

Relevant Information

Announcement pursuant to Articles 5 (1) (a) of Regulation (EU) 596/2014 of 16 April and 2 of Delegated Regulation (EU) 2016/1052 of 8 March

Start of trading in the context of the buy-back programme of own shares

Lisbon, 10 of January 2020

Following the resolution of the Remuneration Committee of Novabase - Sociedade Gestora de Participações Sociais, SA (“**Novabase**” or “**Company**”) held on 18 November 2019, regarding to the attribution of options over shares of Novabase, under the Stock Options Plan of the Company, Novabase hereby informs, under the terms and for the purposes of article 5 (1) (a) of Regulation (EU) 596/2014, of the European Parliament and of the Council, of 16 April (“**Regulation (EU) 596/2014**”) and of article 2 of Delegated Regulation (EU) 2016/1052, of the Commission, of 8 March of 2016 (“**Delegated Regulation (EU) 2016/1052**”), that on 14 January of 2020 it will start the trading in the context of the buy-back programme of own shares of the Company (“**Buy-Back Programme**”), in the terms and according to the limits set forth in the resolution adopted under item Six of the Agenda of the Extraordinary General Meeting of shareholders occurred on 26 September 2019 – under the terms of which it was approved the buy-back programme of own shares of Novabase – as well as the resolution adopted by the Annual General Meeting of shareholders occurred on 7 May 2019, under the terms of item Five of the Agenda, as disclosed to the market in due time.

The Buy-Back Programme shall be executed in accordance with the terms of Regulation (EU) 596/2014, as supplemented by the Delegated Regulation (EU) 2016/1052.

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Novabase – Sociedade Gestora de Participações Sociais, SA

Public Company

Registered Office: Av. D. João II, nº 34, Parque das Nações, 1998-031 Lisboa

Share Capital: € 54,638,425.56

Lisbon Commercial Registry Office registration and legal person number 502.280.182

The purpose of the Buy-Back Programme, under the terms and for the purposes of article 5 (2) (c) of Regulation (EU) 596/2014 is the acquisition of own shares with the view of complying with the obligation of delivering shares to members of the Board of Directors of the Company and employees of Novabase or of other companies of the Novabase group in the context of the Stock Option Plan, approved in the same Extraordinary General Meeting of shareholders occurred on 26 September 2019, as disclosed to the market in due course, notably for the settlement of the options attributed in the context of such plan and in its close dependency.

In this context, the Buy-Back Programme shall be executed in accordance with the following terms and conditions:

- a) Maximum number of shares to be acquired under the Buy-back Programme: up to 300,000 (three hundred thousand) ordinary shares, corresponding to the estimated number of shares required to settle the options currently granted under the Company's Stock Option Plan. Notwithstanding, this number may be adjusted in the future, notably according to the attribution of new options under the referred plan or in the event of change in the assumptions for the calculation of the estimated number of shares corresponding to the options granted, up until the limit corresponding to 10% (ten per cent) of the share capital of Novabase;
- b) Buy-back Programme duration: The Buy-back Programme will last until the end of year of 2023, starting on 14 January 2020 and ending on 31 December 2023, inclusive. However, the Buy-back Programme may end earlier in case the maximum number of shares to be acquired or the maximum amount of the Buy-Back Programme are achieved. The execution of the Buy-back Programme beyond 26 March 2021 will be, in any case, subject to approval, by the shareholders of Novabase in the next General Meetings, of a new authorization for the acquisition of own shares in terms similar to the ones resolved on Annual General Meeting of 2019, as well as the Extraordinary General Meeting of 26 September 2019, thus

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- renewing the period during which the acquisitions of own shares may be executed under the authorization granted by the General Meeting;
- c) Forms of acquisition under the Buy-back Programme: Acquisitions of shares or of rights to acquire or allocate shares, for consideration, on sessions of the regulated market of Euronext Lisbon, in compliance with the principle of equal treatment of shareholders as established by law;
- d) Minimum and maximum consideration for the acquisitions to take place within the Buy-back Programme: the effective purchase price (i) shall fall within a minimum of 25 % (twenty five percent) below the weighted average value of the weighted daily average trading prices of the shares on Euronext Lisbon during ten trading sessions of regulated market immediately preceding the date of acquisition or the creation of the right to acquire or allocate shares, and a maximum of 25% (twenty five percent) above that value, and (ii) within the terms and for the purposes of article 3, (2), of Delegated Regulation (EU) 2016/1052, it shall also not be higher than the highest between the last independent operation and the highest independent offer at the time of the acquisition on the Euronext Lisbon regulated market;
- e) Maximum pecuniary amount of the Buy-back Programme: up to 10,000,000 € (ten million euros);
- f) Financial intermediary responsible for the execution of the Buy-Back Programme: The mandate for the execution of the Buy-Back Programme was granted to Caixa - Banco de Investimento, S.A., which will independently proceed with the purchase of the Company's shares in the context of the Buy-Back Programme, pursuant to and in accordance with the limits of this announcement, the resolutions taken by the Extraordinary General Meeting of shareholders held on 26 September 2019 and the Annual General Meeting of shareholders held on 7 May 2019, as well as pursuant to Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, being duly authorized to that effect.

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The Buy-Back Programme shall be executed as a “time-scheduled buy-back programme”, within the terms and for the purposes of article 4 (2) of Delegated Regulation (EU) 2016/1052, complying to that purposes with the terms and conditions set out above, as well as with the requirements and conditions set out in Regulation (EU) no. 596/2014, as supplemented by Delegated Regulation (EU) 2016/1052, notably the ones set out in the paragraphs below, in order to benefit from the exemption set out in article 5 of Regulation (EU) no. 596/2014.

During the execution of the Buy-back Programme the following requirements shall be, in addition, complied with:

- i) Keeping a record of each transaction made within the Buy-back Programme;
- ii) Communication to the CMVM of all transactions related to the Buy-back Programme, in a detailed and aggregated form (indicating the aggregated volume and the weighted average price per day on Euronext Lisbon), no later than by the end of the seventh daily market session following the date of execution of said transactions, as well as public disclosure of such information related to the Buy-back Programme, no later than by the end of the seventh daily market session following the date of execution of said transactions, within the terms and for the purposes of article 2 of Delegated Regulation (EU) 2016/1052, as well as compliance with other information and disclosure obligations set out in the applicable law, notably in CMVM Regulation no 5/2008;
- iii) Publication of the transactions disclosed pursuant to the preceding paragraph on the website of Novabase and keeping that information available to the public for at least a 5 (five) years from the date of public disclosure;
- iv) Orders should not be placed during an auction phase and orders placed before the auction phase should not be changed during that phase;
- v) Limitation of the number of shares to be acquired under the Buy-back Programme, on any trading day, to 25% (twenty five per cent) of the

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average daily volume of the shares traded in the Euronext Lisbon regulated market, under the terms and for the purposes of article 3, (3), of Delegated Regulation (EU) 2016/1052

Any interruption or change to the Buy-Back Programme will be disclosed to the market under the terms of the Delegated Regulation (EU) 2016/1052.

During the execution of the Buy-Back Programme, the liquidity agreement between the Company and Caixa - Banco de Investimento, S.A. in force, as disclosed to the market in due time, will be suspended.

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