

**TEIXEIRA DUARTE, S.A.**

**PUBLIC COMPANY**

**Head Office: Edifício 2 – Lagoas Park – Porto Salvo / Oeiras**

**Share Capital: € 210,000,000.00**

**Legal Entity no. 509,234,526**

**Registered under the same number with the Commercial Registry Office of Cascais (Oeiras)**

## **GENERAL MEETING**

### **SUMMONS**

In compliance with the legal and statutory provisions, shareholders of the public corporation “TEIXEIRA DUARTE, S.A.” are hereby called to attend a General Meeting on the 30<sup>th</sup> of May 2015, at 11.00 a.m..

In order to provide the best facilities to the Shareholders, the meeting will take place at the “Lagoas Park” Convention Centre, near the Company’s head office, in Porto Salvo, Oeiras.

#### **I. The agenda for the General Meeting is as follows:**

1. To deliberate on the management report and accounts, both individual and consolidated, as well as on the Corporate Governance Report, all of the above relating to the year 2014;
2. To deliberate on the proposed distribution of earnings;
3. To conduct a general assessment of the Company’s administration and supervision;
4. To deliberate on the statement on the compensation policy for the managing and supervisory bodies;
5. To deliberate on the election, for the 2015/2018 period, of the Statutory Auditor or a Statutory Audit Firm; and
6. To deliberate on the election, for the 2015/2018 period, of the members of the Chair of the General Shareholders’ Meeting, the Board of Directors, the Supervisory Board, as well as the members of the Remunerations Committee mentioned in Article 11 of the Company’s Bylaws.

**II. Prior Information:**

Pursuant to nr. 2 of Article 21-C of the Securities Code, as from the date of publication of this summons, the preparatory information indicated in Article 289 of the Companies Code and in nr. 1 of Article 21-C of the Securities Code – including the full text of the documents and proposals to be presented to the General Shareholders' Meeting which are currently known of and the information concerning the people proposed to be elected for the corporate bodies –, is available to the Shareholders for their consultation on the Company's website ([www.teixeiraduarte.pt](http://www.teixeiraduarte.pt)) and also at its head office, during regular working hours.

The accounting documents are available to the Shareholders at the place and through the means referred above and also through the Information Disclosure System (SDI, by its initials in Portuguese) of the Portuguese Securities Market Commission.

**III. Information provided at the General Shareholders' Meeting:**

During the General Shareholders' Meeting, Shareholders may request truthful, complete and clarifying information so as to enable them to make an informed opinion on the matters subject to deliberation. The obligation to provide information includes the relations between the Company and other related companies.

The aforementioned information shall be provided by the corporate body with the respective competence and may only be refused if the provision of such information may cause serious damage to the Company or to other related company or if it comprises an infringement of a confidentiality obligation imposed by Law.

**IV. Adding items to the Agenda:**

Those Shareholders holding shares corresponding to, at least, 2% of the Company's share capital may request the addition of items to the Agenda, through a written request send to the General Shareholders' Meeting Chairman within the 5 days following the last publication of the present summons, provided that the request is presented together with a deliberation proposal for each item the Shareholder requests to be added to the Agenda and thereafter the other proceedings foreseen

in paragraph c) of nr.2 of article 23-A of the Securities Code and in nr. 3 and 4 of Article 378 of the Companies Code shall be followed.

#### **V. Presenting deliberation proposals:**

Those Shareholders holding shares corresponding to, at least, 2% of the Company's share capital may request the inclusion of deliberation proposals regarding the items of the Agenda, whether as initially set or altered. The request shall be made in writing and shall be sent to the General Shareholders' Meeting Chairman within the 5 days following the last publication of the present summons, together with the information that shall follow the deliberation proposal and thereafter the other proceedings foreseen in nr. 3 of Article 23-B of the Securities Code and in nr. 4 of Article 378 of the Companies Code shall be followed.

#### **VI. Participation in the General Shareholders' Meeting**

Only those who, on the record date, corresponding to 00:00 (GMT) of the 25<sup>th</sup> of May 2015, own shares that grant them at least one vote may attend the General Shareholders' Meeting and debate and vote therein. Each share grants the right to one vote.

The Shareholders who plan to attend the General Shareholders' Meeting shall announce their purpose, in writing, until the 22<sup>nd</sup> of May 2015, to the General Shareholders' Meeting Chairman (to the Company's head office, at Lagoas Park, Edifício 2, 2740-265 Porto Salvo, or by e-mail to [assembleiageral@teixeiraduarte.pt](mailto:assembleiageral@teixeiraduarte.pt)) and to the financial intermediary where the account of individual registration is open. The Company has available on its website ([www.teixeiraduarte.pt](http://www.teixeiraduarte.pt)) forms of these documents, to be completed by the Shareholders for these purposes.

The financial intermediaries which are informed of their clients' intention to participate in the General Shareholders' Meeting shall send to the respective Chairman, until 23h59m of the 25<sup>th</sup> of May 2015, information on the number of shares registered in the name of its client by reference to the record date. For such purposes, the financial intermediaries may use the e-mail ([assembleiageral@teixeiraduarte.pt](mailto:assembleiageral@teixeiraduarte.pt)).

Under the legislation in force, the exercise of these rights will not be harmed by the transfer of shares after the record date, and will not depend on the blockage of the shares between that date and the date of the General Shareholders' Meeting.

However, any Shareholder who has stated his/her purpose to attend the General Shareholders' Meeting and transfers the shares between the record date and the General Shareholders' Meeting shall immediately communicate such fact to the General Shareholders' Meeting Chairman and to the Portuguese Securities Market Commission.

#### **VII. Representation:**

The formalities and further requirements for grouping or Shareholders' representation are those set forth in Article 13 of the Bylaws and in the Law, namely in Article 380 of the Companies Code and Article 23 of the Securities Code. Shareholders must provide the General Shareholders' Meeting Chairman with the representation document, sending it to the Company's head office, via mail or e-mail ([assembleiageral@teixeiraduarte.pt](mailto:assembleiageral@teixeiraduarte.pt)), until three days prior to the date settled for the General Shareholders' Meeting, i.e., until the 27<sup>th</sup> of May 2015.

The Company has available a representation document form on its website ([www.teixeiraduarte.pt](http://www.teixeiraduarte.pt)) or at the head office, during regular working hours.

For a possible representation of more than five Shareholders in the General Shareholders' Meeting account should be taken of the legal requirements established in Articles 381 of the Portuguese Companies Code and 23, nr. 3 of the Securities Code.

#### **VIII. Exercise of Voting Rights:**

Each share grants the right to one vote.

Shareholders who professionally hold the shares in their own name but on behalf of their clients, may vote differently with their own shares provided that, besides fulfilling the requirements for participating in this General Shareholders' Meeting, they address to the General Shareholders'

Meeting Chairman the following information, within the same time limit, using sufficient and adequate evidence:

- a) Identification of each client and the number of shares to be voted on his/her behalf; and
- b) Voting instructions, specific for each item of the Agenda, issued by each client.

Pursuant to the legal provisions and those of Article 13 of the Bylaws, the voting right may be exercised per correspondence, in the following terms:

- a) Shareholders with voting rights that intent to vote per correspondence, in addition to complying with all the conditions and time limits mentioned above for evidencing that capacity, must address a letter to the Chairman of the General Shareholders' Meeting, which should be received at the head office - Lagoas Park, Edifício 2, 2740-265 Porto Salvo – until 5 p.m. on the 29<sup>th</sup> of May 2015, expressing their intention to exercise such right and stating their identity (full name and number of identification card), address and the number of shares held, which will be checked against the certification issued in the meantime by the financial institution where the shares are registered, being the latter the one that prevails. Such letter must also include the certified signature of the Shareholder or of someone with the power to bind the Shareholder and, in the case of natural persons, it must be accompanied by a legible photocopy of their Identity Card/Citizen Card or of a document that replaces it. Along with the mentioned letter, Shareholders must include, in sealed envelopes, their voting statements for each item of the Agenda, in a specific and unequivocal manner, followed by their signature, which must be identical to the one that appears on the remittance letter. The abovementioned envelopes must bear the inscription: "Contains voting statement for item number (state the relevant number) of the Agenda";
- b) In order to execute the abovementioned procedures, the Company will provide forms of the voting letter and ballot paper on its website ([www.teixeiraduarte.pt](http://www.teixeiraduarte.pt)) and at its head office during regular working hours;
- c) The envelopes containing the voting statements issued under the aforementioned terms will be opened and considered by the General Shareholders' Meeting Chairman when voting of the corresponding item of the Agenda takes place. Votes included in rejected statements shall be considered as not issued;
- d) Votes per correspondence are considered to be negative votes in relation to deliberation proposals presented after such votes have been issued;

- e) The presence in the General Shareholders' Meeting of a Shareholder who has exercised his/her voting right by correspondence implies the revocation of the vote which had been previously expressed that way;
- f) The authenticity of the vote per correspondence, its confidentiality until the voting time and its processing shall be assured by the General Shareholders' Meeting Chairman.

Lagoas Park, the 30<sup>th</sup> of April 2015

THE CHAIRMAN OF THE GENERAL SHAREHOLDERS' MEETING

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*Rogério Paulo Castanho Alves*