

2<sup>nd</sup> SESSION (to take place on July 6<sup>th</sup>, 2012)  
of the GENERAL MEETING started on April 20<sup>th</sup>, 2012

*(Translated from the original version in Portuguese)*

**CULTURGEST**  
Rua do Arco Cego, Lisboa

**CIMPOR - Cimentos de Portugal, SGPS, S. A.**  
Public Company

Head Office: Rua Alexandre Herculano, 35  
1250-009 LISBON PORTUGAL

Share Capital: Euros 672,000,000  
Tax and Lisbon Companies registration number: 500 722 900  
Phone: (+351) 21 311 8889 Fax: (+351) 21 311 8826



**2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting  
initiated on April 20<sup>th</sup>, 2012**

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## **2<sup>nd</sup> SESSION (to take place on July 6<sup>th</sup>, 2012) of the GENERAL MEETING initiated on April 20<sup>th</sup>, 2012**

### Participation and Voting Instructions

Following Cimpor's announcement of April 20<sup>th</sup> 2012 regarding the suspension of the convened meeting for the same date, the Chairman of the Board of the General Meeting hereby recalls the meeting agenda to shareholders and presents the voting and participation instructions for the 2<sup>nd</sup> Session of the referred General Meeting, to take place on **July 6<sup>th</sup> 2012, at 10.30 am (GMT)** in the same place, (CULTURGEST – Building of the registered office of Caixa Geral de Depósitos, in Lisbon, the entrance of the same being located at Rua do Arco do Cego).

#### **I – Agenda for the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012**

- ITEM TWO:** Resolve on the proposal for the allocation of profits;
- ITEM THREE:** Resolve on the general appraisal of the management and supervision of the Company;
- ITEM FOUR:** Resolve on the declaration on the remuneration policy of the members of the management and supervisory bodies of the Company;
- ITEM FIVE:** Resolve on the election of a new director of the Company for the current term-of-office (2009/2012), in view of the resignation submitted;
- ITEM SIX:** Resolve on the disposal of own shares to employees and members of the management body of the Company and affiliates under “3C Plan”, as well as the approval of the respective Regulations;

**ITEM SEVEN:** Resolve on the disposal of own shares to employees of the group and members of the management bodies of the Company and affiliates under “ODS Plan” and its Regulations, approved in 2011, and also on the disposal of own shares to execute the stock options granted in 2010 under the “Stock Options Plan – 2004 Regulations”;

**ITEM EIGHT:** Resolve on the acquisition and disposal of own shares.

**II – Participation in the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012**

1. The participation and the exercise of the voting rights at the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012 depend upon the Shareholders having at least one share registered in their name at **00:00 am (GMT) of June 29th, 2012** (“Updated Record Date”), corresponding to the fifth trading day prior to the date of this 2<sup>nd</sup> Session of the General Meeting.
2. Shareholders who wish to participate in the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012 shall state such intention in written form to the Chairman of the Board of the General Meeting and to the financial intermediary with whom they have opened the individual securities account, **before 24:00 pm (GMT) of June 28<sup>th</sup>, 2012**, and may, for such purpose, regarding the declaration to be sent to the Chairman of the Board of the General Meeting, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
3. The declarations to be sent to the Chairman of the Board of the General Meeting and to the financial intermediary, provided for in the previous paragraph, may be prepared in accordance with the forms made available for that purpose at the registered office and on the website [www.cimpor.com](http://www.cimpor.com).
4. The financial intermediary who has been informed of the Shareholder’s intent to participate in the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012 shall send to the Chairman of the Board of the General Meeting, **before 24:00 pm (GMT) of June 29<sup>th</sup>, 2012**, the information regarding the number of shares registered in the Shareholders’ name, with reference to the Updated Record Date, and may, for such purpose, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
5. Without prejudice to what is laid down in the following paragraph, according to no. 2 of Article 23-C of the Portuguese Securities Code, the exercise of the voting right is not affected by the transfer of shares at any time after the Updated Record Date and does not

- depend upon their being blocked between the Updated Record Date and the date of the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012.
6. The Shareholders who have declared their intent to participate in the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012 and subsequently transfer the ownership of the shares during the period between the Updated Record Date and the closure of the General Meeting shall immediately report such transfer to the Chairman of the Board of the General Meeting and to the Portuguese Securities Market Commission, and may, for such purpose, regarding the report to be sent to the Chairman of the Board of the General Meeting, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
  7. The Shareholders who, on a professional basis, hold shares in their own name but on behalf of their clients, and intend to vote differently with their shares, shall submit to the Chairman of the Board of the General Meeting, **before 24:00 pm (GMT) of June 28<sup>th</sup>, 2012**, by using sufficient and proportionate means of proof: (i) the identification of each client and the number of shares entitled to vote on such client's behalf; and (ii) the voting instructions given by each client specifically regarding each item on the agenda.
  8. Shareholders will only be admitted to participate and vote at the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012 if:
    - (i) the declaration mentioned in the second paragraph of part II has been received by the Chairman of the Board of the General Meeting **before 24:00 pm (GMT) of June 28<sup>th</sup>, 2012 and, in any case, before the Updated Record Date**; and
    - (ii) the information mentioned in the fourth paragraph of part II has been sent by the financial intermediary **before 24:00 pm (GMT) of June 29<sup>th</sup>, 2012**, in such a way as to be received by the Chairman of the Board of the General Meeting in a timely and adequate form in order for the expedite organization of the General Meeting.
  9. In case of joint ownership of shares, only the joint representative, or a representative of the same, may participate in the General Meeting.

### **III – Representation at the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012**

1. The Shareholders may be represented at the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012, in accordance with the Law and the Articles of Association, through a proxy instrument, signed and addressed to the Chairman of the Board of the General Meeting, and delivered to the registered office of the Company until **5:00 pm (GMT) of July 3<sup>rd</sup>, 2012**, corresponding to the third business day prior to the designated date for the 2<sup>nd</sup> Session of the General Meeting, and which shall mention the

- name and address of the representative and the date of the meeting. The information concerning the content and the way of exercising the right of representation may be consulted and obtained on the website [www.cimpor.com](http://www.cimpor.com).
2. The proxy instruments to be sent to the Chairman of the Board of the General Meeting may:
    - (a) be prepared in accordance with the forms made available for that purpose, from the date of the publication of the present Notice, at the registered office and on the website [www.cimpor.com](http://www.cimpor.com); and
    - (b) be sent via e-mail to the address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
  3. Without prejudice to the unity of vote laid down in article 385 of the Portuguese Companies Code, any Shareholder may appoint different representatives concerning the shares held in different securities accounts.

**IV – Voting by Correspondence on the 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup> 2012**

Shareholders with voting rights may exercise said right by correspondence. In order to exercise the vote by correspondence, the Shareholders must use voting ballots that clearly and unequivocally express their direction of vote. For that purpose, Shareholders may use the voting ballot, available on [www.cimpor.com](http://www.cimpor.com), or submit a written request addressed to the Chairman of the Board of the General Meeting, which must be received **until June 28<sup>th</sup>, 2012**. Shareholders shall provide the Chairman of the Board of the General Meeting of this Company, **before 24:00 pm (GMT) of July 4<sup>th</sup>, 2012**, with the voting intentions for each item on the Agenda.

All the information related to this General Meeting remains available for shareholders, as prepared for the initial session of the General Meeting since it was convened on March 26<sup>th</sup> 2012 and updated on April 2<sup>nd</sup> 2012, at Cimpor headquarters and website ([www.cimpor.com](http://www.cimpor.com)) as well as on the Portuguese Securities Market Commission's ("CMVM") website [www.cmvm.pt](http://www.cmvm.pt).

Lisbon, June 11<sup>th</sup>, 2012

**The Chairman of the Board of the General Meeting**

Luís Manuel de Faria Neiva dos Santos  
(Illegible signature)

**Corporate Form for Declaration of Participation in the General Meeting <sup>1</sup>**

Dear Mr.  
Chairman of the Board of the General Meeting of  
CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A.  
Rua Alexandre Herculano, nº 35  
1250-009 LISBON

**SUBJECT: 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup> 2012) of the General Meeting initiated on April 20<sup>th</sup>, 2012**

Identification of the Shareholder:

Full name / corporate name: \_\_\_\_\_  
Tax identification number / \_\_\_\_\_  
Corporate identification number: \_\_\_\_\_  
Address or registered office: \_\_\_\_\_  
Telephone contact: \_\_\_\_\_

The Shareholder of CIMPOR – Cimentos de Portugal, SGPS, S.A. (CIMPOR) identified above hereby declares, under the terms of no. 3 of article 23-C of the Portuguese Securities Code, his/her/its intention to participate in the 2<sup>nd</sup> Session (to take place on **July 6<sup>th</sup>, 2012**) of CIMPOR's General Meeting initiated on April 20<sup>th</sup>, 2012.

For the same purpose, the Shareholder informs that he/she/it has requested the financial intermediary \_\_\_\_\_, with whom he/she/it has opened the individual securities account where his/her/its shares of CIMPOR are registered, send you, under the terms and for the purposes of no. 4 of article 23-C of the Portuguese Securities Code, **before 24:00 pm (GMT) of June 29<sup>th</sup>, 2012**, the information on the number of shares registered in the Shareholder's name on the record date corresponding to **00:00 am (GMT) of June 29<sup>th</sup>, 2012**.

Yours faithfully,

\_\_\_\_\_, \_\_\_/\_\_\_/\_\_\_\_

\_\_\_\_\_  
(Signature)

<sup>1</sup> The present declaration shall be sent by the Shareholders to the Chairman of the Board of the General Meeting, in order to be received **before 24:00 am (GMT) of June 28<sup>th</sup>, 2012**. The email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) may be used for such purpose. For any additional queries, the following telephone number (+351) 21 311 88 89 and the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) are available.

**Form for Declaration of Participation in the General Meeting <sup>2</sup>**

Dear Mr <sup>3</sup>

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**SUBJECT: 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup> 2012) of the General Meeting initiated on April 20<sup>th</sup>, 2012**

Identification of the Shareholder:

Full name / corporate name: \_\_\_\_\_  
Tax identification number / \_\_\_\_\_  
Corporate identification number: \_\_\_\_\_  
Address or registered office: \_\_\_\_\_  
Telephone contact: \_\_\_\_\_

The Shareholder identified above, in its capacity as holder of \_\_\_\_\_ ordinary shares with voting rights of CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A. (CIMPOR or Company), hereby declares, under the terms of no. 3 of article 23-C of the Portuguese Securities Code, his/her/its intention to participate in the 2<sup>nd</sup> Session (to take place on **July 6<sup>th</sup>, 2012**) of CIMPOR's General Meeting initiated on April 20<sup>th</sup>, 2012.

For the same purpose, and under the terms of no. 4 of article 23-C of the Portuguese Securities Code, the Shareholder further requests you submit to the Chairman of the Board of the General Meeting of the Company, **before 24:00 pm (GMT) of June 29<sup>th</sup>, 2012**, information on the number shares representing CIMPOR's share capital, with voting rights, registered in the Shareholder's name in the respective individual securities account, with reference to the record date corresponding to **00:00 am (GMT) of June 29<sup>th</sup>, 2012**.

Yours faithfully,

\_\_\_\_\_, \_\_\_/\_\_\_/\_\_\_\_

\_\_\_\_\_  
(Signature)

<sup>2</sup> The present declaration shall be sent by the Shareholders to the financial intermediary with whom they have opened the individual securities account where their shares of CIMPOR are registered, in order to be received **before 24:00 pm (GMT) of June 28<sup>th</sup>, 2012**.

<sup>3</sup> Indication of corporate name, full address and fax number of the abovementioned financial intermediary.



**Draft for Representation in the General Meeting <sup>4</sup>**

Dear Sir  
Chairman of the Board of the General Meeting of  
CIMPOR – Cimentos de Portugal, SGPS, S.A.  
Rua Alexandre Herculano, 35  
1250 – 009 LISBON

\_\_\_\_\_<sup>5</sup>, whose address is \_\_\_\_\_, acting as the holder of \_\_\_\_\_ shares representing the share capital of CIMPOR – Cimentos de Portugal, SGPS, S.A., hereby grants through the present instrument to Mr./Ms. \_\_\_\_\_<sup>6</sup>, whose address is \_\_\_\_\_, within the terms of Article 380 of the Portuguese Companies Code, the necessary powers to:

- (a) Represent him/her/it at the *2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012) of the General Meeting initiated on April 20<sup>th</sup>, 2012* of CIMPOR – Cimentos de Portugal, SGPS, S.A.;
- (b) Resolve and vote at the said Annual General Meeting as deemed convenient.

For this purpose, the Shareholder informs he/she/it has requested that the financial intermediary \_\_\_\_\_, with whom the Shareholder has opened the individual securities account where the Shareholder's CIMPOR shares are registered, send the information regarding the number of shares registered in the Shareholders' name, with reference to the record date corresponding to **00h00 am (GMT) of June 29<sup>th</sup>, 2012**.

\_\_\_\_\_, \_\_\_\_/\_\_\_\_/\_\_\_\_<sup>7</sup>

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<sup>4</sup> The present declaration shall be sent by the Shareholders to the Chairman of the Board of the General Meeting in order to be received **before 17:00 pm (GMT) of July 3<sup>rd</sup>, 2012**, and the following e-mail address may be used for this purpose: [agcimpopor@cimpopor.com](mailto:agcimpopor@cimpopor.com)

<sup>5</sup> Full name (individuals) or full company name (corporate bodies) in capital letters.

<sup>6</sup> Within the terms of number 2 of Article 10 of the Articles of Association, shareholders who are individuals may be represented by other shareholders or by persons to whom the law grants that right. Shareholders who are corporate entities will be represented by a person appointed for such purpose in this letter.

<sup>7</sup> Location and date.

<sup>8</sup> Signature(s). For individuals, their signature must be the same as that on a suitable identification document – ID card, passport or equivalent identification document, and the shareholder must attach a photocopy of the respective identification document for this purpose. For corporate entities, the signature/signatures must be certified in respect to their position and powers for the act. For any additional clarification, the telephone number +351 21 311 88 89 and the email address [agcimpopor@cimpopor.com](mailto:agcimpopor@cimpopor.com) are available.

**Draft for Sending Votes by Correspondence <sup>9</sup>**

Dear Sir  
Chairman of the Board of the General Meeting of  
CIMPOR – Cimentos de Portugal, SGPS, S.A.  
Rua Alexandre Herculano, 35  
1250 – 009 LISBON

**Subject: 2<sup>nd</sup> Session (to take place on July 6<sup>th</sup> 2012) of the General Meeting initiated on April 20<sup>th</sup>, 2012**

Dear Sir,

I, the undersigned \_\_\_\_\_ **(a)**, bearer of \_\_\_\_\_  
**(b)**, number \_\_\_\_\_ **(c)**, issued on \_\_\_\_\_ **(d)**, by \_\_\_\_\_ **(e)**, holder  
of \_\_\_\_\_ **(f)** shares representing the share capital of CIMPOR – Cimentos de Portugal,  
SGPS, S.A., according to the declaration issued by the financial intermediary and already in your  
possession, hereby submits \_\_\_\_\_ **(g)** envelopes containing the votes for items **(h)**  
\_\_\_\_\_ of the Agenda.

Best regards,

\_\_\_\_\_  
(Signature identical to the respective identification document) **(i)**

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**NOTES**

**(a)** Full name of the sender; **(b)** Indicate the identification document used – ID card, passport or equivalent identification document – a copy of which is included with the letter; **(c)** Indicate the number of the document specified in note (b); **(d)** Indicate the date of issue of the document identified in note (b); **(e)** Indicate the entity that issued the document identified in note (b); **(f)** Indicate the number of shares; **(g)** Indicate the number of envelopes being sent; **(h)** Specify the Agenda item numbers for which you are submitting envelopes with voting ballots; **(i)** For individuals, their signature must be the same as that on a suitable identification document – ID card, passport or equivalent identification document, and the shareholder must attach a photocopy of the respective identification document for this purpose. For corporate entities, the signature/signatures must be certified in respect to their position and powers for the act.

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<sup>9</sup> Shareholders may use the voting ballot, available on [www.cimpor.com](http://www.cimpor.com). The present letter shall be sent by the Shareholders to the Chairman of the Board of the General Meeting in order to be received **by July 4<sup>th</sup>, 2012**. For any additional clarification, the telephone number +351 21 311 88 89 and the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) are available.

Form for Voting Ballot

**CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A.**  
**- Public Limited Company -**

**2<sup>nd</sup> Session (to take place on July 6<sup>th</sup>, 2012)**  
**of the General Meeting initiated on April 20<sup>th</sup>, 2012**

— VOTING BALLOT —

**ITEM NO.<sup>o</sup> (a) \_\_\_\_\_ OF THE AGENDA**  
**PROPOSAL: (b) \_\_\_\_\_**

IN FAVOUR OF THE PROPOSAL.....	(c) <input type="checkbox"/>
AGAINST THE PROPOSAL.....	<input type="checkbox"/>
ABSTAIN .....	<input type="checkbox"/>

**(a)** Indicate the Agenda item; **(b)** If there is more than one proposal for this Agenda item, identify the proposal by its number or by its subscriber; **(c)** Check off your option with an X.

**NOTE:** This **Voting Ballot cannot be sent electronically**. It must be sent as a hard copy and be received by the Chairman of the General Meeting **before 24h00 pm (GMT) of July 4<sup>th</sup>, 2012**.

**“DECISION OF THE CHAIRMAN OF THE BOARD OF THE  
GENERAL MEETING OF CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A.**

The General Meeting of CIMPOR– Cimentos de Portugal, SGPS, S.A. (CIMPOR) held on April 20<sup>th</sup>, 2012 was suspended by resolution of the Shareholders, having been decided that it will continue on July 6<sup>th</sup>, 2012, at 10:00 am (GMT), at the same location.

In light of the existing framework provided by the law and the Articles of Association, a new shareholder legitimization process shall be fostered prior to the resumption of work, in order for the shareholders who have shares registered in their name on the record date laid down in no. 1 of Article 23-C of the Portuguese Securities Code and in no. 3 of Article 7 of the Articles of Association of CIMPOR, now determined by reference to July 6<sup>th</sup>, 2012, and thus corresponding to 00:00 am (GMT) of June 29<sup>th</sup>, 2012, to participate at the continuation of the General Meeting.

Given this context, it is necessary to comply with the provisions laid down in the law and the Articles of Association with regard to the shareholder legitimization process, by arranging for the respective disclosures – which is hereby determined.

Since the purpose is to inform those who eventually were not shareholders at the date on which the first meeting was held about the continuation of General Meeting, the communications to be released shall include the agenda, with the exception of Item 1 which has already been subject to resolution, as well as the rules regarding representation of the Shareholders and the several means by which the voting right may be exercised in advance, all in the same terms as those established in the Notice of Meeting for the General Meeting of April 20<sup>th</sup>, 2012.

The content of this decision shall be disclosed to the members of the corporate bodies of CIMPOR and to the Market, via communication to be disclosed through the usual means.

Lisbon, June 4<sup>th</sup>, 2012

*[Illegible signature]*

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Luís Manuel Faria Neiva Santos”