meeting, under the terms set out in this Notice and in the other information that will be transmitted to the Shareholders in relation to the procedures for participation in the General Meeting;

c) It is clarified that participation in the Annual General Meeting and any potential change to the vote previously cast will only be permitted to Shareholders who have exercised their right to vote by correspondence or by electronic means prior to the date of the General Meeting, under the terms indicated in items VI. and VII. below.

Therefore, for the General Meeting that is hereby convened, the record date corresponds to 0:00 a.m. (GMT) on 5 May 2020. 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 5 May 2020, 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. For this purpose the e-mail address ag2020@novabase.pt and the form that is available, as of the publication of the present Notice, at the head office and institutional website of Novabase (www.novabase.pt) should be used exclusively.

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 4 May 2020, 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. Professional Shareholders must also ensure that they have voting instructions from each client for the exercise of the vote under the terms referred to in this Notice.

III. Right to Information in the General Meeting

In order to ensure the regular functioning of the Annual General Meeting and to expedite the proceedings, from the date of publication of this Notice, any Shareholder may request, exclusively to the e-mail address **ag2020@novabase.pt**, that true, complete and elucidative information be provided to allow such Shareholders to form an informed opinion on the matters subject to deliberation. The information requested under these terms will be provided by the Company's corporate body that is qualified to do so, through explanations/clarifications provided by Novabase to the Shareholders by the same means (i.e. electronic e-mail), and the Shareholders are encouraged to request the provision of this information sufficiently in advance in relation to the date of the General Meeting, so that those explanations/clarifications may be provided by this means before said date.

The information required by the Shareholders, as well as explanations/clarifications provided by Novabase, within the terms aforementioned, will be disclosed to all the Shareholders that are qualified and have the right to participate at the Annual General Meeting, in the terms mentioned in section VIII. below, as such information will be sent to the e-mail address that has been previously indicated by the Shareholders or representatives within the terms foreseen in items VI. and VII.

Without prejudice, any Shareholder may, during the course of the General Meeting, request that information is provided in the terms referred to above. For the above-mentioned reasons, such requests for clarification made during the General Meeting will be accepted by the Chairman of the Board of the General Meeting only to the extent that they result from interventions or other facts that occur during the course of the General Meeting and that could not have been anticipated in advance by the Shareholders.

In any of the above cases, disclosure of the information requested by the Shareholders 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.

IV. 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 the electronic e-mail address **ag2020@novabase.pt**.

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, exclusively to the e-mail address **ag2020@novabase.pt**, 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.

V. 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, exclusively to the electronic mail address **ag2020@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.

VI. Vote by electronic correspondence

Shareholders having voting rights as referred to above may, in accordance with article 22 of the Securities Code, exercise the same by electronic 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 should indicate their intention of voting by electronic correspondence, by means of a communication prepared in accordance with the model made available on the Novabase institutional website (www.novabase.pt), addressed to the Chairman of the General Meeting, exclusively to the electronic address **ag2020@novabase.pt**, which should be sent until 11:59 p.m. (GMT) of 4 May 2020. In said communication, the Shareholders must indicate the electronic address to which the instructions for participation in the General Meeting indicated below must be sent, as well as the authentication data for accessing the platform through which the General Meeting will be held. The model of vote by correspondence and the referred instructions will also be made available on the Novabase institutional website (www.novabase.pt) in due time.

Both the communication of the intention of voting by electronic correspondence referred to above and the declaration of vote must be accompanied by a legible copy of the Shareholder ID card or the Citizen card of the Shareholder. In the case of a Shareholder who is a collective entity, the communication and declaration of vote referred to above must be signed by the person representing such entity, and the signature in that capacity must be recognized or, alternatively, accompanied by the identification document of the representative(s) and a legible copy of a document proving that capacity (a code to access the online permanent certificate of the legal entity with registered office in Portugal that they represent may also be sent).

Declarations of vote, accompanied by the documents referred to in the preceding paragraph, shall be sent to the Chairman of the board of the General Meeting, exclusively to the electronic e-mail address **ag2020@novabase.pt,** until 1:00 (GMT) p.m. of the business day prior to the date of the General Meeting.

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.

VII. 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 from 28 April 2020 and until 11:59 p.m. (GMT) of 4 May 2020 and provided that, on the same period of time ((i.e. from 28 April 2020 and until 11:59 p.m. (GMT) of 4 May 2020), 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, to be sent exclusively to the electronic mail address **ag2020@novabase.pt**. In the case of a Shareholder who is a collective entity, the communication must be signed by the person representing such entity, and the signature in that capacity must be certified or, alternatively, accompanied by the identification document of the representative(s) and a legible copy of a document proving that capacity (a code to access the online permanent certificate of the legal entity with registered office in Portugal that they represent may also be sent). In the case of natural persons, the communication must contain a simple signature and be accompanied by a copy of the respective ID card or Citizen card.

When registering at the institutional website of Novabase, Shareholders must indicate an e-mail address to which the instructions for participation in the General Meeting indicated below must be sent, as well as the authentication data to access to the platform through which the General Meeting will be held.

After sending the aforementioned communication, Novabase will send the authorization and respective instructions for voting by electronic means, as well as the other information referred to above for participation in the General Meeting, to the electronic address indicated by the Shareholder at the time of registration.

Electronic voting may take place from 1:00 p.m. (GMT) on 7 May 2020 to 1:00 p.m. (GMT) on 11 May 2020. 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.

VIII. Access to the General Meeting by telematic means and counting of votes

In order to comply with the legal provisions applicable to General Meetings of Shareholders held through telematic means, and in particular to ensure the security and authenticity of the declarations and communications in the context of the Annual General Meeting, the Shareholders are further informed of the following:

a) The Annual General Meeting will be held through an online platform (which will be indicated by Novabase to the Shareholders in due course), through a videoconferencing system;

b) Access to said platform and, consequently, to the General Meeting will depend on prior authentication on said platform by the Shareholder or the respective representative, to be made through the password that will be attributed by Novabase to each Shareholder or representative, as applicable. Said password, together with the relevant instructions for

authentication, access to the platform, participation in the General Meeting and potential change to the vote previously issued, will be sent by Novabase to the e-mail address indicated by the Shareholder or respective representative as provided in items VI. and VII. above. The referred instructions will also be available on Novabase's institutional website (www.novabase.pt).

c) Shareholders are hereby reminded that the right to participate in the Annual General Meeting and to, if such intention is expressed during the course of the meeting, change the vote previously issued, is only conferred to Shareholders who:

(i) have complied with the procedures set out in item II. above within the time limits indicated, in order to qualify for participatation in the General Meeting;

(ii) have expressed their intention to exercise their right to vote by electronic correspondence, by indicating their e-mail address for receipt of the relevant information for participation in the General Meeting, and subsequently exercised such right, all under the terms and deadlines indicated in item VI. above; or, alternatively, have registered on Novabase's institutional website and expressed their intention to exercise their right to vote by electronic means, and subsequently exercised such right, all under the terms and deadlines indicated in point VII. above; and

(iii) proceed with the prior authentication on the platform under the terms referred to in item b) above.

d) In this context, Shareholders who consider relevant the clarifications and discussion occurring at the Annual General Meeting, in order to define their final vote, will have, in any case, the possibility to issue an abstention vote (or, if they wish, to vote against or in favour) when voting through electronic correspondence or by electronic means and subsequently change their vote in the context of such meeting, if they wish to do so;

e) The mere participation of the Shareholder or representative in said meeting by accessing the platform mentioned does not determine the withdrawal of the votes cast by correspondence or by electronic means, without prejudice to the possibility of changing the vote previously issued, provided that such change is carried out expressly and unequivocally under the terms set out in the above-mentioned instructions;

f) Votes cast, whether by electronic correspondence or by electronic means, shall be considered as votes against the proposals for resolutions that may be presented following their issuance;

g) Votes cast, either by electronic correspondence or by electronic means, as referred to above, shall be considered at the time of tallying the votes on each of the items on the agenda under analysis and discussion;

h) The voting results for each item on the agenda shall be disclosed during the General Meeting in the item to which they respect to.

IX. Preparatory information and submission of documentation

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, the reports that are legally required to accompany the same, the management reports and financial statements, as well as the other elements of preparatory information 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).

In view of the current context referred to above, all documentation inherent to the participation of Shareholders and/or their representatives in the Annual General Meeting shall be sent exclusively by electronic e-mail, and it is the sole responsibility of Shareholders and/or their representatives to ensure the authenticity of the documents sent and the legal security of sending such documents by this means. Shareholders are further informed that the association of qualified digital signature or equivalent means to any documentation sent for the purpose of participation in the Annual General Meeting will be accepted.

Under the applicable legal terms, Novabase may proceed with the registration of all communications and of the respective intervening parties in relation to the General Meeting.

It is further informed that any requests for information, clarification of doubts of any nature related to the Annual General Meeting and any documentation inherent to the participation of Shareholders and/or their representatives in the Annual General Meeting must be sent exclusively to the e-mail address of the Annual General Meeting **ag2020@novabase.pt**.

X. Data Protection

The personal data that the shareholders or their representatives made available to Novabase in connetion 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 e-mail: privacy.and.security@novabase.com or letter sent to the address indicated below. Please indicate in your resquest 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, 16 April 2020

The Chairman of the board of the General Meeting

(Mr. António Manuel da Rocha and Menezes Cordeiro)

NOVABASE
simpler & happier