

GENERAL SHAREHOLDERS' MEETING OF MAY 22, 2024

Chairman of the General Shareholders'
Meeting of
TEIXEIRA DUARTE, S.A.

PROPOSAL PRESENTED WITHIN THE SCOPE OF
THE FOURTH ITEM OF THE AGENDA

WHEREAS:

- a) All the 420.000.000 (four hundred and twenty million) shares that represent the share capital of "Teixeira Duarte, S.A." are ordinary, are fully paid, have the nominal value of EUR 0.50 (fifty euro cents) each, are book-entry and registered at the Securities Central and are all admitted to trading on the regulated market of Euronext Lisbon;
- b) As per Article Ninth of the Bylaws of "Teixeira Duarte, S.A.", *"Within the limits imposed by the law, the Company may acquire and hold own shares or bonds, as well as perform with them all operations that it deems convenient to corporate interests"*;
- c) In compliance with the provisions of Articles 319 and 320 of the Companies Code, the acquisition and sale of own shares is subject to approval by the General Meeting;
- d) It is deemed appropriate and opportune that the Board of Directors should be authorized to acquire and dispose of own shares for a period of 18 months starting from the date of the next General Meeting;

With regards to the matters contained in the Fourth Item of the Agenda of this Shareholders' General Meeting, the Board of Directors hereby proposes:

- 1. To approve the possibility of acquisition by TD, SA of its own shares, subject to the decision of its own management body and with the following terms:
 - a) The Company will only acquire shares totally free of liens or encumbrances;
 - b) **Maximum number of shares to be acquired:** up to the limit of 5% (five percent) of the share capital, deducting the disposals made;

- c) **Period during which the acquisition may be made:** Eighteen months from the date of this resolution.
 - d) **Persons from whom the shares may be acquired:** The Company may acquire shares from any shareholder in the terms and conditions of this proposal;
 - e) **Forms of acquisition:** Acquisition of shares against payment, by purchase on a regulated trading market, in compliance with the principle of shareholder equality, the rules on non-abuse of the market and buy-back operations, under the applicable legal and regulatory terms;
 - f) **Maximum compensation for acquisition:** The acquisition price must be less than the average of the shares closing value of the five sessions immediately preceding the date of acquisition, plus five percent.
2. To approve the possibility of disposal by "Teixeira Duarte, S.A." of its own shares, subject to the decision of its own management body and with the following terms:
- a) **Minimum number of shares to be sold:** The number corresponding to the necessary amount to fulfill obligations resulting from the law or from a resolution of the administrative body;
 - b) **Period during which the sale may be made:** Eighteen months from the date of this resolution;
 - c) **Form of disposal:** Disposal of the shares against payment, by sale to be carried on a regulated market, in compliance with the principle of shareholder equality, the rules on non-abuse of the market and buy-back operations, under the applicable legal and regulatory terms;
 - d) **Minimum price:** The selling price must be higher than the average of the shares closing value of the five sessions immediately preceding the date of sale, less five percent.

Porto Salvo, May 5th, 2024