

## **EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF THE 19<sup>TH</sup> OF OCTOBER 2012**

### **Instructions for attending to the General Meeting**

#### **I. Previous Information:**

Pursuant to nr. 2 of Article 21-C of the Securities Code, as from the date of the summons' publication, the preparatory information documents 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, are 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.

#### **II. Information provided at the General Shareholders' Meeting:**

1. During the General Shareholders' Meeting, Shareholders may request truthful, compete and clarifying information so as to enable them to make an informed opinion on the matters subject to deliberation. The obligation to provide information encompasses the relations between the Company and other related companies.
2. 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 amounts to an infringement of a confidentiality obligation imposed by Law.

#### **III. Adding items to the Agenda:**

The Shareholder or 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 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 nr. 3 and 4 of Article 378 of the Companies Code shall be followed.

#### **IV. Presenting deliberation proposals:**

The Shareholder or 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 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.

#### **V. Participation in the General Shareholders' Meeting:**

1. Only those who on the record date, corresponding to 00:00 (GMT) of the 12<sup>th</sup> of October 2012, own shares that grant the right to vote may attend the General Shareholders' Meeting and debate and vote therein.
2. Each share grants the right to one vote.
3. The Shareholders who plan to attend the General Shareholders' Meeting shall announce their purpose, in writing, until the 11<sup>th</sup> of October 2012, 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 [representantemercado@teixeiraduarte.pt](mailto:representantemercado@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)) minutes of these documents, to be completed by the Shareholders for these purposes.

4. 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 12<sup>th</sup> of October 2012, 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 ([representantemercado@teixeiraduarte.pt](mailto:representantemercado@teixeiraduarte.pt)).
5. 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 (CMVM).

#### **VI. Representation:**

1. The procedures 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 23 of the Securities Code. Shareholders must provide the General Shareholders' Meeting Chairman with the representation document, send to the Company's head office, via mail or e-mail ([representantemercado@teixeiraduarte.pt](mailto:representantemercado@teixeiraduarte.pt)), until three days prior to the date settled for the General Shareholders' Meeting.

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.

2. 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.

**VII. Exercising the voting right:**

1. Each share grants the right to one vote.
2. 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 set forth in Section V, they address to the General Shareholders' Meeting Chairman the following information, within the same timeline, using sufficient and adequate evidence:
  - a) Identification of each client and the number of shares to be voted on his behalf;
  - b) Voting instructions, specific for each item of the Agenda, issued by each client.
3. Shareholders with voting rights that intent to vote per correspondence, should, at first, provide evidence of their quality of Shareholders, according to Section V above.
4. Besides fulfilling all the aforementioned requirements and timelines for evidencing their capacity of Shareholders with voting right, they must also send a letter addressed to the General Shareholders' Meeting Chairman, which should be received at the head office – Lagoas Park, Edifício 2, 2740-265 Porto Salvo, Portugal -, until 7 p.m. of the 18<sup>th</sup> of October 2012, 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.
5. 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 or of a document that replaces it.

6. Along with the mentioned letter, Shareholders must include, in sealed envelopes, their voting statements for each point 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 point number (state the relevant number) of the Agenda”.
7. In order to execute the abovementioned procedures, the Company will provide templates 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.
8. 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 point of the Agenda takes place. Votes included in rejected statements shall be considered as not issued.
9. Votes per correspondence are considered to be negative votes in relation to deliberation proposals presented after such votes have been issued.
10. 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.
11. 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.

Any further clarification or information the Shareholders may consider necessary may be provided by

the Investors' Relations Office, through the e-mail [representantemercado@teixeiraduarte.pt](mailto:representantemercado@teixeiraduarte.pt), fax number 351 217 912 421, or phone number 351 217 912 415, during regular working hours.