

*IBIM2, Limited*  
*97 Archbishop Street*  
*Valleta VLT 1446*  
*Malta*

Dear Sir,

Professor António Manuel da Rocha e Menezes Cordeiro

Chairman of the Board of the Shareholder's Meeting

**NOVABASE – Sociedade Gestora de Participações Sociais, S.A.**

Av. D. João II, lote 1.03.2.3., Parque das Nações,  
Lisboa

**Subject: NOVABASE – Sociedade Gestora de Participações Sociais, S.A.'s ("NOVABASE") Extraordinary General Meeting of Shareholders, to be held on 26 September 2019.**

Dear Chairman,

The shareholder IBIM 2 Limited ("IBIM2") became aware of the notice of convening, directed at Novabase's shareholders, for the Extraordinary General Meeting of Shareholders at the Company's registered office, located at Av. D. João II, no. 34, Parque das Nações, Lisboa, at 3:00 p.m., which sets forth, as at today, the following Agenda:

- i) **Item One:** To resolve on the interim balance sheet with reference to 30 June 2019;
- ii) **Item Two:** To resolve on the proposal for the distribution of reserves and retained earnings;
- iii) **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;
- iv) **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;
- v) **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

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the Company and to employees of Novabase or in other companies of the Novabase group, based on the performance of Novabase's shares;

- vi) **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
- vii) **Item Seven:** To resolve on the election of a new member of the Board of Directors of the Company.

In order to contribute to the company's management and as a shareholder holding a qualifying holding of 10.5% (correspondent to 3,303,292 shares) in NOVABASE's share capital, IBIM 2 has repeatedly asked for the election of a new member of NOVABASE's Board of Directors, proposed by IBIM 2 Limited, to contribute with a broader vision of the business and to streamline its execution, as NOVABASE's management body would benefit from the additional human capacity, critical spirit, as well as from shareholder diversity and representation.

Taking the aforementioned into account, IBIM 2 has suggested the appointment of professionals that have occupied positions of the highest responsibility in one of Europe's largest services company. In particular, before NOVABASE's 2018 General Meeting of the Shareholders took place, IBIM 2 addressed the Board of Directors, through the Board's Chairman, suggesting that a person appointed by IBIM 2 were to be considered in the Company's Corporate bodies' election, which would take place in the aforementioned General Meeting of Shareholders and an agreement was reached in the sense that said integration would not take place in that moment, but would occur during the Board of Directors' term of office 2018-2020.

Within such terms, pursuant to article 378 of the Portuguese Companies Code and article 23-A of the Portuguese Securities Code, IBIM 2 requests the inclusion in the agenda of the Company's Extraordinary General Meeting of Shareholders, to be held in 26 September 2019, of the following item:

**“To resolve on the election of a new member of Novabase's Board of Directors.”**

Following the presentation to the Chairman of the board of the General Meeting of a letter regarding the inclusion of another new item in the Agenda (*“Discuss and resolve on the independent reassessment of the content of the Strategic Update 2019+ by the Board of Directors”*), the item which is the subject of this request shall be indicated as “Item 9 on the Agenda”.

The proposal of resolution to be included in the Agenda is hereby attached to this letter.

Best regards,

Malta, 12 August 2019

IBIM 2 Limited

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Jeaninne Giglio  
obo LexPractis, Limited  
IBIM2, Ltd Director B

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Philippe Ponsard  
IBIM2, Ltd Director C

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## Extraordinary General Meeting of Shareholders of 26 September 2019

### NOVABASE - Sociedade Gestora de Participações Sociais, S.A. ("Novabase")

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

### Shareholder's Proposal

#### Item 9 of the Agenda

To resolve on the election of a new member of Novabase's Board of Directors.

Considering that:

- (A) The reconfiguration of NOVABASE's Board of Directors is deemed necessary, providing the management body with additional human capacity, critical spirit, as well as shareholder diversity and representation;
- (B) Article 14 of NOVABASE's by-laws foresees that the Board of Directors shall be composed of a minimum of three and a maximum of nineteen members, elected by the General Meeting of the Shareholders.

It is hereby proposed the following resolution:

- i) To change the composition of NOVABASE's Board of Directors, increasing the number of members to nine or ten (depending on the voting result in relation to the proposal presented to the Company's Extraordinary General Meeting of Shareholders to be held on 26 September 2019, regarding the election of Paulo Jorge de Barros Pires Trigo as a member of the Board of Directors) for the remaining period of the 2018-2020 term of office; and
- ii) To elect Jose Sancho Garcia as a new member of NOVABASE's Board of Directors, whose *curriculum vitae* may be found attached to this proposal, to complete the remaining period of the 2018-2020 term of office.

Best regards,

Malta, [12] August 2019

IBIM 2 Limited

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Jeaninne Giglio  
obo LexPractis, Limited  
IBIM2, Ltd Director B

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Philippe Ponsard  
IBIM2, Ltd Director C

## **CURRICULUM VITAE**

### **1. PERSONAL INFORMATION**

Name: Jose Sancho García

Nacionality: Spanish

Date of birth: 1948 year

### **2. ACADEMIC TRAINING**

Telecommunications Engineer.

Degree from the Universidad Politécnica of Madrid, in 1970.

### **3. PROFESSIONAL EXPERIENCE**

- **1983 – 1987:** Chief Information Officer at Banco de Bilbao and at the Repsol Group.
- **1988 – 2005:** Founder, CEO and Chairman at PROFIT Gestión Informática, IT services company
- **1990 – 2005:** Chairman at Garter Group for Spain, Portugal and Mexico for 15 years.
- **2005 – 2011:** Member of the Board of Directos of Sopra Group, Paris.
- **2007 – 2009:** Member of the Board of Directos of Amper, in Madrid.
- **2010 – 2011:** Member of the Board of Directos of eFront, in Paris.
- **Since 2015:** Chairman of the Board of Directors of Panda Security.
- **Since 2018:** Chairman of the Board of Directors of Altitude Software.
- **Since 2019:** Chairman of the Board of Directors of Bkool.

As at this date Jose Sancho Garcia does not own directly any shares representing Novabase – Sociedade Gestora de Participações Sociais, S.A.'s ("Novabase") share capital. Notwithstanding the aforementioned, the voting rights corresponding to 3,303,292 Novabase shares – which are directly held by IBIM 2 Limited – are attributable to Jose Sancho García (as the Ultimate Beneficial Owner).