

GENERAL MEETING OF THE 24TH OF MAY 2023

Mr.

President of the General Meeting Board of
TEIXEIRA DUARTE, S.A.

PROPOSITION WITHIN THE SCOPE OF THE FOURTH ITEM OF THE AGENDA

WHEREAS:

- a) Moore Stephens & Associados, SROC, S.A. is the Chartered Accountants Company carrying out its functions in Teixeira Duarte, S.A. since 2015, having the last time been elected the for the quadriennium 2019/2022.
- b) This year there will be elections also for the post of Certified Public Accountant or Chartered Accountants Company;
- c) There is the will to re-elect the same entity for the said position;
- d) It is understood that, in accordance with the Law 140/2015, of the 7th of September, the maximum duration of the functions of statutory auditing by the Certified Public Accountant or Chartered Accountants Company is of 10 years;
- e) From the articulation of the two previous recitals, it was included in the notice of the Annual General Assembly of Teixeira Duarte, S.A., published the 27th of April, the 5th point of the Agenda with the following content: Elect of the Statutory Auditor or Statutory Audit Firm for the biennium 2023 / 2024;
- f) The by-laws of Teixeira Duarte, S.A. currently state, in the no. 2 of article 10, that: *The members of the General Meeting Board, the Board of Directors the Supervisory Board and the Certified Public Accountant or the Chartered Accountants Company are elected by the General Meeting, by the list-based system, for periods of four years, coinciding with the social financial years and may always be re-elected one or more times, under the terms and with the legally established limits;*
- g) It is intended to articulate the will mentioned above in c) - to re-elect the same Chartered Accountants Company for such post - and the maximum duration limits of the mandates

of the said Chartered Accountants Company, indicated above in d), as well as the rules regarding the mandates established in the Company's by-laws,

With regard to the matter of the Number Four of the Agenda of this General Meeting, TEIXEIRA DUARTE 1886, S.A., proposes that the General Meeting decide to amend article 10 of the Company's by-laws in order to reduce the duration of the Certified Public Accountant or the Chartered Accountants Company mandate to a biennium, maintaining the duration of the other bodies mandate and adjust, in accordance with this alteration, the text of the number 1 of article 11 of the by-laws, as follows:

1. The amendment of the no. 2 of article 10 as follows:

TWO - The members of the General Meeting Board, the Board of Directors and of the Supervisory Board are elected by the General Meeting, by the list-based system, for periods of four years, coinciding with the social financial years and may always be re-elected one or more times, under the terms and with the legally established limits;

2. The introduction of a new number three of the same article 10, with the following text:

THREE - The Certified Public Accountant or the Chartered Accountants Company are elected by the General Meeting, by the list-based system, for periods of two years, coinciding with the social financial years and may always be re-elected one or more times, under the terms and with the legally established limits;

3. To renumber the two following numbers of the said article 10:

4. The amendment of the no. 1 of article 11 as follows:

ONE - The remunerations, of any kind, that each one of the members of those social bodies shall or shall not earn will be established and liable to be reviewed at any time by a Remunerations Committee, composed by a minimum of three shareholders, elected in a General Meeting, for the same period of time and at the same time of the election of the bodies identified in number two of article ten these by-laws.

Lagoas Park, on the 2nd of May 2023

The Board of Directors