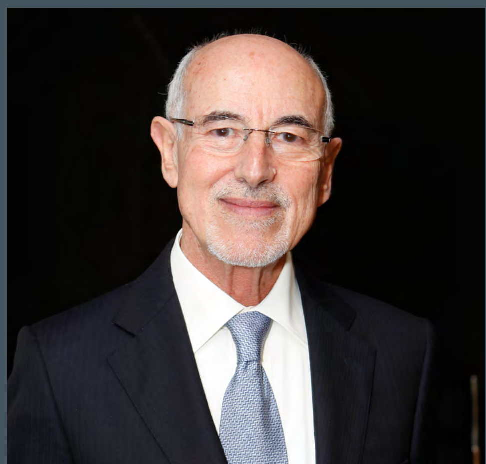
Annual Report

2012

CIMPOR

Stronger and more competitive › Cimpor strengthened its position in the international cement industry in 2012 with the inflow of the InterCement assets, becoming stronger and more competitive. The inflow of new assets to the Group has unleashed a process that greatly surpasses the operational and financial impetus, which, when leveraged by the potential of this Group's human, intellectual, social and natural capital, will make its solid and ambitious development feasible.

(Translated from the original version in Portuguese)



Daniel Proença de Carvalho

The Chairman of the Board of Directors

Dear Shareholders,

The current Board of Directors was elected at the General Meeting held on 16 July 2012.

2012 was notable for the takeover bid for Cimpor by InterCement, which initially resulted in the offeror attaining 72.9% of the share capital of Cimpor, a stake that would be strengthened to 94.1% by the year's end.

The majority shareholder of Cimpor made clear its intention in the takeover bid prospectus to foster a restructuring of the company's assets, through swaps, first between InterCement and Cimpor and then between InterCement and Votorantim, which would result in Cimpor receiving the cement assets of InterCement located in Brazil, Argentina, Paraguay and Angola, in exchange for the assets of Cimpor located in Spain, Morocco, Tunisia, India, China and Peru. The assets in China and Peru will then be transferred to Votorantim, in exchange for the shares it held in the capital of Cimpor.

It was the responsibility of the new administration of Cimpor, on conclusion of the takeover bid, to undertake the swap with its shareholder, InterCement, which it undertook in accordance with the procedures set out in the prospectus of the takeover bid: the evaluation of the swapped assets by two international banks with recognised capacity for this purpose - Morgan Stanley and Rothschild.

The Board of Directors paid special attention in the steering of the swap process, so as to guarantee the interests of Cimpor and all its shareholders.

It is my belief that the operation strengthened your company and all shareholders will benefit from it.

Firstly, it provided stability and consistency to the shareholder structure, allowing the Company to develop a strategy for the future, with leadership.

Secondly, the new industrial perimeter of Cimpor - Portugal, Egypt, Cape Verde, Angola, South Africa, Mozambique, Brazil, Argentina and Paraguay - gives it an influential presence in those markets with strong growth potential.

Cimpor is now a market leader or market vice-leader in the geographical areas in which it operates, placing it among the 10 largest cement producers in the world with an international profile, with 38 million tons of installed cement production capacity at 39 plants, together with 128 concrete units and 24 aggregate units, and benefiting from in-depth knowledge accumulated in the industry.

2012 was, in this context, a year of strategic change for Cimpor, envisaging a confident future in the strength of this new strategy.

This path decisively contributed to mitigating the effects of the economic and financial environment in Portugal, which translates into a fall in consumption and public and private investment and a slowdown in economic activity, of special relevance in cement consuming sectors in 2012.

Lastly, I would like to express my gratitude to the company's employees, who have demonstrated great professionalism and dedication to the company in this context of major internal changes. In relation to our shareholders and other stakeholders, I would like to convey my sense of expectation as regards the future.

Daniel Proença de Carvalho

The Chairman of the Board of Directors

Ricardo Lima

The Chief Executive Officer

Dear Shareholders,

Cimpor ended 2012 reaffirming its position among the world's ten largest cement companies with an international profile.

This result is due to a strategy that focuses on developing economies, particularly emerging ones, enabling it to overcome part of the harmful effects of the economic and financial instability experienced in developed economies, as well as the challenges that come from some of the specific factors unique to the countries where we operate, such as the rise in prices of raw material and energy costs and currency fluctuations.

The overall weight of emerging and developing economies become more evident during 2012, as they recorded GDP growth of 5.1%, which was higher than global growth (3.1%) and almost four times more than the growth recorded in developed economies (13%).

Also, according to forecasts by the International Monetary Fund, 2013 will be the year in which the historic moment will occur when the gross domestic product of developing and emerging countries will exceed the GDP of developed countries.

Cimpor underwent, in this economic and financial environment, a process during 2012 that determined its repositioning and will be decisive in its future projection.

Following the success of the takeover bid announced in March and formalised in May 2012 by InterCement, a company of the Camargo Corrêa Group, Cimpor added new assets in four countries (Brazil, Argentina, Paraguay and Angola) and discontinued operations that it had held to then in seven other countries (Spain, Morocco, Turkey, Tunisia, India, China and Peru). The current governing bodies, including the Executive Committee, also took up office on 16 July 2012, at the start of the second half of the year.

Cimpor is now a multinational company with a majority shareholder and a growth strategy based on the African and South American continents and which adds value in a unique way to the installed capacity in Portugal for the prospecting of new markets through the export of cement, which means that about half of production in Portugal is already destined for the export market.

Cimpor currently operates in 9 countries (Portugal, Egypt, Cape Verde, Mozambique, South Africa, Brazil, Argentina, Paraguay and Angola), where it is the market leader or market vice-leader. It has 9,500 employees, 38 million tons cement production capacity through 39 plants, and it also has 128 concrete units and 24 aggregate units.

The financial results achieved in 2012 allow us to predict more future success, taking into account the economic and financial environment and the company's restructuring. Consolidated EBITDA stood at EUR 449.6 million (-33% than the 2011 value), although the pro-forma EBITDA margin, i.e. already with the re-composition of the new operating perimeter, attained 27%, which is higher than the percentage that was achievable with the previous portfolio (<23%), for a turnover of EUR 2.8 billion.

Cimpor became sounder during the year, despite the extremely unfavourable financial environment that persisted in the Eurozone over 2012, with particular focus on the peripheral countries like Portugal.

It renegotiated its debt, extending average maturity to 57 years with a cost of about 59%, eliminating short-term borrowing needs and aligning the currencies in which the debt is contracted with the geographical distribution of revenue, which contributed to Standard & Poor's highlighting, after the change in Cimpor shareholders, the liquidity level as "adequate", with "low" exposure to the sovereign risk of Portugal: It classified the rating of Cimpor as BB with stable outlook.

Cimpor sold around 145 million tons of cement and clinker in 2012, identical quantities to 2011. Major contributors to sales in 2012 were the excellent performances of operations in Brazil (+45%) and Mozambique (+213%). Also of note in 2012 was the record volume of exports: there was a 27% increase in the amounts moved, compared to 2011, with 237 ships freighted (+19% on 2011). Portugal remained the main country responsible for this growth with 1.6 million tons sold abroad, at a time when the domestic market records declines in cement consumption, which led to a readjustment of the structure. Although the profit margins are lower and the impact of exports does not fully offset the loss suffered in the Portuguese market, we will continue to strengthen the growing positioning of the Portugal operation as a centre of excellence for prospecting and conquering new markets.

The end of 2012 is also to envisage what lies ahead and it will be marked by an ambitious investment plan of around one billion euros in forthcoming years, which will drive installed capacity up by 9 million tons, with special focus on the countries that indicate growing cement consumption needs: Brazil, Mozambique, Argentina, Paraguay and Angola.

One of the pillars of Cimpor and its shareholders is to grow in a sustainable and responsible manner. Therefore, the presentation of the accounts and results is also the right time to highlight the investment that has been made in replacing fossil fuels and raw materials for agricultural, urban and industrial wastes. Co-processing is a policy that, on the one hand, provides a scientifically safe and environmentally sustainable solution to society for the treatment of the waste produced and, on the other hand, it reduces the amount of raw materials and fossil fuels that are used in the production of cement and clinker. Cimpor increased the thermal substitution rate in 2012, and it is forecast to grow by around 50% next year and grow three-fold by 2017.

Cimpor retains an ongoing concern with the self-sustainability of the community in all countries in which it operates, promoting voluntary work by its employees, with methodological support from Instituto Camargo Corrêa. We also follow a patronage policy focused on the enhancement of heritage, such as the Convent of the Order of Christ, to which Cimpor will make a donation for the restoration of the Charola cloister.

We are a more efficient company today that has benefited from the synergies generated by the business merger with InterCement. We count on the commitment and expertise of 9,500 employees of 31 nationalities who daily permit more and better, in 9 countries on three continents.

Ricardo Lima

The Chief Executive Officer

Governing **Bodies and Management**

Governing Bodies and Management

Throughout 2012, the non-executive directors regularly monitored the overall activity of the company, in parallel to the duties performed by the Executive Committee, under the scope of that delegated pursuant to the Rules of Procedure of the Board of Directors, attending the various meetings of the Board of Directors and specifically the meetings of the specialised committees to which they belonged (see Corporate Governance Report for more details).

General Meeting

Luís Manuel de Faria Neiva dos Santos
- *Chairman*

Rodrigo de Melo Neiva dos Santos
- *Vice-Chairman*

Audit Committee

José Manuel Neves Adelino
- *Chairman*

António Soares Pinto Barbosa
- *Member*

José Édison Barros Franco
- *Member*

Statutory Auditor

Deloitte & Associados, SROC S.A., represented by João Luís Falua Costa da Silva

Company Secretary

Ana Filipa Mendes de Magalhães Saraiva Mendes (Secretary)

Francisco Saudade de Silva Lopes Sequeira (Deputy Secretary)

Appointments and Assessment Committee

Albrecht Curt Reuter
- *Chairman*

Pedro Miguel Duarte Rebelo de Sousa
- *Member*

José Édison Barros Franco
- *Member*

Corporate Governance and Sustainability Committee

Daniel Proença de Carvalho
- *Chairman*

José Manuel Neves Adelino
- *Member*

Albrecht Curt Reuter
- *Member*

Board of Directors

Daniel Proença de Carvalho
- *Chairman*

Luiz Roberto Ortiz Nascimento

Albrecht Curt Reuter Domenech

José Édison Barros Franco

Ricardo Fonseca de Mendonça Lima

Armando Sérgio Antunes da Silva

André Gama Schaeffer

Daniel Antonio Biondo Bastos

André Pires Oliveira Dias

José Manuel Neves Adelino

Luís Filipe Sequeira Martins

Pedro Miguel Duarte Rebelo de Sousa

António Soares Pinto Barbosa

Manuel Luís Barata de Faria Blanc

Luís Miguel da Silveira Ribeiro Vaz

Executive Committee

Ricardo Fonseca de Mendonça Lima
- *Chairman and CEO*

Armando Sérgio Antunes da Silva, CFO

André Gama Schaeffer

Daniel Antonio Biondo Bastos

Remuneration Committee

Manuel Soares Pinto Barbosa
- *Chairman*

Gueber Lopes
- *Member*

Nélson Tambelini Júnior
- *Member*

Management **Report**

Part I

PART I. MANAGEMENT REPORT

2012 strengthens Cimpor potential

Takeover bid focuses Cimpor on developing markets

- The success of the takeover bid by InterCement brings about a new geographical perimeter for Cimpor, more focused on Latin America and Africa, as well as providing shareholder stability for the development of the Group.

Cimpor more profitable

- **New profile registers *pro-forma*[1] EBITDA of around EUR 760 million and 27% margin for 2012.**

- **Net income from assets that remained with Cimpor: EUR 49 million,** which would have exceeded the 2011 value had non-recurring and impairment values been excluded.

- Cement sales remained at 2011 levels, with strong export growth mitigating the sharp decline of Portugal. A price increase was observed. Taking into account the negative impact of exchange rate changes, turnover declined 3%.

- EBITDA: Brazil (+7%) and Mozambique (+49%) are highlights due to increased sales and efficiency, with the increased contribution of Egypt (+7%) also driving efficiency growth. Despite the impact of currency effects and adaptations of the EBITDA structure (which fell 3%), the **EBITDA margin held the 2011 figure in this group of countries (30%).**

- Renegotiation of debt and impairments reduce Financial Results.

Net Income of assets transferred out of Cimpor penalised by impairments and currency effect

- Environments and market prospects induce impairments of EUR 283 million, to which a negative exchange rate effect of EUR 141 million is added, leading to a negative net income of EUR 473 million.

Net Assets rise to EUR 7 billion (+35%), due to the profile changes of Cimpor.

Inflow of new assets leads to debt developments

- EUR 1.5 billion increase in net debt accompanies the increase in net assets included in the swap operation. The new debt profile keeps the cost below 6% and increases the average maturity to 5 years.

Investment plan leverages footprint in Latin America and Africa.

[1] Pro-forma corresponds to 12 months of all the assets of the new Cimpor perimeter, i.e. considering all the assets contributed by InterCement.

1. THE CIMPOR GROUP

Cimpor is today a benchmark of the worldwide cement industry, not only for being among the industry's 10 largest companies with an international profile, but also for being among the leaders in terms of operating profitability.

In a world like today's globalized and increasingly competitive world, Cimpor welcomes its success in situations as diverse as Latin America, Europe and Africa. It operates in 9 countries, in which its operations are market leaders or vice-leaders, with 9,500 employees working in five different languages.

2. A NEW CYCLE – THE INTERCEMENT TAKEOVER BID AND THE ASSET SWAP PROCESS

Stability of the new shareholder structure

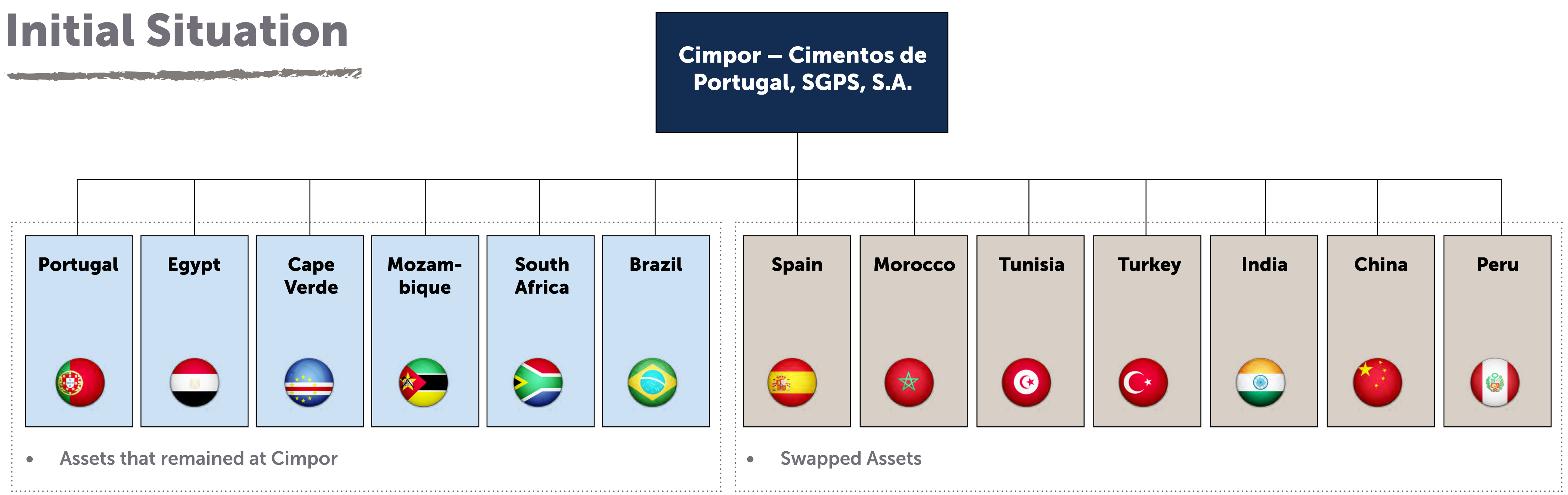
On 30 March 2012 InterCement Austria Holding GmbH ("InterCement"), a company of the Camargo Corrêa group preliminarily announced a takeover bid for the share capital of Cimpor. This bid would be made official on 30 May 2012, ending on 19 June 2012. As a result of this takeover bid, on 20 June 2012 the Camargo Corrêa Group took shareholder control of Cimpor, with 72.90% of its share capital.

Subsequently, InterCement would also acquire an additional 21.21% of the shares from another shareholder (Votorantim), by means of an asset swap. This raised its stake in the company to 94.1% at the end of 2012.

Today, Cimpor has a stable shareholder structure that ensures a clear, strong and effective strategy, implementing a strategic plan using the best practices and management techniques

Drawing a new profile by means of an asset swap

The geographical presence of Cimpor has become especially relevant in Latin America and Africa on the completion of the asset swap process described below, extending to 9 countries (Portugal, Egypt, Cape Verde, Mozambique, South Africa, Brazil, Argentina, Paraguay and Angola), where it is the market leader or market vice-leader. It has 38 million tons of cement production capacity in 39 plants, and it also operates 128 concrete units and 24 aggregate units.



Cimpor received from the shareholder InterCement, on 16 July 2012, a proposal for corporate restructuring and swap of assets ("asset swap"), as set out in the prospectus of the takeover bid. InterCement proposed for the asset swap the swap of all its cement, concrete and aggregates assets and operations in South America, namely in Brazil, Argentina and Paraguay, and also those of Angola, as well as the debt that they carried, in exchange for (a) the assets held by Cimpor in Spain, Morocco, Tunisia, Turkey, China, India and Peru and (b) a portion equivalent to 21.21% of the Consolidated Net Debt of Cimpor.

The Board of Directors decided on 16 August 2012, following the submission of the above-stated proposal, to create two committees from among its members to undertake the individualized management of the assets that would be involved in the swap ("Assets Transferred Out") and those assets that would not form part of this operation.

At the same meeting, the Board of Directors also appointed Morgan Stanley and Rothschild from among a set of independent investment banks of recognised national and international standing, to support the evaluations underlying the assets swap process.

Asset Swap between Cimpor and InterCement

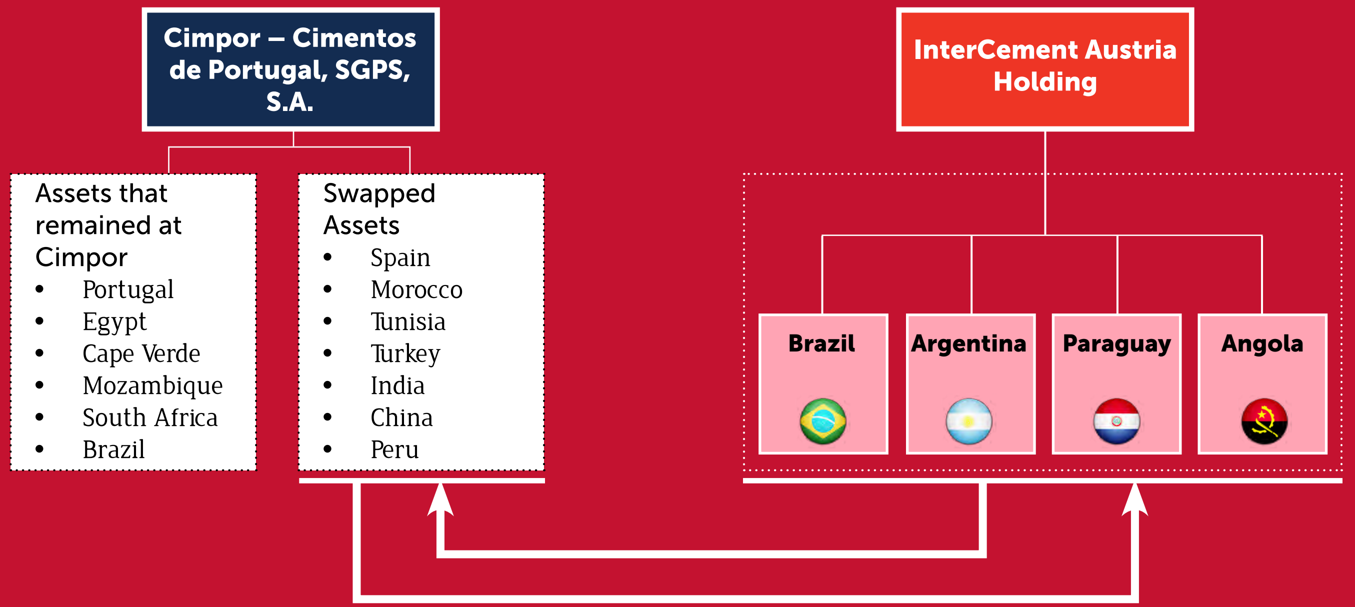
On 21 December 2012, Cimpor executed the following according to the referred asset swap, and as described in the takeover bid prospectus:

- Delivered the Assets Transferred Out to InterCement together with the amount corresponding to 21.21% of the consolidated net debt of Cimpor (EUR 323 million),

- Received in swap from InterCement the cement and concrete assets held in Brazil, Argentina, Paraguay and in Angola ("InterCement Assets"), as well as the debt associated with them, in the amount of EUR 2.034 billion.

[2] A value that, due to its characteristics, is registered under the liabilities headings of the Balance Sheet of Cimpor.

Asset Swap between Cimpor and InterCement



The value attributed to the Assets Transferred Out, according to the result of the arithmetic mean of the evaluation studies of the banks above, was EUR 817.1 million and the InterCement assets were valued at EUR 1,199 billion. This meant that in terms of the asset swap between Cimpor and InterCement, the settlement by Cimpor to InterCement of the amount of the difference between the net assets swapped (EUR 382 million[2]) was still pending. This amount should be settled during the six months following the swap.

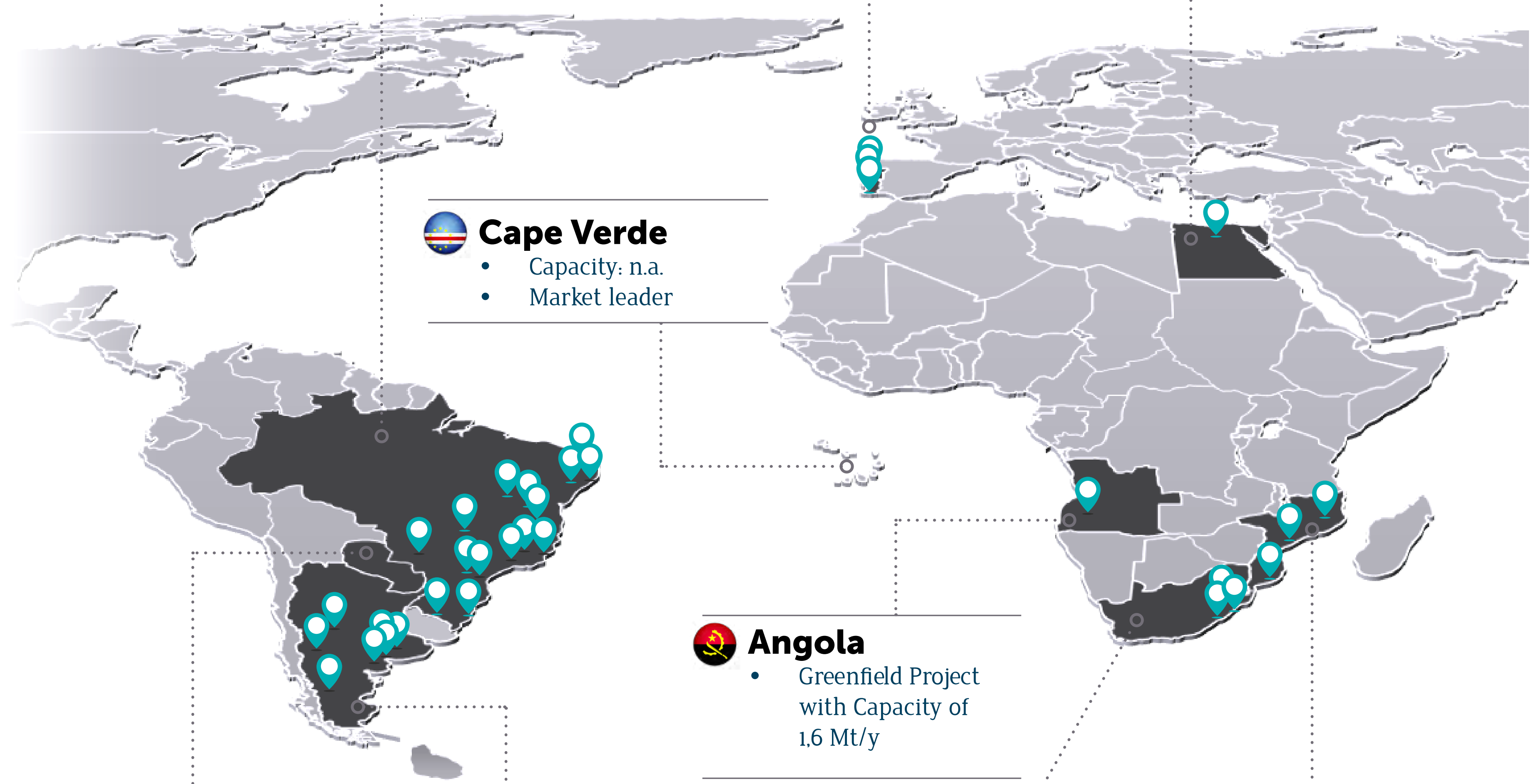
Although already out of the sphere of Cimpor, it should also be noted here that on completion of the first swap the second swap indicated in the takeover bid prospectus was completed on the same day:

- Transferred to Votorantim (a reference shareholder of Cimpor to that date) the assets swapped with Cimpor, together with 21.21% of the consolidated debt of Cimpor,
- Receiving in exchange from Votorantim the shareholding of 21.21% it held in the capital of Cimpor (valued at 5334 euros per share, in other words the price offered in the takeover bid less the dividend of 0.166 euros per share, paid in August 2012).

3. CIMPOR'S NEW PROFILE

Cimpor Highlights:

- Market **leader** in Portugal, Cape Verde, Mozambique and Argentina
- **Second** largest player in Brazil and Paraguay
- Regional **leader** in Egypt and South Africa
- Installed cement capacity of ~ **38** million t/year in **39** plants
- Sales of **27 M** ton
- Turnover of **€2,8** billion
- EBITDA of **€760** millions
- **9,500** professionals



Brazil
- Capacity: **14** Mt/y
- Second largest player

Portugal
- Capacity: **9** Mt/y
- Market leader

Egypt
- Capacity: **4** Mt/y
- Leader in the Alexandria region

Cape Verde
- Capacity: n.a.
- Market leader

Angola
- Greenfield Project with Capacity of 1,6 Mt/y

Paraguay
- Commercial Presence
- Second largest player
- Greenfield Projet: **0,4** Mt/y – about to start operating

Argentina
- Capacity: **8** Mt/y
- Market leader

South Africa
- Capacity: **2** Mt/y
- Leader in the Durban region

Mozambique
- Capacity: **1** Mt/y
- Market leader

4. CIMPOR'S NEW ASSETS

The assets Cimpor received from InterCement in the asset swap hold an installed cement production capacity of 16 million tons, corresponding to major positions in the markets in which they operate.

The Cimpor assets received from InterCement in Brazil are located in the midwest, northeast and southeast of the country, consisting of 7 cement production units, 2 aggregate production units and 16 concrete plants. Cimpor, with these new assets, has had its position in Brazil amply strengthened, now holding a market share exceeding 18% and operating 16 cement plants, 5 aggregate production units and 60 concrete plants.

The market in Argentina over the past eight years has been registering a 5% increase in cement consumption per year. The company assigned by InterCement to Cimpor, Loma Negra, is not only the leader of the local cement production market with a market share around 46%, but it is also the only nationwide cement producer. Loma Negra's 9 cement production units focus on the manufacture of Portland cement, mortar and lime. It also operates in the concrete and aggregates market.

The assets Cimpor received also include the concession for more than 3,500 miles of railway track in Argentina and cement commercial operations in Paraguay (Yguazú Cementos), currently with a market share of 23%, and an integrated plant in the final phase of construction.

5. STRATEGY

5.1 Economic Climate

The international economic environment of 2012, similar to that recorded in recent years, was marked by tensions in financial markets and the overall slowdown in growth, mitigated by the trend registered by developing countries – which are recognised as the engines of world development and responsible for 90% of cement consumption globally.

In this context, the cement industry, at odds with successive price increases of raw materials and energy costs, has strengthened the programs to increase efficiency, most notably in terms of energy. One particular focus of such programs has been the use of alternative fuels, including co-processing, a process providing environmental and economic benefits.

Cimpor has also surpassed major operational challenges and the refinancing of liabilities, renewing its profile in a perspective of strengthening its presence in developing markets. It is stronger and more competitive today among its international counterparts.

5.2 Continuity of the Strategy

Cimpor continues to implement the strategy defined in 2010 for a horizon of five years, continuing to be one of the best international cement companies, sustainably growing, primarily in developing markets, and maintaining one of the highest returns in the industry through the excellence of its operations.

The shareholder stability provided by the recent takeover bid and subsequent corporate restructuring have reinforced the pursuit of a clear, strong and effective strategy based on adequate strategic planning and implemented using the best operational practices and management techniques.

5.3 Developments and Strategic Prospects

GROWTH

Cimpor, with its new operating perimeter already at full gas, intends to strengthen its geographical footprint through an ambitious investment plan of more than one billion euros in forthcoming years. This plan includes a 9 million tons capacity increase in certain countries and the expansion to new geographical areas – a process in which exports from Portugal present an opportunity to study new markets.

Focusing on Latin America and Africa, the following investments take on importance:

- In Africa, more specifically in Mozambique, the construction of the new mill at Dondo was initiated, with a capacity of 475,000 tons of cement per year and encompassing an investment of EUR 15 million; the planned start-up is for the second half of 2013. On the same continent, in Egypt, the revamping of line 2 of the Amreyah plant continues, with the underlying goal of improving efficiency. This revamping also slightly increases capacity, and it is expected to be completed by 2014.

The ambitions on this continent include the development of a plant in Angola (Palanca Cimentos) with cement production capacity of 1.6 million tons, which is a strong commitment that will soon be undertaken.

- In Brazil, the investments that had already been announced proceed, namely in Caxitu, in the northeast - a new plant with start-up scheduled for the second half of 2014, and in Cezarina in the midwest, in the state of Goiás, the revamping of existing lines and a new line, with start-up scheduled for the end of 2014. These two projects will provide a capacity increase of 1.6 million tons and 0.65 million tons respectively, and the latter is expandable to 13 million tons. As publicly disclosed, Cimpor is presently developing a project in Cerrado Grande, in south Brazil, comprising a new integrated cement production plant.

Cimpor's coverage of the Brazilian market, broadened by the addition of the assets of InterCement last December and including the latest investments made by InterCement in Cubatão and Apiaí (São Paulo), only lacks production capacity in the north of the country, a region currently supplied by the Group with cement from Portugal.

Cimpor now has two new investment projects in the pipeline, one in Pará and the other in Amazonas - areas that indicate significant potential and attractive market conditions – and Cimpor intends to advance with one of them by the end of 2013. Cimpor plans to install a capacity of approximately 1 million tons in this region.

- In Paraguay, a market going through a remarkable moment and with high growth potential, the production line that InterCement had already started is carried on, which will enable the production of about 400,000 tons/year in that country.

- Lastly, in the Argentina market, a project for a new plant in San Juan is also under development.

- Cimpor simultaneously keeps a close eye on the development of other markets in South America and Africa.

EFFICIENCY

The programs to increase efficiency are clearly among the priorities of Cimpor. Numerous initiatives have been tied to the BEST Cost Reduction Program that Cimpor has been implementing since 2010. Currently of note is the program to identify synergies arising from the assets swap undertaken with InterCement, which is expected to identify over EUR 100 million per year once the integration process is completed, estimated to occur by 2015.

ORGANISATION

The organizational model of Cimpor envisages a set of support areas for the operational businesses of each country. This support was developed throughout 2012 in order to make it more effective through the extension of specific duties.

In relation to Human Resources, implementation of the organisational model developed continued, which is based on four major pillars of action: organisational development, talent attraction and culture, performance and compensation, training and retaining people.

Emphasising the benefits of a strong Group culture, in 2012 the new Cimpor perimeter underwent a process of diagnosis of culture, aimed at implementing a plan focused on achieving results to foster the capture of synergies.

FINANCIAL POSITION

2012 in financial terms, still in an extremely unfavourable climate, particularly for the peripheral Eurozone countries, was marked by the debt renegotiation of Cimpor following the changes in shareholder control. This renegotiation provided: an extension of average debt maturity to around 5.7 years with costs at levels around 5.9%, and debt primarily contracted in USD (43%) and BRL (29%), predominantly at floating rates and exclusively borrowed from banks.

6. CORPORATE GOVERNANCE

Cimpor followed the "Latin one-tier" model until the Extraordinary General Meeting of 16 July 2012.

Following the success of the takeover bid, the shareholders meeting at the above-referred General Meeting decided to amend the articles of association in order to implement a new management and supervisory structure for Cimpor, according to the "Anglo-Saxon one-tier" model. The governing bodies under the new model are the General Meeting, the Board of Directors - which includes an Audit Committee - and the Statutory Auditor.

At that same General Meeting, the shareholders also decided to restructure the Board of Directors of Cimpor in order to enhance its functionality and independence with a view to the better development of the company's business.

Later, following the presentation of the Corporate Restructuring and Asset Swap proposal by InterCement to Cimpor, and as set forth in the takeover bid prospectus, the Board of Directors approved the creation of two committees from among its members for the individualized management of each of the two groups of assets held by Cimpor, that group that would be the object of restructuring operations and the group of assest that would not.

Cimpor concluded an Agreement to Preserve the Reversibility of the Operation ("APRO") in 2010 with Conselho Administrativo de Defesa Económica – CADE (Brazilian competition authority), valid until CADE's final decision on the validity of the investment of the new shareholders Camargo Corrêa, S.A. and Votorantim Cement, S.A. in Cimpor that year. This agreement prevented the members of the Board of Directors related to those shareholders from receiving information or participating in the management of Cimpor's operations in Brazil, and it envisaged compliance with the competition and data reporting obligations to that same authority.

CADE approved the investment of InterCement[3] in Cimpor in July 2012, through the conclusion of a Performance Commitment (TCD), which addresses the main legal and competition concerns of this process.

The APRO concluded between Cimpor and CADE was declared fulfilled and extinguished with this approval. The obligations defined therein were transferred, to the extent applicable, to the TCD concluded by InterCement, valid until the exit of Votorantim Cimentos, S.A. from the share capital of Cimpor. Of particular note is the prohibition solely on Votorantim Cimentos to influence/participate in any decision and/or action relating to Cimpor Brazil until it has exited the share capital of Cimpor.

[3] i.e. Camargo Corrêa, SA (2010) and InterCement (2012, takeover bid)

7. CIMPOR'S SHARES

7.1. Performance

The performance of Cimpor shares over 2012 was marked by the very particular context of the InterCement takeover bid for the entire share capital of Cimpor.

Cimpor shares performed normally in Q1. After the preliminary announcement of the takeover bid on 30 March, the share price appreciated to levels close to the offer value, i.e. 550 euros.

On 19 June Cimpor shares reached their peak value (57 euros per share), which was the closing date of offers under the takeover bid. On completion of this process and in a context of reduced liquidity due to the shrinkage of the free float to 59% following the shareholder concentration resulting from the successful takeover bid, the stock settled to average levels of around 3.6 euros per share. The year closing price was 3.46 euros per share, after reaching a minimum (29 euros per share) on 29 June.

The volume of shares traded in 2012, influenced by the takeover bid, amounted to 161 million shares, corresponding to EUR 812 million. These figures are considerably higher than those of 2011, up 83% and 82%, respectively.

7.2. Dividends

The dividends for the 2011 financial year were paid on 3 August 2012, in the amount of 0.166 euros per share (in other words, a dividend yield of 3.1% and payout ratio of 56%), in accordance with the decision of the 2nd session of the Cimpor Annual General Meeting held on 6 July 2012.

The Board of Directors of Cimpor Cimentos de Portugal, SGPS, S.A. proposes to its shareholders the distribution of a gross dividend per share for the 2012 financial year of 0.0162 euros.

The Board of Directors considered in this proposal: the worsening of Cimpor's profits in 2012, particularly due to the macroeconomic environment in some countries where Cimpor operated that year - primarily Spain and Portugal and also other countries where assets leaving the perimeter of Cimpor are located; the industrial investments required to maintain and increase market share in countries where Cimpor will focus its growth strategy; and prudence that must be followed considering the issues that continue to weigh down the European economy and their worldwide repercussions.

7.3. Treasury Shares Portfolio

Cimpor held 6,213,958 treasury shares in portfolio, at 31 December 2012. It sold a total of 307,860 shares to employees during 2012, under the two series of the Stock Option Plan and Share Purchase Plan for Directors and Officers of the Group - 2004 Regulations (as described in section II30.1 of the Corporate Governance Report attached hereto):

Disposal of treasury shares, 2012

Date	# of Shares	Price (€)	Note
March 30	200,604	2.850	1
March 30	107,256	4.250	2

[1] Plan for Attribution of Options (derivative options from 2009)
[2] Plan for Attribution of Options (derivative options from 2010)
Details of these transactions are presented in the annex to this report

The number of treasury shares in portfolio at 31 December 2012 was 5,906,098 shares, since no shares had been purchased in the interim.

7.4. Employee Share Plans

The remuneration package of the employees of Cimpor provided Cimpor stock option plans at the start of 2012, and this plan was in force until March. However, given the results of the takeover bid and the consequent reduction of the free float, and the possibility of termination of those plans in the new shareholder context, these plans were in fact terminated by means of cash settlement to the employees holding such options (as detailed in section II30.1 of the Corporate Governance Report attached hereto). This termination removed the need for Cimpor to hold treasury shares to cover liabilities under the share plans.

8. SUSTAINABLE ORGANISATIONAL DEVELOPMENT

Cimpor takes on sustainability as the strategic vector of its management, seeking to reconcile technical, economic and financial performance with exacting standards in the ethical, social and environmental fields.

The main challenge faced today by the cement industry is to meet the growing demand from developing countries reducing the consumption of natural raw materials and non-renewable energy sources. This challenge not only dictates the research and development philosophy (R&D) but also its practical application increasingly reflected in the projects and investments for the development of co-processing.

8.1. Environmental and Social Responsibility

In environmental terms, besides the regular investment in equipment modernisation, the quarries are constantly rehabilitated, and animal and plant biodiversity protected, protected areas are recuperated, and noise mitigation, water management and environmental awareness among young people and local populations are constantly monitored.

Cimpor establishes constructive and durable relationships of proximity with different stakeholders in the countries where it operates, through social responsibility programs. It seeks to go beyond mere financial support or supply of the products it manufactures, by intervening in the recovery of monuments and built heritage, and in the social, educational, cultural, environmental and sports fields, preferentially involving the local and regional authorities.

Improving social well-being is the goal of many of the initiatives promoted by the units operating in different countries, either through voluntary programs involving employees or through partnerships with local institutions involved in communities' everyday life.

Cimpor is currently developing in this field a policy that is particularly focused on the volunteering of its employees, with methodological support from Instituto Camargo Corrêa - an institution with an extensive track record in this field.

In parallel, Cimpor supports historical and cultural legacies through sponsorship of the restoration of historical heritage of major social and cultural value, such as the support provided in the restoration of the Charola cloister of the Convent of the Order of Christ, in Tomar (Portugal), classified as a UNESCO World Heritage Site, the Chapel of Graça at João Pessoa (Brazil), classified site of the Brazilian Ministry of Culture, and the Kerkene archaeological project in Turkey (a country where Cimpor's assets have since been transferred through the asset swap process).

Main projects under development in 2012:

FoL (Foundations of Learning) e-scholarships (South Africa)	Encouragement to finish basic education and encourage studies in engineering. In 2012, two young people completed their degree under this plan.
Ngcwayi Housing Project / Handover of houses to the community (South Africa)	Building homes to integrate needy families in local communities. 60 jobs were created as part of the project.
Executive Government Stakeholder Breakfast (South Africa)	Fostering partnerships in the sustainable economic development of Ugu District.
Entrepreneurship / Thuthuka Enterprise Development Programme (South Africa)	Partnership with Entrepreneurs Survival Solutions (E.S.S.) NGO, aiming to provide management skills to stakeholders.
Support of learning and rehabilitation programs/ school equipment (Turkey)	Repair and supply of school equipment. Agreement to support the curriculum development of mining engineering students of Cumhuriyet University, in Sivas.
Yozgat Quarry rehabilitation project (Turkey)	Planting more than 3,000 pine trees in the marl quarry of Yozgat and creating a tree screen in the region.
Particles emission reduction project (Tunisia)	Installation of fabric filters in the kiln and other equipment.
HIV/AIDS project (Mozambique)	HIV/AIDS Prevention and Mitigation Programme of the Cimpor business units
Water supply project (Mozambique)	Installation of a water supply at Salamanga (Matutuíne), benefiting about 1,200 residents of the area.
Kerkenes Archaeological Project (Turkey)	Support and participation of volunteers in the Kerkenes archaeological project, which has revealed the largest city of Anatolia, founded in 600 BC
Rehabilitation of Historical Heritage (Brazil)	Complete rehabilitation of the Graça Chapel at João Pessoa, a testimony to Portuguese architecture of the seventeenth century, listed monument of the Ministry of Culture of Brazil.
Vocational training programs/ PESCAR Project in several OUs (Brazil)	Volunteering program for employees, partners and community for training and development of citizenship among young people in situations of social vulnerability – initial professional training in Administrative Services and Electro-mechanics. In terms of time allocation, 60% is devoted to the development of aspects of citizenship and 40% to technical development. During the program, the academic results of the young people and their families are monitored.
Connosco Project (Portugal)	Volunteering program designed to collaborate with institutions that play an important social role in Portugal.
Restoration of the Charola cloister of Convent of the Order of Christ, Tomar (Portugal)	Project to restore a section of the Convent of the Order of Christ in Tomar, classified as World Heritage by UNESCO

8.2. Research and Development

The Research & Development initiatives are conducted in partnership with universities and research institutes such as MIT in the USA and the Instituto Superior Técnico in Portugal. Cimpor has invested over EUR 7 million on R&D projects over the past six years, aimed at solutions to reduce CO_2 emissions associated with the cement manufacturing process, the development of new hydraulic binders with lower carbon content, the use alternative fuels and raw materials, and increased energy efficiency.

The central laboratory conducted nearly 40,000 tests throughout the year, supporting the Group's plants, it participated in various national and international trial programs and it monitored the two main ongoing Research&Development projects, in partnership with Instituto Eduardo Torroja and Instituto Superior Técnico.

A new operational area was created in the Concrete, Aggregates and Mortar Competence Centre, called "Innovation and Development". This new area is responsible for "Technological Projects" and "Partnerships and Institutional Relations", and its aim is to centralise technological know-how of the product, promote the dissemination and sharing of knowledge within the Group, steer partnerships with universities and technical bodies of the area and coordinate and monitor ongoing studies, verifying compliance with the validated expectations.

8.3. Human Resources

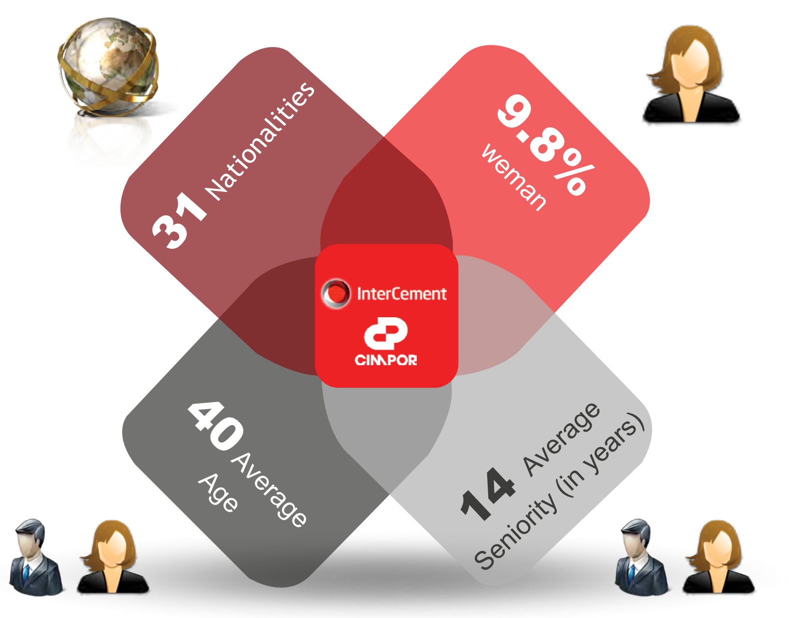
Cimpor's success is based on the qualification and personal commitment of nearly 9,500 Group employees worldwide. The skill, dedication, creativity and energy of the teams has proven to be critical in ensuring its success and high level of competitiveness. The human resources have been especially merit-worthy as regards the dynamism required by the process of integration of the new assets transferred from InterCement during 2012.

The organisational model of Cimpor reinforces corporate support to local operations, supported by a central structure that combines the Corporate and Business Support functions and standardises organisation in each country, led by a General Manager, to whom all local areas report.

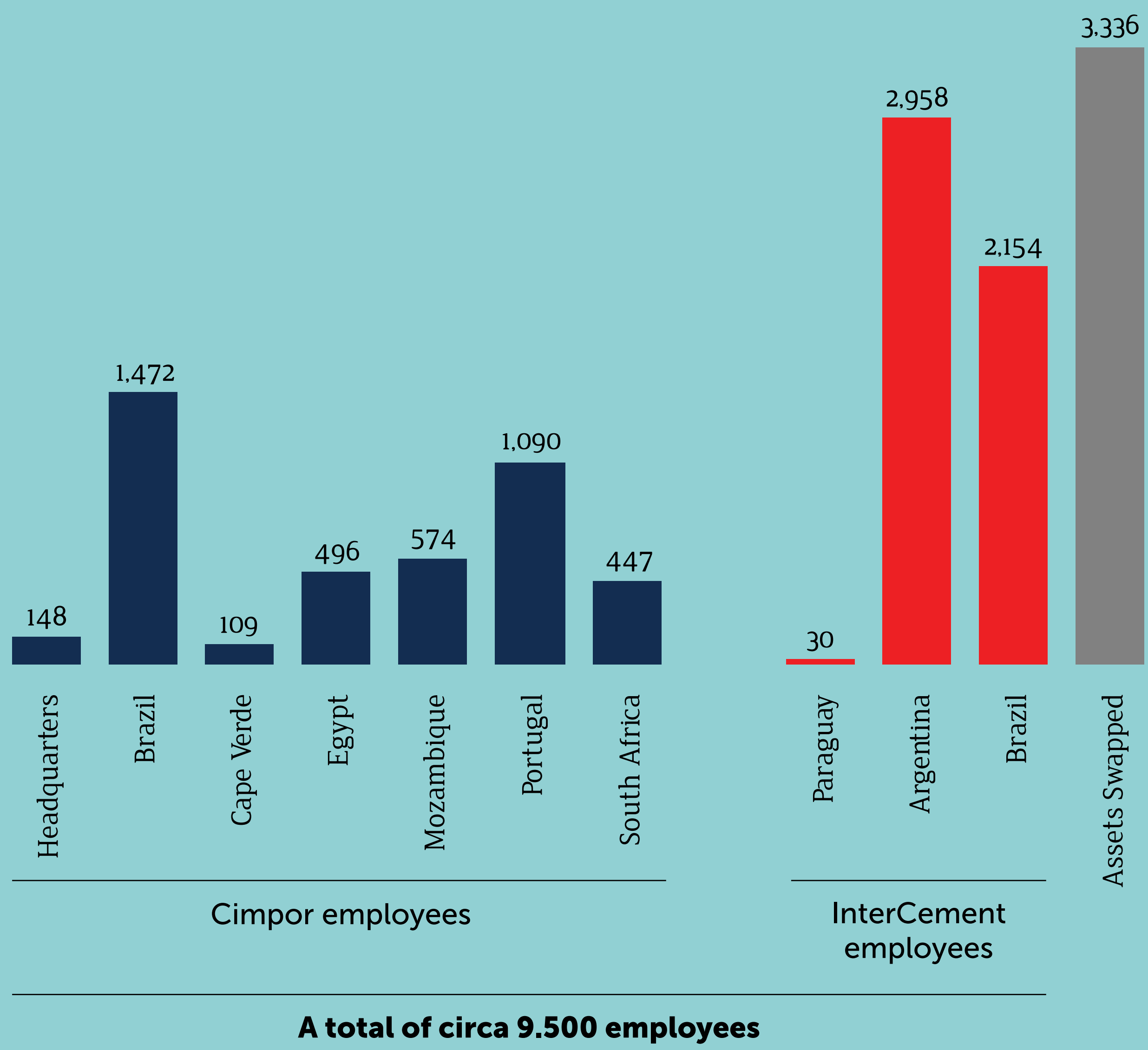
The corporate area of People Management, which ensures a single pace for the management of human asset-related processes across the Group, was particularly focused in 2012 on adapting the human resources structure to the new reality of Cimpor arising from the asset swap process completed in December. This process demanded, in particular, the welcoming of the human resources of the new assets (Brazil, Argentina, Paraguay and Angola), the management of expatriates assigned to the assets transferred out of Cimpor and restructuring processes in Portugal and Brazil.

In parallel, the definition of the groups of human talent and duties and careers grids were also undertaken over 2012, for the countries where Cimpor operates, reshaping the management and reporting organisational structure in order to accommodate the changes arising from the Group's new profile.

At 31 December 2012, following the transfer in and out of new assets related to the asset swap, Cimpor's workforce numbered about 9,500, which is an increase of 11% from the previous year.



NUMBER OF EMPLOYEES IN 2012[4]



[4] At 31 December, except for "Employees of the assets transferred out of Cimpor" as is information at 20 December 2012.

8.4. Occupational Health and Safety

Zero accidents, a healthy and safe workplace is the goal of Cimpor regarding occupational health and safety (OHS). Thus, all activities of this area aim to consistently reduce the number of accidents in the workplace in all the Group's operating units.

Health and safety campaigns, competitions and workshops, that were aimed at the adoption of safe behaviour and strengthening the safety culture, were also developed besides the countless initiatives conducted locally, arising from the certification processes and those to renew certifications already obtained for the OHS Management Systems.

The activities cutting across the entire Cimpor universe included the continuous evaluation of OHS performance relative to 2011, as well as checking by an external company of the safety data of 130 of 332 organisational units of the different Group businesses in 11 countries, which also included the assets that would be transferred out in the asset swap process.

The Meeting of OHS Coordinators of the Group was held for the fifth consecutive year, this year in Lisbon. The Meeting had 20 participants from 11 countries and it encouraged the exchange of experiences and sharing of the best practices adopted by each unit, ensuring the training of all the coordinators in new processes and methods.

The second half of the year was marked by the preparation of the integration process resulting from the swap of assets, as well as the definition of a common health, safety and environmental management system for all countries and group activities.

There was a reduction in the mortality rate in 2012, with two less accidents than the previous year. Six fatal accidents were recorded: two direct employees in Spain and India, one indirect employee on the plant premises in Mozambique, and three indirect employees off premises (during transport), two of which were in Brazil and one in Turkey.

The Group's Accident Frequency Rate (which represents the number of accidents with lost days occurred in a year, per million hours worked) of direct employees remained virtually unchanged (4.8 in 2011 and 49 in 2012) and it significantly decreased among indirect employees (falling from 39 in 2011 to 23 in 2012), reflecting the decrease in the number of accidents with declining business activity.

2012 registered a reduction in the mortality index

9. BUSINESS SUPPORT

The following activities provide the appropriate support for the development and day-to-day activities of the operational businesses in the cement, concrete and aggregates fields throughout the Group.

9.1. Waste Co-processing

Co-processing, i.e. the replacement of fossil fuels and raw materials for agricultural, urban and industrial waste, provides the cement industry a double advantage as it not only allows it to meet thermal and non-renewable natural resources requirements in the production process, but it also allows it to present a solution to society of recognised benefits for the disposal of waste that would otherwise have been disposed of in a scientifically non-beneficial manner, deemed to be harmful and of great environmental concern.

The development of co-processing in Cimpor is undertaken using the highest standards and technological advances to ensure safety and efficiency. It is already operating in 19 of its 23 units with clinker production kilns. The thermal substitution rate achieved, for example, in the Candiota plant in Brazil, was 37% in 2012.

Cimpor co-processed 350,000 tons of waste in 2012 in replacement of fossil fuel and 240,000 tons of waste as a raw material substitute, preserving more than 500,000 tons of natural resources, and attaining a thermal substitution rate of 9%. In 2013, Cimpor is expected to achieve a thermal substitution rate of 12%, while by 2017, Cimpor aims to reaches a thermal substitution rate exceeding 30%.

Cimpor, aware of the potential of this activity, is now advancing with the development of an ambitious project portfolio, targeting a joint commitment with all its stakeholders for the rapid extension of this activity to benefit from its full potential.

In this way, Cimpor expects to preserve more than 7 million tons of non-renewable natural resources (fossil fuels and raw materials) over the next five years).

9.2. Trading and Logistics Business

Trading

This area operates worldwide through Cimpor Trading, S.A., in the international transaction of products between the various group companies as well as third party customers.

Cimpor Trading handled 27% more in 2012 than in 2011, corresponding to the company's largest ever volume of exports. 237 ships were operated in 2012, 19% more than the previous year.

Portugal strengthened its role as the main exporter hub, responsible for the sale of 1.6 million tons (close on 40% to Group customers), with cement and clinker accounting for almost all the products sold.

The main destinations remained quite homogeneous, comprising the supply of the Group's operations in Mozambique and Brazil. The main destinations for third party customers were Algeria and Paraguay, while the countries of the West African Coast were prominent on customer portfolios.

Cimpor Trading offers, in addition to the supply of products, a broad range of integrated solutions, most notably logistics solutions, which include packaging, logistics and shipping by sea, the supply of technical solutions to customers, which allow them to receive and distribute the products in the best conditions.

Corporate Logistics

The role of Corporate Logistics is to define logistics policy and provide local and crossborder support in the group. It is responsible for supporting each Business Unit (BU) in the optimization of the logistics processes inherent to the entire value chain. The role of the Overall Production Planning area is to identify and evaluate potential production scenarios and markets, in order to anticipate and articulate production needs or surpluses so as to ensure optimization of the Group's profits.

Corporate Logistics played a key role in the alignment of policies, guidelines and procedures of the different countries during the process of preparing the integration of the InterCement assets, and it was responsible for identifying significant synergies in the integration of the new operations.

9.3. Cement and Sustainability Competence Centre

The Cement and Sustainability Competence Centre aims to support the technical development of cement production and its sustainability. In October, given its importance in terms of development of the group, it extended its functional position from operating unit of Business Support to Support Nucleus for Corporate Management of this area in the holding company.

The implementation of the Plan of Activities for Technical Areas, implemented by this area in 2012, exceeded 85%, showing the area's efficiency in responding to the needs of the plants.

The work to be highlighted in the Geology and Process Engineering and Products fields is the research and planning of the exploitation of raw materials, the work conducted to implement performance improvement initiatives and the use of alternative fuels, capacity upgrades or new investments in various Business Units (BU) of the Group in Portugal, Brazil, Egypt, Mozambique and other assets that have since been transferred out of Cimpor (Spain, Morocco, Tunisia, China and India).

The Cimpor Performance Programme was again conducted in 2012. This involves the drawing up of the annual benchmarking report with cost and technical KPIs (performance metrics) and the preparation and monitoring of the plant's performance improvement plans.

In 2012, Cimpor participated in the Task Force of the Cement Sustainability Initiative and a set of measures related to the action plan, Our Agenda for Action.

9.4. Concrete, Aggregates and Mortars Competence Centre

The Concrete, Aggregates and Mortars Competence Centre supports the technical, operational and commercial development of the business units (BU) that are also focused on the concrete and aggregates business.

The work of the Competence Centre addresses the areas of Business Intelligence & Information Management, Performance & Benchmarking, Innovation & Development, Production, Products and Quality, and Investments & Engineering.

This centre gave special relevance in 2012 to management support of the business areas through the implementation of new procedures, conducting audits, consultancy and a systematic approach to management and information use.

9.5. Information Systems

In 2012, in addition to pursuing the important projects in the area of development and technological evolution of the Information Systems area, the year will also be noted for the restructuring process driven by the asset swap.

The main projects developed by this area include:

- In terms of Business Information, adoption of the Hana solution for BW, with particular impact through the substantive change of performance and capacity to deliver management information as well as the multiple projects in the Industrial Information Management area - including solutions tailored to the different decision-making levels;

- The installation, in relation to Communication Systems, of the Unified Communications solution, including IP - VOIP telephone system - integrated with the Microsoft communication tool, from which the upgrade to Lync was also made;

- And in terms of the Datacenter, the upgrade of its virtualization infrastructure, comprising the update of the non-transactional information platform, replacement of the switch core in order to support the 10 Gb technology, and lastly, the creation from scratch of a new datacenter for the assets transferred out of Cimpor in order to ensure they are disconnected.

9.6. Procurement (Supplies)

Cimpor, aware of the efficiencies that procurement and purchasing processes can contribute to the company's profits, has a centralised procurement structure to meet the procurement needs for the various categories of goods and services that are specific to the industry. It gives special focus to the standardisation of procurement processes in all of the Group's business areas and to steering towards optimised total cost of ownership

Over the 2nd half of the year, the Central Procurement area, already preparing for the asset swap process which occurred at the end of 2012, focused on the development and consolidation of procedures, aiming to develop internal skills that cut across all the Group's business units, and identifying initiatives to generate savings and defining the key performance indicators capable of future monitoring.

10. GROUP BUSINESS ACTIVITY AND MANAGEMENT ANALYSIS, IN 2012

The impact on financial and management reporting of the asset swap

The completion of the asset swap between Cimpor and InterCement, which was so close to the end of 2012, meant that the Income Statement of 2012 does not include the results corresponding to the new assets contributed by InterCement.

It should also be noted that all the information relating to the assets transferred out is presented separately only as "Net income from discontinued operations". Therefore, the presentation of Net Income separately includes the results of the assets retained by the company ("Continuing Operations") and the results of the assets transferred out of Cimpor.

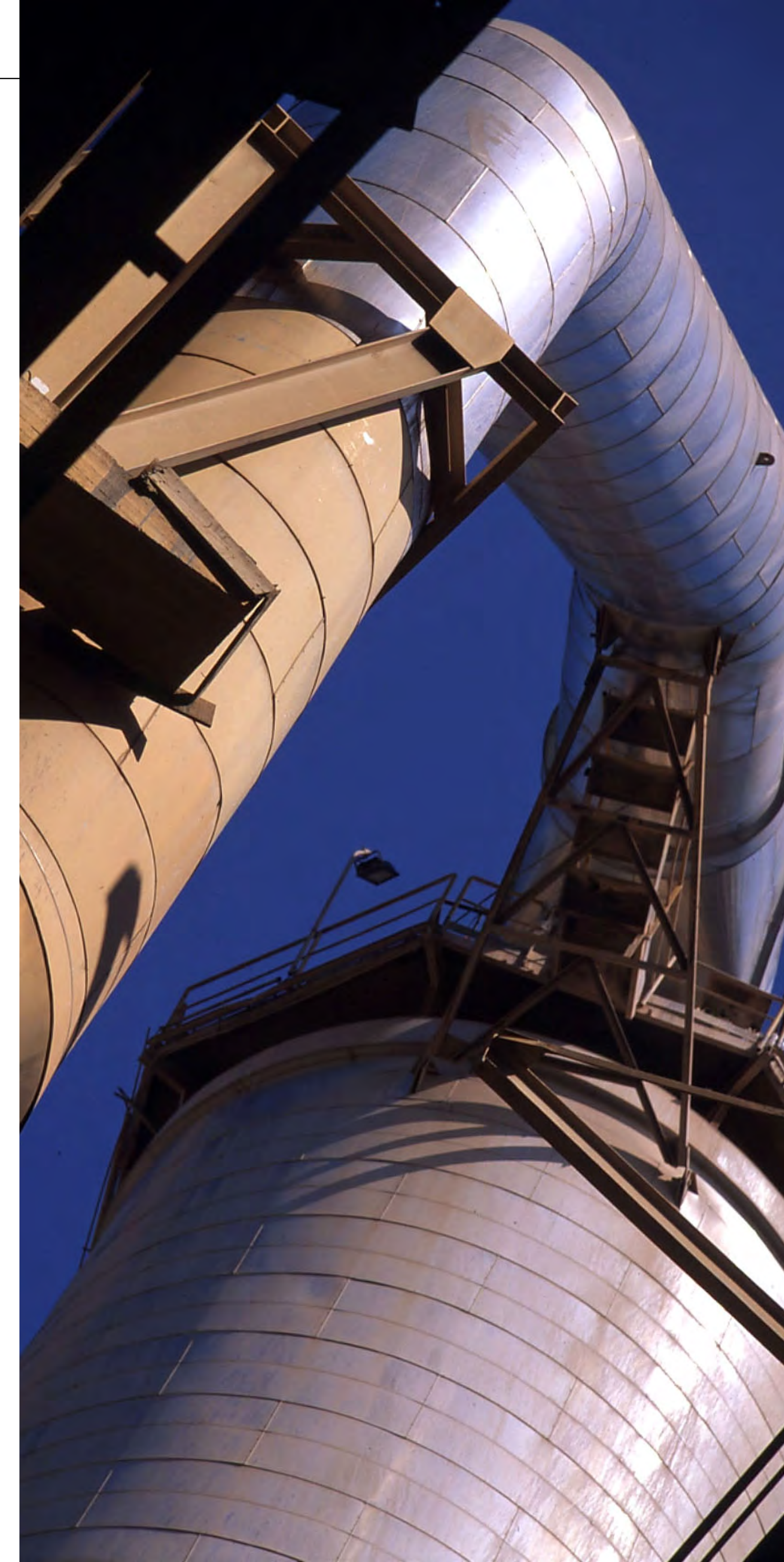
The balance sheet already reflects the new perimeter of Cimpor's assets, i.e. it excludes the assets transferred out and includes the new assets in Brazil, Argentina and Paraguay, and in Angola contributed by InterCement.

In accordance with the criteria presented in the Income Statement, the financial and management reporting presented below focuses on the activity of the assets of Cimpor's old perimeter that were within its scope at 31 December 2012 ("Retained Assets).

Business Activity in 2012 of Retained Assets

	Unit	Portugal [1]	C. Verde	Brazil	Egypt	Mozambique	South Africa
Cement Activity							
Clinker installed capacity utilization [2]	%	497%	-	90.8%	71.2%	52.8%	489%
Cement and Clinker Sales	10^3 ton	3,435	189	5,881	3,108	1,184	1,069
Market Share [3]	%	549%	779%	8.6%	6.2%	67.2%	8.8%
Overall Activity							
Turnover	10^6 euros	310.6	273	690.8	178.1	134.6	1337
Cash-Costs	10^6 euros	2359	24.1	465.2	1245	993	849
Operating Cash Flow (EBITDA)	10^6 euros	747	33	225.6	535	353	487
EBITDA margin	%	24.0%	119%	327%	30.1%	26.2%	365%
Net Operating Income (EBIT)	10^6 euros	05	23	195.6	413	27.1	36.2
EBIT Margin	%	0.2%	8.4%	283%	23.2%	20.1%	27.1%
Net Income	10^6 euros	-41.6	15	127.6	35.6	99	28.6
Employees (31 Dec.)	units	1,090	109	1,472	496	574	447
Operating Investments (without Acquisitions)	10^6 euros	183	0.1	89.6	24.2	207	53

[1] Excluding Group common areas [2] Clinker production/Installed capacity (clinker) [3] Estimate



PORTUGAL

The construction industry suffered another year of decline in Portugal, as a result of the heavily adverse economic climate in a country under the intervention of international entities and substantially limited access to credit. The cement production market also was no exception, falling back to values of 40 years ago, with an estimated decline of 267% in 2012. Although exports have grown 37.8% compared to 2011, they were insufficient to offset the 253% fall in sales in the domestic market.

Sales of concrete and aggregates in 2012 underwent sharp decline, registering reductions of 36.2% (653,000 m3 less) and 19.0% (929,000 tons less), respectively, compared to 2011.

The cement sale price in the domestic market in 2012 remained virtually unchanged, registering positive growth of about 1%, on average. In the case of the concrete and aggregates businesses, sales prices varied over the year, mainly as a result of the sales mix, growing about 2% and 5%, respectively.

Although income from the sale of CO_2 allowances was higher than in the previous year, the deterioration of the domestic market associated with the restructuring and adjustment costs incurred, decisively penalized the profit of Portugal, with EBITDA standing at EUR 747 million, 24.8% down from 2011. EBITDA would have amounted to 85.2 million euros, were non-recurring effects excluded.

	Unit	2012	2011	Change
Clinker installed capacity utilization [1]	%	50%	52%	-2.1 p.p.
Cement and Clinker Sales	10^3 ton	3,435	3700	-7.2%
Market Share [2]	%	549%	53.8%	1.1 p.p.
Concrete Sales	10^3 m^3	1,152	1,805	-36.2%
Aggregates Sales	10^3 ton	3,964	4,893	-19.0%
Mortar Sales	10^3 ton	70	103	-317%
Turnover	10^6 euros	310.6	378.2	-179%
Cash-Costs	10^6 euros	2359	278.8	-15.4%
Operating Cash Flow (EBITDA)	10^6 euros	747	99.4	-24.8%
EBITDA margin	%	24.0%	263%	-2.2 p.p.
Net Operating Income (EBIT)	10^6 euros	05	46.2	-989%
EBIT Margin	%	0.2%	12.2%	-12.0 p.p.
Employees (31 Dec.)	units	1,090	1,210	-99%
Operating Investments (without Acquisitions)	10^6 euros	183	17.6	4.1%

[1] Clinker production/Installed capacity (clinker)

[1] Estimate

CAPE VERDE

The slowdown of the economy in Cape Verde, in particular the declines in public and private investments, had an impact on cement sales, which decreased 16.8% compared to 2011. Sharp declines were recorded in the concrete and aggregates business, falling 17.2% and 60.1%, respectively, in addition to the decrease registered in the cement business. The aggregates business declined due to the sharp fall in the Boavista market. Although the increase in the cement sale price may have mitigated the impact of lower sales, EBITDA ended the year at EUR 3.3 million, 19.7% below the 2011 value.

	Unit	2012	2011	Change
Cement Sales	10^3 ton	189	227	-16.8%
Market Share (1)	%	77.9%	81.5%	-3.7 p.p.
Concrete Sales	10^3 m^3	29	35	-17.2%
Aggregates Sales	10^3 ton	126	316	-60.1%
Turnover	10^6 euros	27.3	32.1	-14.9%
Cash-Costs	10^6 euros	24.1	28.1	-14.2%
Operating Cash Flow (EBITDA)	10^6 euros	3.3	4.1	-19.7%
EBITDA margin	%	11.9%	12.6%	-0.7 p.p.
Net Operating Income (EBIT)	10^6 euros	2.3	3.1	-25.1%
EBIT Margin	%	8.4%	9.6%	-1.1 p.p.
Employees (31 Dec.)	units	109	118	-7.6%
Operating Investments (without Acquisitions)	10^6 euros	0.1	0.3	-76.6%

(1) Estimate

BRAZIL

The Brazilian economy maintained the growth trend it has recorded in recent years, although growth slowed down, with GDP growing by about 15% in 2012, according to the latest IMF estimates.

The cement market exceeded the figures of the previous year, growing 63% to a total of about 69 million tons of cement consumed. Cimpor's sales again achieved record highs, both in terms of cement and concrete, 59 million tons and 1.8 million cubic meters, respectively. These quantities are increases of 45% in the case of cement and 49% in the case of concrete, compared to 2011. The sale price of cement increased compared to 2011, although this was not as high as the country's inflation rate.

EBITDA grew 7.4% despite the impact of increased production costs, in particular the electricity price. The improved operating performance enabled EBITDA to grow to EUR 225.6 million.

The construction of a new production line at Cezarina and the new Caxitu plant account for the most significant slices of the investment total in 2012, EUR 89.6 million. These amounts account for about 50% of the group total, a clear sign of Cimpor's focus on a market where investment programs in housing and the infrastructure for sporting events such as the Olympics Games and Football World Cup point towards the expansion of the construction sector over the next few years.

	Unit	2012	2011	Change
Clinker installed capacity utilization [1]	%	90.8%	86.8%	4.1 p.p.
Cement and Clinker Sales	10^3 ton	5,881	5,626	45%
Market Share [2]	%	8.6%	8.6%	0.0 p.p.
Concrete Sales	10^3 m^3	1792	1708	49%
Aggregates Sales	10^3 ton	801	597	343%
Mortar Sales	10^3 ton	228	210	8.6%
Turnover	10^6 euros	690.8	6889	03%
Cash-Costs	10^6 euros	465.2	478.8	-2.8%
Operating Cash Flow (EBITDA)	10^6 euros	225.6	210.1	7.4%
EBITDA margin	%	327%	305%	2.2 p.p.
Net Operating Income (EBIT)	10^6 euros	195.6	166.0	179%
EBIT Margin	%	283%	24.1%	4.2 p.p.
Employees (31 Dec.)	units	1,472	1,511	-2.6%
Operating Investments (without Acquisitions)	10^6 euros	89.6	985	-9.0%

[1] Clinker production/Installed capacity (clinker) [2] Estimate

EGYPT

The Egyptian economy managed to record GDP growth over 2%, despite the uncertainty that continues to assail the country in the wake of the turmoil associated with the so-called "Arab Spring" of 2011.

The cement market also reflected this context, resuming a growth dynamic and increasing 23% to consumption of close on 50 million tons. Although domestic sales in 2012 remained similar to the previous year, the export trend recorded in 2011 could not be maintained, resulting in a 118,000 ton drop in total cement sales.

The cement sale price in the domestic market registered an increase, which offset the significant increases in electricity and fuel prices.

Egypt's EBITDA reached EUR 53.5 million, 7.1% up from 2011, despite the heavy constraints caused by shortages in fuel supply and the consequent increase in the consumption of purchased clinker. The devaluation of the euro against the local currency, greater than 5%, also positively contributed to the country's profit.

Net operating investment reached EUR 24.2 million, with special emphasis on the revamping of one production line.

	Unit	2012	2011	Change
Clinker installed capacity utilization (1)	%	71.2%	67.7%	3.5 p.p.
Cement and Clinker Sales	10^3 ton	3,108	3,226	-3.7%
Market Share (2)	%	6.2%	6.4%	-0.1 p.p.
Concrete Sales	10^3 m^3	22	35	-35.8%
Turnover	10^6 euros	178.1	165.6	7.5%
Cash-Costs	10^6 euros	124.5	115.7	7.7%
Operating Cash Flow (EBITDA)	10^6 euros	53.5	50.0	7.1%
EBITDA margin	%	30.1%	30.2%	-0.1 p.p.
Net Operating Income (EBIT)	10^6 euros	41.3	37.6	9.9%
EBIT Margin	%	23.2%	22.7%	0.5 p.p.
Employees (31 Dec.)	units	496	503	-1.4%
Operating Investments (without Acquisitions)	10^6 euros	24.2	19.3	25.6%

(1) Clinker production/Installed capacity (clinker)

(2) Estimate

MOZAMBIQUE

Mozambique's economy continued the positive trend already registered in 2011, growing at around 7.5%, according to the latest estimates. The cement market grew by a 2 digit figure, driving Cimpor's sales to a record high, surpassing the one million tons barrier for the first time.

The increase in supply, with the appearance of a competitor in the southern region, and imported cement in the central/north regions pushed the price down compared to 2011.

EBITDA amounted to EUR 35.3 million, which is an increase of almost 50% in just one year, namely due to the improvements in operational efficiency of the units that Cimpor holds in Mozambique, permitting the optimization of resources and generating significant savings, and also associated with an appreciation in value of the metical against the euro exceeding 10%.

The construction of a new cement grinding facility at the Dondo plant was the main investment in 2012, in a total of EUR 20.7 million.

	Unit	2012	2011	Change
Clinker installed capacity utilization [1]	%	52.8%	51.4%	1.4 p.p.
Cement and Clinker Sales	10^3 ton	1,184	976	21.3%
Market Share [2]	%	67.2%	78.0%	-10.8 p.p.
Concrete Sales	10^3 m^3	115	132	-12.7%
Turnover	10^6 euros	134.6	114.6	17.4%
Cash-Costs	10^6 euros	99.3	91.0	9.1%
Operating Cash Flow (EBITDA)	10^6 euros	35.3	23.6	49.4%
EBITDA margin	%	26.2%	20.6%	5.6 p.p.
Net Operating Income (EBIT)	10^6 euros	27.1	16.5	64.2%
EBIT Margin	%	20.1%	14.4%	5.7 p.p.
Employees (31 Dec.)	units	574	584	-1.7%
Operating Investments (without Acquisitions)	10^6 euros	20.7	56.1	-63.1%

[1] Clinker production/Installed capacity (clinker)

[2] Estimate

SOUTH AFRICA

The South African economy maintained GDP growth at around the 3% level in 2012, which once again permitted the growth of the construction sector and, therefore, the cement market, which is estimated to have grown about 5.6% in the year.

Despite the devaluation of the local currency against the euro, cement imports expanded on a large scale, substantially affecting Cimpor's cement sales and preventing the sale price from rising beyond 3.6%, compared with 2011.

The competitive pressure from imports, mainly in the area of Cimpor's operations, associated with rises in production costs (the electricity price rose over 30% in just one year) and the negative currency impact resulted in a 18.3% decrease of EBITDA, to end the year at EUR 48.7 million.

	Unit	2012	2011	Change
Clinker installed capacity utilization [1]	%	48.9%	65.4%	-16.4 p.p.
Cement and Clinker Sales	10^3 ton	1,069	1,230	-13.1%
Market Share [2]	%	8.8%	10.5%	-1.7 p.p.
Concrete Sales	10^3 m^3	136	126	8.2%
Aggregates Sales	10^3 TON	565	522	8.2%
Turnover	10^6 euros	133.7	148.7	-10.1%
Cash-Costs	10^6 euros	84.9	89.1	-4.6%
Operating Cash Flow (EBITDA)	10^6 euros	48.7	59.7	-18.3%
EBITDA margin	%	36.5%	40.1%	-3.7 p.p.
Net Operating Income (EBIT)	10^6 euros	36.2	46.4	-22.0%
EBIT Margin	%	27.1%	31.2%	-4.1 p.p.
Employees (31 Dec.)	units	447	483	-7.5%
Operating Investments (without Acquisitions)	10^6 euros	5.3	6.4	-16.3%

[1] Clinker production/Installed capacity (clinker) [2] Estimate

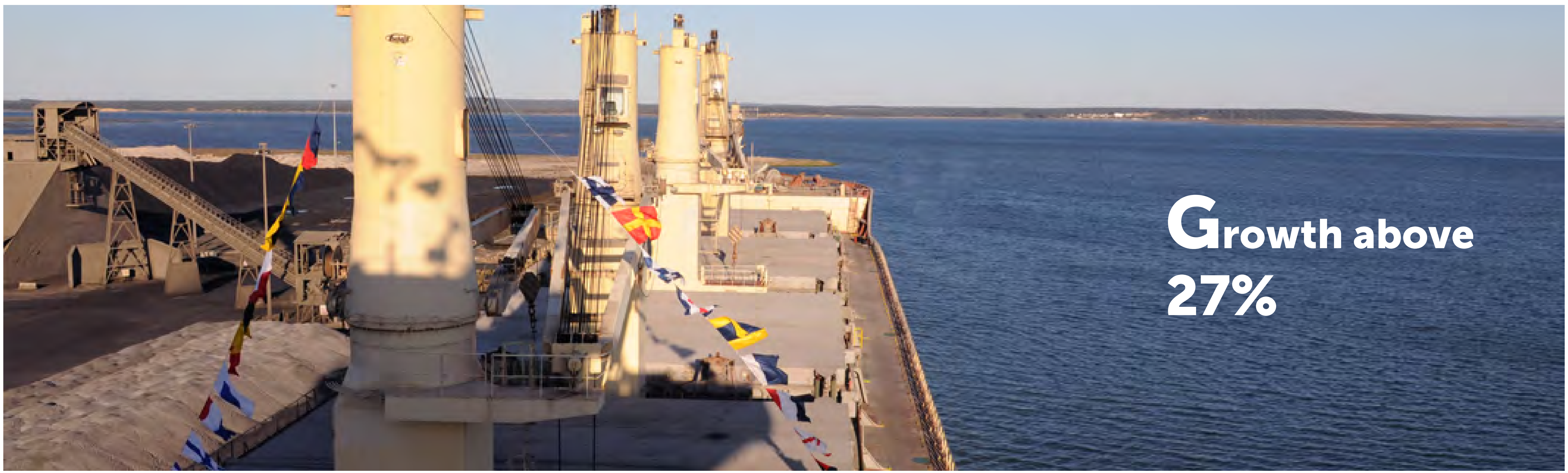
TRADING

The highlight of the trading business is the record exports, mostly from Portugal, in 2012 (which is the channel given to about half the production of Portugal) mirrored the growth of over 27% in quantities handled. This drove an increase of 31% of EBITDA, reaching EUR 15.5 million.

The highlight in terms of investment is the acquisition of the "Souselas" vessel in Q1 2012.

The trading area business is described in detail in section 9.2 of this report.

	Unit	2012	2011	Change
Turnover	10^6 euros	216.6	205.8	5.3%
Cash-Costs	10^6 euros	201.1	193.9	3.7%
Operating Cash Flow (EBITDA)	10^6 euros	15.5	11.8	31.0%
EBITDA margin	%	7.2%	5.8%	1.4 p.p.
Net Operating Income (EBIT)	10^6 euros	14.1	10.3	36.2%
EBIT Margin	%	6.5%	5.0%	1.5 p.p.
Operating Investments	10^6 euros	17.4	13.2	31.4%



Growth above 27%

The generation of Profits from Retained Assets

Sales

Cimpor sold about 145 million tons of cement and clinker in 2012, almost identical in quantity to 2011. The excellent sales performances of Cimpor in Brazil (+45%) and Mozambique (+213%) are the highlights of this financial year, owing to their scale and pace, confirming the positive trend presented in previous years. Mozambique even surpassed its record high for annual sales, exceeding one million tons.

In Portugal, although the adverse economic climate drove a 267% decrease in domestic demand, the strong commitment and investment in exports managed to restrict the decline in Cimpor's sales to 7.2%. The difficult social, economic and political environment in Egypt, reflected in fuel supply and the inability to produce cement for export, was the reason for the slowdown in sales (-37%), while the main factor in South Africa for the reduction of sales (-13.1%) was the increased competition from the growth of imports.

CEMENT AND CLINKER SALES

(Thousand tons)

	2012	2011	Change %
Portugal	3,435	3700	-7.2
Cape Verde	189	227	-16.8
Brazil	5,881	5,626	45
Egypt	3,108	3,226	-37
Mozambique	1,184	976	213
South Africa	1,069	1,230	-13.1
Intra-Group	-413	-465	s.s.
Consolidated	14,453	14,520	-0.5

Concrete sales dropped about 155% during 2012. The good performances achieved in Brazil and South Africa were insufficient to offset declines in other countries, especially the decline of 36.2% in Portugal, 653,000 m3 less than in 2011. Sales of aggregates accompanied the slowdown recorded for concrete. The decline of mortar sales was not as sharp.

OTHER ACTIVITIES SALES

	2012	2011	Change %
Concrete Sales (thousand m^3)	3,246	3,841	-155
Aggregates Sales (thousand tons)	5,457	6,328	-13.8
Mortars Sales (thousand tons)	298	313	-47

Turnover

Consolidated turnover of Cimpor in 2012 attained a total value of EUR 1510 billion, 3.1% down from 2011, which was primarily due to the performance in Q4.

Consolidated turnover, besides being influenced by the fall in cement sales and the lower price associated with exports from Portugal, ended up being primarily influenced by the negative foreign exchange impact, especially in countries such as Brazil and South Africa, which was not enough to offset the price increase in most countries and growth of the Trading and Shipping business.

TURNOVER

(Million Euros)

	2012	2011	Change %
Portugal	310.6	378.2	-179
Cape Verde	273	32.1	-149
Brazil	690.8	6889	03
Egypt	178.1	165.6	75
Mozambique	134.6	114.6	17.4
South Africa	1337	1487	-10.1
Trading / Shipping	216.6	205.8	53
Others [1]	-1817	-176.4	N/A
Consolidated	1,510.0	1,557.6	-3.1

[1] Includes intra-group eliminations

EBITDA

The consolidated EBITDA of Cimpor was EUR 449.6 million, which is 3.3% below the EUR 464.7 million recorded in 2011. This indicator was decisively affected by performance in Q4 of the year, primarily due to the declines in Portugal, Cape Verde and South Africa not being offset by the strong performance of Brazil, operational improvements, market growth in Mozambique and recovery of profit margins in Egypt. The profit margin in 2012 remained virtually unchanged at 29.8%, which coincides with the value achieved in the same period of the previous year.

Mozambique was the highlight in 2012 by virtue of its increased business activity, allowing it to record EBITDA growth of 49.4%. Egypt managed to overcome, in the best way, the turmoil in the country and the problems related to fuel supply constraints, improving results by 7.1%. Brazil performed better in 2012 than in 2011, increasing EBITDA by 7.4%, continuing to benefit from good market conditions and the effect of the first impacts of initiatives to increase efficiency resulting from the integration of local assets.

The increase of income in Portugal from the sale of CO_2 allowances and the export effort were not sufficient to offset the entire EBITDA loss, mainly caused by the decline of the domestic market (exports generate lower profit margins) and non-recurring costs (in the region of EUR 24 million) primarily related to the restructuring processes. As a result, EBITDA fell 24.8%. In South Africa, the increase in cement imports and rising production costs, especially electricity, had a negative impact on EBITDA, which decreased 18.3%.

The effects of exchange rate changes on EBITDA included the 7.9% devaluation of the real against the euro, which ended up penalising the company's profit by about EUR 17.8 million. The impact of exchange rate changes at the consolidated level was EUR 13.5 million, i.e. excluding the exchange rate effect and impact of non-recurring items, EBITDA would have been greater than that of 2011.

EBITDA

(Million Euros)

	2012	2011	Change %
Portugal	74.7	99.4	-24.8
Cape Verde	3.3	4.1	-19.7
Brazil	225.6	210.1	7.4
Egypt	53.5	50.0	7.1
Mozambique	35.3	23.6	49.4
South Africa	48.7	59.7	-18.3
Trading / Shipping	15.5	11.8	31.0
Others	-7.0	6.1	-213.9
Consolidated	**449.6**	**464.7**	**-3.3**
EBITDA Margin	**29.8%**	**29.8%**	**-0.1 p.p.**

Amortisation, Provisions and Impairment Losses on Non-Current Assets

The amortisation, provisions and impairment losses on non-current assets item amounted to EUR 1439 million at the end of 2012. This amount includes approximately EUR 265 million relating to impairments, mostly registered in Portugal – primarily in assets of the concrete and aggregates businesses and several real estate properties that were evaluated. The balance of this item in 2011 amounted to EUR 143.6 million, driven by the recognition at that time of provisions in various jurisdictions, amounting to EUR 16.2 million overall.

Net Financial Expenses and Taxes

Net financial expenses of Cimpor at the end of 2012 amounted to negative EUR 138.2 million, compared with negative EUR 46.8 million the previous year

This change of net financial expenses is mainly explained by the extraordinary costs with the early redemption of the U.S. Private Placement ("USPP"), around EUR 45 million, and the registering of impairment losses of EUR 33.6 million, relating to the financial investment in C+PA, sold in 2013, and loans to associate companies.

Income taxes amounted to EUR 116.1 million, an increase of 517% compared to 2011. In 2012, excluding non-recurring items (essentially the recording of impairment losses and adjustments to deferred taxes in Spain), the effective tax rate would have reached 28.5% (compared with 28% in 2011), influenced by the results obtained in Brazil, where the average rate exceeded 31%.

Net Profit

The Net Profit of assets retained by Cimpor ("Continued Operations"), attributable to equity holders in 2012 was EUR 49.5 million, which is equivalent to a decline of 74.6% compared to EUR 194.8 million in 2011. A significant driver of this decline was a set of non-recurring impacts: on EBITDA amounting to EUR 239 million (severance compensation for directors, restructuring costs and costs to defend against the takeover bid, and costs with the separation of assets), the impairment of non-current assets in the amount of EUR 265 million, the impairment of financial assets amounting to EUR 33.6 million, financial expenses related to the restructuring of debt in the amount of about EUR 50 million, and also adjustments of deferred taxes in the amount of EUR 33 million. If all these effects are excluded, net profit would have surpassed that of the previous year.

The generation of Profits from Assets Transferred out

Of particular note in relation to the Assets Transferred out of Cimpor is the negative development of sales in all the countries except for India. The difficult economic situation in Spain resulted in a drop in cement consumption in the region of 35%, which obviously reflected on the sales and profits of the company in this country. In China, the company was unable to counteract the profound changes in market conditions, with sales falling substantially during 2012. Sales declines in the countries of the Mediterranean Basin were not as sharp, with Tunisia adjusting after an abnormally high 2011 due to the efficient manner in which it was able to react to the instability in the country. Turkey was checked by lower sales at the start of the year due to the harsh winter in the country, and Morocco was affected by the general decline of cement consumption in the country. Market conditions in India and the company's situation did not significantly change, so sales registered similar values to 2011.aos de 2011.

TURNOVER (Swapped Assets)

(Million Euros)

	2012	2011	Change %
Spain	185,6	249,8	-25,7
Morocco	92,1	99,7	-7,6
Tunisia	71,7	83,6	-14,2
Turkey	171,5	165,6	3,5
China	63,0	127,6	-50,6
India	55,5	50,8	9,2
Others [1]	-65,6	-59,4	
Consolidated	**573,8**	**717,7**	**-20,0**

[1] Includes intra-group eliminations.

Net operating income significantly declined in the countries of the Assets Transferred Out of Cimpor because of the unfavourable development of markets in these countries, primarily associated with the decline in turnover and also various non-recurring costs, the most notable of which relate to the restructuring process in Spain. Thus, EBITDA in these countries fell from around EUR 151 million in 2011 to approximately EUR 26 million in 2012.

EBITDA (Swapped Assets)

(Million Euros)

	2012	2011	Change %
Spain	-39.9	34.6	N/A
Morocco	32.1	40.9	-21.4
Tunisia	18.6	23.8	-21.9
Turkey	30.8	31.3	-1.6
China	-20.2	17.9	s.s.
India	5.3	3.4	55.9
Others	-1.0	-0.7	N/A
Consolidated	**25.7**	**151.2**	**-83.0**
EBITA Margin	**4.5%**	**21.1%**	**-16.6 p.p.**

Furthermore, owing to the adverse climate in the Spanish market, impairments of around EUR 283 million were recorded in the first half of 2012, which together with the EUR 141 million effect from currency devaluation of the assets transferred out of Cimpor (those with an operating currency other than the euro), led to the negative Net Income from Discontinued Operations, which amounted to negative EUR 473.2 million in 2012, following on from a positive value of EUR 33 million recorded the previous year.

Overall Income Statement

(Encompassing Retained Assets and Assets Transferred Out of Cimpor – solely for Net Profit)

(Million Euros)

	2012	2011	Var. %	Q4'2012	Q4'2011	Change %
Turnover	1,510.0	1,557.6	-3.1	339.3	368.3	-7.9
Net Operational Cash Costs	1,0603	1,0929	-3.0	245.1	262.2	-65
Operational Cash Flow (EBITDA)	449.6	464.7	-3.3	94.3	106.1	-11.2
Amortisations and Provisions [i]	1439	143.6	0.2	35.8	35.2	15
Operating Income (EBIT)	305.8	321.2	-4.8	58.5	70.9	-17.5
Financial Results	-138.2	-46.8	N/A	-549	-17.6	N/A
Pre-tax Income	167.5	274.3	-38.9	3.6	53.3	-93.2
Income Tax	116.1	765	517	60.6	22.6	1689
Net Income of Continuing Operations	51.5	197.8	-74.0	-57.0	30.7	N/A
Attributable to:						
Shareholders	495	194.8	-74.6	-575	29.0	N/A
Minority Interests	2.0	3.0	-33.2	05	17	-67.8
Net Income of Discontinued Operations	-482.7	8.3	N/A	-206.3	-15.7	N/A
Attributable to:						
Shareholders	-473.2	33	N/A	-201.2	-117	N/A
Minority Interests	-95	5.0	N/A	-5.0	-4.1	N/A
Total Net Income	-431.2	206.1	N/A	-263.3	15.0	N/A
Attributable to:						
Shareholders	-4237	198.1	N/A	-258.8	173	N/A
Minority Interests	-75	8.0	N/A	-45	-2.4	N/A

[i] Amortisations, provisions and impairment losses in non-current assets

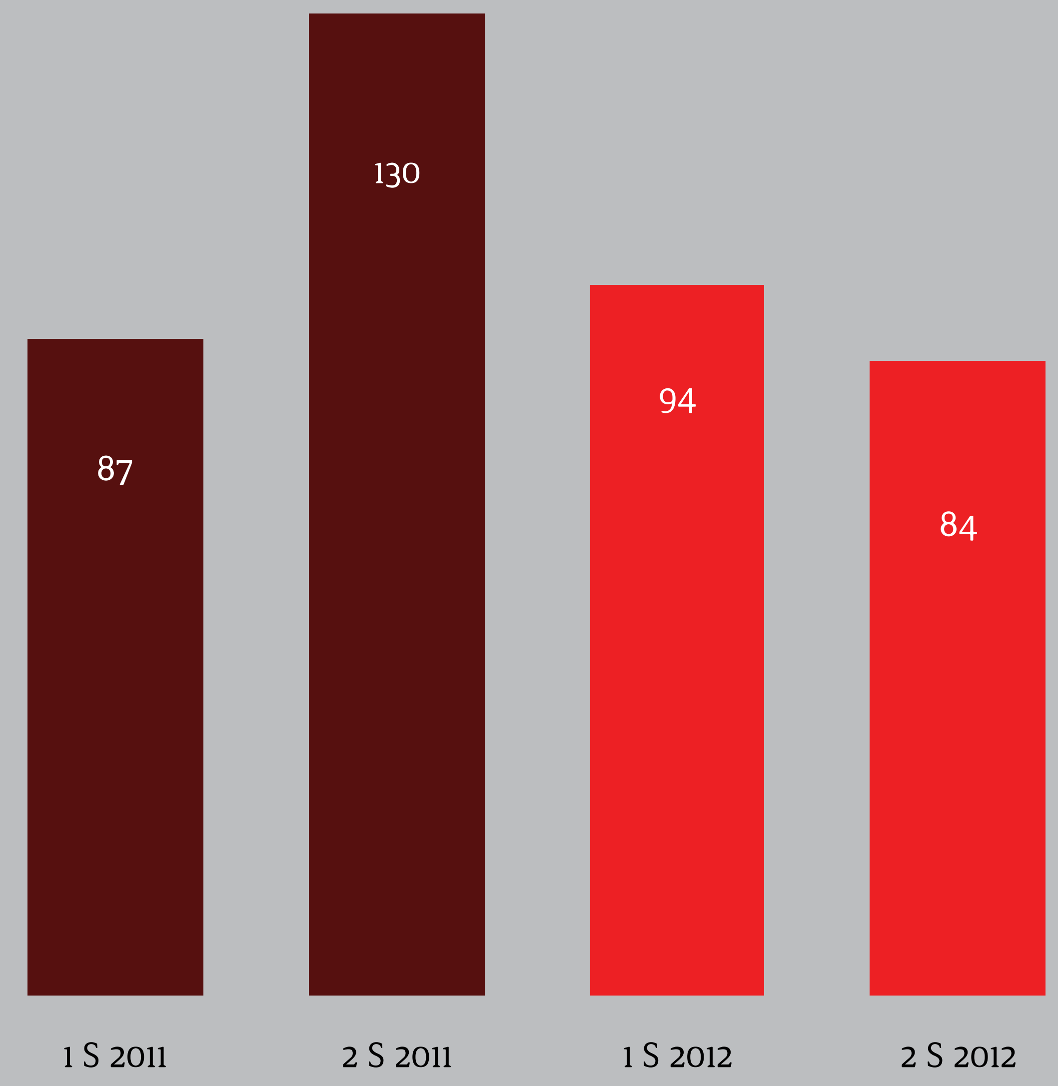
Balance Sheet

(Encompassing new assets contributed by InterCement and excluding the assets transferred out of Cimpor)

Net assets of Cimpor at 31 December 2012 were EUR 7.090 billion, which is 35% higher than the 2011 value. The asset additions to the perimeter arising from the asset swap operation significantly contributed to this increase, adding around EUR 4.033 billion to the value (mostly corresponding to the evaluation value of the net assets transferred to Cimpor), partially offset by the outflow of the assets transferred out of Cimpor (about EUR 1.621 billion).

Other factors that contributed so that the increase in value of assets had not been even sharper were the negative results for the year, primarily related to the assets that exited the perimeter under the swap, and the depreciation of the euro against most currencies of the countries where Cimpor has its assets.

HISTORICAL DEVELOPMENT OF NET OPERATING INVESTMENT



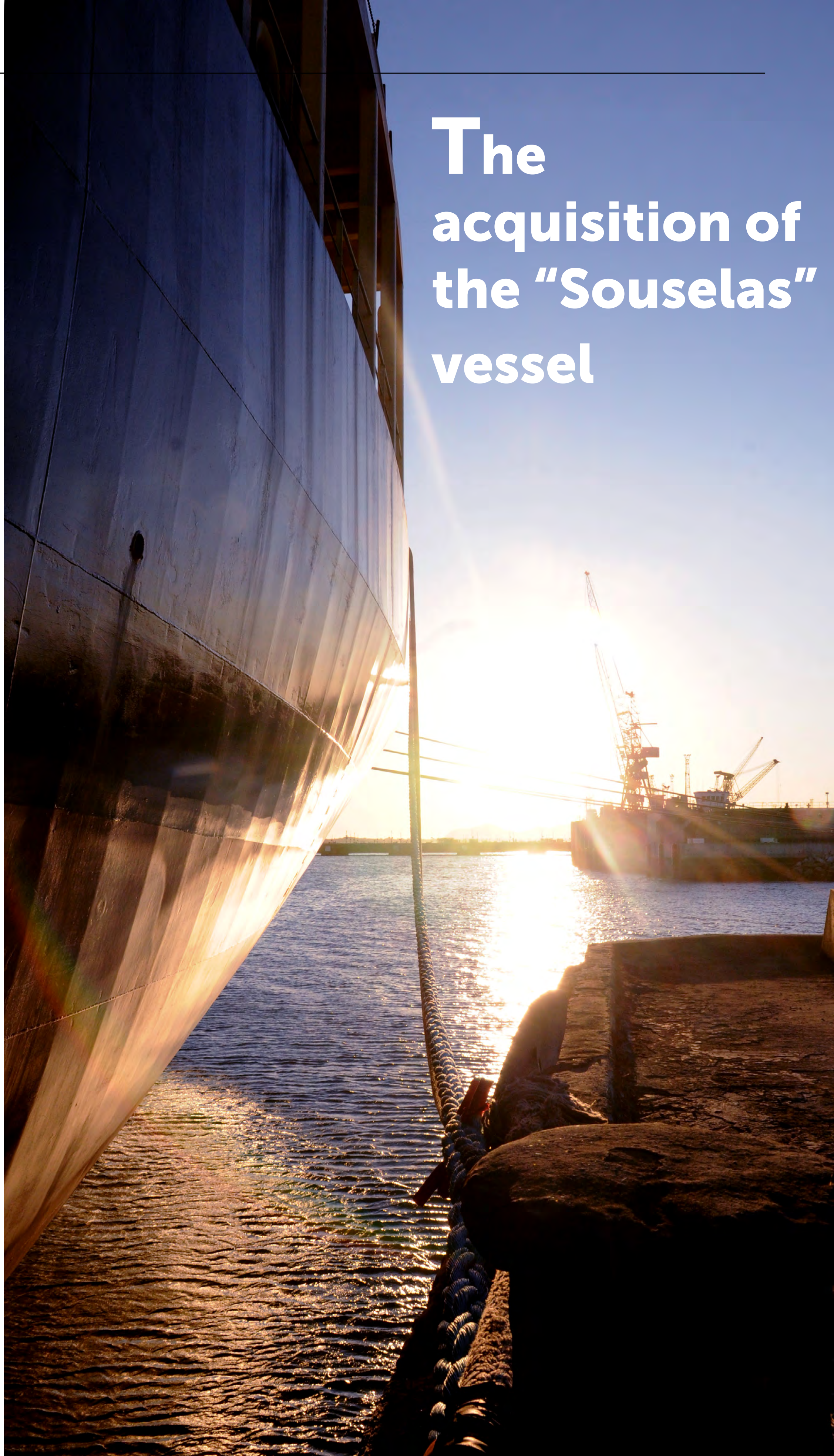
Net operating investment totalled EUR 178 million (compared with EUR 217 million[5] for the same period of 2011), with particular focus on the capacity growth in Brazil, the construction of a new grinding facility at Dondo in Mozambique, the revamping in Egypt and the acquisition of the "Souselas" vessel, which occurred in Q1 2012

Consolidated Balance Sheet Summary

(Million Euros)

	31 Dec 2012	31 Dec 2011	Change %
Assets			
Non-current Assets	5,524.5	3,866.6	42.9
Current Assets			
Cash and Equivalents	837.7	610.4	37.2
Other Current Assets	716.7	719.2	-0.4
Non Current Assets available for sale	10.6	40.8	-74.1
Total Assets	**7,089.5**	**5,237.0**	**35.4**
Shareholders' Equity attributable to:			
Equity Holders	1,456.9	1,982.9	-26.5
Minority Interests	76.0	101.5	-25.1
Total Shareholders' Equity	**1,532.9**	**2,084.3**	**-26.5**
Liabilities			
Loans	4,020.7	2,207.8	82.1
Provisions	202.1	223.0	-9.4
Other Liabilities	1,333.8	721.9	84.8
Total Liabilities	**5,556.6**	**3,152.7**	**76.2**
Total Liabilities and Shareholders' Equity	**7,089.5**	**5,237.0**	**35.4**

[5] Relative value of assets retained by Cimpor, without considering the new assets added to its perimeter



11. DEBT

The success of the takeover bid (with the subsequent triggering of CoCs[6]) and the completion of the asset swap process led to the refinancing of debt in 2012.

Thus, net debt of Cimpor at 31 December 2012 was EUR 3.183 billion, compared with EUR 1.623 billion at 31 December 2011. This increase of EUR 1560 billion is associated with and accompanies the increase of net assets arising from the swap operation (not including Cimpor's commitment to pay InterCement EUR 3819 million due to the difference in value between the assets transferred in and those assets transferred out, according to the assessments of the independent evaluation banks).

In this context, despite the strong EBITDA generation ability of the new business units in the perimeter of Cimpor, the Group's gearing ratio (net debt/EBITDA) at 31 December 2012 rose compared to the previous year.

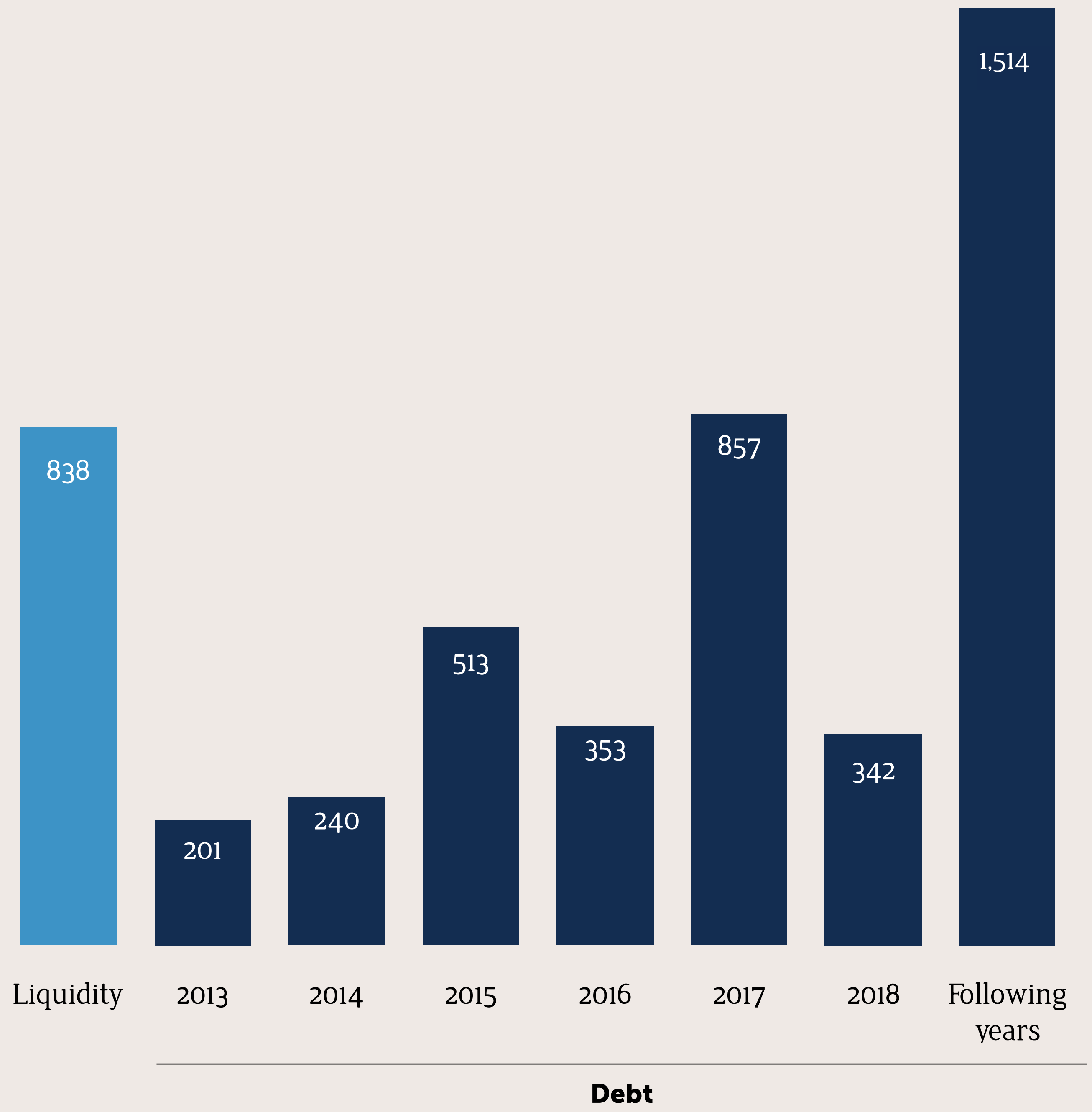
The Group will focus over the next few years on deleveraging the company through strict control of investments and sundry costs, despite its level of debt falling below the covenant limits (leverage ratios) provided for in all its financing contracts.

The refinancing process in 2012 has not only safeguarded the borrowing cost to values similar to 2011 (<6%), but also substantially extended the average maturity of the debt to 5 years, at 31 December 2012, which has removed the need for refinancing significant debt repayments during the next two years.

The merits of the above process should be considered in light of the rating change awarded to Cimpor by Standard & Poor's - today it is BB with stable outlook – by virtue of that rating agency's policy of ensuring the alignment of subsidiaries with their parent, which is now Camargo Corrêa, S.A., indirectly controlling 94.1% of the share capital of Cimpor.

[6] Change of Control clauses

DEBT TIME SCHEDULE IN MILLION EUROS:

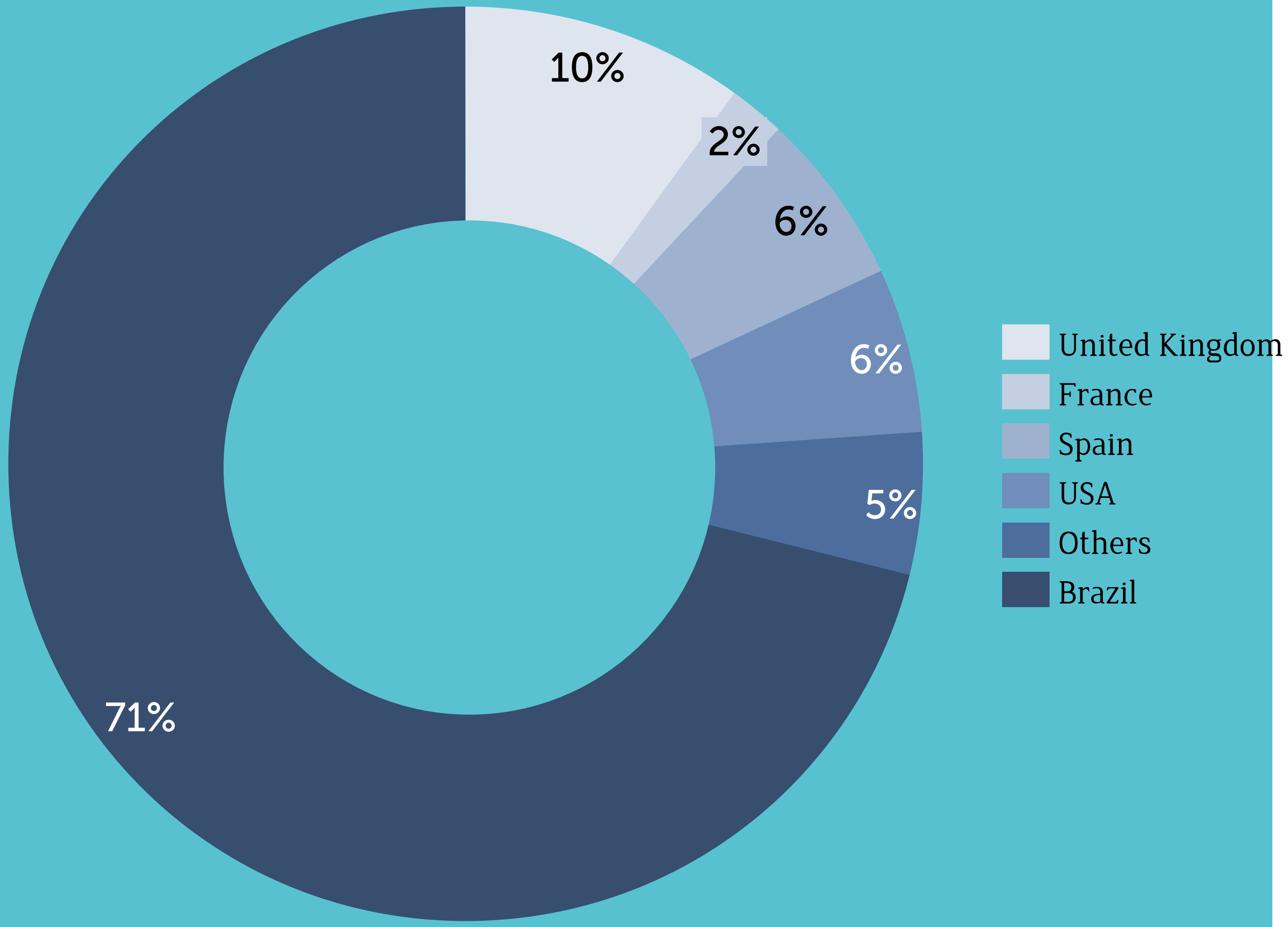


In parallel, the current dynamism of the loan market in Brazil and the weight of this business in the Group as a whole is good reason for this prevalence in contracting debt from Brazilian banks (71% of total debt), resulting in the relocation of borrowings from European banks and the repurchase of bond loans issued in the U.S. private placements market.

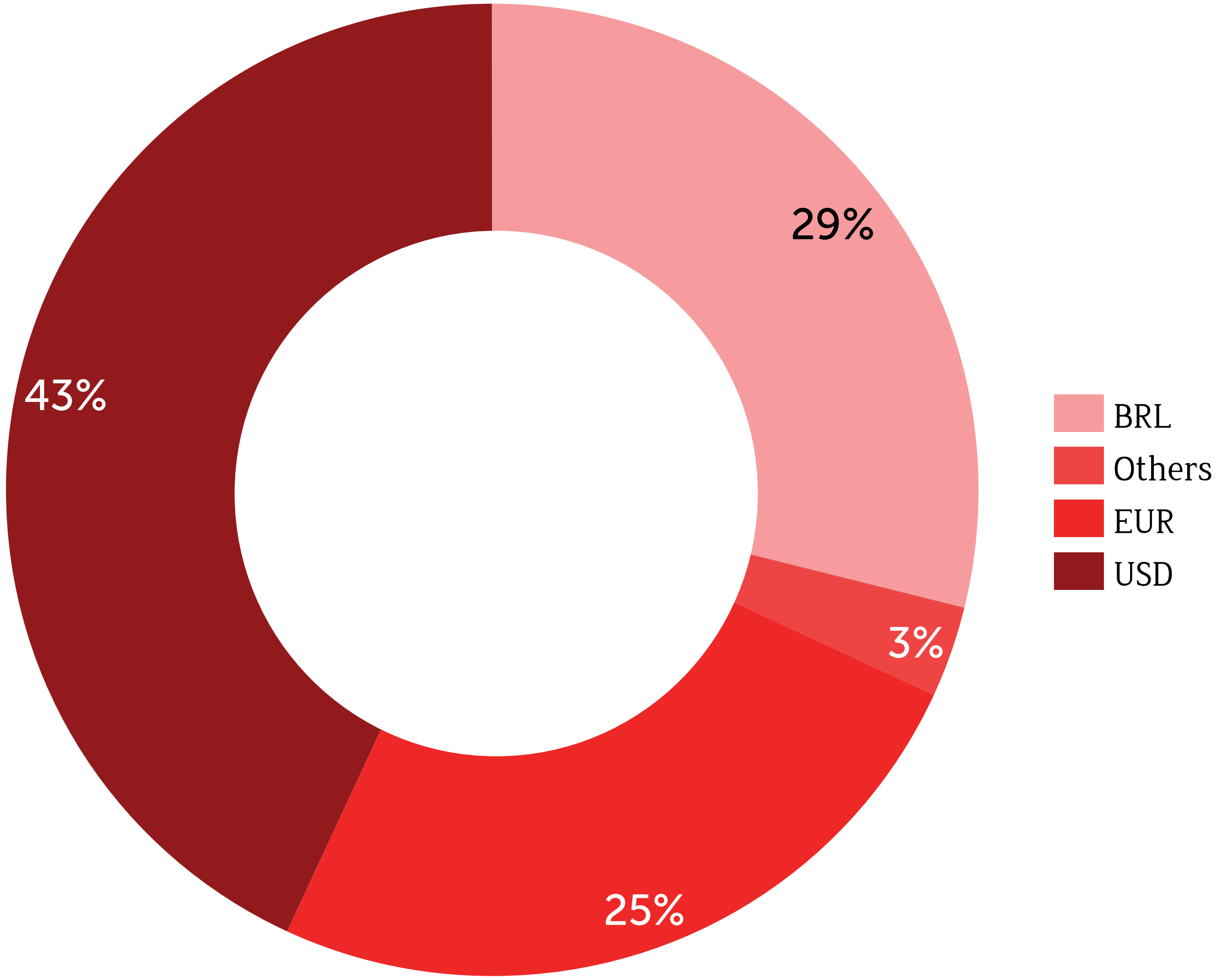
At 31 December 2012, practically all debt was with banking entities, with capital market transactions accounting for a negligible share.

As a result of the refinancing process during 2012, the floating rate component rose to account for 66%, while the diversification of loan currencies also increased, giving more weight to BRL and USD. Thus, the Group is primarily being funded in 3 currencies (USD with a weight of 43%, BRL with about 29% and EUR with 25%) with the aim of obtaining an improved correlation between debt and the current profit generating profile.

COUNTERPARTIES BY COUNTRY:



DEBT BY CURRENCY:



12. RISK MANAGEMENT

A corporate policy and guidance manual for an improved management of risks was developed in 2012. In this context, the operations in Brazil and Argentina that would be integrated in the Cimpor universe initiated the implementation of a pilot method in the Group for risk management that resulted in the identification, assessment and prioritization of risks considered critical, the implementation of action plans to mitigate them and the development of indicators for their monitoring.

This method was widely used during the InterCement/Cimpor integration process for the identification, assessment and prioritization of risks associated with the assets of the Cimpor universe, in order to extend to them the implementation of the pilot method imported from Brazil and Argentina as soon as possible.

The Cimpor Group, as part of its business activity, is exposed to various risks likely to have a more or less material effect on its financial statements.

In relation to the management of financial assets and liabilities, the interest rate and foreign exchange risks stand out, arising from the fact that the Group holds cash assets and financial liabilities denominated in currencies other than the consolidation currency.

Cimpor's policy with regard to the foreign exchange risk is to contract loans in local currencies, whenever possible, for the purpose of financing investment projects or working capital of the business units.

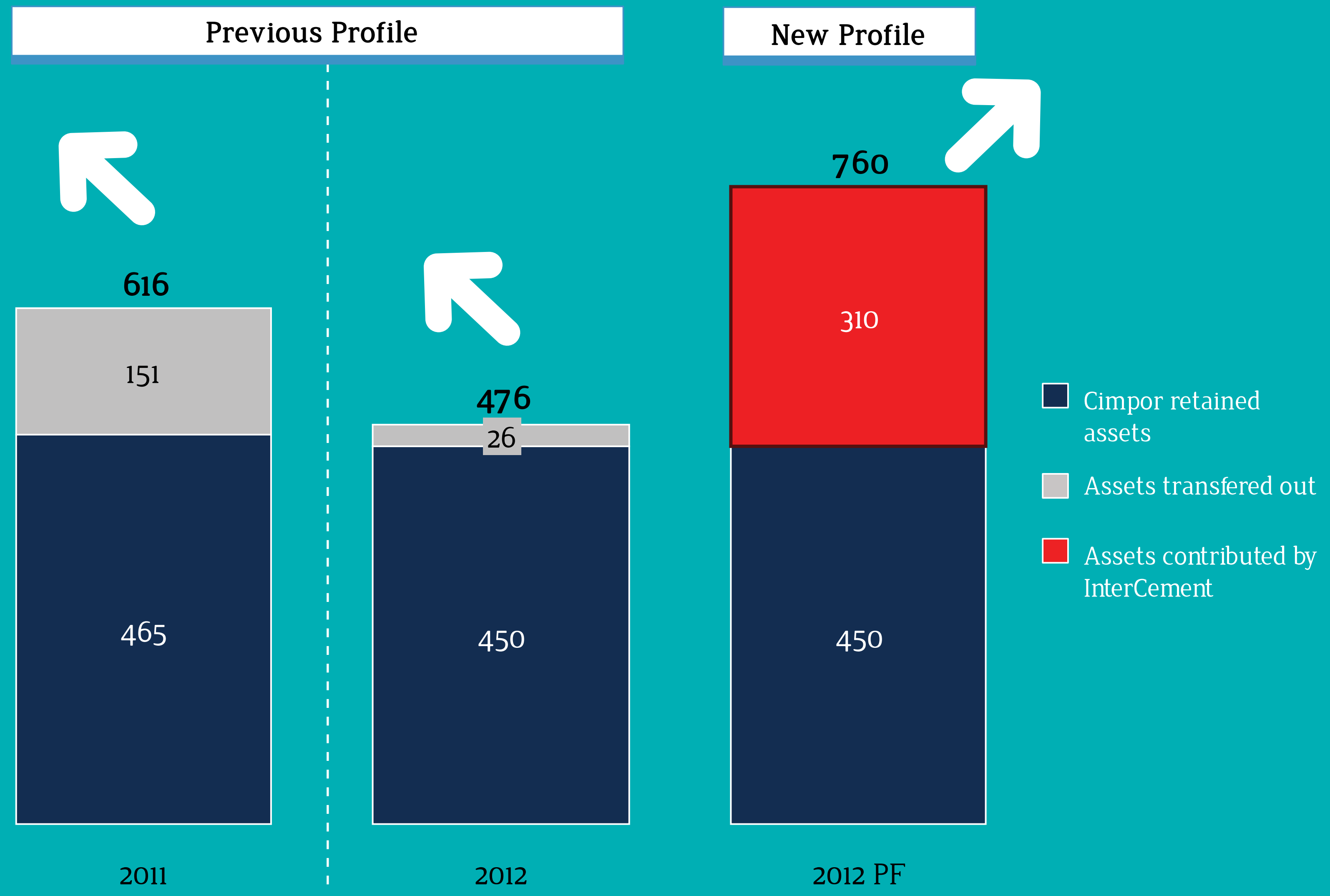
It should also be noted that the market valuation of industrial assets is strongly pegged to the dollar, in the cement industry, which means that the impact of currency appreciation is relatively limited to the accounting sphere.
This theme is tackled in greater detail in the Corporate Governance Report attached to this report.

13. PROFORMA CIMPOR

The rejuvenation of Cimpor due to the rearrangement of the operating perimeter has increased its operating profitability, reaffirming its leadership among its international peers by presenting a proforma EBITDA margin of 27%, which is higher than what would have been possible for Cimpor to achieve with its former portfolio of assets (<23%).

Sales in 2012, considering the new business universe of Cimpor, i.e. with 39 cement production units, 24 aggregate units and 128 concrete plants, would have amounted to 27 million tons of cement, 8 million tons of aggregates and 5 million cubic meters of concrete, providing a total turnover of EUR 2.8 billion and EBITDA of approximately EUR 760 million.

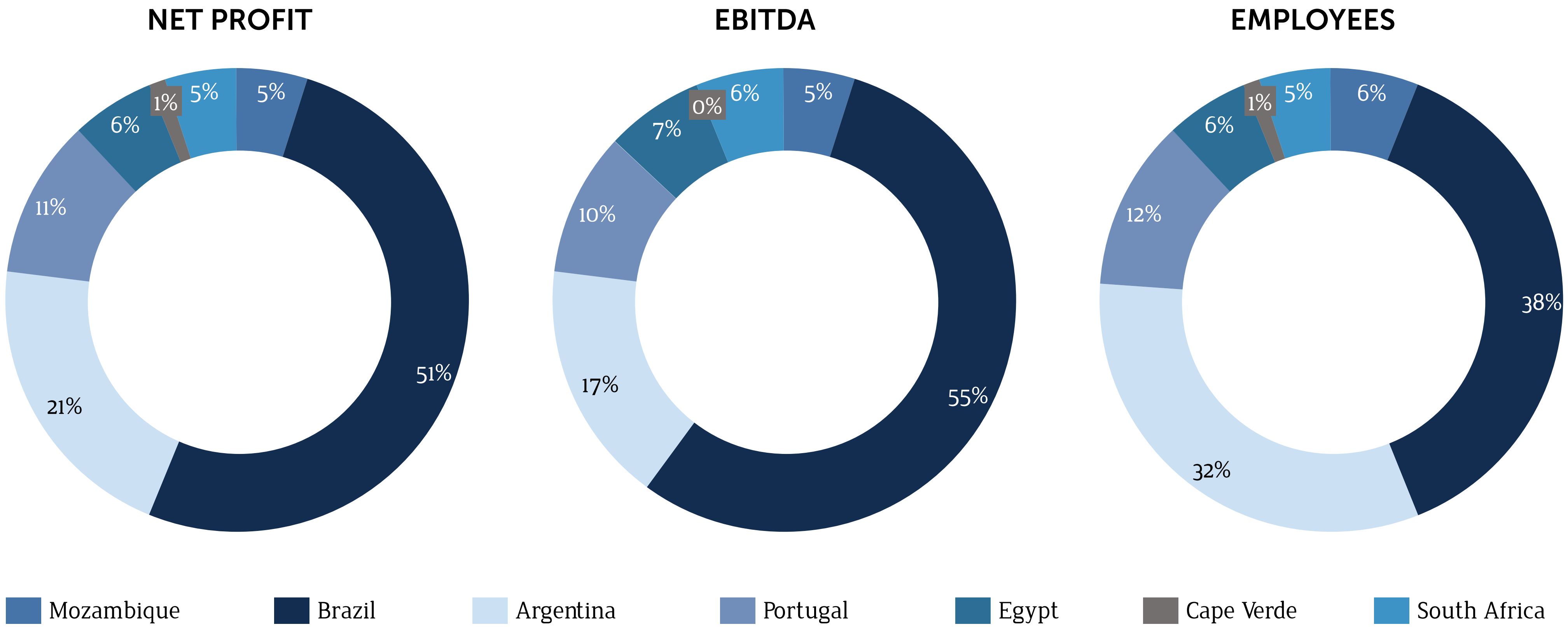
OLD PROFILE AND PROFORMA EBITDA:



The dynamism of the Latin American markets, particularly in Brazil, justifies, on the one hand, the preponderant weight of these countries in terms of turnover and EBITDA and, on the other hand, the focus of the investment decisions in order to respond to growing demand. Moreover, the emergence of the African continent is evident, especially in Mozambique, which the Group will pay particular attention to.

Proforma CAPEX rose to about EUR 380 million in 2012, and the Group intends to continue the investment policy it has been following.

In terms of synergies, it will be expected in 2013 that the integration of InterCement assets into Cimpor will contribute a gain of around EUR 85 million euros. After the asset integration process underway is completed, scheduled for 2015, those gains will be expected to rise to about EUR 120 million per year.



14. SUBSEQUENT EVENTS

On 10 January 2013, Cimpor Indústria sold its 48% stake in the share capital of C+PA - Cimento e Produtos Associados, S.A. ("C+PA") to Cimpor Inversiones EAA (a company currently owned by the Votorantim Group) for the total amount of EUR 1035 million euros (this amount includes the price payable for the shares and equity rights, and inherent supplementary capital contributions). C+PA has been classified as "Non-current assets held for sale" since 2010.

On 23 January 2013, with the exit in full of Votorantim Cimentos, S.A. from the share capital of Cimpor through the swap operation concluded by Votorantim Cimentos, S.A. and InterCement in December 2012, CADE approved, in plenary session on that day, that the Performance Commitment - TCD signed with InterCement was complied with to that date.

On 30 January, the Board of Directors of Cimpor - Cimentos de Portugal, SGPS, S.A. ("Cimpor") decided to approve the merger of the Brazilian companies CCB - Cimpor Cimentos do Brasil S.A. ("Cimpor Brasil") and InterCement Brasil S.A. ("InterCement Brasil"), two companies 100% owned indirectly by Cimpor. The merger of these two companies of the Cimpor universe will foster the joint creation of value, promoting the obtaining of synergies, leading to improved operational efficiency and quality of the service delivered to the Brazilian market.

15. FUTURE PROSPECTS

In terms of future prospects, market studies predict that the Brazilian cement market will grow on average by about 6% every year over the next five years (around 10% in the last three years), supported by a buoyant property market, particularly because of the need to solve the country's high housing shortage and the investments required to solve its historic lack of infrastructure. The investments to increase capacity now underway as well as the various programs to increase efficiency will, anticipating this increase in consumption, enable Cimpor to provide an improved response to the growth of the cement market. Cimpor will also focus on obtaining further synergies from the incorporation of the InterCement assets, which are of particular importance in Brazil due to the integration of two companies.

The Argentine cement market has recorded an average annual growth of 5% over the last seven years, and it continues to have good prospects, based on sustained investment in the construction industry at a time when the local economy benefits from the high prices of agricultural commodities. Loma Negra, which is already well-known for its efficiency, and which is now part of the Cimpor Group, will continue to stand out for its cost structure, the ability to operate the kilns with various fuels - including waste co-processing - and the transport of raw materials and finished products by the railway lines it operates.

Cement consumption has registered high growth rates in Paraguay. It is expected that the low per capita consumption (~120 kg/inhab./year) associated with increased investment by the construction sector and the company's own investments in capacity (new grinding facility and clinker production line) will provide high sales growth in forthcoming years.

The company's business in Portugal, with the shrinkage of local cement consumption and no significant recovery expected in the next few years, is especially aimed at exports, which are economically essential and strategically important in the exploration of new markets for Cimpor Group operations.

Considering the good prospects of most of the several African countries where Cimpor operates, it is expected that Africa will gain importance in the portfolio of Cimpor.

In Angola, one of the economies with the highest growth rates in Africa, good market prospects are derived from the focus on national development and the wealth generated by the oil sector.

Cimpor's main challenge in Mozambique, which is a market that is expected to grow at quite high rates in forthcoming years, is to improve industrial reliability which, together with the capacity expansion projects underway, including the new grinding facility at Dondo to be completed by end of 2013, will allow the company to accompany market growth and keep its leadership position.

The performance in South Africa, and in spite of the medium-term growth potential, will focus on recovering the market share, which has been in decline due to increased cement imports. The company already has, with this aim in mind, a series of ongoing measures of a commercial nature and to increase competitiveness, which are expected to generate good results in the short and medium-term.

No improvements of the current business environment are expected in relation to Cape Verde.

In Egypt, a market where the housing shortage is expected to continue to drive cement consumption growth in forthcoming years, and despite the political instability, the main challenges are related to energy, namely the availability in quantity and competitive prices of thermal energy and electricity. Cimpor has a number of ongoing initiatives to tackle these problems, the most notable being the use of alternative fuels and other energy sources as well as the completion of a revamping of one of the clinker production lines that will improve efficiency and provide environmental improvements.

16. PROPOSED APPROPRIATION OF PROFIT

Whereas:

(a) As stated in the financial statements, despite the consolidated loss of EUR 423733.58251 for the financial year ended on 31 December 2012, the net profit on an individual basis was positive EUR 43,498,624.85;

(b) In accordance with law and the Articles of Association of Cimpor, a percentage of no less than 5% of the profit for the period is to be used to increase the legal reserve until it reaches the amount required by law (at least 20% of the share capital). Since the Company currently already meets this threshold, strengthening the legal reserve is not necessary.

Pursuant to Article 22 of the Articles of Association of this company, the Board of Directors proposes to the Shareholders the following appropriation of the 2012 profit:

- Award of bonuses to employees on the payroll of Cimpor - Cimentos de Portugal, SGPS, S.A. at the end of December 2012, in the maximum amount of EUR 400,000 (already considered in the financial statements).

- Payout of dividends to shareholders in the amount of EUR 10,874,656 corresponding to a gross dividend of 0.0162 euros per share, relative to the total number of shares issued.

Since it is not possible to accurately ascertain the number of securities without equity rights on the referred payment date, it is proposed that the payout of the total amount of EUR 10,874,656.21 referred in the previous paragraph, calculated on the basis of a unit amount per share (0.0162 euros per share, in this case), be guided by the following:

(a) The unit amount of 0.0162 euros, which underpinned this proposal, is paid for each issued share;

(b) The unit amount corresponding to securities without equity rights is not paid, but transferred to retained earnings on the first day of the above-indicated payout period.

- Transfer of the remaining net profit for the financial year to Retained Earnings."

17. BUSINESS WITH THE COMPANY (ARTICLE 397 OF THE PORTUGUESE COMPANIES' CODE)

The Board of Directors, at its meeting of 27 February 2012, awarded the civil construction work associated with the capacity increases at Cezarina (Brazil) to the Soares da Costa/Gutierrez consortium, in the amount of EUR 18.6 million. Due to the existence of a conflict of interest arising from the fact that, on that date, the Soares da Costa company was controlled by the holder of a qualifying shareholding in Cimpor, in which José Manuel Batista Fino, a director of Cimpor at the time, also held a management post. This business deal was approved with the prior favourable opinion of the Audit Board that existed then, at a meeting not attended by that director.

18. DECLARATION OF CONFORMITY

The members of the Board of Directors declare, pursuant to Article 245(1)(c) of the Portuguese Securities' Code, that to the best of their knowledge the management report, annual accounts, and other accounting documents were all drawn up in conformity with applicable accounting standards. Those members also state that the referred documents provide an accurate and appropriate image of the assets and liabilities, the financial situation and the profits of CIMPOR – Cimentos de Portugal, SGPS, S.A., and the companies included in the consolidation perimeter, and that the management report faithfully reports the evolution of the business, the performance and position of CIMPOR and the companies included in the consolidation perimeter, and that it also contains a description of the main risks and uncertainties facing them.

THE BOARD OF DIRECTORS

Daniel Proença de Carvalho

Luiz Roberto Ortiz Nascimento

Albrecht Curt Reuter Domenech

José Édison Barros Franco

Ricardo Fonseca de Mendonça Lima

Armando Sérgio Antunes da Silva

André Gama Schaeffer

Daniel Antonio Biondo Bastos

André Pires Oliveira Dias

José Manuel Neves Adelino

Luís Filipe Sequeira Martins

Pedro Miguel Duarte Rebelo de Sousa

António Soares Pinto Barbosa

Manuel Luís Barata de Faria Blanc

Luís Miguel da Silveira Ribeiro Vaz

Financial **Statements**

Part II

CONSOLIDATED STATEMENTS

of compreensive income for the years ended 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	2012	2011 restated
Continued Operations:			
Operating Income:			
Sales and services rendered	7	1,509,956	1,557,599
Other operating income	8	72,276	62,753
Total operating income		**1,582,232**	**1,620,352**
Operating expenses:			
Cost of goods sold and material used in production	9	(401,353)	(424,869)
Changes in inventories of finished goods and work in progress		5,924	(4,317)
Supplies and services		(534,260)	(533,377)
Payroll costs	10	(185,698)	(174,185)
Depreciation, amortisation and impairment losses on goodwill, tangible and intangible assets	7, 16, 17 and 18	(152,337)	(127,359)
Provisions	7 and 36	8,479	(16,214)
Other operating expenses	11	(17,232)	(18,857)
Total operating expenses		**(1,276,476)**	**(1,299,179)**
Net operating income	7	305,755	321,173
Net financial expenses	7 and 12	(113,789)	(47,092)
Share of profits of associates	7 and 12	(109)	330
Other investment income	7 and 12	(24,309)	(85)
Profit before income tax	**7**	**167,549**	**274,326**
Income tax	7 and 13	(116,073)	(76,514)
Net profit for the year	7	51,475	197,812
Discontinued operations:			
Total comprehensive income for the discontinued operations	7	(482,665)	8,318
Total comprehensive income for the year	7	(431,190)	206,130
Other comprehensive income:			
Derivative financial instruments	31 and 33	353	(613)
Available-for-sale financial assets		484	(548)
Actuarial gain and loss on employee's responsabilities	31 and 33	(521)	(3,340)
Currency translation adjustments	30 and 33	5,376	(205,629)
Adjustment in investment in associates		(215)	161
Results recognized directly in equity		5,477	(209,970)
Total comprehensive income for the year		**(425,712)**	**(3,840)**
Net profit for the year attributable to:			
Equityholders of the parent	15	(423,734)	198,132
Non-controlling interests	33	(7,456)	7,998
		(431,190)	206,130

CONSOLIDATED STATEMENTS

of compreensive income for the years ended 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notas	2012	2011 restated
Total comprehensive income for the year attributable to:			
Equityholders of the parent		(417724)	(16,470)
Non-controlling interests		**(7,988)**	**12,630**
		(425,712)	**(3,840)**
Earnings per share of continued and discontinued operations:			
Basic	15	(0.64)	030
Diluted	15	(0.64)	030
Earnings per share of continued operations:			
Basic	15	0.07	0.29
Diluted	15	0.07	0.29

The accompanying notes form an integral part of the financial statements for the year ended 31 December 2012.

CONSOLIDATED STATEMENTS

of financial position at 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	2012	2011
Non-current assets:			
Goodwill	16	3,018,936	1,358,893
Intangible assets	17	37,115	55,091
Tangible assets	18	2,225,103	2,214,162
Investments in associates	7 e 19	8,374	18,289
Other investments	20	29,026	28,331
Accounts receivable-other	22	14,994	12,322
Taxes recoverable	23	38,456	36,300
Other non-current assets	24	43	3,561
Deferred tax assets	25	152,494	139,634
Total non-current assets		5,524,541	3,866,582
Current assets:			
Iventories	26	437,399	337,354
Accounts receivable-trade	27	189,808	282,160
Accounts receivable-other	22	32,974	26,916
Taxes recoverable	23	48,641	62,370
Cash and cash equivalents	46	837717	610,430
Other current assets	24	7,838	10,409
		1,554,377	1,329,638
Non-current assets held for sale	21	10,587	40,818
Total current assets		1,564,964	1,370,457
Total assets	7	**7,089,505**	**5,237,038**
Shareholders' equity:			
Share Capital	28	672,000	672,000
Treasury shares	29	(27,216)	(29,055)
Currency translation adjustments	30	52,167	46,043
Reserves	31	275760	273717
Retained Earnings	32	907,919	822,052
Net profit for the year	15	(423734)	198,132
Equity before non-controlling interests		1,456,897	1,982,890
Non-controlling interests	33	76,024	101,451
Total shareholders' equity	7	**1,532,921**	**2,084,341**
Non-current liabilities			
Deferred tax liabilities	25	357,078	265,055
Employee benefits	34	21,128	18,857

CONSOLIDATED STATEMENTS

of financial position at 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	2012	2011
Provisions	36	178,192	198,370
Loans	37	3,818,551	1,634,525
Obligations under finance leases	38	35	16791
Account payable - other	41	33,391	19,656
Taxes payable	23	9,689	1
Other non-current liabilities	42	29,105	44,537
Total non-current liabilities		4,447,170	2,197793
Current liabilities			
Employee benefits	34	902	4711
Provisions	36	1,910	1,080
Loans	37	201,450	553,579
Obligations under finance leases	38	621	2,915
Accounts payable - trade	43	216,357	192,464
Accounts payable - others	41	520,261	72,905
Taxes payable	23	59,454	67772
Other current liabilities	42	108,461	59,479
Total current liabilities		1,109,415	954,905
Total liabilities	7	5,556,585	3,152,697
Total liabilities and shareholders' equity		7,089,505	5,237,038

The accompanying notes form na integral part of the financial statements for the year ended at 31 December 2012

CONSOLIDATED STATEMENTS

of changes in shareholder's equity at 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notas	Share capital	Treasury shares	Currency translation adjustments	Reserves	Retained earnings	Net profit	Shareholders' equity attributable to equity holders	Non-controlling interest	shareholders' equity próprio
Balances at 1 January 2011		**672,000**	**(32,986)**	**256,337**	**280,678**	**714,928**	**241,837**	**2,132,794**	**97,437**	**2,230,231**
Consolidated net profit for the year	7	-	-	-	-	-	198,132	198,132	7,998	206,130
Results recognized directly in equity		-	-	(210,294)	(4,307)	-	-	(214,601)	4,632	(209,970)
Total comprehensive income for the year		-	-	(210,294)	(4,307)	-	198,132	(16,470)	12,630	(3,840)
Appropriation of consolidated profit of 2010:										
Transfer to legal reserves and retained earnings	31 and 32	-	-	-	-	241,837	(241,837)	-	-	-
Dividends	14, 32 and 33	-	-	-	-	(136,361)	-	(136,361)	(10,192)	(146,553)
(Purshase)/ Sale of treasury shares	29	-	3,931	-	(1,084)	-	-	2,847	-	2,847
Share purchase and options		-	-	-	(771)	1,262	-	491	-	491
Variation in financial investments and other		-	-	-	(799)	387	-	(412)	1,576	1,164
Balances at 31 December 2011		**672,000**	**(29,055)**	**46,043**	**273,717**	**822,052**	**198,132**	**1,982,890**	**101,451**	**2,084,341**
Consolidated net profit for the year	7	-	-	-	-	-	(423734)	(423734)	(7,456)	(431,190)
Results recognized directly in equity		-	-	6,124	(114)	-	-	6,010	(532)	5,477
Total comprehensive income for the year		-	-	6,124	(114)	-	(423734)	(417724)	(7,988)	(425712)
Appropriation of consolidated profit of 2011:										
Transfer to legal reserves and retained earnings	32	-	-	-	-	198,132	(198,132)	-	-	-
Dividends	14, 32 and 33	-	-	-	-	(110,511)	-	(110,511)	(9,888)	(120,399)
Variation in Perimeter	5	-	-	-	-	-	-	-	(11,031)	(11,031)
(Purshase)/ Sale of treasury shares	29	-	1,839	-	(596)	-	-	1,243	-	1,243
Share purchase and options		-	-	-	(578)	663	-	85	-	85
Variation in financial investments and other		-	-	-	3,332	(2,418)	-	914	3,480	4,395
Balances at 31 December 2012		**672,000**	**(27,216)**	**52,167**	**275,760**	**907,919**	**(423,734)**	**1,456,897**	**76,024**	**1,532,921**

The accompanying notes form na integral part of the financial statements for the year ended at 31 December 2012

CONSOLIDATED STATEMENTS

of cash flows at 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	2012	2011
Operating activities			
Receipts from clients		2,513,330	2,647,284
Payments to suppliers		(1,536,690)	(1,576,467)
Payments to employers		(258,466)	(247,598)
Cash Flows generated by operations		**718,174**	**823,220**
Income tax recovered/ (paid)		(98,945)	(71,128)
Other payments related to operating activities		(174,607)	(231719)
Cash Flows from operating activities (1)		**444,622**	**520,373**
Investing activities			
Receipts relating to:			
Changes in consolidation perimeter	5 and 46	189777	-
Investments		18764	556
Tangible assets		6,087	11,376
Intangible assets		373	-
Interest and similar income		21,067	39,082
Dividends		879	652
Others		441	40
		237,388	51707
Payments relating to:			
Changes in consolidation perimeter	5	-	(28,392)
Investments		(1798)	(16,814)
Tangible assets		(208,804)	(242,638)
Intagible assets		(4,564)	(6734)
Others		(723)	-
		(215,889)	(294,578)
Cash flow from investing activities (2)		**21,499**	**(242,871)**
Financing activities:			
Receipts relating to:			
Loans obtained	46	2,103,069	930,293
Sales of treasury shares		1,438	2,022
Others		3,844	2741
		2,108,352	935,056
Payments related to:			
Loans obtained	46	(1,960,959)	(943,235)
Interest and similar costs		(186,357)	(148,220)
Dividends	14	(110,511)	(136,361)
Others	46	(9736)	(11795)
		(2,267,564)	(1,239,611)
Cash flows from financing activities **(3)**		(159,211)	(304,555)
Variation in cash and cash equivalents **(4)=(1)+(2)+(3)**		306,910	(27,053)
Effect of currency translation and other non monetary transactions		(49,464)	4,449
Cash and cash equivalents at the beginning of the year	46	556,247	578,851
Cash and cash equivalents at the end of the year	46	813,692	556,247

The accompanying notes form na integral part of the financial statements for the year ended at 31 December 2012

INDIVIDUAL STATEMENTS
of comprehensive income

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	2012	2011
Operating income:			
Services rendered	47	5.250	5.250
Other operating income	8 and 47	1.124	4314
Total operating income		**6.374**	**9.564**
Operating expenses:			
Outside supplies and services		(7585)	(4974)
Payroll costs	10	(16.091)	(15981)
Depreciation. amortisation and impairment losses on	17 and 18	(429)	(3.693)
Other operating expenses	11	(1.034)	(246)
Total operating expenses		**(25.139)**	**(24.895)**
Net operating income		(18766)	(15331)
Financial income. net	12	6.155	5.238
Investment income	12	51517	120594
Profit before income tax		**38.906**	**110.501**
Income tax	13	4592	(268)
Net profit for the year	**15**	**43.499**	**110.233**
Total comprehensive income for the year		**43.499**	**110.233**
Earnings per share:			
Basic	15	0.07	0.17
Diluted	15	0.07	0.17

The accompanying notes form an integral part of the financial statements for the year ended 31 December 2012.

INDIVIDUAL STATEMENTS

of comprehensive income

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	2012	2011
Non-current assets:			
Intangible assets	17	11	17
Tangible assets	18	6,442	6,654
Investments in subsidiaries and associates	19	1,124,420	1,117,418
Other investments	20	87	87
Accounts receivable-other	22	176,000	188,005
Deferred tax assets	25	1,374	1,594
Total non-current assets		1,308,334	1,313775
Current assets:			
Accounts receivable-trade	27	242	1,399
Accounts receivable-other	22	11,191	14,408
Taxes recoverable	23	9,409	5731
Cash and cash equivalents	46	248	19,841
Other current assets	24	232	2,257
Total current assets		21,323	43,635
Total assets		1,329,657	1,357,410
Shareholders' equity:			
Share capital	28	672,000	672,000
Treasury shares	29	(27,216)	(29,055)
Reserves	31	306732	307,906
Retained earnings	32	216,052	215,667
Net profit for the year	15	43,499	110,233
Total non-current liabilities		1,211,067	1,276751
Non-current liabilities:			
Deferred tax liabilities	25	224	239
Provisions	36	69,414	65,531
Accounts payable-other	41	2747	3,497
Total non-current liabilities		72,385	69,267
Current liabilities:			
Provisions	36	237	-
Accounts payable-trade	43	1,506	579
Accounts payable-other	41	41,384	918
Taxes payable	23	201	5,679
Other current liabilities	42	2,877	4,216
Total current liabilities		46,205	11,392
Total liabilities		118,590	80,659
Total liabilities and shareholders' equity		1,329,657	1,357,410

The accompanying notes form an integral part of the financial statements for the year ended 31 December 2012.

INDIVIDUAL STATEMENTS

for the years ended 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	Share capital	Treasury shares	Reserves	Retained earnings	Net profit	Total shareholders' equity
Balances at 1 January 2011		672,000	(32,986)	309760	52516	298.250	1.299541
Net profit for the year		-	-	-	-	110.233	110.233
Total comprehensive income for the year		-	-	-	-	110.233	110.233
Appropriation of profit of 2010:							
Transfer to legal reserves and retained earnings		-	-	-	298.250	(298.250)	-
Dividends	32	-	-	-	(136361)	-	(136361)
(Purchase) / Sale of treasury shares	14 and 32	-	3.931	(1.084)	-	-	(1.084)
Share purchase options	29	-	-	(771)	1.262	-	491
Balances at 31 December 2011	**32**	**672,000**	**(29,055)**	**307.906**	**215.667**	**110.233**	**1.272.820**
Net profit for the year		-	-	-	-	43.499	43.499
Total comprehensive income for the year		-	-	-	-	43.499	43.499
Appropriation of profit of 2011:							
Transfer to legal reserves and retained earnings		-	-	-	110.233	(110.233)	-
Dividends	32	-	-	-	(110511)	-	(110511)
(Purchase) / Sale of treasury shares	14 and 32	-	1,839	(596)	-	-	(596)
Share purchase options	29	-	-	(578)	663	-	85
Balances at 31 December 2012	32	**672,000**	**(27,216)**	**306.732**	**216.052**	**43.499**	**1.205.297**

The accompanying notes form an integral part of the financial statements for the year ended 31 December 2012.

INDIVIDUAL STATEMENTS

of Cash Flows for the years ended 31 December 2012 and 2011

(Amounts stated in thousand of euros)
(Translation from the Portuguese original – Note 52)

	Notes	2012	2011
Operating activities:			
Receipts from clients		7,615	5,532
Payments to suppliers		(6,125)	(5,966)
Payments to employees		(16741)	(10,678)
Cash flows generated by operations		**(15,251)**	**(11,111)**
Income tax recovered/(paid)		6,314	6789
Other payments related to operating activities		(640)	(679)
Cash flows from operating activities (1)		**(9,577)**	**(5,001)**
Investing activities:			
Receipts relating to:			
Investments	46	-	701
Loans granted		102700	81,500
Tangible assets		119	30
Intangible assets		373	-
Interest and similar income		8,605	5753
Dividends	46	51,510	120,612
		163,307	208,596
Payments relating to:			
Investments	19	(6,995)	(13,014)
Loans granted	46	(91,905)	(194,000)
Tangible assets		(558)	(831)
Intangible assets		-	(1,674)
		(99,458)	(209,520)
Cash flows from investing activities (2)		**63,849**	**(924)**
Financing activities:			
Receipts relating to:			
Sale of treasury shares		1,438	2,022
Loans obtained		237,300	-
		238738	2,022
Payments relating to::			
Interest and similar costs		(4,480)	(61)
Dividends	14	(110,511)	(136,361)
Loans obtained		(197,600)	-
		(312,591)	(136,422)
Cash flows from financing activities (3)		**(73,852)**	**(134,401)**
Variation in cash and cash equivalents (4) = (1) + (2) + (3)		(19,581)	(140,325)
Effect of currency translation and other non monetary transactions		(12)	-
Cash and cash equivalents at the beginning of the year	46	19,841	160,166
Cash and cash equivalents at the end of the year	46	248	19,841

The accompanying notes form an integral part of the financial statements for the year ended 31 December 2012.

NOTES TO THE CONSOLIDATED AND INDIVIDUAL FINANCIAL STATEMENTS

For the year ended 31 December 2012

FOR THE YEAR ENDED 31 DECEMBER 2012

(Amounts stated in thousands of euros)

(Translation of notes originally issued in Portuguese – Note 52)

1. INTRODUCTORY NOTE

Cimpor - Cimentos de Portugal, SGPS, S.A. ("Cimpor" or the "Company") was incorporated on 26 March 1976, with the name Cimpor - Cimentos de Portugal, E.P. The Company has undergone several structural and legal changes, which have resulted in it becoming the parent company of a Business Group which, at 31 December 2012 held operations in 9 countries: Portugal, Egypt, Paraguay, Brazil, Mozambique, South Africa, Angola, Argentina and Cape Verde (the "Cimpor Group" or "Group").

Cimpor Group's core business is the production and sale of cement. The Group also produces and sells aggregates and mortar in a vertical integration of its businesses.

The Cimpor Group investments are held essentially through two sub-holding companies: (i) Cimpor Portugal, SGPS, S.A., which holds the investments in companies dedicated to the production of cement, concrete, aggregates, mortar, and related activities in Portugal; and (ii) Cimpor Inversiones, S.A., which holds the investments in companies operating abroad.

Following the Public Share Offering (PSA) over all the capital of Cimpor launched by InterCement Austria Holding GmbH ("InterCement") in June 2012, the Camargo Corrêa Group assumed shareholder control over Cimpor with a 72.9% participation in its capital.

As established in Intercements's prospectus, on 16 July 2012 Cimpor received a corporate reorganization proposal and exchange of assets, under which Intercement proposed the exchange of all its cement, concrete and aggregates assets and operations in South America, namely Brazil, Argentina and Paraguay, and in Angola ("Assets acquired in the exchange") in exchange for assets owned by Cimpor in Spain, Morocco, Tunisia, Turkey, China, India and Peru ("Assets sold in the exchange"), together with an amount equivalent to 21.2% of Cimpor's Consolidated Net Debt.

In this respect, on 16 August two committees were created within the Board of Directors to jointly management the assets on an individualized way regarding the other assets of Cimpor, and two investment banks were assigned to value the assets.

On 20 December 2012, following the approval of the Board of Directors, an exchange operation was carried out, under which the Assets sold in the Exchange were valued at 817.1 million euros and 1,199 million euros, respectively, corresponding to the arithmetic average of the two independent valuations, having resulted in an account payable to InterCement Austria Holding GmbH of 381.9 million euros.

As a result of the above process, the result of the Assets sold in the Exchange are presented in the Consolidated Statement of Comprehensive Income as results of discontinued operations (on a comparable basis with the preceding year) as required by IFRS 5 – Non-current assets held for sale and Discontinued operating units ("IFRS 5"), with details shown in Note 5. The amount corresponding to the difference between the book value of the Assets sold in the Exchange and the corresponding amount of the valuation, as well as the corresponding component of the Exchange Translation Adjustments, as required in the accounting policy referred to in Note 2.10 (Foreign Currency Assets, Liabilities and Transactions), are also presented as results of discontinued operations.

As regards Assets acquired in the Exchange, given the proximity of the date of the exchange to the date of the year-end closing, it was decided not to consolidate any result or cash flow in these Consolidated Financial Statements, the effect on the balance sheet of the assets and liabilities acquired being presented in Note 5 (Changes in the consolidation perimeter and discontinued operations).

2. SUMMARY OF ACCOUNTING POLICIES

2.1. Basis of presentation

The accompanying consolidated and non-consolidated financial statements were prepared on a going concern basis from the books and accounting records of the companies included in the consolidation (Note 4), maintained in accordance with generally accepted accounting principles in Portugal and in the headquarter of foreign company, restated in the consolidation process to the International Financial Reporting Standards as endorsed by the European Union, effective for the years beginning 1 January 2012. Such standards include the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"), the International Accounting Standards ("IAS") issued by the Accounting Standards Committee ("IASC") and the interpretations issued by the IFRS Interpretation Committee ("IFRIC") and Standing Interpretation Committee ("SIC") which were endorsed by the European Union. These standards and interpretations are hereinafter referred to collectively as "IFRS".

As explained in the Introductory Note, the results of Assets sold in the Exchange are presented in total in a single line in the Consolidated Statements of Comprehensive Income caption "Net result of discontinued operations".

Note 5, in addition to showing the effect on the main balance sheet captions resulting from the outgoing of Assets sold in the Exchange, it also shows details of the results of discontinued operations, as well as information on the respective cash flows. The various notes on results in the Notes to the Financial Statements, except for Note 5, are adjusted so as to present only the results of continuing operations.

Assets sold in the Exchange corresponded to several geographic operating Segments reported by the Group and so in Note 7 "Operating segments" these geographic areas are not presented.

2.2. New standards and interpretations, revisions and amendments adopted by the European Union

The following standards, interpretations, amendments and revisions endorsed by the European Union have mandatory application were adopted for the first time in the year ended 31 December 2012:

Standard	Applicable to years starting on or after	Brief description
IFRS 7 – Amendment (Reclassification of Financial Assets)	1-Jul-11	This amendment requires a greater number of disclosures for transfers of financial assets.

There was no significant impact on the consolidated and non-consolidated financial statements for the year ended 31 December 2012 arising from the adoption already mentioned.

The following standards, interpretations, amendments and revisions endorsed by the European Union by the date of approval of these financial statements are of mandatory application in future financial years:

Standard	Applicable to years starting on or after	Brief description
IFRS 10 – Consolidated financial statements	1-jan-14	This standard established the requirements relating to the presentation of consolidated financial statements of the parent company, substituting, for these matters, standard IAS 27 – consolidated and separate financial statements and SIC 12 – Consolidation – Special Purpose Entities. This standard also introduced new rules regarding the definition of control and determination of the consolidation perimeter.
IFRS 11 – Joint agreements	1-jan-14	This standard substitutes IAS 31 – Joint Ventures and SIC 13 – Jointly Controlled Entities – Non Monetary Contributions by Developers, and eliminates the possibility of using the proportional consolidation method for recording interests in joint ventures.
IFRS 12 – Disclosures relating to participations in other entities	1-jan-14	This standard establishes a new set of disclosures relating to participations in subsidiaries, joint agreements, associates and entities not consolidated.
IFRS 13 – Measurement of fair value	1-jan-13	This standard substitutes the guidelines existing in the various IFRS standards relating to the measurement of fair value. This standard is applicable when another IFRS requires or permits measurements or disclosures of fair value.
IAS 27 – Separate financial statements (2011)	1-jan-14	This standard restricts the scope of application of IAS 27 to separate financial statements.
IAS 28 – Investments in Associates and Jointly Controlled Entities (2011)	1-jan-14	This amendment ensures consistency between IAS 28 – Investments in Associates and the new standards adopted, especially IFRS 11 – Joint Agreements.
IAS 12 – Amendment (recovery of deferred tax assets)	1-jan-13	This amendment establishes the assumption that the recovery of investment properties measured at fair value in accordance with IAS 40 is realized through sale.
IAS 19 – Amendment (defined benefit pension plans) (2011)	1-jan-13	This amendment introduced the following changes relating to defined benefit pension plan financial statements: (i) actuarial gains and losses are fully recognized in reserves (the corridor method no longer being allowed); (ii) a single interest rate becomes applicable to calculate the amount of the liability and the plan's assets. The difference between the real return on the plan's assets and the single interest rate is recorded as actuarial gain/loss; (iii) costs recognized in profit and loss correspond only to current service and net interest cost.
IFRS 1 – Amendment (Hyper-inflation)	1-jan-13	This amendment provides guidelines as to how entities must present their financial statements in accordance with IFRS after a period in which they could not be presented due to their functional currency being subject to hyper-inflation.
IAS 1 – Amendment (Other Comprehensive Income)	1-jul-12	This amendment refers to the following changes: (i) the items included in Other Recognized Income that will in the future be recognized in profit and loss must be presented separately; (ii) the Statement of Recognized Income must also be called the Statement of Profit and Loss and Other Comprehensive Income.
IFRS 7 – Amendment (2011)	1-jan-13	This amendment requires additional disclosures relating to financial instruments, namely information regarding those subject to compensating and similar agreements.
IAS 32 – Amendment (2011)	1-jan-14	This amendment clarifies certain aspects of the standard due to diversity in the application of the compensating requirements.
IFRIC 20 - Stripping Costs in the Production Phase of a Surface Mine	1-jan-13	This interpretation clarifies the recognition of certain costs during the production phase of an open pit mine.

The Company did not apply any of these standards early in the financial statements for the year ended 31 December 2012.

Significant impact on the consolidated and non-consolidated financial statements is not expected as a result of their adoption.

2.3. Critical accounting judgements/estimates

The preparation of financial statements in accordance with IFRS recognition and measurement principles requires the Board of Directors of Cimpor to make judgements, estimates and assumptions that can affect the amount of assets and liabilities presented, the disclosure of contingent assets and liabilities as of the date of the financial statements, as well as of income and expenses.

These estimates are based on the best knowledge existing at each moment and the planned actions, and are regularly reviewed based on the information available. Changes in facts and circumstances can lead to a revision of the estimates and so actual results may differ from these estimates.

The significant estimates and assumptions made by the Board of Directors in preparing these financial statements include assumptions used in estimating the following items:

- **Impairment of non-current assets, excluding Goodwill**

The determination of a potential impairment loss can arise as result from the occurrence of several events, many of them external to the Cimpor Group, such as future availability of financing, capital cost or any other changes, either internal or external, to Cimpor Group.

The identification of impairment indicators and the determination of the assets' recoverable amount, are subject of a Management's judgement referring to the identification and evaluation of the different impairment indicators, cash-generating units, expected cash flows, applicable discount rates, growth rates, useful lives and transaction values.

- **Impairment of goodwill**

Goodwill is subjected to annual impairment tests or whenever there are indications of a possible loss in value, in accordance with the policy mentioned in Note 2.4. e). The recoverable amounts of the cash-generating units to which goodwill has been allocated, is the higher between the market value, determined according with transaction multiples, and the value in use, determined according to the expected cash flows. The calculation of these amounts requires the use by the Management of estimates regarding the future evolution of the activity and the discount rates considered.

- **Accounts receivable impairment**

The credit risk associated to accounts receivable is evaluated at the end of each reporting period, taking into consideration the debtor's historical information and his risk profile. The accounts receivable are adjusted by the assessment performed by the Management of the estimated collection risks at the balance sheet dates, which might differ from the effective risk to incur.

- **Useful lives of intangible and tangible fixed assets**

The useful life of an asset is the time period during which an entity expects that an asset will be available for use and it must be reviewed at least at the end of each economical year.

The determination of the assets useful lives, amortization/depreciation method to apply and of the estimated losses resulting from the early replacement of equipments, due to technological obsolescence, is essential to determine the amount of amortization/depreciation charge to the consolidated income statement of each year.

These parameters are defined according to Management's best estimate, for the assets and businesses in question, considering as well the best practices adopted by companies operating in the same business activity.

- **Provisions recognition and contingent liabilities disclosure**

Cimpor Group periodically analyses possible obligations that arise from past events that should be recognized or disclosed. The inherent subjectivity to the determination of the probability and amount of internal resources required to settle the obligations, might lead to significant adjustments, either by the variation of the assumptions used or by the future recognition of provisions previously disclosed as contingent liabilities.

- **Recognition of deferred tax assets**

Deferred tax assets are only recognised when there is strong expectation that there will be sufficient future taxable income to utilise them or when there are deferred tax liabilities whose reversal is expected to occur in the same period of the reversal of the deferred tax assets. The carrying amount of deferred tax assets is reviewed by Management at the end of each reporting period and takes into consideration the expectation about the future performance

- **Retirement and healthcare benefits**

An actuarial valuation made by independent experts and based on economic and demographic indicators is performed each year in order to assess the liabilities resulting from retirement and healthcare benefits granted to Group's employees. Any change in these assumptions will have an impact on the on the amount of the liability for retirement and health benefits, it being the Company's policy to periodically review the assumptions

2.4. Consolidation principles

a) Controlled companies

Controlled companies have been consolidated in each accounting period by the full consolidation method. Control is considered to exist where the Group holds, directly or indirectly, a majority of the voting rights at Shareholders' General Meetings, or has the power to determine the companies' financial and operating policies.

Third party participation in shareholders' equity and net profit of such companies is presented separately in the consolidated balance sheet and consolidated statement of profit and loss under the caption "Non-controlling interests".

Where losses attributed to minority shareholders exceed the non-controlled interest in shareholders' equity of controlled companies, the Group absorbs such excess and any additional losses, except where the minority shareholders are required and are able to cover such losses. If the subsidiary subsequently reports profits, the Group appropriates them up to the amount of the losses absorbed by the Group.

The results of controlled companies acquired or sold during the period are included in the consolidated statement of comprehensive income from the date of their control is obtained to the date of their control is lost, respectively.

Significant balances and transactions between controlled companies were eliminated in the consolidation process. Capital gains within the Group on the sale of subsidiary and associated companies are also eliminated.

Whenever necessary, adjustments are made to the financial statements of subsidiary and associated companies to conform to the Group's accounting policies.

b) Jointly controlled companies

Investments in jointly controlled companies are consolidated in accordance with the proportional consolidation method as from the date joint control is acquired. Under this method, assets, liabilities, income and expenses of these entities are included in the accompanying consolidated financial statements, caption by caption, in proportion to the Group's control.

The excess of cost over the fair value of the identifiable assets, liabilities and contingent liabilities of jointly controlled companies as of the acquisition date is recognised as Goodwill. If the difference between cost and the fair value of the assets, liabilities and contingent liabilities acquired is negative, it is recognised as income for the period.

Whenever necessary, adjustments are made to the financial statements of jointly controlled companies so as to adjust them to the Group's accounting policies.

Transactions, balances and dividends distributed between these companies are eliminated in proportion to the Group's control.

c) Business combinations

Business combinations, namely the acquisition of controlled and subsidiary companies are recorded in accordance with the purchase method.

Acquisition cost is determined by the sum of the fair value of the assets given, liabilities and contingent liabilities incurred or assumed and equity instruments issued by the Group in exchange for the assumption of control in the entity acquired. Costs relating to the acquisition are recognized as expenses when incurred. Where applicable, cost includes the fair value of the contingent payments measured as of the date of acquisition. Subsequent changes in the value of the contingent payments or deferred payments are recorded in accordance with the accounting standard that sets the recording of the assets and liabilities in question except where they qualify as adjustments in the period of provisional measurement.

The identifiable assets, liabilities and contingent liabilities of a subsidiary that meet the criteria to be recognised in accordance with IFRS 3 - Business Combinations ("IFRS 3"), are measured by their fair value as of the purchase date, except for non-current assets (or groups of assets) that are identified as held for sale in accordance with IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations ("IFRS 5"), which are recognised and measured by their respective fair values less costs to sell.

Any excess of cost plus the amount of the non-controlling interests over the fair value of the identifiable assets and liabilities acquired as of the purchase date is recorded as Goodwill. Where acquisition cost increased with non-controlling interests is lower than the fair value of the net assets identified, the difference is recorded as a gain in the statement of profit and loss for the period in which the acquisition is made after reconfirmation of the fair value attributed.

If the process for recording combinations of business activities is incomplete at the end of the year in which the combination occurs, the Group discloses the situation and the amounts provided can be adjusted during the measuring period (the period between the date of acquisition and the date the Group obtains complete information on the facts and circumstances that existed as of the date of acquisition, up to a maximum of 12 months), or new assets and liabilities can be recognized to reflect facts and circumstances that existed as of the balance sheet date which, if recognized, would affect the amounts recognized on the date of acquisition.

Interests without control are reflected separately in equity from the interests of the shareholders. Interests without control can initially be measured at their fair value or by the proportion of the fair value of the assets and liabilities of the subsidiary acquired. This option is made separately for each transaction.
After initial recognition, the book value of the non-controlling interests is determined as the amount initially recognized plus the proportion of changes in equity of the subsidiary. Comprehensive income of a subsidiary is attributed to non-controlling interests even if it is negative.
The results of subsidiaries acquired or sold during the period are included in the statement of profit and loss as from the date of acquisition or up to the date of sale.
In specific situations in which the Group has in substance control of other entities created for a specific purpose, even if it does not have participations directly in the entities, they are consolidated by the full consolidation method.
Changes in the percentage of control over subsidiaries that do not result in loss of control are recorded as equity transactions. The value of the Group's non-controlling interests is adjusted to reflect changes in percentages. Any difference between the amount for which the non-controlling interests is adjusted and the fair value of the transaction is recorded directly in equity and attributed to the shareholders of the parent company.

When the Group loses control over a subsidiary, the gain or loss on the sale is calculated as the difference between (i) the amount added to the fair value of the interests retained and (ii) the book value of the assets (including goodwill) and liabilities of the subsidiary and the non-controlling interests. Amounts previously recognized as "Other comprehensive income", namely the exchange effect resulting from the translation of foreign currency financial statements, are transferred to the statement of profit and loss for the year or transferred to retained earnings in the same way as would happen if related assets or liabilities were sold. The fair value of the interests retained corresponds to the fair value at the initial recognition for purposes of the subsequent recording in accordance with IAS 39 – Financial instruments or, where applicable, cost for purposes of the initial recognition of an investment in an associate or jointly controlled entity.

d) Investments in associates

An associated company is one over which the Group exercises significant influence, but does not have control or joint control, through participation in decisions relating to its financial and operating policies.

Investments in the associated companies are recorded in accordance with the equity method, except where they are classified as held for sale. Investments are initially recorded at cost which is then increased or decreased by the difference between cost and the proportional value of the equity of such companies as of the purchase date or the date the equity method whenever necessary, to reflect the Group's accounting policies.

In accordance with the equity method investments are recorded at cost at purchase date, adjusted periodically by the amount of comprehensive income in the associate (including net results of associated companies) by corresponding entry to net profit for the year or other comprehensive income, respectively, and dividends received.

Losses in associated companies in excess of the investment in them are not recognised, unless the Group has assumed commitments to participate in the losses.

Any excess of cost over the fair value of the identifiable net assets and contingent liabilities is recorded as "Investments in associates – Goodwill". Where cost is less than the fair value of the net assets and contingent liabilities identified, the difference is recorded as a gain in the consolidated statement of comprehensive income for the period in which the acquisition is made.

In addition, dividends received from these companies are recorded as decreases in the amount of the investments.

Unrealised gains on transactions with associated companies are eliminated in proportion to the Group's interest in such companies, by corresponding entry to the amount of the corresponding investment. Unrealised losses are also eliminated, but only up to the point in which the loss does not show that the asset transferred is in a situation of impairment.

A valuation is made of investments in associated when there are indications that the asset may be impaired, any impairment losses being recognized. When impairment losses recognized in previous periods cease to exist, they are reversed. The reversal of impairment losses is recognized as income up to the carrying amount of the investment that would have been determined had no impairment loss been recognized.

e) Goodwill

Differences between the cost of investments in Group companies or jointly controlled entities, plus the amount of non-controlling interests, and the fair value of the identifiable assets, liabilities and contingent liabilities of these companies as of the date of acquisition, if positive, are recognized as goodwill.

Goodwill is recorded as an asset and is not amortised, being reflected in a separate caption of the consolidated statement of financial position. Annually, or whenever there are indications of a possible loss in value, goodwill is subjected to impairment. Any impairment loss is immediately recorded as a cost in the consolidated statement of comprehensive income for the period and is not subject to subsequent reversal.

Goodwill is included in determining the gain or loss on the sale of a subsidiary or jointly controlled entity.

Goodwill is stated in the functional currency of the respective cash-generating unit, being translated to the reporting currency (euros) at the rate of exchange as of the balance sheet date. Exchange differences generated in that translation are recorded in the equity caption "Currency translation adjustments".

Goodwill on acquisitions prior to 31 December 1998 was maintained at the former amount and denominated in Euros, being subject to annual impairment tests as from that date.

Where cost is less than the fair value of the net assets and contingent liabilities identified, the difference is recorded as a gain in the consolidated statement of comprehensive income for the period in which the acquisition takes place.

2.5. Intangible assets

Intangible assets, which comprise essentially contractual rights and costs incurred on specific projects with future economic value, are stated at cost less accumulated amortisation and impairment losses. Intangible assets are only recognised if it is probable that they will produce future economic benefits for the Group, they are controllable by the Group and their value can be determined reliably.

Internally generated intangible assets, namely current research and development costs, are recognised as costs when incurred.

Internal costs relating to the maintenance and development of software are recorded as costs in the statement of profit and loss when incurred, except where such costs relate directly to projects which will probably generate future economic benefits. In such cases these costs are capitalised as intangible assets.

Amortisation of such assets is provided on a straight-line basis as from the date the assets are available for use, in accordance with their estimated useful life.

2.6. Tangible assets

Tangible assets used in production, rendering services or for administrative use are stated at cost, including expenses incurred with their purchase, less accumulated depreciation and impairment losses, when applicable.

Assets relating to the cement operations on 1 January 2004 were revalue as allowed by the transition provisions of IFRS 1 – First Adoption of Financial Reporting Standards, the resulting amount being considered as the deemed cost.

Depreciation of tangible fixed assets is provided on a straight-line basis over their estimated useful lives, except when another method is shown to be more adequate based on its use, as from the date the assets become available for their intended use and in the proper place, in accordance with the following estimated periods of useful life:

	Average useful life
Buildings and other constructions	10 – 50
Basic equipment	7 – 30
Transportation equipment	4 – 8
Administrative equipment	2 – 14
Other tanginble fixed assets	2 – 10

Land relating to stone quarry operations and mineral resources is depreciated on a straight-line basis over their expected operating periods less, where applicable, their residual amount.
The amount subject to depreciation does not include, when determinable and significant the estimated residual value of the assets at the end of their useful lives. Additionally, the assets stop being depreciated when they are classified as assets held for sale.

Improvements are only recognised as assets when they increase the useful life or efficiency of the assets, resulting in increased future financial benefits.

Tangible assets in progress correspond to tangible assets under construction/production and are recorded at cost less possible impairment losses. These assets are depreciated as from the date they become available for their intended use.

Gains and losses arising from the sale or write off of tangible assets, which are determined by the difference between the proceeds of the sale of the assets and their net book value at the date of sale, are recognised by its net amount in the statement of comprehensive income as "Other operating income" or "Other operating expenses".

2.7. Investments in subsidiaries and associates (individual financial statements)

Investments in subsidiaries and associates are recognized at cost, except for those already existing on 1 January 2009, for which the option of recording them at the amount as of that date was followed (deemed cost) in accordance with the options established for transition to IAS/IFRS. Investments in subsidiaries and associates are subject to impairment tests whenever there are indications that their book value is higher than their recoverable value considering the higher of value in use and sale.

2.8. Leases

Lease contracts are classified as: (i) finance leases, if substantially all the risks and benefits of ownership are transferred under them; and (ii) operating leases, if substantially all the risks and benefits of ownership are not transferred under them.

Leases are classified as finance or operating leases based on the substance and not form of the contract.

Fixed assets acquired under finance lease contracts, as well as the corresponding liabilities are recorded in accordance with the financial method. In accordance with this method the fixed assets are recorded as tangible assets, the corresponding liability is recognised and the interest included in the lease instalments and depreciation of the assets, calculated as explained above, are recognised in the consolidated statement of comprehensive income for the period to which they relate.

In the case of operating leases, the lease instalments are recognised, on a straight- basis, in the consolidated statement of comprehensive income over the period of the lease contracts.

In accordance with IFRIC 4 – Determination if an agreement contains a lease, if an agreement entered into contains a lease, including transactions that transfer the right to use an asset or, if compliance with the agreement depends on the use of a specific asset, the Group analyses the agreement so as to assess if it contains a lease and if the requirements of IAS 17 should be applied.

2.9. Impairment of non-current assets, excluding goodwill

Impairment valuations are made whenever an event or change in circumstances is identified that indicates that the book value of an asset may not be recovered. Where such indications exist, the Group determines the recoverable value of the asset, so as to determine the possible extent of the impairment loss. In situations in which the individual asset does not generate cash flows independently of other assets, the recoverable value is estimated for the cash generating unit to which the asset belongs.

Whenever the book value of an asset exceeds its recoverable amount, an impairment loss is recognised by charge to the consolidated statement of comprehensive income caption "Depreciation, amortisation and impairment losses on goodwill, tangible and intangible assets".

The recoverable amount is the higher between the net selling price (selling price, less costs to sell) and the value in use. Net selling price is the amount that would be obtained from selling the asset in a transaction between knowledgeable independent entities, less the costs directly attributable to the sale. The value in use is the present value of the estimated future cash flows resulting from the continued use of the asset and sale thereof at the end of its useful life. The recoverable amount is estimated for each asset individually or, where this is not possible, for the unit generating the cash flows to which the asset belongs.

Impairment losses recognised in prior periods are reversed when there are indications that such losses no longer exist or have decreased. The reversal of impairment losses are recognised in the consolidated statement of comprehensive income caption "Depreciation, amortisation and impairment losses on goodwill, tangible and intangible assets". However, the impairment loss is reversed up to the amount that would have been recognised (net of amortisation or depreciation) if the impairment loss had not been recorded in prior periods.

2.10. Foreign currency assets, liabilities and transactions

Transactions in currencies other than euro are recorded at the exchange rates in force on the date of the transaction. Foreign currency monetary assets and liabilities at the balance sheet dates are translated to euros at the rates of exchange in force on that dates.

Exchange gains and losses resulting from differences between the exchange rates in force on the dates of the transactions and those in force on the dates of collection, payment or the balance sheet date are recognised as income or costs in the consolidated statement of comprehensive income, except for those relating to non monetary items where the change in fair value is recognised directly in shareholders' equity ("Currency translation adjustments"), namely:

- Exchange differences resulting from the translation of medium and long term foreign currency intra Group balances which, in practice, are extensions of investments;

- Exchange differences on financial operations to hedge exchange risk on foreign currency investments as established in IAS 21 - The effects of changes in foreign exchange rates ("IAS 21"), provided that they comply with the efficiency criteria established in IAS 39 – Financial instruments: Recognition and measurement ("IAS 39") .

The foreign currency financial statements of subsidiary and associated companies, jointly controlled, are translated as follows: assets and liabilities at the exchange rates in force on the balance sheet dates; shareholders' equity captions at the historical exchange rates; and consolidated statement of comprehensive income and statement of cash-flows captions at the average exchange rates.

The exchange effect of such translations after 1 January 2004 is recognized as income and costs and reflected as in the shareholders' equity caption "Currency translation adjustments" in the case of subsidiary companies and in the shareholders' equity caption "Reserves - Adjustments in investments in associates" in the case of investments in associated companies, and is transferred to the statement of profit and loss caption "Net financial expenses" when the corresponding investments are sold.

In accordance with IAS 21, goodwill and fair value corrections determined on the acquisition of foreign entities are considered in the reporting currency of such entities, and are translated to euros at the exchange rate in force on the balance sheet date. Exchange differences arising from these translations are reflected as income and costs in the equity caption "Currency translation adjustments", except when they correspond to a discontinued operation in accordance with Note 2.14, in which case they are included in Net result of discontinued operations.

The Group contracts derivative financial hedging instruments when it wishes to reduce its exposure to exchange rate risk.

2.11. Borrowing costs

Costs incurred on loans obtained directly to finance the acquisition, construction or production of assets that necessarily take a substantial period of time to get ready for its intended use or sale (qualifying assets) are capitalised as part of the cost of the assets during that period.

To the extent that variable interest rate loans, attributable to finance the acquisition, construction or production of qualifying assets, are being covered through a cash flow hedge relation, the effective portion of fair value of the derivative financial instrument is recognized in Reserves and transferred to profit and loss when the qualifying asset has an impact on results.

Additionally, to the extent that fixed interest rate loans used to finance a hedged item are covered by a fair value hedge relation, the financial burden in addition to the cost of the asset should reflect the interest rate covered.

Any financial income generated by loans obtained in advance to finance specific capital expenditure is deducted from the capital expenditure subject to capitalisation.

2.12. Subsidies

Subsidies are recognised based on their fair value, when there is reasonable certainty that they will be received and that the Group will comply with the conditions required for them to be granted.

Operating subsidies, namely those for employees training, are recognised in the profit and loss, and also as costs incurred.

Investment subsidies relating to the acquisition of tangible fixed assets are recorded in the caption "Other non-current liabilities" and transferred to the statement of profit and loss for the period on a consistent straight-line basis in proportion to depreciation of the subsidised assets.

2.13. Inventories

Merchandise and raw, subsidiary and consumable materials are stated at average cost.

Finished and semi-finished products and work in progress are stated at production cost, which includes the cost of the raw materials incorporated, labour and production overheads.

Inventories are adjusted when net realisable value is lower than book value, through the recognition of an impairment loss, the reduction being reversed when the reasons that gave rise to it cease to exist.

2.14. Non-current assets held for sale and discontinued operations

Non-current assets (or disposal group) are classified as held for sale if their value is realizable through a sale transaction rather than through its continued use. This situation is only considered to arise when: (i) the sale is highly probable and the asset is available for immediate sale in its present condition; (ii) the management is committed to a plan of sale; and (iii) the sale is expected to take place within a period of twelve months.

Non-current assets (or disposal group) classified as held for sale are measured at the lower of the book value or their fair value less the costs incurred in their sale, and are presented separately in the consolidated statement of financial position.

A discontinued operation is a component of an entity which was either sold or is classified as available for sale and:

- Represents a significant separate operating or geographic business line;
- Is part of a single coordinated plan to sell a significant separate business line or geographic
- Is a subsidiary acquired exclusively to be resold.

The amounts included in the consolidated statement of comprehensive income and consolidated statement of cash flows relating to these discontinued operations are presented separately for the current period and all earlier periods that are presented in the financial statements.

Assets and liabilities relating to discontinued operations (not yet sold) are presented in separate lines for the latest year presented, without readjustment of prior years.

2.15. Segment reporting

An operating segment is a distinguishable component of an entity that is engaged in providing a product or service or a group of related products or services which are different from those of other segments.

The Group reports its assets and liabilities, as well as its operations, as geographical segments, following the way Management carries out businesses.

2.16. Balance sheet classification

Assets to be realized and liabilities to be settled within one year of the balance sheet date are classified as current.

In addition, the liabilities are also classified as current, when there is no unconditional right to defer its settlement for a period of at least twelve months after the balance sheet date.

2.17. Net operating income

Net operating income includes operating income and expenses, whether recurring or not, including restructuring costs and operating income and expenses associated to tangible assets and intangible assets. Also comprise, gains or losses on the sale of companies consolidated using the full or proportional integration method. The net financial expenses, share of results of associates, other financial investment and income tax, are excluded - except in cases where they correspond to discontinued operations (as explained in Note 2.14), in which case the resulting effects are recognized in the Consolidated statement of comprehensive income caption "Net result of discontinued operations".

2.18. Provisions and contingent liabilities

Provisions are recognised when: (i) exists an obligation (legal or constructive) resulting from a past event; (ii) under which it is probable that it will have an outflow of resources to resolve the obligation; and (iii) the amount of the obligation can be reasonably estimated. At each balance sheet date provisions are reviewed and adjusted to reflect the best estimate as of that date.

When one of the conditions described is not completed the Group disclosures the events in question as contingent liabilities, unless the possibility of outflow of resources is remote, in which case they are not subject to disclosure.

a) Provisions for restructuring costs

Provisions for restructuring costs are recognised by the Group whenever there is a formal detailed restructuring plan which has been communicated to the parties involved.

b) Environmental rehabilitation

In accordance with current legislation and practices in force in several business areas in which the Group operates, land used for quarries must be environmentally rehabilitated.

In this regard, provisions are recorded to cover the estimated cost of environmentally recovering and rehabilitating the land used for quarries, whenever this can be reasonably determined. Such provisions are recorded together with a corresponding increase in the amount of the underlying assets, based on the conclusions of landscape rehabilitation studies, being recognised in profit and loss as the corresponding assets are depreciated.

In addition, the Group has the procedure of progressively rehabilitating the areas freed up by the quarries, using the recorded provisions.

2.19. Financial instruments

Financial assets and liabilities are recognised when the Group becomes a party to the contractual relationship.

a) Cash and cash equivalents

The caption "Cash and cash equivalents" includes cash, bank deposits, term deposits and other treasury applications which mature in the short term (three months or less), highly liquid and immediately convertible into cash with insignificant risk of change in value.

For the purpose of statement of cash flow, the caption "Cash and cash equivalents" also includes bank overdrafts, which are included in the consolidated statement of financial position in the caption "Loans".

b) Accounts receivable

Accounts receivable are measured at fair value on the initial recognition and are subsequently stated at amortised cost in accordance with the effective interest rate method. When there is evidence that the accounts receivable are impaired, the corresponding adjustment is recorded in profit and loss. The adjustment is recognised and measured by the difference between the book value of the accounts receivable and the present value of the cash flows discounted at the effective interest rate determined upon initial recognition of the accounts receivable.

c) Other Investments

Other investments are recognised (and derecognised) as of substantially all the risks and benefits of ownership are transferred under them, irrespective of the settlement date.

Investments are initially recognised at cost, which is the fair value of the price paid, including transaction costs. The subsequent measurement depends on its classification.

Investments are classified as follows:
- Held-to-maturity investments;
- Assets at fair value through the statement of profit and loss; and
- Available-for-sale financial assets.

Held-to-maturity investments are classified as non-current assets, except if they mature in less than twelve months from the balance sheet date, investments with a defined maturity date which the Group intends and has the capacity to hold up to that date being recorded in this caption. These investments are recognised at amortised cost, using the effective interest rate, net of capital repayments and interest received. Impairment losses are recognised in the profit and loss when the recorded amount of the investment is higher than the estimated value of the cash flows discounted at the effective interest rate determined at the time of initial recognition. Impairment losses can only be reversed subsequently when there is an increase in the recoverable amount of the investment can be objectively related to an event occurring after the date in which the impairment loss was recognised. In any case the recognised amount of the investment cannot exceed the amount corresponding to amortised cost of the investment had the impairment loss not been recognised.

After initial recognition, assets measured at fair value through profit and loss and available-for-sale financial assets are revalue to fair value by reference to their market value as of the balance sheet date with no deduction for transaction costs that could arise up to the date their sale. Investments in equity instruments not listed on regulated markets, where it is not feasible to estimate their fair value on a reliable basis, are maintained at cost less possible impairment losses.

Available-for-sale financial assets are classified as non-current assets. Gains and losses due to changes in the fair value of available-for-sale financial assets are reflected in the shareholders' equity caption "Fair value reserve" until the investment is sold, collected or in any other way realised, or where impairment losses are believed to exist, in which case the accumulated gain or loss is transferred to profit and loss.

Those who do not have listed in an active market and whose fair value cannot be reliably measured are kept at cost adjusted for estimated impairment losses.

d) Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by the Group are classified in accordance with the substance of the contract independently of its legal form. Equity instruments are contracts that have a residual interest in the Group's assets after deducting its liabilities.

Equity instruments issued are recorded at the amount received net of costs incurred to issue them.

e) Loans

Loans are initially recorded as liabilities at the amount received, net of loan issuing costs, which corresponds to their fair value on that date. Loans are subsequently measured at amortised cost, being the corresponding financial costs calculated at the effective interest rate, except as follows:

- Loans that form part of a relationship qualified as a fair value hedge, which are measured at fair value as regards the part attributed to the risk hedged. Variations in fair value are recognised in the statement of profit and loss for the period and compensated by the variation in fair value of the hedging instrument, as regards the corresponding effective component;

- Loans designated as financial liabilities, measured at fair value through profit and loss.

Accrued interest is recognized on an accruals basis and is presented in the consolidated statement of financial position caption "Other current liabilities – Accrued interest".

f) Accounts payable

Accounts payable are initially recognised at fair value and subsequently measured at amortised cost in accordance with the effective interest rate method.

g) Derivative financial instruments and hedge accounting

The Group has the policy of resorting to financial derivative instruments to hedge the financial risks to which it is exposed as a result of changes in interest and exchange rates.

The Group resorts to financial derivative instruments in accordance with internal policies set and approved by the Board of Directors.

Financial derivative instruments are measured at fair value. The method of its recognition depends on the nature and purpose of the transaction.

Hedge instruments

Derivative financial instruments are designated as hedging instruments in accordance with the provisions of IAS 39, as regards their documentation and effectiveness.

Changes in the fair value of derivative instruments designated as "fair value hedging" are recognised as financial income or expense for the period, together with changes in the fair value the asset or liability subject to the risk.

Changes in the fair value of derivative financial instruments designated as "cash flow hedging" instruments are recorded as Other comprehensive income in the caption "Reserves - Hedging operations" regarding their effective component and in financial income or expense for the period regarding their non effective component. The amounts recorded under "Reserves - Hedging operations" are transferred to financial income or expense in the period in which the effect on the item covered is also reflected in profit and loss.

Changes in the fair value of derivative financial instruments hedging net investments in a foreign entity, are recorded as other income and costs in the equity caption "Currency translation adjustments" regarding their effective component. The ineffective component of such changes is recognised immediately as financial income or expense for the period. If the hedging instrument is not a derivative, the corresponding variations resulting from changes in the exchange rate are recorded as income and costs in the equity caption "Currency translation adjustments".

Hedge accounting is discontinued when the hedging instrument matures, is sold or exercised, or when the hedging relationship ceases to comply with the requirements of IAS 39.

Trading instruments

Changes in the fair value of derivative financial instruments which are contracted for financial hedging purposes in accordance with the Group's risk management policies, but do not comply with all the requirements of IAS 39 to qualify for hedge accounting, are recorded as net financial expenses in the statement of comprehensive income for the period in which they occur.

h) Treasury shares

Treasury shares are recorded at cost, as a decrease in shareholders' equity. Gains and losses on the sale of treasury shares are recorded in equity

i) Fair value of financial instruments

The fair value of financial assets and financial liabilities is determined as follows:

- The fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets is determined with reference to quoted market prices;

- The fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flows analysis using prices from observable current market transactions;

- The fair value of derivative financial instruments is calculated using market prices. Where such prices are not available, fair value is determined based on discounted cash flows, which includes some assumptions that are supportable by observable market prices or rates.

2.20. Impairment and adjustments of financial assets

At each balance sheet date, the Group reviews for any indication that a financial asset or a group of financial assets may be impaired.

Available-for-sale financial assets

For the financial assets classified as available-for-sale, a continuous or a significant decline in the fair value of the instrument below its cost, is considered as an indicator of impairment. In this situation, the eventual cumulative loss – measured as the difference between the asset's carrying amount and the present fair value, less any impairment loss already recognised in profit and loss – is removed from reserves (other comprehensive income recognised in equity) and recognised in profit and loss for the period. Impairments losses on equity instruments recognized in profit and loss are not reversed through profit and loss for the period, directly affecting other income recognized in equity.

Clients, debtors and other financial assets

Impairment losses are recorded whenever there are clear indicators that the Group will not be able to collect all the amounts it should receive, according to the original terms contracted. To identify these losses, several indicators are used, such as::

- accounts receivable ageing;
- debtor's financial difficulties;
- debtor's bankruptcy probability.

The impairments are determined by the difference between the recoverable amount and the book value of the financial asset and recognized by corresponding entry to profit and loss. Whenever a trade or other receivable it is considered as uncollectible it is derecognized using the respective impairment. Subsequent recovery of these amounts is recorded in profit and loss.

2.21. Employee benefits - retirement

Employee benefits are recorded in accordance with IAS 19 - Employee benefits ("IAS 19").

Defined benefit plans

Costs of these benefits are recognised as the services are rendered by the beneficiary employees.

Therefore, at the end of each accounting period actuarial valuations are obtained from independent entities to determine the amount of the liability as of that date and the pension cost to be recognised in the period, in accordance with the "projected unit credit" method. The liability thus estimated is compared with the market value of the pension fund, so as to determine the amount of the difference to be recorded in the consolidated statement of financial position.

As established in the above mentioned standard, pension costs are recognised in the caption "Payroll costs – retirement benefits", based on the amounts determined on an actuarial basis, and include current service costs (increase in the liability), which corresponds to the additional benefits accrued to the employees during the period and interest costs, which result from updating the past service liability. These amounts are reduced by the estimated return on the assets relating to the plan. Actuarial gains and losses are recorded as other comprehensive income directly in equity.

Past service costs are recognised immediately, as the related benefits have already been recognised or, alternatively, recognised on a straight-line basis over the estimated period in which they are obtained.

Defined contribution plans

Contributions made by the Group to defined contribution plans are recorded as costs when they are due.

2.22. Employee benefits - healthcare

Some Group companies provide supplementary healthcare benefits to their employees in addition to those provided by the Public Social Security, extensive to their families, early retired and retired personnel. The liability resulting from these benefits is recorded in a similar manner to the retirement pension liability, in the caption "Payroll costs - healthcare benefits".

As in the case of retirement benefits, actuarial valuations made by an independent entity are obtained at the end of each accounting period, so as to determine the amount of the liability as of that date. Actuarial gains and losses are recognized directly in the statement of comprehensive income.

2.23. Share-based payments

Share-based payments to employees, according to incentive share purchase plan and share option plan, are recorded in accordance with IFRS 2 - Share-based payment ("IFRS 2").

In accordance with IFRS 2, equity settled payment transactions (equity instruments) are recognised at their fair value on the date they are granted. Fair value as of the date the benefits are granted is recognised as staff cost on a straight-line basis over the vesting period as a result of services rendered.

The benefits granted in the form of shares and which are cash settled or provide the choice of settling the transaction with the transfer of monetary assets or equity instruments are measured based on the respective liability fair value, determined in each reporting period, using options' measurement models. Any change in fair value is recognised in profit and loss of the period in which they were generated. The benefits that are granted are recorded as payroll costs as the beneficiaries provide the service by counterpart entry of the liability.

2.24. Contingent assets and liabilities

A contingent liability is (i) a possible obligation that arises from past events and whose existence will be confirmed by the occurrence or non-occurrence of uncertain future events or (ii) a present obligation that arises from past events, but that is not recognized because an outflow of funds are not probable or the amount cannot be reliably measured.

Contingent liabilities are not recognised in the financial statements but are disclosed in their notes, unless the possibility of an outflow of funds affecting future economic benefits is remote, in which case they are not subject to disclosure.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future events.

Contingent assets are not recognised in the financial statements, but are disclosed in the notes to the financial statements when a future economic benefit is probable.

2.25. Revenue recognition and accruals basis

Income resulting from sales is recognised in the statement of comprehensive income when the risks and rewards of ownership of assets are transferred to the purchaser and the amount of income can be reasonably quantified. Sales are recognised at the fair amount received or receivable, net of taxes, discounts and other costs incurred to realise them, by the fair value of the amount received or receivable.

Income from services rendered is recognised in the statement of comprehensive income in the period in which they are rendered considering the phase of completion of the transaction as of the balance sheet date.

Interest and financial income are recognised on an accrual basis in accordance with the effective interest rate.

Costs and income are recognised in the period to which they relate regardless the date of invoicing. Costs and income, the amount of which is not known, are estimated.

Costs and income attributable to the current period which will only be paid or received in future periods, as well as amounts paid and received in the current period that relate to future periods and will be attributed to each of the periods by the amount corresponding to them, are recorded in the captions "Other current assets" and "Other current liabilities".

Dividends relating to investments recorded at cost or in accordance with IAS 39 are recognized when the Company is given the right to receive them.

2.26. Income tax

Tax on income for the year is calculated based on the taxable results of the companies included in the consolidation and takes into consideration deferred taxation.

Current income tax is calculated based on the taxable results (which differ from the accounting results) of the companies included in the consolidation, in accordance with the tax rules applicable to the area in which the tax jurisdiction of each Group company is located.

Deferred taxes refer to temporary differences between the amounts of assets and liabilities for accounting purposes and the corresponding amounts for tax purposes and are recorded in profit and loss of the statement of comprehensive income, except when they are related with items registered as other comprehensive income recognised directly in equity, in which case the deferred tax is recorded in equity.

Deferred tax assets and liabilities are calculated and assessed periodically using the tax rates expected to be in force when the temporary differences reverse, and are not subject to discounting.

Deferred tax liabilities are recognised for all the taxable temporary differences.

Deferred tax assets are only recognised when there is reasonable expectation that there will be sufficient future taxable income to utilise them. The compensation of deferred tax assets and liabilities are not allowed, except if: i) there is a legal right to compensate such assets and liabilities or there is the intention and its allowed to do such compensation; ii) such assets and liabilities are related to income taxes due to the same tax authority; iii) the purpose of clearing and settling. Temporary differences underlying the deferred tax assets are assessed annually in order to recognise or adjust the deferred tax assets based on the current expectation of their future recovery.

2.27. Earnings per share

Earnings per share are calculated dividing the result attributable to the ordinary shareholders of the parent company, by the weighted average number of shares in circulation during the period.

The diluted earnings per share are calculated dividing the result attributable to the ordinary shareholders of the parent company, by the weighted average number of shares in circulation during the period, adjusted by potential ordinary diluting shares.

Potential ordinary diluting shares can result from options over shares and other financial instruments issued by the Group, convertible to shares of the parent company.

2.28. Subsequent events

Events that occur after the date of the balance sheet that provide additional information on conditions that existed as of the balance sheet date are reflected in the financial statements.

Events that occur after the date of the balance sheet, that provide information on conditions that exist after the balance sheet date, if material, are disclosed in the notes to the financial statements.

2.29. CO_2 emission licences – Emissions market

Some of the Group's production units in Portugal are covered by the European greenhouse effect gas emissions market. While the IASB does not issue accounting policies covering the granting and trading of emission licences, the Group adopts the following policy:

- Emission licences granted at no cost, as well the corresponding emissions covered by that licences, do not give rise to the recognition of any asset or liability;
- Gains from the sale of emission rights are recognised in Net operating income;
- When it is estimated that annual CO_2 emissions will exceed the licences granted annually, a liability, measured in accordance with the price at the end of the year, is recognised by corresponding charge to "Other operating expenses";
- Licences acquired are recognised at cost, in a specific intangible assets account under the "Industrial property and other rights" caption.

3. CHANGES IN POLICIES, ESTIMATES AND ERRORS

During the year ended 31 December 2012, there were no other changes in accounting policies in relation to those considered in the preparation of the financial information for the year ended on 31 December 2011, with impacts on the financial position or comprehensive income, beyond the effect of the adoption of new, revised or amended standards and interpretations, revisions and amendments mentioned in Note 2, nor any error that should have been corrected was identified.

4. SUBSIDIARIES, ASSOCIATES AND JOINTLY CONTROLLED ENTITIES

4.1. Companies consolidated in accordance with the full consolidation method

The parent company, Cimpor - Cimentos de Portugal, SGPS, S.A., and the following subsidiaries, in which it has majority participation (control), have been consolidated using the full consolidation method:

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
HOLDINGS AND BUSINESS AND CORPORATE SUPPORT COMPANIES			
CIMPOR SGPS	CIMPOR - CIMENTOS DE PORTUGAL. SGPS. S.A. Rua Alexandre Herculano. 35 - 1250 - 009 Lisboa		
CIMPOR INVERSIONES	CIMPOR INVERSIONES. S.A. Calle Brasil. 56 - 36204 Vigo	100.00	100.00
CIMPOR B.V.	CIMPOR FINANCIAL OPERATIONS. B.V. Teleportboulevard 140 - 1043 EJ Amesterdam	100.00	100.00
CIMPOR REINSURANCE	CIMPOR REINSURANCE. S.A. 74. Rue de Merl. L - 2146 - 1611 – Luxemburgo	100.00	100.00
CIMPOR PORTUGAL	CIMPOR PORTUGAL. SGPS. S.A. Rua Alexandre Herculano. 35 - 1250 - 009 Lisboa	100.00	100.00
CIMPOR SERVIÇOS	CIMPOR – SERVIÇOS DE APOIO À GESTÃO DE EMPRESAS. S.A. Rua Alexandre Herculano. 35 - 1250 - 009 Lisboa	100.00	100.00
CIMPOR TEC	CIMPOR TEC – ENGENHARIA E SERVIÇOS TÉCNICOS DE APOIO AO GRUPO. S.A. Rua Alexandre Herculano. 35 - 1250 - 009 Lisboa	100.00	100.00
KANDMAD	KANDMAD – SOCIEDADE GESTORA DE PARTICIPAÇÕES SOCIAIS. LDA. Rua dos Aranhas. nº 53 - 3º Andar. Letra H. Freguesia da Sé. 9000 - 044 Funchal	100.00	100.00
CIMPOR ECO	CIMPOR ECO. S.L. Calle Brasil nº 56 - 36 204 Vigo	100.00	100.00
CIMPOR TRADING	CIMPOR TRADING. S.A. Brasil. 56 - 36 204 Vigo	100.00	100.00
CIMPSHIP	CIMPSHIP - TRANSPORTES MARÍTIMOS. S.A. Rua Ivens. nº 3 - B. Edifício Dona Mécia. 2º L. Freguesia da Sé. Conselho do Funchal - 9000 - 039 Funchal	60.00	60.00
CECIME	CECIME – CIMENTOS. S.A. Rua Alexandre Herculano. 35 - 1250 - 009 Lisboa	100.00	100.00
CTA	CEMENT TRADING ACTIVITIES - COMÉRCIO INTERNACIONAL. S.A. Rua Alexandre Herculano. 35 - 1250 - 009 Lisboa	100.00	100.00

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
PORTUGAL			
CIMPOR INDÚSTRIA	CIMPOR – INDÚSTRIA DE CIMENTOS, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
SCIAL	ESTABELECIMENTOS SCIAL DO NORTE, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
CECISA	CECISA - COMÉRCIO INTERNACIONAL, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
MOSSINES	MOSSINES – CIMENTOS DE SINES, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
CIMENTAÇOR	CIMENTAÇOR - CIMENTOS DOS AÇORES, LDA. Rua Bento Dias Carreiro, 6 - 9600-050 Pico da Pedra - Ribeira Grande Açores	100.00	100.00
BETÃO LIZ	BETÃO LIZ, S.A. Rua Quinta do Paizinho, Edifício Bepor, Bloco 2-1ºEsq. - 2790 - 237 Carnaxide	9850	100.00
AGREPOR	AGREPOR AGREGADOS - EXTRACÇÃO DE INERTES, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
FORNECEDORA	FORNECEDORA DE BRITAS DO CARREGADO, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
SOGRAL	SOGRAL - SOCIEDADE DE GRANITOS, S.A. Rua Alexandre Herculano, 35 1250 - 009 Lisboa	100.00	100.00
SANCHEZ	SANCHEZ, S.A. Serra da Achada, Santana, freguesia de Sesimbra (Castelo) - 2970-578 Sesimbra	100.00	100.00
BENCAPOR	BENCAPOR - Produção de Inertes, S.A. Qtª da Madeira, Estrada Nac. 114, km 85 - 7002 - 505 Évora	75.00	75.00
IBERA	IBERA - INDÚSTRIA DE BETÃO, S.A. Qtª da Madeira, Estrada Nac. 114, km 85 - 7002 - 505 Évora	50.00	50.00
PREDIANA	PREDIANA - SOCIEDADE DE PRÉ-ESFORÇADOS, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
GEOFER	GEOFER - PRODUÇÃO E COMERCIALIZAÇÃO DE BENS E EQUIPAMENTOS, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
SACOPOR	SACOPOR - SOCIEDADE DE EMBALAGENS E SACOS DE PAPEL, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
CIARGA	CIARGA - ARGAMASSAS SECAS, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
TRANSVIÁRIA	TRANSVIÁRIA - GESTÃO DE TRANSPORTES, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
ALEMPEDRAS	ALEMPEDRAS - SOCIEDADE DE BRITAS, LDA. Casal da Luz, Santa Maria - 2510 - 086 Óbidos	100.00	100.00

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
PORTUGAL			
SCORECO	SCORECO - VALORIZAÇÃO DE, RESÍDUOS, LDA. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
CIMPOR IMOBILIÁRIA	CIMPOR IMOBILIÁRIA, S.A. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
MECAN	MECAN - MANUFACTURA DE ELEMENTOS DE CASAS DE CONSTRUÇÃO NORMALIZADA, LDA. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100.00	100.00
SOGESSO	SOGESSO - SOCIEDADE DE GESSOS DE SOURE, S.A. Lugar de São José do Pinheiro - 3130 - 544 Soure	100.00	9932
TRANSFORMAL	TRANSFORMAL, S.A. Rua Joaquim Brandão, 13 - 1 E - 2900 - 422 Setúbal	100.000	9932
INVERSIONES FILARIA	INVERSIONES FILARIA, S.L. Calle Brasil nº 56 - 36 204 Vigo	100.000	9932
BETOFEIRA	BETOFEIRA - Comércio de Cimentos, Lda. Rua Alexandre Herculano, 35 - 1250 - 009 Lisboa	100,00	100,00
CAPE VERDE			
CIMPOR CABO VERDE	CIMPOR CABO VERDE, S.A. Estrada de Tira Chapéu Praia, Santiago - 14/A	98.13	98.13
CABO VERDE BETÕES E INERTES	CABO VERDE BETÕES E INERTES, S.A. Estrada de Tira Chapéu Praia, Santiago - 14/A	98.13	98.13
ITP	INDÚSTRIA DE TRANSFORMAÇÃO DE PEDRAS, LDA. Estrada de Tira Chapéu Praia, Santiago - 14/A	98.13	98.13
BETÕES DE CABO VERDE	BETÕES DE CABO VERDE, S.A. Estrada de Tira Chapéu Praia, Santiago - 14/A	98.13	98.13
BRAZIL			
C.C.B.	CIMPOR - CIMENTOS DO BRASIL, LTDA. Avª Maria Coelho Aguiar, 215 – Bloco E – 8º - Jardim São Luíz - São Paulo	100.00	100.00
EGYPT			
CEC	CIMPOR EGYPT FOR CEMENT COMPANY, S.A.E. El Gharbaneyat – Borg El Arab City - P.O. Box 21511 Alexandria	100.00	100.00
AMCC	AMREYAH CEMENT COMPANY, S.A.E. El Gharbaneyat – Borg El Arab City - P. O. Box 21511 Alexandria	99.14	99.14
AMREYAH CIMPOR	AMREYAH CIMPOR CEMENT COMPANY, S.A.E. El Gharbaneyat – Borg El Arab City - P.O. Box 21511 Alexandria	9936	9936

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
EGYPT			
CSC	CEMENT SERVICES COMPANY, S.A.E. El Gharbaneyat – Borg El Arab City - P.O. Box 21511 Alexandria	99.61	99.61
CIMPSAC	CIMPOR SACS MANUFACTURE COMPANY, S.A.E. El Gharbaneyat – Borg El Arab City - P.O. Box 21511 Alexandria	99.90	99.90
AMREYAH DEKHEILA	AMREYAH DEKHEILA TERMINAL COMPANY, S.A.E. Dekheila Port - Alexandria	99.37	99.37
AMREYAH CIMPOR READY MIX	AMREYAH CIMPOR READY MIX COMPANY, S.A.E. Industrial area, Plot no. 89T, Dekheila, - Alexandria	99.25	99.25
MOZAMBIQUE			
CIM. MOÇAMBIQUE	CIMENTOS DE MOÇAMBIQUE, S.A. Av. 24 de Julho, nº 7 - 9º/10º pisos - Caixa Postal 270 - Maputo	81.64	81.64
CIMBETÃO	CIMPOR BETÃO MOÇAMBIQUE, S.A. Estrada de Lingamo - Matola	81.64	81.64
IMOPAR	IMOPAR - IMOBILIÁRIA DE MOÇAMBIQUE, S.A. Av. 24 de Julho, nº 7 - 10º piso, direito - Maputo	100.00	100.00
CINAC	CIMENTOS DE NACALA, S.A. Av. 24 de Julho, nº 7 - 10º piso, direito - Maputo	81.73	81.73
SOUTH AFRICA			
NPC	NPC - CIMPOR (PTY) LIMITED 199 Coedmore Road Bellair - 4094 Durban	74.00	74.00
NPCC	NATAL PORTLAND CEMENT COMPANY (PTY) LTD. 199 Coedmore Road Bellair - 4094 Durban	100.00	100.00
DC	DURBAN CEMENT LTD. 199 Coedmore Road Bellair - 4094 Durban	100.00	100.00
SRT	SIMUMA REHABILITATION TRUST 1 Wedgelink Road - Bryanston	33.30	33.30
CONCRETE	NPC CONCRETE (PTY) LTD. 199 Coedmore Road Bellair - 4094 Durban	100.00	100.00
S. C. STONE	SOUTH COAST STONE CRUSHERS (PTY) LTD. 199 Coedmore Road Bellair - 4094 Durban	74.00	74.00
S. C. MINING	SOUTH COAST MINING (PTY) LTD. 199 Coedmore Road Bellair - 4094 Durban	100.00	100.00
EEDESWOLD	EEDESWOLD HIGHLANDS (PTY) LTD. 199 Coedmore Road Bellair - 4094 Durban	100.00	100.00
STERKSPRUIT AGGREGATES	STERKSPRUIT AGGREGATES (PTY) LTD. 199 Coedmore Road Bellair - 4094 Durban	74.00	74.00
STERKSPRUIT CONCRETE	STERKSPRUIT CONCRETE (PTY) LTD. 199 Coedmore Road Bellair - 4094 Durban	100.00	100.00

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
SOUTH AFRICA			
DURBAN QUARRIES	DURBAN QUARRIES (PTY) LTD. 199 Coedmore Road Bellair 4094 Durban	100.00	100.00
ALIENATED COMPANIES			
SPAIN			
CORPORACIÓN NOROESTE	CORPORACIÓN NOROESTE, S.A. Calle Brasil n° 56 - 36 204 Vigo	a)	9955
CIMPOR SAGESA	CIMPOR SAGESA, S.A. Brasil, 56 - 36 204 Vigo	a)	100.00
S.C.M.C. ANDALUCÍA	SOCIEDAD DE CEMENTOS Y MATERIALES DE CONSTRUCCIÓN DE ANDALUCÍA, S.A. Av. de la Agrupacíon de Córdoba, 15 - 14 014 Córdoba	a)	9955
CEMENTOS ANDALUCÍA	CEMENTOS DE ANDALUCÍA, S.L. Av. de la Agrupación de Córdoba, 15 - 14 014 Córdoba	a)	9955
MORTEROS GALICIA	MORTEROS DE GALICIA, S.L. Calle Brasil n° 56 - 36 204 Vigo	a)	9955
CEMENTOS COSMOS	CEMENTOS COSMOS, S.A. Calle Brasil n° 56 - 36 204 Vigo	a)	9932
CIMPOR HORMIGÓN	CIMPOR HORMIGÓN ESPAÑA, S.A. Calle Brasil n° 56 - 36 204 Vigo	a)	9953
CANTERAS PREBETONG	CANTERAS PREBETONG, S.L. Calle Brasil n° 56 36 204 Vigo	a)	98.43
PREBETONG LUGO	PREBETONG LUGO, S.A. Av. Benigno Rivera s/n - Polígono Industrial del Ceao - 27 003 Lugo	a)	8250
PREBETONG LUGO HORMIGONES	PREBETONG LUGO HORMIGONES, S.A. Av. Benigno Rivera s/n - Polígono Industrial del Ceao - 27 003 Lugo	a)	8250
MATERIALES ATLÁNTICO	MATERIALES DEL ATLÁNTICO, S.A. Polígono Industrial As Lagoas – Carretera Cedeira Km. 1,5 - 15 570 Narón (La Coruña)	a)	9932
HORMIGONES LA BARCA	HORMIGONES Y ÁRIDOS LA BARCA, S.A. Lugar de Lantañón - Vilanoviña - Meis (Pontevedra)	a)	4978
ARICOSA	ÁRIDOS DE LA CORUÑA, S.A. Candame - 15 142 Arteixo (La Coruña)	a)	49.21
CANPESA	CANTERA DO PENEDO, S.A. Reina, 1 – 3° - 27 001 Lugo	a)	41.23
OCCIDENTAL DE ARIDOS	OCCIDENTAL DE ARIDOS, S.L. Calle Brasil n° 56 - 36 204 Vigo	a)	9955
CIMPOR HORMIGÓN CANARIAS	CIMPOR HORMIGÓN CANARIAS, S.L. Calle Brasil n° 56 - 36 204 Vigo	a)	9955

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
ALIENATED COMPANIES			
SPAIN			
CIMPOR CANARIAS	CIMPOR CANARIAS, S.L. Calle Brasil n° 56 - 36 204 Vigo	a)	99.55
DS UNIÓN	DS UNIÓN, S.L. Calle Goya, n°1, 5°-C - 18 002 Granada	a)	89.60
MORROCO			
ASMENT DE TEMARA	ASMENT DE TEMARA, S.A. Ain Attig – Route de Casablanca - Témara	a)	62.62
BETOCIM	BETOCIM, S.A.S. Chez Asment Témara, Ain Attig – Route de Casablanca - Témara	a)	62.62
ASMENT DU CENTRE	ASMENT DU CENTRE, S.A. Chez Asment Témara, Ain Attig – Route de Casablanca - Témara	a)	100.00
GRABEMA	GRABEMA, S.A. Chez Asment Témara, Ain Attig – Route de Casablanca - Témara	a)	100.00
GRABEMARO	GRABEMARO, S.A. Chez Asment Témara, Ain Attig – Route de Casablanca - Témara	a)	-
TUNISIA			
C.J.O.	SOCIÉTÉ DES CIMENTS DE JBEL OUST 9, Rue de Touraine, Cité Jardins - 1082 Tunis – Belvédère	a)	100.00
B.J.O.	SOCIÉTÉ BETON JBEL OUST 9, Rue de Touraine, Cité Jardins - 1082 Tunis – Belvédère	a)	100.00
G.J.O.	SOCIÉTÉ GRANULATS JBEL OUST 9, Rue de Touraine, Cité Jardins - 1082 Tunis – Belvédère	a)	100.00
TURKEY			
CIMPOR YIBITAS	CIMPOR YIBITAS CIMENTO SANAYI VE TICARET, A.S. Portakal Cicegi Sokak n° 33 - 06540 - 06540 Cankaya / Ankara	a)	99.74
YOZGAT	YIBITAS YOZGAT ISCI BIRLIGI INSAAT MALZEMELERI TICARET VE SANAYI, A.S. 66920 - Sarayköy / Yozgat	a)	82.33
BEYNAK	CIMPOR YIBITAS BEYNELMILEL NAKLIYECILIK, A.S. Portakal Cicegi Sokak n° 33 - 06540 - 06540 Cankaya / Ankara	a)	99.74
CHINA			
CIMPOR CEMENT CORPORATION	CIMPOR CEMENT CORPORATION LIMITED 35/F Cheung Kong Center, 2 Queen's Road - Central - Hong Kong	a)	50.00
SEA - LAND MINING	SEA - LAND MINING LIMITED 35/F Cheung Kong Center, 2 Queen's Road - Central - Hong Kong	a)	50.00

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
CIMPOR SHANDONG	CIMPOR (SHANDONG) CEMENT COMPANY LIMITED Kuangsi Village, Liuyuan Town, Yicheng District - Zaozhuang City, Shangdong Province ZIP code: 277300	a)	48.80
NANDA	SUZHOU NANDA CEMENT COMPANY LIMITED Nº. 1, WenDu Road, Wang Ting Town, Xiang Cheng District - Suzhou City, Jiangu Province ZIP code: 215155	a)	3552
HUAI'AN LIUYUAN	HUAI'AN LIUYUAN CEMENT COMPANY LIMITED Shendu Village, Wangying Town, Huaiyin district, Huai'na city, Jiangsu Province ZIP code: 223300	a)	48.80
SUZHOU LIUYUAN	SUZHOU LIUYUAN NEW TYPE CEMENT DEVELOPMENT CO., LTD. Suzhou Wuzhong economic development zone, DongWu industrial park second term (Yinzhong south road) ZIP code: 215000	a)	48.80
CIMPOR SHANGHAI	CIMPOR (SHANGHAI) ENTERPRISES MANAGEMENT CONSULTING COMPANY LIMITED 222 Huaihai Zhong Lu, Lippo Plaza, Floor 25, Room 2505-07 - ZIP Code: 200021 Shanghai	a)	50.00
LIYANG	LIYANG DONGFANG CEMENT COMPANY LIMITED Shanghuang Town, Liyang, Jiangsu Province - ZIP Code: 213314	a)	50.00
NEW HLG	CIMPOR (HUAI'AN) CEMENT PRODUCTS COMPANY LIMITED CIMPOR (HUAI'AN) CEMENT PRODUCTS COMPANY LIMITED Wangying Town, Huaiyin district - Huai'An City, Jiangsu Province	a)	50.00
CIMPOR ZAOZHUANG	CIMPOR (ZAOZHUANG) CEMENT COMPANY LIMITED Matou Village, Fucheng County, Shanting District, - Zaozhuang City, Shandong Province ZIP Code: 277222	a)	50.00
CIMPOR MACAU INVESTMENT	CIMPOR MACAU INVESTMENT COMPANY, S.A. Av. da Praia Grande, 693 - Edifício Tai Wash - 15º andar - MACAU	a)	50.00
EAST ADVANTAGE	EAST ADVANTAGE INTERNATIONAL LIMITED Romasco Place, Wickhams Cay 1, - P.O. Box 3140, Road Town, Tortola - British Virgin Islands VG1110	a)	50.00
PUCHENG JIANCAI	PUCHENG BUILDING MATERIALS COMPANY LIMITED Shanghuang Town, Liyang, Jiangsu Province - ZIP Code: 213314	a)	50.00
INDIA			
SHREE DIJIVAY CEMENT CO, LTD	SHREE DIJIVAY CEMENT CO, LTD. P.O. Digvijaygram - 361140 Jamnagar - Estado de Gujarat	a)	73.63
PERU			
CEMENTOS OTORONGO	CEMENTOS OTORONGO, S.A.C. Malecón Cisneros 428 dpto. - 1002 Miraflores - Lima	a)	100.00

(a) The identified companies were alienated in the exchange.

4.2. Associates

Investments in associates, recorded in accordance with the equity method (Note 19) as at 31 December 2012 and 2011 were as follows:

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
PORTUGAL			
AVE	AVE- Gestão Ambiental e Valorização Energética, S.A. Avenida das Forças Armadas, nº 125 - 8º - Lisboa	35.00	35.00
SETEFRETE	SETEFRETE, SGPS, S.A. Av. Luísa Todi, 1 – 1º - 2900 – 459 Setúbal	25.00	25.00
BRAZIL			
COMICAN	COMPANHIA DE MINERAÇÃO CANDIOTA Av. Maria Coelho Aguiar, 215 - Bloco E - 8º. Andar - Sala A - Jardim São Luiz - São Paulo	48.00	48.00
SPAIN			
AGUEIRO	AGUEIRO, S.A. Parroquía de Rois, Parcela B-26, Pol. Ind. Bergondo - 15166 Bergondo - A Coruña	45.00	44.69
ALIENATED COMPANIES			
SPAIN			
CEMENTOS ANTEQUERA	CEMENTOS ANTEQUERA, S.A. Calle Atarazanas nº 2 - 1º - 29005 Málaga	a)	2298
HORMICESA	HORMIGONES MIRANDA CELANOVA, S.A. Ctra. Casasoá, Km. 0,100 - 32817 Celanova - Ourense	a)	39.81
MORROCOS			
ECOCIM	ECOCIM S.A.S. 421 Boulevard Abdelmoumen, Casablanca - Témara	a)	25.00

(a) The identified companies were alienated in the exchange.

4.3. Companies consolidated in accordance with the proportional method

The following companies were consolidated in accordance with the proportional method as they are jointly controlled with other shareholder:

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
BRAZIL			
ECO-PROCESSA	ECO-PROCESSA – TRATAMENTO DE RESÍDUOS LTDA. Av. Rio Branco, 110 – 39° - parte - Cidade do Rio de Janeiro - Estado do Rio de Janeiro	50.00	50.00
ALIENATED COMPANIES			
SPAIN			
CEISA	CEMENTOS ESPECIALES DE LAS ISLAS, S.A. Calle Secretario Artiles n° 36 - 35007 Las Palmas de Gran Canaria	a)	50.00
INPROCOI	INSULAR DE PRODUCTOS PARA LA CONSTRUCCIÓN Y LA INDUSTRIA, S.L. Explanada Muelle Dique del Este s/n - 38180 Puerto de Santa Cruz de Tenerife	a)	50.00
TUNISIA			
TCG	TERMINAL CIMENTIER DE GABES, G.I.E. Port de Gabes - Gabes	a)	33.33

(a) The identified companies were alienated in the exchange.

4.4. Acquired companies

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
INTERCEMENT AUSTRIA EQUITY	INTERCEMENT AUSTRIA EQUITY PARTICIPATIONS GMBH Hohenstaufengasse 10/3. Stock, - 1010 Vienna	100% (a)	-
CAUE AUSTRIA	CAUE AUSTRIA HOLDINH GMBH Hohenstaufengasse 10/3. Stock, - 1010 Vienna	100% (a)	-
INTERCEMENT BRASIL	INTERCEMENT BRASIL, S.A. Av. Nações Unidas, 12495, 13° e 14° - Torre Nações Unidas- Torre A, Centro Empresarial Berrini São Paulo	100% (a)	-
CAUE FINANCE	CAUE FINANCE LIMITED Walkers Corporate Services Limited - Walker House, 87, Mary Street - George Town, Grand Cayman	100% (a)	-
CCCIMENTOS PARTICIPAÇÕES	CCCIMENTOS PARTICIPAÇÕES, LTDA. Av. Nações Unidas, 12495, 13° andar, Sala A - Torre Nações Unidas- Torre A, Centro Empresarial Berrini - São Paulo	9899% (a)	-
INTERCEMENT PORTUGAL	INTERCEMENT PORTUGAL, SGPS, S.A. Avenida da Liberdade, 230 – 7° andar - Lisboa	100% (a)	-
HOLDTOTAL	HOLDTOTAL, S.A. Reconquista 1088 Piso 7 - Buenos Aires	9999% (a)	-
LOMA NEGRA	LOMA NEGRA C.I.A., S.A. Cuartel n° VIII, Partido de Olavarria - Buenos Aires	9756% (a)	-
BETEL	BETEL, S.A. Reconquista 1088, piso 7° - Ciudad Autónoma de Buenos Aires	9756% (a)	-
COFESUR	COFESUR, S.A. Bouchard 680 - 8° piso - Ciudad Autónoma de Buenos Aires	8552% (a)	-
CIA. ARG. DE CEMENTO	CIA. ARG. DE CEMENTO PORTLAND, S.A. Reconquista 1088, piso 7° - Ciudad Autónoma de Buenos Aires	9756% (a)	-
LA PREFERIDA DE OLAVARRIA	CIA. ARG. DE CEMENTO LA PREFERIDA DE OLAVARRÍA,S.A. Reconquista 1088, piso 7° - Ciudad Autónoma de Buenos Aires	9756% (a)	-
RECYCOMB	RECYCOMB, S.A. Reconquista 1088, piso 7° - Ciudad Autónoma de Buenos Aires	9756% (a)	-
CEMENTOS DEL PLATA	CEMENTOS DEL PLATA, S.A. Camino Boiso Lanza y camino Vigia - Montevideo - República Oriental del Uruguay	073% (a)	-
YGUAZU CEMENTOS	YGUAZU CEMENTOS, S.A. Av. Brasil, Parque Industrial Liviano - Santa Cruz de la Sierra	69.15% (a)	-
RIOS PRIMEIRA	INVERSIONES RÍOS PRIMEIRA LIMITADA Isidora Goyenechea n° 3477 piso 19 - Santiago, Republic of Chile	9990% (a)	-
RIOS SEGUNDA	INVERSIONES RÍOS SEGUNDA LIMITADA Isidora Goyenechea n° 3477 piso 19 - Santiago, Republic of Chile	0.01% (a)	
RIOS TERCEIRA	INVERSIONES RÍOS TERCEIRA LIMITADA Isidora Goyenechea n° 3477 piso 19 - Santiago, Republic of Chile	9999% (a)	

Name	Full Name/Headquarters	Effective Participation 2012	Effective Participation 2011
BAESA	BAESA - ENERGÉTICA BARRA GRANDE, S.A Linha São Jorge, s/n - Zona Rural, Pinhal da Serra – RS.	9% (b)	-
CAMARGO CORRÊA ESCOM	CAMARGO CORRÊA ESCOM CEMENT B.V. Leidsegracht 10, - 1016 CK Amsterdão	50.10% (a)	-
PALANCA CIMENTOS	PALANCA CIMENTOS, S.A. Município e Bairro da Ingombota, Alameda Manuel Ván - Dúnem, nº 308/310, Luanda, Angola	30.06% (a)	
CESTE	CONSÓRCIO ESTREITO ENERGIA - CESTE Rua Lauro Müller, 116, 29º andar, salas 2904, 2905 e 2906 - Rio de Janeiro	4.44% (b)	-

(a) Companies fully consolidated (only statement of financial position);

(b) Companies consolidated by the proportional method (only statement of financial position).

5. CHANGES IN THE CONSOLIDATION PERIMETER

The main changes in the consolidation perimeter in the year ended 31 December 2012 are those resulting from the exchange of assets mentioned in the Introductory Note.

The impact of the exchange changes on the statement of financial position as of 31 December 2012 (date in which the effects of the exchange are reflected) were as follows:

Captions	Acquired assets	Allienated assets	Net Effect
Non current assets:			
Goodwill (Note 16)	2,257,127	(404,402)	1,852,725
Intangible assets (Note 17)	24,210	(27,954)	(3,744)
Tangible assets (Note 18)	1,004,532	(801,829)	202,703
Investments in associates (Note 19)	-	(4,540)	(4,540)
Other investments (Note 20)	16,928	(687)	16,241
Accounts receivable - other	36,396	(6,244)	30,153
Other non current assets	-	(3,036)	(3,036)
Deferred tax assets (Note 25)	90,299	(34,117)	56,182
Total non-current assets	3,429,492	(1,282,809)	2,146,684
Current assets:			
Inventories	235,976	(112,093)	123,883
Accounts receivable - trade	62,009	(120,233)	(58,224)
Accounts receivable - other	11,330	(17,472)	(6,142)
Taxes recoverable	14,294	(19,968)	(5,674)
Cash and Cash Equivalents	278,150	(66,504)	211,646
Other current assets	1,756	(2,331)	(575)
Total current assets	603,514	(338,601)	264,913
Total assets	4,033,007	(1,621,410)	2,411,597
Non current liabilities:			
Deferred tax liabilities (Note 25)	(171,879)	41,600	(130,278)
Actuarial Results of Pension Fund	-	2,365	2,365
Provisions (Note 36)	(49,463)	51,969	2,507
Loans	(2,048,757)	337,168	(1,711,590)
Obligations under finance leases	-	69	69
Accounts payable - other	(30,627)	1,768	(28,860)
Other non current liabilities	(23,073)	3,946	(19,127)
Total non-current liabilities	(2,323,799)	438,886	(1,884,913)
Current liabilities:			
Accounts payable - trade	(108,752)	102,157	(6,595)
Accounts payable - other	(103,472)	57,310	(46,162)
Taxes payable	(35,942)	25,871	(10,072)
Loans	(149,968)	77,770	(72,198)
Obligations under finance leases	-	27	27
Other current liabilities	(60,283)	13,629	(46,654)
Total current liabilities	(458,418)	276,765	(181,653)
Total liabilities	(2,782,217)	715,651	(2,066,566)
Non-controlling interests (Note 33)	(51,789)	62,820	11,031
Net Value	**1,199,000**	**(842,939)**	**356,061**
Gains/(Losses) on Investments	-	25,839	25,839
Acquisition/ Disposal	**1,199,000**	**(817,100)**	**381,900**

The net effect of the exchange was 381,900 thousand euros reflected in the caption "Other payables" (Notes 41 and 47). In the terms of the exchange contract, this amount should be subject to an adjustment referent to 21,1% of the Net Financial Debt, to be agreed between the parties, not being expected any significant impact that it is not reflected in the Consolidated Financial Statements as of 31, December, 2012.

As mentioned in the Introductory Note net assets sold in the exchange correspond to discontinued operations in the terms indicated in Note 2.14.

The net result of discontinued operations includes: (i) transactions carried out in 2012 and 2011 related to the assets sold in the exchange; (ii) the loss obtained on the assets exchange and (iii) and exchange loss, made up as follows:

	2012	2011
Operating income	573,843	717,670
Operating expenses	(886794)	(666,048)
Net operating income	(312,951)	51,622
Net financial expenses	(24,952)	(34,072)
Income tax	22,265	(9,232)
Capital losses	(25,839)	-
Currency translation adjustments on exchanged assets (Note 30)	(141,188)	-
Net profit / (loss) of discontinued operations	**(482,665)**	**8,318**

In 2012 and 2011 "Net operating costs" include amortization and depreciation, impairment losses on goodwill and on tangible and intangible assets and Provisions, totalling 338,666 thousand euros and 99,583 thousand euros, respectively. Recognition in 2012 of impairment losses of assets of the Spanish business sector totalling 282,937 thousand euros (Notes 16, 17 and 18) contributed to this increase and in 2011 this business area incurred losses of approximately 10,000 thousand euros.

The exchange losses on assets exchanged correspond to the effect of assets sold in the exchange with a functional currency different from the euro, determined on the translation to euro of the corresponding financial statements, previously recognized in currency exchange reserves. With the exclusion of these operations from the consolidation perimeter, these amounts were recognized in profit and loss (Note 30).

The contribution of discontinued operations to the Group's Statement of Cash Flows was as follows:

	2012	2011
Cash flows from operating activities	149,643	181,843
Cash flows from investing activities	(100794)	(48733)
Cash flows from financing activities	8774	1,409
Variation in cash and cash equivalents	57,623	134,520
Elimination and effect of exchange rate dieferences	(57,623)	(123,049)
Elimination and effect of exchange rate dieferences	-	11,471

As the exchange took place at the end of 2012, the assets acquired in the exchange had no impact on the corresponding consolidated statement of comprehensive income.

Changes in the consolidation perimeter in the year ended 31 December 2011 corresponds to: i) the conclusion of the acquisition of 100% of the share capital in CINAC – Cimentos de Nacala, S.A. ("CINAC"), a total investment around 29 million USD, including 18 million USD of loans, which resulted in a goodwill of 21,184 thousand euros (Note 16) and: ii) the acquisition of 35% of the share capital in AVE – Gestão Ambiental e Valorização Energética, S.A., through a subsidiary of the Spain business area, in the amount of 4,916 thousand euros.

The impact on the balance sheet of the changes in the consolidation perimeter on their effective date was as follows:

Captions	Segment		Total of acquisitions
	Mozambique	Spain	
Non current assets:			
Tangible assets (Note 18)	12,943	-	12,943
Investments in associates (Note 19)	-	234	234
Deferred tax assets (Note 25)	4,048	-	4,048
Total non-current assets	16,991	234	17,224
Current assets:			
Inventories	224	-	224
Accounts receivable - trade	84	-	84
Taxes recoverable	3	-	3
Total current assets	311	-	311
Total assets	17,301	234	17,535
Non current liabilities:			
Deferred tax liabilities (Note 25)	(249)	-	(249)
Provisions (Note 36)	(35)	-	(35)
Loans	(13,966)	-	(13,966)
Total non-current liabilities	(14,250)	-	(14,250)
Current liabilities:			
Accounts payable - trade	(8)	-	(8)
Accounts payable - other	(69)	-	(69)
Taxes payable	(82)	-	(82)
Other current liabilities	(599)	-	(599)
Total current liabilities	(759)	-	(759)
Total liabilities	(15,009)	-	(15,009)
Net amount	**2,293**	**234**	**2,526**
Goodwill (Note 16 and 19)	21,184	4,682	25,865
Net amount paid / (received)	23,476	4,916	28,392
Cash and cash equivalents	(1,464)	-	(1,464)
Net assets acquired / (sold)	**22,012**	**4,916**	**26,927**

The inclusion of the Mozambican company in the consolidation perimeter had the following impact on net profit for the year ended 31 December 2011:

Captions	Value
Operating income	5,215
Operating expenses	(3751)
Net operating income	1,464
Net financial expenses	728
Profit before income tax	2,193
Income tax	(703)
Net profit for the year	1,489
Attributable to:	
Equity holders of the parent	997
Minority interest	492

6. EXCHANGE RATES

The exchange rates used to translate, to euros, the foreign currency assets and liabilities at 31 December 2012 and 2011, as well the results for the years then ended were as follows:

Currency		Closing exchange rate (EUR / Currency)			Average exchange rate (EUR / Currency)		
		2012	2011	Var.% (a)	2012	2011	Var.% (a)
USD	US Dollar	13194	1.2939	(19)	1.2861	13928	83
MAD	Moroccan Dirham	11.1526	11.0952	(05)	11.2024	113441	13
BRL	Brazilian Real	27036	2.4159	(10.6)	25138	23298	(73)
TND	Tunisian Dinar	2.0492	19398	(53)	2.0139	19663	(2.4)
MZN	Mozambique Metical	39.2400	34960	(109)	363267	40.4526	11.4
CVE	Cape Verde Escudo	110.265	110.265	-	110.2650	110.2650	-
EGP	Egyptian Pound	83971	7.8032	(7.1)	7.8502	83183	6.0
ZAR	South African Rand	11.1727	10.4830	(6.2)	105694	10.1008	(4.4)
TRY	Turkish lira	23551	2.4432	37	23169	23378	09
HKD	Hong Kong Dollar	10.226	10.0510	(17)	99819	10.8510	87
CNY	Chinese Yuan Renminbi	8.2207	8.1588	(0.8)	8.1277	9.0169	109
MOP	Macao Pataca	105328	103525	(17)	10.4718	113673	8.6
PEN	Peruvian Nuevo Sol	33678	3.4890	3.6	3.4434	3.8814	127
INR	Indian Rupee	7256	687130	(53)	69.0941	65.6998	(49)
ARS	Argentinian Peso	6.4879	-	N/A	-	-	-
PYG	Paraguayan Guaraní	5.567.87	-	N/A	-	-	-

(a) The variation is calculated using the exchange rate converting local currency to euros

7. OPERATING SEGMENTS

The main profit and loss information for years ended 31 December 2012 and 2011, of the several continued operatinal segments, being each of them one geographical area where **Group** operates, was as follows:

	December 2012				December 2011			
	Sales and services rendered			Operating results	Sales and services rendered			Operating results
	External sales	Inter segment sales	Total		External sales	Inter segment sales	Total	
Operating segments:								
Portugal	246,048	64,536	310,583	517	323,580	54,619	378,199	46,195
Egypt	178,072	-	178,072	41,343	165,646	-	165,646	37,632
Brazil	690,760	-	690,760	195,614	688,902	-	688,902	165,978
Mozambique	134,623	-	134,623	27,107	114,645	-	114,645	16,507
South Africa	130,346	3,314	133,660	36,203	144,393	4,336	148,729	46,432
Cape Verde	27,330	-	27,330	2,308	32,121	-	32,121	3,081
Total	1,407,179	67,849	1,475,028	303,090	1,469,287	58,955	1,528,242	315,824
Unallocated	45,363	222,172	267,535	2,665	33,108	228,277	261,384	5,348
Eliminations	-	(232,607)	(232,607)	-	-	(232,027)	(232,027)	-
Sub-total	1,452,542	57,414	1,509,956	305,755	1,502,394	55,205	1,557,599	321,173
Net financial expenses				**(113,789)**				**(47,092)**
Share of results of associates				(109)				330
Other investment income				(24,309)				(85)
Profit before income tax				167,549				274,326
Income tax				(116,073)				(76,514)
Net profit for the period from continuing operations				51,475				197,812
Net profit for the period from discontinuing operations (Note 5)				(482,665)				8,318
Net profit for the period				**(431,190)**				**206,130**

All intersegment transactions were made at market values

The above net income of the **Group** includes the full amount of the segments, without considering the following amounts attributable to non-controlling interests:

	2012	2011
Continuing operating segments:		
Portugal	(85)	(3)
Mozambique	1768	2,017
Egypt	215	203
Cape Verde	28	159
Unallocated	**93**	**647**
	2,019	**3,024**

Other information of the **Group**:

	December 2012			December 2011		
	Fixed capital expenditure	Depreciation, amortisation and impairment losses[a]	Provisions	Fixed capital expenditure	Depreciation, amortisation and impairment losses [a]	Provisions
Continuing operating segments:						
Portugal	18,640	73,872	305	16,990	54,163	(969)
Egypt	24,272	11757	423	19,312	7,131	5,198
Brazil	90,139	39,624	(9,676)	98,950	34,447	9,672
Mozambique	20721	8,188	-	35,004	7,230	(119)
South Africa	5,335	12,527	9	6,373	13,241	-
Cape Verde	80	950	-	342	970	7
Unallocated	**19,942**	**5,419**	**459**	**21,323**	**10,178**	**2,425**
	179,129	**152,337**	**(8,479)**	**198,294**	**127,359**	**16,214**

(a) The impairment losses, when applicable, respects to impairment losses on goodwill, tangible and intangible assets. In the year ended 31 December 2012 impairment losses were recorded in the Portugal business area, in the Concrete and Aggregates activity, 17,400 thousand euros in goodwill, 4,640 thousand of euros in tangible assets, 2700 thousand euros in intangible assets and 1798 thousand euros in tangible assets in Egypt.

In addition, assets and liabilities, by reportable segment, reconciled to the total consolidated amounts as at 31 December 2012 and 2011, are as follows:

	December 2012			December 2011		
	Assets	Liabilities	Net assets	Assets	Liabilities	Net assets
Continuing operating segments:						
Portugal	576,275	510,198	66,078	662,340	503,018	159,322
Egypt	335,683	69,382	266,301	335,018	82795	252,222
Brazil	1,546,268	628,444	917,824	1,248,388	250,370	998,018
Mozambique	191,051	114,488	76,563	182,567	106701	75,866
South Africa	308,991	40748	268,243	304,924	47,904	257,020
Cape Verde	22,209	9,595	12,614	22748	9,166	13,582
	2,980,478	1,372,856	1,607,622	2755,985	999,955	1756,030
Unallocated (a)	**610,279**	**1,944,144**	**(1,333,865)**	**1,462,734**	**2,083,431**	**(620,697)**
Aassets acquired in the exchange (Note 5)	4,033,007	2782,217	1,250789	-	-	-
Eliminations	(542,634)	(542,634)	-	(333,964)	(333,964)	-
Investments in associates	8,374	-	8,374	18,289	-	18,289
Total continuing segments	7,089,505	5,556,585	1,532,921	3,903,044	2749,423	1,153,621
Discontinuing operating segments (c)	-	-	-	1,938,917	1,008,197	930720
Inter-segment eliminations	-	-	-	(604,923)	(604,923)	-
Total	**7,089,505**	**5,556,585**	**1,532,921**	**5,237,038**	**3,152,697**	**2,084,341**

(a) The assets and liabilities not attributed to reportable segments include: assets and liabilities of companies not attributable to specific segments.

Following is a break-down of the information for the years ended 31 December 2012 and 2011, by business segment of the **Group**

	2012			2011		
	Sales and services rendered	Assets	Fixed capital expenditure	Sales and services rendered	Assets	Fixed capital expenditure
Cement	890,079	2,572,152	153,338	903,879	2,092,661	136,955
Ready-mix and precast concrete	413,620	140,563	4,440	466,195	404,654	38,574
Others	206,257	343783	21,351	187,525	1,405729	22765
	1,509,956	3,056,498	179,129	1,557,599	3,903,044	198,294
Assets acquired in the exchange	-	4,033,007	-	-	-	-
Assets disposed in the exchange	-	-	-	-	1,938,917	-
Eliminations	-	-	-	-	(604,923)	-
	1,509,956	**7,089,505**	**179,129**	**1,557,599**	**5,237,038**	**198,294**

8. OTHER OPERATING INCOME

Other operating income for the years ended 31 December 2012 and 2011 were as follows:

	Group		Company	
	2012	2011	2012	2011
Supplementary income	13,986	18,961	730	3,337
Gains on the sale of CO_2 (Note 44)	30,637	18,637	-	-
Gains on the sale of tangible and intangible assets	7,842	6,261	388	356
Reversal of receivables impairment (Note 27)	4,004	2,195	2	27
Investment subsidies	152	94	1	-
Own work for the company	3,020	2,511	-	-
Reversal of inventories impairment (Note 26)	2,422	412	-	-
Reversal of receivables impairment (Note 22)	51	65	-	-
Others	10,162	13,615	3	594
	72,276	**62,753**	**1,124**	**4,314**

The differences between the above income and the movement in the respective Notes 22, 26 and 27, correspond to components of income relating to net assets sold in the exchange, which are included in results of discontinued operations.

9. COST OF GOODS SOLD AND MATERIAL USED IN PRODUCTION

The cost of goods sold and material used in production for the years ended 31 December 2012 and 2011 was as follows:

	2012	2011
Goods sold	78,070	125,815
Material used in production	323,263	298726
Adjustments for losses on inventories	20	328
	401,353	**424,869**

10. PAYROLL COSTS

Payroll expenses of discontinued operations for the years ended 31 December 2012 and 2011 were made up as follows:

	Group		Company	
	2012	2011	2012	2011
Remuneration	101,728	100,839	5,445	7,226
Bonus	12,165	15,817	1,890	3,115
Charges on remuneration	23,102	24,785	913	1,054
Social action and other (a)	22,137	27,445	278	286
Indemnities and compensations (b)	21,664	1,885	6,405	2,583
Employee benefits - retirement (c)	3,530	1,145	968	579
Employee benefits - healthcare (c)	831	827	-	-
Stock options and purchase plans (Note 35)	86	980	9	980
Insurance	455	463	182	158
	185,698	**174,185**	**16,091**	**15,981**

(a) The caption "Social action and other" includes occupational health, healthcare assistance, professional training and meal allowance costs.
(b) The indemnities and compensation costs incurred in 2012 include essentially the cost of prior administrators and employees in the Portugal business area leaving, including situations of pre-retirement (Note 36).
(c) Differences between the above costs and the movements in Note 34 correspond to components of cost relating to net assets sold in the exchange, which are included in results of discontinued operations.

The average number of employees of discontinued operations of the Group in the years ended 31 December 2012 and 2011, by business and operating segment, was as follows:

	2012				2011			
	Cement	Ready-mix and precast concrete	Others	Total	Cement	Ready-mix and precast concrete	Others	Total
Segments:								
Portugal	545	408	94	1,046	579	474	110	1,163
Egypt	378	14	28	419	464	12	28	504
Brazil	693	584	10	1,287	806	666	9	1,481
Mozambique	461	53	1	515	482	47	1	531
South Africa	300	94	-	394	313	112	-	425
Cape Verde	55	48	-	103	65	55	-	120
	2,431	**1,200**	**132**	**3,763**	**2,710**	**1,364**	**149**	**4,223**
Common functions	-	-	-	712	-	-	-	477
	2,431	**1,200**	**132**	**4,475**	**2,710**	**1,364**	**149**	**4,700**

The average number of employees of the **Company** in the years ended 31 December 2012 and 2011, included in Common functions, was 52 and 64, respectively.

11. OTHER OPERATING EXPENSES

Other operating expenses for the years of discontinued operations ended 31 December 2012 and 2011 were as follows:

	Group		Company	
	2012	2011	2012	2011
Taxes	3,269	7,027	110	110
Receivables impairment (Note 27)	5,321	4,565	-	1
Subscriptions	2,255	2,280	102	105
Inventory impairment (Note 26)	1,204	563	-	-
Loss on disposal of assets	1,207	924	46	-
Donations	1719	2,068	-	-
Fines and penalties	160	163	20	-
Doubtful debts	631	147	-	-
Others receivables impairment (Note 22)	870	246	-	-
Others	596	874	756	30
	17,232	**18,857**	**1,034**	**246**

The differences between the costs identified above and the transactions in the corresponding Notes 22, 26 and 27, are related to costs associated with liquid assets disposed in the exchange that are integrated in the result of discontinued operations.

12. NET FINANCIAL EXPENSES

Net financial expenses of discontinued operations for the years ended 31 December 2012 and 2011 were made up as follows:

	Group		Company	
	2012	2011	2012	2011
Financial expenses:				
Interest expense	104,056	83742	5756	2700
Foreign exchange loss	54,553	26,992	16	14
Changes in fair-value:				
Hedged assets / liabilities	928	1,024	-	-
Hedging derivative financial instruments	-	3770	-	-
Trading derivative financial instruments (a)	2,147	7,176	-	-
Financial assets/liabilities at fair value (a)	9,156	13,606	-	-
	12,231	25,575	-	-
Other financial costs (b)	77,051	11,916	182	65
	247,891	**148,225**	**5,954**	**2,779**
Financial income:				
Interest income	40,813	47,979	12,106	7,998
Foreign exchange gain	60,846	32,193	3	19
Changes in fair-value:				
Hedged assets / liabilities	-	3770	-	-
Hedging derivative financial instruments	928	1,024	-	-
Trading derivative financial instruments (a)	13734	13786	-	-
Financial assets/liabilities at fair value (a)	9,156	915	-	-
	23,818	19,495	-	-
Other financial incomes (b)	4,624	1,465	-	-
	134,102	101,133	12,109	8,016
Net financial expenses	**(113,789)**	**(47,092)**	**6,155**	**5,238**
Share of profits of associates:				
Equity method effect:				
Loss in associated companies (Notes 19 and 36)	(796)	-	-	-
Gain in associated companies (Note 19)	687	330	-	-
	(109)	**330**	**-**	**-**
Others	-	-	-	-
Investment income:				
Gains on holdings (c)	59	103	51,517	120,594
Gains/(Losses) on investments (d)	(24,367)	(188)	-	-
	(24,309)	**(85)**	**51,517**	**120,594**

(a) These captions are mainly related to: (i) "US Private Placements" fair value changes (Note 37), which were designated as financial liabilities at fair value through profit and loss and (ii) fair value changes of trading financial derivative instruments, including two of them that, although contracted to cover exchange rate and interest rate risks associated to "US Private Placements" (Note 39), are not qualified for hedge accounting by the Group until their liquidation. In the years ended 31 December 2012 and 2011, arising from changes in fair values, was recognised, respectively, a financial income of 11588 thousand euros and financial expense of 6.080 thousand euros.

(b) These items in Group essentially include the costs and income relative to the financial actualization of assets and liabilities, including the financial actualization of provisions (Note 36), the cash discounts granted and obtained and costs with commissions, guarantees and other bank charges in general. In 2012 this caption also included costs relating to early repayment of loans, which includes essentially the effect of repayment of US Private Placements (Note 37) in the amount of approximately 48,000 thousand euros as well as impairment losses on credits of associated companies of approximately 10,000 thousand euros (Note 22).

(c) In the years ended 31 December 2012 and 2011, the gains on holdings of the Company, refers to the dividends received from subsidiaries (Note 46).

(d) In 2012 this caption includes essentially the impairment loss on the participation in C+PA - Cimento e Produtos Associados, S.A. totalling 23,650 thousand euros, which was sold in the beginning of 2013 (Notes 21 and 50).

13. Income tax

Group corporate income tax

The Group companies are taxed, whenever possible, under group's special income tax schemes allowed by tax legislation from each jurisdiction in which the Group operates.

Tax on income relating to the other geographic segments is calculated at respective rates in force, as follows:

	2012	2011
Continuing operations:		
Portugal (a)	26.5%	26.5%
Brazil	34.0%	34.0%
Mozambique	32.0%	32.0%
South Africa	28.0%	28.0%
Egypt	25.0%	25.0%
Other	25.5% - 30.0%	25.5% - 30.0%
Discontinued operations:		
Spain	30.0%	30.0%
Morroco	30.0%	30.0%
Tunisia	30.0%	30.0%
China	25.0%	25.0%
India	32.4%	32.4%
Turkey	20.0%	20.0%
Other	30.0%	30.0%

(a) Until 31 December 2012, in Portugal business area, taxable profit that exceed a 1,500,000 euros are subject to a state surcharge, under article 87 - A of Corporate Income Tax Code rules:

- 3% for profits between 1,500 and 10,000 thousand euros;
- 5% for the share of profits above 10,000 thousand euros.

For the 2013 financial year, this surcharge will vary according to the calculated taxable profit:

- 3% for profits between 1,500 and 7,500 thousand euros;
- 5% for the share of profits above 7,500 thousand euros.

Pursuant to legislation in force in the different jurisdictions in which the **Group** operates, the corresponding tax returns are subject to review by tax authorities for a period

The Group income tax expense of continued operations for the years ended 31 December 2012 and 2011 was as follows:

	2012	2011
Current tax	65,881	64,084
Deferred tax (Note 25)	48,583	8740
Increases in tax provisions (Note 36)	1,609	3,690
Charge for the year	116,073	76,514

Temporary differences between the book value of assets and liabilities and their corresponding value for tax purposes are recognised in accordance with IAS 12 - Income taxes (Note 25).

The reconciliation between the tax rate applicable in Portugal and the effective tax rate in the **Group** is as follows:

	2012	2011
Tax rate applicable in Portugal	2650%	2650%
Operational and financial results non taxable	(4.66%)	(172%)
Impairment losses	692%	-
Adjustments on deferred taxes	34.16%	(1.65%)
Tax rate differences	797%	4.25%
Taxable dividends and other	(1.61%)	(056%)
Effective tax rate of the Group	69.28%	27.89%

The effective tax rate is significantly influenced by the results obtained in Brazil, the increasing weight of which on the Group's total, causing the continuing tendency to increase.

In addition, the exclusion from the consolidation perimeter of the Spanish business area resulting from the exchange, as well as the impairment in Portugal resulted in a significant effect on both the base and tax, due to results that are not taxable and by adjustment to deferred tax on losses, which essentially explains the disparity between the effective tax rate for 2012 in relation to 2011.

In addition to the income tax charge for the year, in the years ended 31 December 2012 and 2011, deferred taxes of 1,377 thousand euros and 3,000 thousand euros, respectively (Note 25).

Company corporate income tax

The Company and the majority of its subsidiaries in Portugal are subject to Corporate Income Tax ("CIT"), currently at the rate of 25%, plus a Municipal surcharge up to a maximum of 15% of taxable income, totalling 265%.

The Company is taxed under the special income tax scheme for corporate groups, comprising the companies in which it directly or indirectly holds at least 90% of the capital and which comply with the requirements of law. This tax scheme consists of applying the CIT rate to the consolidated taxable results of the companies included in the tax scheme plus the municipal surcharge, and excluding profits distributed between those companies.

In accordance with current legislation, the Company's tax returns are subject to tax audits for a period of four years, except if there are tax losses computed, tax benefits granted or tax audits, claims or appeals in progress, in which cases the periods can be extended or suspended.

At the date of this report, the Company's tax returns were reviewed by the tax authorities up to the tax year of 2010.

The Board of Directors, based on the positions of its tax consultants and taking into account the recognised responsibilities, believes that any review of these tax returns will not result in adjustments with any significant effect on the financial statements.

The **Company** Income tax expense for the years ended 31 December 2012 and 2011 was as follows:

	2012	2011
Current tax	(6,248)	(1720)
Deferred tax (Note 25)	206	(912)
Increases in tax provisions (Note 36)	1,450	2,900
Charge for the year	(4,592)	268

Considering the sustainable development of new materials, based on cement, to be produced by the Group, the Company signed a research agreement with the Massachusetts Institute of Technology which expense, in the year ended 31 December 2012, amounted to 100 thousand euros, being in course the preparation of an application under the "*Sistema de Incentivos Fiscais à Investigação e Desenvolvimento II*" (System of Tax Incentives for Research and Development -"SIFIDE II"), which will originate an estimated tax credit (already recorded in the accounts) of around 30 thousand euros.

The reconciliation between the tax rate applicable in Portugal and the effective tax rate in the **Company** is as follows:

	2012	2011
Tax rate applicable in Portugal	2650%	2650%
Operational and financial results non taxable	(32.01%)	(28.09%)
Increases in tax provision	373%	2.62%
Other	(10.02%)	(079%)
Effective tax rate	(11.80%)	0.24%

The non taxable operating and financial results are related essentially to dividends received from its subsidiaries (Note 12). In addition, in the item "Other" it is included the impact of a tax consolidation adjustment related with the elimination of intra-group results between group companies.

14. DIVIDENDS

In the year ended 31 December 2012 a dividend of 0.166 cents per share (0.205 euros per share in 2011), totaling 110,511 thousand euros (136,361 thousand euros in 2011), was paid as decided by the Shareholders' Annual General Meeting held on 6 July 2012.

In relation to the financial year ended on 31 December 2012, the Board of Directors proposes a dividend of 0,0162 cents per share, subject to approval by the General Meeting of the shareholders to be held on 23 May 2013.

15. EARNINGS PER SHARE

Basic and diluted earnings per share for the years ended 31 December 2012 and 2011 were computed as follows:

	Group		Company	
	2012	2011	2012	2011
Basic earnings per share from continuing and discontinuing operations:				
Net profit considered in the computation of basic earnings per share	(423734)	198.132	43.499	110.233
Weighted average number of ordinary shares used to calculate the basic earnings per share (thousands) (a)	666.043	665.637	666.043	665.637
	(0.64)	**0.30**	**0.07**	**0.17**
Basic earnings per share from continuing operations:				
Net profit considered in the computation of basic earnings per share	49.456	194788	43.499	110.233
Weighted average number of ordinary shares used to calculate the basic earnings per share (thousands) (a)	666.043	665.637	666.043	665.637
	0.07	**0.29**	**0.07**	**0.17**
Diluted earnings per share from continuing and discontinuing operations:				
Net profit considered in the computation of basic earnings per share	(423734)	198.132	43.499	110.233
Weighted average number of ordinary shares used to calculate the basic earnings per share (thousands) (a)	666,043	665,637	666,043	665,637
Effect of the options granted under the Share Options Plans (thousands) (Note 35)	907	1,815	907	1,815
Weighted average number of ordinary shares used to calculate the diluted earnings per share (thousands)	666.950	667.452	666.950	667.452
	(0.64)	**0.30**	**0.07**	**0.17**
Diluted earnings per share from continuing operations:				
Net profit considered in the computation of basic earnings per share	49.456	194788	43.499	110.233
Weighted average number of ordinary shares used to calculate the basic earnings per share (thousands) (a)	666.043	665.637	666.043	665.637
Effect of the options granted under the Share Options Plans (thousands) (Note 35)	907	1.815	907	1.815
Weighted average number of ordinary shares used to calculate the diluted earnings per share (thousands)	666.950	667.452	666.950	667.452
	0.07	**0.29**	**0.07**	**0.17**

(a) The average number of shares is weighted by the average number of treasury shares in each of the corresponding financial years.

16. GOODWILL

The changes in goodwill and related accumulated impairment losses in the years ended 31 December 2012 and 2011 were as follows:

	Portugal	Spain	Morocco	Tunisia	Egypt	Turkey	Brazil	Mozambique	South Africa	China	India	Others	Assets acquierd in the exchange	Total
Gross assets:														
Balances at 1 January 2011	27,004	126,392	27,254	71,546	74,336	293799	640,280	2779	116,877	20,836	56,039	12720	-	1,469,861
Changes in the consolidation	-	-	-	-	-	-	-	21,184	-	-	-	-	-	21,184
Currency translation adjustments	-	-	-	-	(486)	(44,950)	(37,865)	3,451	(18,067)	1,136	(7,303)	244	-	(103,840)
Balances at 31 December 2011	27,004	126,392	27,254	71,546	73,850	248,849	602,415	27,414	98,810	21,972	48736	12,964	-	1,387,204
Changes in the consolidation	-	(126,392)	(27,254)	(71,546)	-	(258,158)	-	-	-	(21,692)	(46,152)	(3,632)	2,257,127	1702,302
Currency translation adjustments	-	-	-	-	(5,223)	9,309	(45,085)	(2733)	(6,100)	(280)	(2,584)	126	-	(52,570)
Balances at 31 December 2012	27,004	-	-	-	68,627	-	557,330	24,681	92710	-	-	9,458	2,257,127	3,036,936
Accumulated impairment losses:														
Balances at 1 January 2011	601	-	24,031	-	-	-	-	-	-	-	-	-	-	24,632
Increases	-	3,679	-	-	-	-	-	-	-	-	-	-	-	3,679
Balances at 31 December 2011	601	3,679	24,031	-	-	-	-	-	-	-	-	-	-	28,311
Increases	17,400	122713	-	-	-	-	-	-	-	-	-	-	-	140,113
Changes in the consolidation perimeter	-	(126,392)	(24,031)	-	-	-	-	-	-	-	-	-	-	(150,423)
Balances at 31 December 2012	18,001	-	-	-	-	-	-	-	-	-	-	-	-	18,001
Net Value at 31 December 2011	**26,403**	**122,713**	**3,223**	**71,546**	**73,850**	**248,849**	**602,415**	**27,414**	**98,810**	**21,972**	**48,736**	**12,964**	**-**	**1,358,893**
Net Value at 31 December 2012	**9,003**	**-**	**-**	**-**	**68,627**	**-**	**557,330**	**24,681**	**92,710**	**-**	**-**	**9,458**	**2,257,127**	**3,018,936**

Goodwill is subject to impairment tests annually and whenever there are indications of possible impairment. The impairment tests are made based on the recoverable amounts of each of the corresponding business segments (Note 23.).

For impairment test purposes, considering the financial statement structure adopted for management purposes, goodwill is attributed generally to each operating segment (Note 7), due to the existence of synergies between the units of each segment in a perspective of vertical integration of business (Introductory note).

In the first half of 2012 impairment of goodwill relating to the Spanish business area totalling 122713 thousand euros (discontinued operations) and 17,400 thousand euros relating to Portugal was recorded.

In the year ended December 31, 2011 there were records of an impairment loss in Goodwill relating the activity in Spain business area, in the amount of 3,679 thousand of euros.

The recoverable value of each group of cash-generating units is compared, in the tests performed, with the respective book value. An impairment loss is only recognised when the book value exceeds the higher of the value in use and transaction value. For the value in use, the future cash flows, after taxes, are discounted based on the weighted average cost of capital ("WACC"), after taxes, adjusted for the specific risks of each market.

The cash flow projections are based on the medium and long term business plans approved by the Board of Directors, plus perpetuity

The determination of the value in use was based on discounted cash flows calculated in local currency, using the corresponding WACC and perpetuities rates, as follows:

Segments	Currency	2012			2011		
		Goodwill	"WACC" rate	Long term growth rate	Goodwill	"WACC" rate	Long term growth rate
Continuing operations							
Portugal	EUR	9.003	10,5%	1,0%	26.403	10,0% - 7,2%	1,5%
Egypt	EGP	68.627	19,4%	2,5%	73.850	19,3% - 15,1%	3,0%
Brazil	BRL	557330	10,8%	2,0%	602.415	11,9%	2,0%
Mozambique	MZM	24.681	19,6%	0,5%	27.414	16,0%	3,0%
South Africa	ZAR	92710	10,8%	1,0%	98.810	10,6%	1,0%
Cape Verde	CVE	9.458	12,8%	2,0%	9.458	12,9%	2,0%
		761.808			**838.349**		
Assets acquired	**-**	**2.257.127**	**n.a**	**n.a**	**-**	**-**	**-**
Discontinued Operations	.						
Spain	EUR	-	-	-	122713	7,4% - 7,1%	1,4% - 2,0%
Morocco	MAD	-	-	-	3.223	10,1%	1,0%
Tunisia	TND	-	-	-	71546	13,3%	1,0%
Turkey	TRY	-	-	-	248.849	13,3%	4,0%
China	CNY	-	-	-	21972	8,3%	1,0%
India	INR	-	-	-	48736	10,7%	6,0%
Peru	PEN	-	-		3506	n.a	n.a
		-			**520.544**		
		3.018.936			**1.358.893**		

The Group examined the impact of a 50 basis points change in the discount rates or long-term growth rates and, no situations were identified in which the recoverable amount of the assets would became lower than the corresponding book value.

Goodwill reflected as relating to the assets acquired in the exchange corresponds to the difference between the book value of the assets and liabilities acquired and their corresponding acquisition cost, adjusted by the fair value of the non-controlling interests. The financial statements as of 31 December 2012 do not yet reflect the difference between the purchase price and the fair value of assets and liabilities acquired, nor the corresponding allocation of that difference to the businesses acquired, which will happen in 2013. From the referred value, 443,170 thousand of euros are already included in the Financial Statements of the entities acquired in the exchange.

Because of the proximity of the date in which the exchange occurred to the year end and as the amount attributed to the corresponding assets is supported by the average of the calculations made by two international investment banks, overall provisional impairment tests of that goodwill was not made.

17. INTANGIBLE ASSETS

The changes in intangible assets and corresponding accumulated amortization and impairment losses in **Group** in the years ended 31 December 2012 and 2011 were as follows:

	Industrial property and other rights	Intangible assets in progress	Total
Gross assets:			
Balances at 1 January 2011	105,585	880	106,465
Currency translation adjustments	(1,346)	29	(1,318)
Additions	11,304	331	11,634
Write-offs	(9,004)	(15)	(9,019)
Transfers (a)	(14,935)	(498)	(15,433)
Balances at 31 December 2011	91,604	727	92,331
Currency translation adjustments	(903)	(172)	(1,075)
Additions	2747	1,972	4719
Sales	(900)	-	(900)
Write-offs	(2,342)	-	(2,342)
Transfers	1,854	(177)	1,677
Changes in perimeter (Note 5)	(31,378)	(4)	(31,383)
Balance at 31 december 2012	60,682	2,346	63,028
Accumulated amortisation and impairment losses:			
Balances at 1 January 2011	36,532	-	36,532
Currency translation adjustments	(1,602)	-	(1,602)
Increases	13,457	-	13,457
Write-offs	(7,916)	-	(7,916)
Transfers	(3,230)	-	(3,230)
Balances at 31 December 2011	37,240	-	37,240
Currency translation adjustments	(603)	-	(603)
Increases (b)	19715	-	19715
Decreases	(900)	-	(900)
Write-offs	(2,135)	-	(2,135)
Transfers	235	-	235
Changes in perimeter (Note 5)	(27,639)	-	(27,639)
Balance at 31 December 2012	25,913	-	25,913
Net value at 31 December 2011	**54,364**	**727**	**55,091**
Net value at 31 December 2012	**34,769**	**2,346**	**37,115**

The "Industrial property and other rights" caption mainly includes contractual rights, land surface rights and licences, including the use of software.

(a) In the year ended 31 December 2011 the transfers are essentially the result of allocating to Land and Natural Resources the value of the mineral reserves exploit contracts due to the acquisition of the corresponding land under the agreement signed with Arenor

(b) In 2012 impairment losses of intangible assets of the Spanish business area (presented in results of discontinuing operations) and Portugal in the amounts of 10,104 thousand euros and 2700 thousand euros, respectively, were recorded, corresponding essentially to rights to exploit quarries of the aggregates business.

For the **Company**, in the years ended 31 December 2012 and 2011, the changes in intangible assets and corresponding accumulated amortisation and impairment losses were as follows:

	Industrial property and other rights
Groos assets:	
Balances at 1 January 2011	9,656
Additions	20
Write-offs	(8733)
Balances at 31 December 2011	943
Disposals	(900)
Balances at 31 December 2012	**44**
Accumulated amortization and impairement losses:	
Balances at 1 January 2011	5,545
Increases	3,286
Write-offs	(7,905)
Balances at 31 December 2011	926
Increases	7
Write-offs	(900)
Balances at 31 December 2012	33
Net Value at 31 December 2011	**17**
Net Value at 31 December 2012	**11**

18. TANGIBLE ASSETS

The **Group** changes in tangible assets and corresponding accumulated depreciation and impairment losses in the years ended 31 December 2012 and 2011 were as follows:

	Land	Buildings and other constructions	Basic equipment	Transportation equipment	Administrative equipment	Tools and dies	Other tangible assets	Tangible assets in progress	Advance to suppliers of tangible assets	Total
Gross assets:										
Balances at 1 January 2011	445734	1,004,490	3,629738	126,519	57,565	14,071	13,099	120,174	12,438	5,423,828
Currency translation adjustments	(12,070)	(32,516)	(160,059)	(6719)	(2,077)	(13)	27	(5,997)	(88)	(219,512)
Additions	13700	9,914	50710	21,495	876	252	694	137,354	22,561	257,556
Sales	(414)	(573)	(4,276)	(16,154)	(286)	(91)	(11)	(170)	-	(21,975)
Write-offs	(42)	(2,377)	(3,384)	(1,232)	(810)	(45)	(49)	(572)	(37)	(8,549)
Transfers	66,240	26,456	71,909	4,667	1,157	293	184	(108,803)	(4,081)	58,022
Changes in perimeter	35	4,511	8,313	62	20	1	-	-	-	12,943
Balances at 31 December 2011	513,182	1,009,906	3,592,951	128,638	56,444	14,470	13,945	141,985	30793	5,502,313
Currency translation adjustments	(11,040)	(22,440)	(118746)	(5,207)	(1,821)	(346)	(95)	(10,134)	(3,970)	(173,800)
Additions	2,087	5,216	21,442	19,392	737	534	86	66,173	95,180	210,847
Sales	(101)	(245)	(9,258)	(7,570)	(40)	(34)	(107)	-	-	(17,356)
Write-offs	(293)	(620)	(9,868)	(1,975)	(831)	(94)	(311)	(892)	-	(14,884)
Transfers	14,130	24,337	91775	3,202	1,608	475	315	(56,958)	(72,066)	6,817
Changes in perimeter (Note 5)	(169,470)	(123,195)	(1,033,271)	21,307	(10715)	(3,524)	(7,029)	131791	2,215	(1,191,891)
Balances at 31 December 2012	348,495	892,958	2,535,025	157787	45,381	11,481	6,803	271,965	52,152	4,322,046
Accumulated depreciation and impairment losses:										
Balances at 1 January 2011	57,633	481,623	2,541,577	87,174	48,419	11,195	7,879	-	-	3,235,500
Currency translation adjustments	(670)	(14,438)	(115,361)	(4,274)	(1,665)	89	17	-	-	(136,302)
Increases	12,424	39782	142,456	9799	2,472	731	1,130	-	-	208793
Decreases	-	(393)	(3,514)	(10,824)	(262)	(91)	(8)	-	-	(15,092)
Write-offs	-	(2,227)	(2,980)	(679)	(795)	(44)	(14)	-	-	(6739)
Transfers	3,490	(2,557)	1,022	12	18	6	-	-	-	1,991
Balances at 31 December 2011	72,878	501791	2,563,200	81,207	48,186	11,885	9,004	-	-	3,288,151
Currency translation adjustments	(632)	(9,480)	(80,638)	(3,568)	(1,406)	(185)	(80)	-	-	(95,989)
Increases	107,100	57,868	147,961	9,432	2,277	629	874	-	-	326,140
Decreases	(16)	(131)	(8,303)	(6,503)	(37)	(34)	(15)	-	-	(15,039)
Write-offs	-	(594)	(9,486)	(1,801)	(808)	(94)	(71)	-	-	(12,855)
Transfers	(196)	12,042	(6,373)	(273)	-	-	-	-	-	5,199
Changes in perimeter (Note 5)	(129,804)	(190,549)	1,029,660	(24,307)	(13,225)	(3,908)	(7,175)	-	-	(1,398,664)
Balances at 31 December 2012	49,329	370,946	1,576700	54,151	34,987	8,294	2,536	-	-	2,096,944
Carrying amount:										
As at 31 December 2011	**440,304**	**508,115**	**1,029,751**	**47,431**	**8,257**	**2,585**	**4,941**	**141,985**	**30,793**	**2,214,162**
As at 31 December 2012	**299,166**	**522,012**	**958,325**	**103,636**	**10,395**	**3,186**	**4,267**	**271,965**	**52,152**	**2,225,103**

The value of the operating land was increased to reflect the estimated future cost of environmental recovery and rehabilitation of the land, which also increased liabilities (Note 36).

The additions during the financial years ended on 31 December 2012 and 2011 include 568 thousand euros and 1,656 thousand euros, respectively, of financial expenses related to loans contracted to finance the construction of qualifying assets.

In 2012 there were impairment losses of tangible fixed assets of the Spanish business area (presented in results of discontinuing operations), Portugal and Egypt in the amounts of 150,120 thousand, 4,640 thousand and 1798 thousand of euros respectively.

In the end of 31 December, 2011, the increase of depreciations and impairment losses were influenced by an impairment loss in the Spain business area related with the activity of Concrete and Aggregates in the amount of 6,321 thousand of euros.

Tangible fixed assets in progress and advances on account of tangible fixed assets at 31 December 2012 include amounts incurred on the construction and improvement of equipment relating the cement business in several production units, essentially in the Brazilian, Egyptian and Mozambican business areas.

The transfers to "Lands and natural resources" in the year ended 31 December 2011 include: i) the reclassification of strategic mineral reserves of the Egypt business area, previously recorded as inventories, totalling approximately 32 million euros, and ii) the value of the mineral reserves exploit contracts under the agreement with Arenor (Notes 17 and 47), about 26 million euros. In addition, in the year ended 31 December 2011, an office building was transferred from "Buildings and other constructions" to the "Non-current Assets held for sale", totalling 7 million euros (Note 21).

The changes in tangible assets, corresponding depreciation and impairment losses in the years ended 31 December 2012 and 2011 for the **Company** were as follows:

	Land	Buildings and other constructions	Basic equipment	Transportation equipment	Administrative equipment	Other tangible assets	Tangible assets in progress	Advance to suppliers of tangible assets	Total
Gross assets:									
Balances at 1 January 2011	2,409	8,957	3,078	876	4,969	-	5	-	20,295
Additions	-	347	-	296	114	4	17	80	858
Disposals	-	-	-	(82)	-	-	-	-	(82)
Write-offs	-	-	-	(1)	(71)	-	-	-	(72)
Transfers	-	5	-	-	-	-	(5)	-	-
Balances at 31 December 2011	2,409	9,309	3,078	1,088	5,012	4	17	80	20,998
Additions	-	237	-	168	56	-	57	-	517
Disposals	-	-	-	(675)	-	-	-	-	(675)
Transfers	-	20	-	-	-	-	(20)	(80)	(80)
Balances at 31 December 2012	2,409	9,566	3,078	581	5,068	4	54	-	20,761
Accumulated depreciation and impairment									
Balances at 1 January 2011	-	5,884	3,061	488	4,634	-	-	-	14,067
Increases	-	185	4	177	41	-	-	-	406
Decreases	-	-	-	(57)	-	-	-	-	(57)
Write-offs	-	-	-	(1)	(71)	-	-	-	(72)
Balances at 31 December 2011	-	6,068	3,065	607	4,604	-	-	-	14,344
Increases	-	229	4	144	45	-	-	-	422
Decreases	-	-	-	(448)	-	-	-	-	(448)
Balances at 31 December 2012	-	6,297	3,069	303	4,649	-	-	-	14,318
As at 31 December 2011	**2,409**	**3,241**	**13**	**482**	**408**	**4**	**17**	**80**	**6,654**
As at 31 December 2012	**2,409**	**3,268**	**9**	**278**	**419**	**4**	**54**	**-**	**6,442**

19. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

The breakdown of **Company** investments in subsidiaries and associates and its respective equity values at 31 December 2012 and 2011, and its net profit for the years ended in such dates were as follows:

Name		2012				2011			
	Country	Ownership percentage	Shareholders' equity	Net profit	Balance value	Ownership percentage	Shareholders' equity	Net profit	**Balance value**
Cimpor Inversiones, S.A.	Spain	90	851,165	(481,374)	641,444	90	1,332,887	242,907	641,444
Cimpor Portugal, SGPS, S.A.	Portugal	100	243,337	(5,280)	438,480	100	305723	51,805	438,480
Cimpor Reinsurance, S.A.	Luxembourg	95	15,906	2,654	10,855	95	16,548	2,925	10,855
Kandmad, SGPS, Lda.	Portugal	100	29757	1,462	28,995	100	21,300	150	22,000
Cimpor - Serviços de Apoio e Gestão de Empresas, S.A.	Portugal	100	633	(1,186)	1,900	100	1,819	350	1,900
Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A.	Portugal	100	1,607	501	1,573	100	996	556	1,573
Cimpor Financial Operations, B.V.	Holand	74595	2,971	45	1,024	74595	2,926	318	1,024
Cement Services Company, S.A.E.	Egypt	45	158	45	137	45	139	14	137
CCB - Cimpor Cimentos do Brasil, S.A.	Brazil	0.01	378,329	127,631	7	-	-	-	-
Cimpor Egypt For Cement Company, S.A.E.	Egypt	0.00187894	282,521	2,364	5	0.00187894	331,957	6,196	5
Cimpor Ybitas Cimento, A.S.	Turkey	-	-	-	-	0.0000000004	169,147	679	-
Cimpor Yibitas Beynelmilel Nakliyecilik, A.S.	Turkey	-	-	-	-	0.00000010	250	25	-
			1,806,384	**(353,138)**	**1,124,420**		**2,183,692**	**305,924**	**1,117,418**

The changes in **Company** investments in subsidiaries and associates in the years ended 31 December 2012 and 2011 were as follows

Balances at 1 January 2011	1,104768
Increases	13,000
Decreases	(350)
Balances at 31 December 2011	1,117,418
Increases	7,002
Balances at 31 December 2012	1,124,420

The increases in 2012 correspond essentially to the capital increase in the company Kandmad, SGPS, Lda..

In the year ended 31 December 2011, the increases relate to the provision of supplementary share capital to the Kandmad, SGPS, Lda. and the decreases mainly refer to the sale to a subsidiary of 47 shares of Cimpor Financial Operations B.V..

In the **Group**, the changes in investments in subsidiaries and associates in the years ended 31 December 2012 and 2011 were as follows:

	Investment	Goodwill	Total
Gross assets:			
Balances at 1 January 2011	15,666	7,416	23,083
Exchange translation adjustments	3	-	3
Equity method effect:			
On financial expenses	88	-	88
On shareholders' equity	161	-	161
Transfers	(9,961)	-	(9,961)
Changes in the consolidation perimeter	234	4,682	4,916
Balances at 31 December 2011	6,191	12,098	18,289
Currency translation adjustments	(3)	-	(3)
Equity method effect:			
On financial expenses	637	-	637
Dividends received	(879)	-	(879)
Changes in the perimeter (Note 5)	(4,540)	(5,129)	(9,669)
Balances at 31 December 2012	1,405	6,969	8,374
Accumulated impairment losses:			
Balances at 1 January 2011	-	-	-
Balances at 31 December 2011	-	-	-
Increases	-	5,129	5,129
Perimeter changes (Note 5)	-	(5,129)	(5,129)
Balances at 31 December 2012	-	-	-
As at 31 December 2011	**6,191**	**12,098**	**18,289**
As at 31 December 2012	**1,405**	**6,969**	**8,374**

In the year ended 31 December 2011, the transfers relate essentially to the reclassification under IFRS 5 as non-current assets held for sale of the Group's shareholding in Arenor, S.L., which would be sold in the third quarter of 2011.

The breakdown of **Group** investment in associates, its respective equity values at 31 December 2012 and 2011 and its net profit for the years ended in such dates were as follows:

Name	2012								
	Operating segment	Ownership percentage	Assets	Liabilities	Shareholders' equity	Sales and services rendered	Net profit	Balance value	
								Investments in associates	"Provisions (Note 36)"
Setefrete, SGPS, S.A.	Portugal	25%	4,588	(30)	4,558	103	1,844	3,427	-
Arenor, S.L.	Spain	-	-	-	-	-	-	-	-
Cementos Antequera, S.A.	Spain	a)	-	-	-	-	(178)	-	-
Agueiro, S.A.	Spain	45%	10,531	(15,259)	(4727)	-	(1770)	-	(2,127)
Hormigones Miranda Celanova, S.A.	Spain	a)	-	-	-	-	(24)	-	-
Companhia de Mineração Candiota	Brazil	48%	37	-	37	-	-	18	-
AVE- Gestão Ambiental e Valorização Energética, S.A.	Others	35%	2,445	(1739)	707	9,363	646	4,929	-
								8,374	**(2,127)**

Name	2012								
	Operating segment	Ownership percentage	Assets	Liabilities	Shareholders' equity	Sales and services rendered	Net profit	Balance value	
								Investments in associates	"Provisions (Note 36)"
Setefrete, SGPS, S.A.	Portugal	25%	5,404	(25)	5,379	91	1,321	3,632	-
Arenor, S.L.	Spain	b)	-	-	-	-	(617)	-	-
Cementos Antequera, S.A.	Spain	23%	24,363	(5,536)	18,827	1,864	(1,103)	9,474	-
Agueiro, S.A.	Spain	45%	12,178	(15,135)	(2,958)	-	(2,939)	-	(1,331)
Hormigones Miranda Celanova, S.A.	Spain	40%	360	(336)	24	556	(12)	9	-
Ecocim, S.A.S.	Spain	25%	1726	(776)	950	2,313	753	237	-
Companhia de Mineração Candiota	Brazil	48%	41	-	41	-	-	20	-
AVE- Gestão Ambiental e Valorização Energética, S.A.	Others	35%	2,250	(1,582)	668	8,367	-	4,916	-
								18,289	**(1,331)**

a) Participation sold in 2012 under the exchange of assets process.

b) Participation sold in the third quarter of 2011.

20. OTHER INVESTMENTS

The changes in "Other investments" in the scope of IAS 39 for the years ended 31 December 2012 and 2011 were as follows:

	Group					Company
	Available-for-sale financial assets		Financial assets at fair-value through profit and loss	Held to maturity financial assets	Total	Available-for-sale financial assets
	Cost	Fair value				Cost
Gross investment:						
Balances at 1 January 2011	9,859	3785	4,665	-	18,310	4,138
Currency translation adjustments	(310)	-	-	-	(310)	-
Revaluation/adjustments	-	(772)	(188)	1,105	145	-
Increases	913	-	-	14,352	15,265	-
Transfers	(44)	-	-	-	(44)	-
Sales	(94)	-	-	-	(94)	-
Balances at 31 December 2011	10,324	3,013	4,478	15,457	33,272	4,138
Currency translation adjustments	(472)	-	-	-	(472)	-
Revaluation/adjustments	-	(735)	699	428	392	-
Increases	934	-	-	-	934	-
Transfers	(1,087)	-	-	(15,886)	(16,973)	-
Sales	(251)	-	-	-	(251)	-
Changes in the consolidation perimeter (Note 5)	15,022	-	1,196	-	16,217	-
Balances at 31 December 2012	24,469	2,278	6,372	-	33,120	4,138
Impairment losses:						
Balances at 1 January 2011	4,867	-	-	-	4,867	4,051
Increases	75	-	-	-	75	-
Balances at 31 December 2011	4,942	-	-	-	4,942	4,051
Transfers	(825)	-	-	-	(825)	-
Changes in the consolidation perimeter (Note 5)	(23)	-	-	-	(23)	-
Balances at 31 December 2012	4,094	-	-	-	4,094	4,051
As at 31 December 2011	**5,382**	**3,013**	**4,478**	**15,457**	**28,331**	**87**
As at 31 December 2012	**20,375**	**2,278**	**6,372**	**-**	**29,026**	**87**

In this caption are included: (i) the available-for-sale financial assets, measured at fair value, both at acquisition cost, when there's no market price quoted in an active market and which value cannot be measured in a reliable way, adjusted with any estimated impairment losses; (ii) financial assets at fair value through profit and loss, which comprise, essentially, a portfolio of investment funds; and (iii) financial assets held to maturity.

The increases in financial assets held to maturity, in the year ended 31 December 2011, include setting up a bank deposit in the amount of USD 20 million. In 2012 this deposit was transferred to cash and cash equivalents.

21. NON-CURRENT ASSETS HELD FOR SALE

At 31 December 2012 this caption consisted essentially of the Group's participation in C+PA, on which an additional impairment loss of 23,650 thousand euros was recorded in the year then ended, in conformity with the corresponding realizable value of that asset (Note 12).

Non-current assets held for sale as of 31 December 2011, correspond to: i) the Group's shareholding in C+PA of 34,000 thousand euros; and ii) an office building used by companies of the Portugal business area as a result of a preliminary contract to sale the building to the Pension Fund of Cimpor Indústria, which would be sold in the year ended on 31 December 2012.

22. ACCOUNTS RECEIVABLE - OTHER

This caption at 31 December 2012 and 2011 was made up as follows:

	Group				Company			
	2012		2011		2012		2011	
	Current	Non-current	Current	Non-current	Current	Non-current	Current	Non-current
Subsidiaries, associated and participated companies	14,399	1,627	3714	-	11,088	176,000	13,917	188,000
Other shareholders	283	-	1,299	102	-	-	-	-
Advances to suppliers of fixed assets	824	-	46	-	-	-	-	-
Other debtors	29,942	13,695	25,359	12,574	386	328	774	332
	45,448	15,322	30,418	12,676	11,474	176,328	14,691	188,332
Accumulated impairments	(12,473)	(328)	(3,502)	(354)	(283)	(328)	(283)	(328)
	32,974	**14,994**	**26,916**	**12,322**	**11,191**	**176,000**	**14,408**	**188,005**

In the years ended 31 December 2012 and 2011, those accounts receivable ageing were as follow:

	Group				Company			
	2012		2011		2012		2011	
	Current	Non-current	Current	Non-current	Current	Non-current	Current	Non-current
Undue balances	36,474	14,148	23,405	12,334	11,191	176,000	14,408	188,005
Due balances:								
Up to 180 days	3,922	17	2,927	10	-	-	-	-
From 181 to 360 days	772	50	580	-	-	-	-	-
More than 361 days	4,280	1,108	3,504	332	283	328	283	328
	45,448	15,322	30,418	12,676	11,474	176,328	14,691	188,332

Impairments to accounts receivable - other

In the years ended 31 December 2012 and 2011 the changes in this caption were as follows:

	Group	Company
Balances at 1 January 2011	3,203	611
Currency translation adjustments	89	-
Increases (Note 11)	629	-
Decreases (Note 8)	(65)	-
Balances at 31 December 2011	3,856	611
Currency translation adjustments	(106)	-
Increases (Note 11)	10,919	-
Decreases (Note 8)	(154)	-
Changes in the consolidation perimeter (Note 5)	(1,714)	-
Balances at 31 December 2012	12,801	611

The recognized impairments represent the estimated loss on the accounts receivable, as a result of the credit risk analysis, after deducting the amounts covered by credit insurance and other warranties.

In addition, the increases include the recognition of impairment losses of 10,042 thousand euros on credits of associated companies (Note 12).

The above changes include the effects of companies sold in the exchange, their exclusion at the end of the year being included in the caption "Changes in the perimeter".

23. TAXES RECOVERABLE AND TAXES PAYABLE

Taxes recoverable and taxes payable at 31 December 2012 and 2011 were as follows:

	Group				Company	
	2012		2011		2012	2011
	Current	Non-current	Current	Non-current	Current	Current
Taxes recoverable:						
Corporate income tax	23,534	1,869	32,443	-	9,377	5,513
Personal income tax	3,829	-	1,577	-	32	32
Value added tax	20,586	19,764	26,837	8,887	-	186
Other	693	16,823	1,514	27,412	-	-
	48,641	**38,456**	**62,370**	**36,300**	**9,409**	**5,731**
Taxes payable:						
Corporate income tax	13,827	8,803	25,508	-	-	5,162
Personal income tax	4,292	-	8,743	-	102	157
Value added tax	23,581	-	19,426	1	35	260
Social security contributions	10,207	-	5,303	-	65	100
Other	7,547	886	8,792	-	-	-
	59,454	**9,689**	**67,772**	**1**	**201**	**5,679**

In 31 December 2011, non-current recoverable taxes in the caption 'Other', included a judicial deposit in the amount of 40 million Brazilian reais, made by a subsidiary in the Brazilian business area, due to a judicial divergence in relation with the relevant applicable tax rate. By 31 of December 2012, the outcome of that dispute originated the use of the deposit as well as its corresponding provision regularization. the Group has established a liability under Provisions for other contingencies (Note 36).

In accordance with the Article No. 21 of Decree-Law No. 411/91 of 17 October, the **Company** has no outstanding debt to tax or social security authorities.

24. OTHER CURRENT AND NON-CURRENT ASSETS

Other current and non-current assets at 31 December 2012 and 2011 were as follows:

	Group				Company	
	2012		2011		2012	2011
	Current	Non-current	Current	Non-current	Current	Current
Accrued interest	1,279	-	1,381	-	-	10
Derivative financial instruments (Note 39)	14	43	4,661	2,502	-	-
Leases	824	-	866	21	-	1
Employee benefits (Note 34)	-	-	-	901	-	-
Insurances	1,175	-	903	-	77	82
Other deferred costs and accrued income	4,546	-	2,598	137	155	2,164
	7,838	**43**	**10,409**	**3,561**	**232**	**2,257**

25. DEFERRED TAXES

The changes in **Group** deferred taxes in the years ended 31 December 2012 and 2011 were as follows:

	Intangible assets	Goodwill	Tangible assets	Tax losses carried forward	Provisions for risks and charges	Doubtful accounts	Inventories	Financial investments	Available-for-sale financial assets	Other	Total
Deferred tax assets:											
Balances at 1 January 2011	414	28,200	13,318	46,606	32,919	1,255	1,883	787	-	3,552	128,935
Changes in the perimeter	-	-	-	4,048	-	-	-	-	-	-	4,048
Currency translation adjustments	(20)	(2,028)	(699)	(400)	(2,384)	22	50	(5)	-	(61)	(5,523)
Income tax (Note 13)	26	(8,016)	232	11,191	5,305	157	119	(30)	(26)	(30)	8,929
Shareholders' equity (Note 13)	-	-	-	1,300	1,481	-	-	-	224	240	3,245
Balances at 31 December 2011	421	18,156	12,852	62746	37,322	1,434	2,052	753	198	3702	139,634
Changes in the perimeter (Note 5)	10,010	-	(1,612)	49,688	393	169	(2,080)	(66)	-	(319)	56,182
Currency translation adjustments	58	(1,403)	(954)	(515)	(1718)	(39)	(84)	(2)	-	(268)	(4,924)
Income tax (Note 13)	(10,184)	(7,538)	1,887	(40781)	1735	1,317	1,310	597	-	11718	(39,938)
Shareholders' equity (Note 13)	-	-	-	1,807	(216)	-	-	(198)	-	128	1,521
Transfers	-	-	149	20	-	-	-	-	-	(149)	20
Balances at 31 December 2012	305	9,215	12,322	72,964	37,516	2,882	1,197	1,085	198	14,812	152,494
Deferred tax liabilities:											
Balances at 1 January 2011	9,198	50,918	167797	-	13,087	-	-	17,441	26	14,332	272,800
Changes in the perimeter (Note 5)	-	-	-		-	-	-	-	-	249	249
Currency translation adjustments	(186)	(1,958)	(5,894)	-	(753)	-	-	14	-	(1,561)	(10,339)
Income tax (Note 13)	(661)	794	(2,564)	-	4,577	-	-	(12,408)	(26)	12,389	2,101
Shareholders' equity (Note 13)	-	-	-	-	245	-	-	-	-	-	245
Balances at 31 December 2011	8,352	49753	159,339	-	17,156	-	-	5,047	-	25,408	265,055
Changes in the perimeter (Note 5)	(410)	112,926	14,089	-	(4,954)	-	-	(1,332)	-	9,961	130,278
Currency translation adjustments	(20)	(2,610)	(4,145)	-	(794)	-	-	65	-	(1,949)	(9,453)
Income tax (Note 13)	(8,054)	1,854	(15,883)	-	406	-	-	(1,492)	-	(5776)	(28,946)
Shareholders' equity (Note 13)	-	-	-	-	114	-	-	-	-	30	143
Transfers	133	-	-	-	-	-	-	-	-	(133)	-
Balances at 31 December 2012	-	161,923	153,399	-	11,928	-	-	2,288	-	27,540	357,078
As at 31 December 2011	**(7,931)**	**(31,597)**	**(146,487)**	**62,746**	**20,165**	**1,434**	**2,052**	**(4,294)**	**198**	**(21,706)**	**(125,421)**
As at 31 December 2012	**305**	**(152,709)**	**(141,078)**	**72,964**	**25,588**	**2,882**	**1,197**	**(1,203)**	**198**	**(12,727)**	**(204,584)**

The deferred tax assets are recorded directly on shareholders' equity when the situations that have originated them have similar impact, namely:

- The deferred tax assets and liabilities arising from provisions, resulting from the tax effect associated to the actuarial gains and losses recorded directly in Reserves;
- The deferred tax liabilities related to Available-for-sale financial assets, resulted from its valuations to market values, which are recorded on Fair value reserve (Note 31).

Temporary differences originating deferred taxes are influenced by the allocation of fair values, without tax base, to assets and liabilities acquired in business combination processes, with significant impact on tangible assets and, for most types, differences in valuation and the accounting policies between the accounting basis of assets and liabilities of the Group companies and the corresponding tax base.

At 31 December 2012 the **Group** had tax losses carried forward of 920 million euros (2011: 215 million euros) for deduction from future tax profits; deferred tax assets of 72,964 thousand euros was recognised (2011: 62,746 thousand euros). Of these tax losses, 730 million euros are relative to Spain business area with a recovery maturity from 2026 to 2030. Deferred tax assets of 700,000 thousand euros (2011: 4,060 thousand euros) have not been recognised due to the uncertainty as to their recovery.

Deferred tax assets were recognized as it is probable that future taxable profits will occur, which could be used to recover fiscal losses and temporary differences. This evaluation was performed in accordance with the Group's entities business plans, periodically reviewed and updated.

The changes in **Company's** deferred taxes in the years ended 31 December 2012 and 2011 were as follows

	Tangible assets	Doubtful accounts	Others	Total
Deferred tax assets:				
Balances at 1 January 2011	386	287	25	698
Income tax (Note 13)	14	(4)	886	896
Balances at 31 December 2011	400	283	911	1,594
Income tax (Note 13)	39	-	(260)	(221)
Balances at 31 December 2012	439	283	651	1,374
Deferred tax liabilities:				
Balances at 1 January 2011	247	-	6	254
Income tax (Note 13)	(13)	-	(2)	(15)
Balances at 31 December 2011	234	-	5	239
Income tax (Note 13)	(13)	-	(2)	(15)
Balances at 31 December 2012	221	-	3	224
As at 31 December 2011	**166**	**283**	**906**	**1,355**
As at 31 December 2012	**219**	**283**	**648**	**1,150**

26. INVENTORIES

Group inventories as at 31 December 2012 and 2011 were as follows:

	2012	2011
Raw, subsidiary and consumable materials	319,030	248,773
Work in process	80,044	71,456
Subproducts and wastes	1	-
Finished and semi-finished products	35,586	21,926
Merchandise	6,781	7,009
Advances on purchases	9,503	193
	450,945	349,356
Accumulated impairments	(13,546)	(12,003)
	437,399	**337,354**

Inventory impairments

The changes in Group inventories adjustments in the years ended 31 December 2012 and 2011 were as follows:

Balances at 1 January 2011	10,293
Currency translation adjustments	(59)
Increases (Note 11)	2,990
Decreases (Note 8)	(1,221)
Balances at 31 december 2011	12,003
Currency translation adjustments	(476)
Increases (Note 11)	11,950
Decreases (Note 8)	(2,799)
Utilisations	(218)
Changes in the consolidation perimeter	(6,914)
Balances at 31 December 2012	**13,546**

The above changes include the effects of the companies sold in the exchange, which are included in results of discontinued operations (Note 5).

27. ACCOUNTS RECEIVABLE - TRADE

This caption at 31 December 2012 and 2011 was as follows:

	Group		Company	
	2012	2011	2012	2011
Trade receivables	181,209	210,058	242	1,397
Notes receivables - trade	103	55727	-	-
Doubtful trade accounts receivable	35701	65,984	2,483	2,486
Advances to suppliers	12795	14,439	-	1
	229,809	346,208	2724	3,885
Acummulated impairments	(40,001)	(64,048)	(2,483)	(2,486)
	189,808	**282,160**	**242**	**1,399**

Impairments to accounts receivable - trade

During the years ended 31 December 2012 and 2011, the changes in this caption were as follows:

	Group	Company
Balances at 1 January 2011	63760	2,592
Currency translation adjustments	(733)	-
Increases (Note 11)	8,086	1
Decreases (Note 8)	(3,107)	(27)
Utilisations	(3,959)	(80)
Balances at 31 December 2011	64,048	2,486
Currency translation adjustments	(701)	-
Increases (Note 11)	12,679	-
Decreases (Note 8)	(6,466)	(2)
Utilisations	(2,254)	(1)
Transfers	153	-
Changes in the consolidation perimeter	(27,457)	-
Balances at 31 December 2012	**40,001**	**2,483**

The above changes include the effects of the companies sold in the exchange, which are included in results of discontinued operations.

In the years ended 31 December 2012 and 2011, the ageing of this caption, was as follows:

	Group		Company	
	2012	2011	2012	2011
Undue balances	141,048	181,613	4	15
Due balances:				
Up to 180 days	45,437	92,239	234	1,383
From 180 to 360 days	8,812	9,520	-	-
More than 360 days	34,513	62,837	2,486	2,488
	229,809	**346,208**	**2,724**	**3,885**

The book value of the accounts receivable is close to its fair value.

The Group does not have a significant concentration of credit risk, as the risk is spread over a broad range of trade and other debtors. The recognized impairments represent the estimated loss on the accounts receivable, as a result of the credit risk analysis, after deducting the amounts covered by credit insurance and other warranties.

28. SHARE CAPITAL

The Company's fully subscribed and paid up capital at 31 December 2012 consisted of 672.000.000 privatized shares, listed on Euronext Lisbon market, with a nominal value of one euro each.

29. TREASURY SHARES

Commercial legislation relating to treasury shares requires that a free reserve equal to the cost of those treasury shares be unavailable while the shares are not sold. In addition, the applicable accounting rules require that gains and losses on the sale of treasury shares be recorded in reserves.

The changes in treasury shares in the years ended 31 December 2012 and 2011 were as follows:

	Quantity	Value
Balances at 1 January 2011	6,864,657	(32,986)
Treasury shares sale (Note 35)	(650,699)	3,931
Balances at 31 December 2011	6,213,958	(29,055)
Treasury shares sale (Note 35)	(307,860)	1,839
Balances at 31 December 2012	5,906,098	(27,216)

The sales on the years ended 31 December 2012 and 2011 results from the disposals made in compliance with share based payments (Note 35). Losses arising from these disposals in the years ended 31 December 2012 and 2011, amount to 596 thousand euros and 1,084 thousand euros, respectively.

30. CURRENCY TRANSLATION ADJUSTMENTS

The changes in this caption in the years ended 31 December 2012 and 2011 were as follows:

	Morocco	Tunisia	Egypt	Turkey	Brazil	Mozambique	South Africa	China	India	Others	Total
Balances at 1 January 2011	(446)	(14,141)	(10,610)	(58755)	331,519	(263)	3,402	834	3,622	1,175	256,337
Changes in the perimeter	-	-	-	-	-	-	-	-	-	-	-
Currency translation adjustments	130	(287)	(8,250)	(72,417)	(76,240)	3,221	(47,871)	1,952	(11,395)	863	(210,294)
Balances at 31 December 2011	(316)	(14,428)	(18,860)	(131,172)	255,279	2,958	(44,470)	2786	(7773)	2,039	46,043
Changes in the perimeter (Note5)	507	17,425	-	117,829	-	-	-	(3,445)	11,888	(3,015)	141,188
Currency translation adjustments	(191)	(2,997)	(19,906)	13,343	(97,630)	(7,618)	(17,380)	659	(4,114)	770	(135,064)
Balances at 31 December 2012	-	-	(38767)	-	157,649	(4,659)	(61,850)	-	-	(206)	52,167

The change in this balance in 2012 is affected by the exchange devaluation of functional currencies of the majority of countries in which Cimpor has assets, especially Brazil and by reversal of the results (results of discontinued operations) of exchange translation adjustments relating to assets sold in the exchange (Note 5).

In the year ended 31 December 2011 the changes in currency translation adjustments were significantly influenced by the impact of currencies devaluations such as the Brazilian real, Turkish lira and South-African rand against the euro in the translation of net assets denominated in that currency.

No derivative instruments for the purpose of hedging investment in foreign entities were contracted during the financial years ended on 31 December 2012 and 2011.

31. RESERVES

This caption at 31 December 2012 and 2011 was as follows:

	Group		Company	
	2012	2011	2012	2011
Legal reserve	134,400	134,400	134,400	134,400
Other reserves	141720	140,304	172,332	173,506
Fair value reserve (Note 20)	67	(416)	-	-
Hedging operations reserve (Note 39)	(427)	(570)	-	-
	275,760	**273,717**	**306,732**	**307,906**

Legal reserve: Commercial legislation establishes that at least 5% of annual net profit must be appropriated to a legal reserve until the reserve equals at least 20% of share capital. This reserve is not available for distribution, but can be used to absorb losses once the other reserves have been exhausted, or to increase capital.

Other reserves: As of 31 December 2012 and 2011, "Other reserves" includes non distributable reserves of 27.216 thousand euros and 29.055 thousand euros, respectively, corresponding to the cost of these treasury shares (Note 29).

Other income and costs recognized in reserves of the Group in 2012 correspond essentially to the recognition of actuarial losses on personnel liabilities, in the net amount of 526 thousand euros (3,350 thousand euros in 2011) and recognition of hedging operations in the amount of 143 thousand euros (570 thousand euros in 2011).

32. RETAINED EARNINGS

The changes in retained earnings in the years ended 31 December 2012 and 2011 were as follows:

	Group	EmpresaCompany
Balances at 1 January 2011	**714,928**	**52,516**
Appropriation of net profit of 2010	105,475	161,889
Stock options and purchase plans (Note 35)	1,262	1,262
Other	387	-
Balances at 31 December 2011	**822,052**	**215,667**
Appropriation of net profit of 2011	87,621	(278)
Stock options and purchase plans (Note 35)	663	663
Other	(2,418)	-
Balances at 31 December 2012	**907,919**	**216,052**

33. NON-CONTROLLING INTERESTS

The changes in this caption in the years ended 31 December 2012 and 2011 were as follows:

Balances at 1 January 2011	**97,437**
Currency translation adjustments	4,665
Dividends	(10,192)
Financial hedging instruments	(42)
Actuarial gain and loss on personnel responsabilities (Note 34)	9
Variation in investments	1,576
Net profit for the year attributable non-controlling interests	7,998
Balances at 31 december 2011	**101,451**
Changes in the consolidation perimeter (Note 5)	(11,031)
Currency translation adjustments	(748)
Dividends	(9,888)
Financial instruments hedging	210
Actuarial gain and loss on personnel responsabilities (Note 34)	5
Variation in investments (a)	3,480
Net profit for the year attributable non-controlling interests	(7,456)
Balances at 31 December 2012	**76,024**

(a) The amount indicated corresponds essentially to the non-controlling participation in supplementary capital contributions.

34. EMPLOYEE BENEFITS

Defined benefit plan

The Group has defined benefit retirement pension plans and healthcare plans, for which the liability is determined annually based on actuarial valuations made by independent entities, the cost determined by these valuations being recognised in the year.

Most of the liability for the retirement benefit plans has been transferred to pension funds managed by specialised independent entities.

The valuations as of 31 December 2012 and 2011 were made using the "Projected Unit Credit" method and were based in the following assumptions and technical bases:

	2012	2011
Actuarial technical rate (in local currency)		
Portugal	4.00%	5.00%
South Africa	8.38%	8.48%
Spain (a)	-	5.00%
India (a)	-	8.50%
Morocco (a)	-	5.20%
Annual pension growth rate		
Portugal	1.8 % - 2.5%	2.50%
Spain (a)	-	2.00%
Annual fund income rate		
Portugal	4.00%	5.00%
Spain (a)	-	5.00%
Annual salary growth rate		
Portugal	2% - 3%	2.50% and 3%
Spain (a)	-	3.00%
India (a)	-	7.00%
Morocco (a)	-	4.00%
Mortality tables		
Portugal	TV88/90	TV88/90
South Africa	SA 85-90	SA 85-90
Spain (a)	-	PERMF 2000
India (a)	-	LIC
Morocco (a)	-	TV 88/90
Disability tables		
Portugal	EKV 80	EKV 80
Nominal growth rate of medical costs		
Portugal		
Growth rate of medical costs	N/A	N/A
Medical inflation rate	2.00%	2.00%
Growth rate of medical costs by age	N/A	N/A
South Africa	6.38%	6.48%
Morocco (a)	-	3.00%

(a) Alienated assets in the exchange

The changes to actuarial assumptions are justified by changes in market conditions. The discount rates (actuarial technical rate) of the liabilities were estimated based on long-term rates of return of highly rated bonds and with maturities similar to those liabilities. The salary growth rates were determined in accordance with the wage policy of the Group for the indicated segments.

In accordance with the actuarial valuations the pension and healthcare benefits costs for the years ended 31 December 2012 and 2011 were as follows:

		Pension plans	
		2012	2011
Current service cost		2,686	2,647
Interest cost		3,629	3769
Cancelation of the benefit (a)		-	(1,322)
Expected return of the plans' assets		(2785)	(3,950)
Total cost/(income) of the pension plans (Note 10)	**(I)**	**3,530**	**1,145**

		Healthcare plans	
		2012	2011
Current service cost		147	185
Interest cost		683	642
Total cost/(income) of the healthcare plans (Note 10)	(II)	831	827
Total cost/(income) of the defined benefit plans	**(I) + (II)**	**4,361**	**1,972**

a) In the year ended 31 December 2011, resulting from amendments to the statutes of Cimpor by Annual General Meeting of the Company in 2012, the right of directors to supplementary retirement pensions were removed.

The changes in the amount of the responsibilities for defined benefit plans and related market value of fund assets during the years ended 31 December 2012 and 2011 were as follows:

	Pension plans		Healthcare plans		Total	
	2012	2011	2012	2011	2012	2011
Defined benefit liability - 1 January	**76,917**	**80,683**	**16,151**	**15,238**	**93,068**	**95,921**
Benefiits and bonuses paid	(5,852)	(5,325)	(942)	(1,003)	(6794)	(6,328)
Currente service cost	825	962	215	254	1,040	1,216
Plan change / cancelation of the benefit	-	(1,322)	-	-	-	(1,322)
Interest cost	3,809	3,971	803	755	4,612	4727
Actuarial gains and losses	1,128	(1,825)	2,040	1,004	3,168	(821)
Exchange differences	(148)	(228)	(59)	(96)	(206)	(325)
Variation of the perimeter	(1,964)	-	(2,312)	-	(4,276)	-
Defined benefit liability - 31 December	**74,715**	**76,917**	**18,209**	**16,151**	**90,612**	**93,068**
Value of the pension funds - 1 January	70,402	72,732	-	-	70,402	72732
Contributions	56	4,026	-	-	56	4,026
Benefits and bonuses paid	(5,852)	(5,325)	-	-	(5,852)	(5,325)
Expected income of funds' assets	3,020	4,180	-	-	3,020	4,180
Actuarial gains and losses in income from the funds' assets	4,254	(5,021)	-	-	4,254	(5,021)
Exchange differences	(84)	(189)	-	-	(84)	(189)
Variation of the perimeter	(3,215)	-	-	-	(3,215)	-
Value of the pension funds - 31 December	**68,582**	**70,402**	**-**	**-**	**68,582**	**70,402**

The movements of net actuarial gains and losses during the years ended 31 December 2012 and 2011 were as follows:

	2012	2011
Changes during the year:		
Related to the liabilities	(3,168)	821
Related to the funds assets	4,254	(5,021)
Corresponding defferred tax	(319)	1,217
Non-controlling interests (Note 33)	5	9
	773	**(2,975)**

In addition, actuarial gains and losses include the following experience adjustments:

	2012	2011
Related to the liabilities	2,006	(332)
Related to the funds assets	4,254	(5,021)

The difference between the present value of the benefit plan liability and the market value of the funds' assets for the last five years ended 31 December was as follows:

Pension plans	2012	2011	2010	2009	2008
Liability	74715	76,917	80,683	79,363	73,181
Value of the pension funds	(68,582)	(70,402)	(72732)	(74,186)	(69,807)
Deficit	**6,133**	**6,515**	**7,951**	**5,177**	**3,374**
Liability for employee benefits:					
Current liability	-	3708	3,308	3,168	3,847
Non-current liability	6,133	3708	4762	2,067	(246)
	6,133	7,416	8,070	5,235	3,601
Fund surplus (Note 24)	-	(901)	(118)	(58)	(227)
Total exposure	**6,133**	**6,515**	**7,951**	**5,177**	**3,374**

Healthcare plans	2012	2011	2010	2009	2008
Liability for employee benefits:					
Current liability	902	1,003	928	1,384	838
Non-current liability	14,995	15,148	14,309	17,917	16,888
Total exposure	**15,897**	**16,151**	**15,238**	**19,301**	**17,726**

The Group has not established funds for the health plans. The main assets of the funds as at 31 December 2012 and 2011 are as follows:

	2012	2011
Shares	19.1%	17.0%
Fixed rate bonds	41.9%	45.9%
Variable rate bonds	18.1%	17.6%
Real estate investment funds, hedge funds, cash and insurance (a)	21.0%	19.4%
	100.0%	**100.0%**

(a) At 31 December 2011, includes advance payment made on account of a preliminary contract to sale an office building signed wit the management entity of the pension fund (Note 21).

Defined contribution plans

In the years ended 31 December 2012 and 2011 the **Group** incurred on costs of 2,643 thousand euros and 2,509 thousand euros, respectively, with defined contribution plans. In the **Company**, in the years ended 31 December 2012 and 2011, the costs of the defined contribution plans were 968 thousand euros and 579 thousand euros, respectively.

35. STOCK OPTIONS AND PURCHASE PLANS

At 31 December 2011, there was Share Acquisition Plans and Share Purchase Option Plans applied to staff and members of the Board of Directors.

During the year ended 31 December 2012, and following the reformulation of the shareholder structure, such plans were extinguished either through cash or physical settlement of previously existing liabilities.

In 2012 and 2011 costs of 86 thousand euros and 980 thousand euros, respectively, were recognized relating to share-based payment plans (Note 10), as follows

	2012	2011
Stock option plans:		
- issued during prior years	86	370
"OSD Plan 2011"	-	317
Shares purchased by employees	-	294
Cost for the year (Note 10)	86	980

The following options of buying and acquired of the options attributed or/and exercised in the previous plans in the years of 2012 and 2011, were the following:

PLAN	2012			2011		
	Nº of shares (Note 29)	Exercise price	Date	Nº of shares (Note 29)	Exercise price	Date
"2011 3C Plan"	-	-	-	242,927	4.077	30 of May
"2011 ODS Plan"	1,281,533	4986	July/August	1,304,333	4986	(a)
Granted shares:						
Share purchase options - derived options:						
- Series 2008	-	-	-	116,560	4.25	25 March
- Series 2009	200,604	2.85	30 de March	190,650	2.85	25 March
- Series 2010	107,056	4.25	30 de March	100,562	4.25	25 March
- Series 2010	118,830	4.25	December	-	-	-
	426,490			**407,772**		
	1,708,023			**1,955,032**		

(a) Exercisable as of April 18, 2014 to April 17, 2017

The accounting operations of December 31 of 2011 and 2012 relating responsibilities in terms of options, in association with the plan of purchase options and the ODS 2011, were as follow:

Changes in the year:	2012	2011
Outstanding at the beginning of the year	**1,815,093**	**1,366,780**
Issued during the year	-	1,304,333
Exercised during the year	(307,660)	(672772)
Lapsed during the year - options of 2010	(118,830)	-
Lapsed during the year - OSD	(1,281,533)	-
Lapsed during the year and not exercised	(107,070)	(183,248)
Outstanding at the end of the year (Note 15)	-	1,815,093

Details of options issued during the year

	Between 30 of March and December 2012	April 2014 and 2017
Exercise price (euros)	-	4,986
Total value exercised (thousands of euros)	-	6,503
Cost for the year included in personnel costs	-	317
Details of options exercised during the year:		
Average exercise price (euros)	5.00	375
Total value exercised (thousands of euros)	1,539	2,522

The following assumptions, based on the Black-Scholes Model, were used in the valuations as of 31 December 2011:

	2011
Price per share	5317
Exercise price	4986
Historical volatility	269%
Maturity	18 April 2017
Dividend yield	3,48 to 4,01

36. PROVISIONS

In the year ended as of 31 December 2012 and 2011, the classification of provisions was as follows:

	Group		Company	
	2012	2011	2012	2011
Non-current provisions:				
Provisions for tax risks	87,501	87,586	68,300	65,500
Environmental rehabilitation	48,538	48,583	-	-
Provisions for employees	17,230	12,800	1,083	-
Other provisions for risks and charges	24,923	49,401	31	31
	178,192	198,370	69,414	65,531
Current provisions:				
Environmental rehabilitation	-	372	-	-
Provisions for employees	1,910	189	237	-
Other provisions for risks and charges	-	520	-	-
	1,910	1,080	237	-
	180,102	**199,451**	**69,652**	**65,531**

The provisions for tax risks cover liabilities from tax assessments, which have been claimed. The Board of Directors, together with its tax and legal consultants, believes that, for the majority of the issues in dispute with the tax authorities, the Company has a strong possibility of winning those processes. However, the inexistence of case law and the complexity of some of the issues advise the recording of such provisions.

The provisions for environmental rehabilitation represent the Group's legal or constructive obligation to rehabilitate land used for quarries. Payment of this liability depends on the period of operation and the beginning of the related exploration.

Provisions for employees essentially relate to the estimated costs of contracts termination and exclude liability for pension and healthcare plans, of which 9,116 thousand euros at 31 December 2012 correspond to pre-retirement of employees.

The other provisions for risks and charges cover specific business risks resulting from the Group's normal operations, including those arising from litigation among which, as well as provisions for liabilities resulting from participations in associated companies which at 31 December 2012 and 2011 amounted to 2,127 thousand euros and 1,331 thousand euros, respectively (note 19).

The changes in the **Group's** provisions in 2012 and 2011 were as follows:

	Provisions for tax risks	Environmental rehabilitation	Provisions for employees	Other provisions for risks and charges	Total
Balances at 1 January 2011	**71,893**	**43,449**	**11,835**	**44,753**	**171,929**
Currency translation adjustments	(68)	(682)	(1,245)	(2,211)	(4,206)
Increases	16,175	7758	1,807	11,443	37,183
Decreases	-	(42)	(57)	(1729)	(1,829)
Utilisations	(414)	(1,562)	(94)	(2,376)	(4,446)
Transfers	-	-	743	41	785
Changes in the consolidation perimeter	-	35	-	-	35
Balances at 31 December 2011	**87,586**	**48,955**	**12,989**	**49,922**	**199,451**
Currency translation adjustments	(1,428)	(579)	(188)	(1733)	(3,928)
Increases	3,257	1,843	13,107	10,526	28733
Decreases	(881)	(1,147)	(1,968)	(15,190)	(19,187)
Utilisations	(3,245)	(823)	(778)	(16,941)	(21786)
Transfers	-	1	(61)	(614)	(674)
Changes in the consolidation perimeter (Note 5)	2,213	288	(3,961)	(1,047)	(2,507)
Balances at 31 December 2012	**87,501**	**48,538**	**19,140**	**24,923**	**180,102**

The increases in provisions relating to personnel in 2012 include essentially the effect of liabilities resulting from pre-retirement agreements entered into with employees of the Portugal business area.

The decreases in 2012 include: i) in Egypt the partially reversal of the provision constituted for the clay fee, on the amount of 5,516 thousand euros and, ii) in Brazil, the reversal of the provision constituted for the administrative process issued by Secretaria de Direito Económico do Ministério da Justiça of Brazil (Note 48) on the amount of 6.118 thousand euros, whereas that the legal advisors of the Group considered the risk of losses as unlikely.

Utilization of provisions in 2012 includes liquidation of a legal dispute with the Brazilian authorities of the rate to be applied in the determination of indirect taxes in the amount of 12740 thousand euros, for which a legal deposit was made which was recorded in the caption "State and other public entities" (Note 23).

In the year ended 31 December 2012, the increase of the provisions for tax risks include about 8 million euros for tax proceedings in Brazil relating to taxes directly applied on the activity, in addition to the increases in several jurisdictions of provisions for income tax.

The changes in the **Company** provisions in the years ended 31 December 2012 and 2011 were as follows:

Non-current Provisions:	Provisions for tax risks	Provisions for employees	Other provisions for risks and charges	Total
Balances at 1 January 2011	**59,900**	**-**	**31**	**59,931**
Increases	5,600	-	-	5,600
Balances at 31 December 2011	**65,500**	**-**	**31**	**65,531**
Increases	2,800	1,083	-	3,883
Balances at 31 December 2012	**68,300**	**1,083**	**31**	**69,414**

Current Provisions:

	Provisions for employees
Balances at 1 January of 2011	**-**
Balances at 31 December 2011	**-**
Increases	-
Balances at 31 December 2012	**237**
Saldo em 31 de dezembro de 2012	**237**

The increases of provisions in the end of 2012 are explained by the need for the constitutions of provisions to face fiscal risks in Portugal Business area, as well as the arising responsibilities of pre-retirement of employees.

The increases and decreases in the provisions in the years ended 31 December 2012 and 2011 were recorded by corresponding entry to the following accounts:

	Group		Company	
	2012	2011	2012	2011
Continued Operations:				
Tangible assets:				
Land	(133)	-	-	-
Profit and loss for the year:				
Operating Costs	(3,813)	-	-	-
Payroll costs	9,582	41	1,320	-
Operating income	(881)	-	-	-
Provisions	(8,479)	16,214	-	-
Financial expenses	1,985	3,372	1,350	2700
Share of results of associates (Note 12)	796	-	-	-
Income tax (Note 13)	1,609	3,690	1,450	2,900
	666	23,316	4,120	5,600
Discontinued Operations:				
Tangible assets:				
Land	496	173		
Intangible assets:				
Exploitation rights	-	5,828		
Profit and loss for the year:				
Supplies and services	-	45		
Payroll costs	1,193	348		
Provisions	5,035	1,013		
Financial expenses	599	852		
Share of results of associates (Note 12)	-	1,327		
Income tax (Note 13)	-	1,999		
	7,322	11,585		
Shareholders' equity:				
Free reserves	1,558	453		
Total of continued and discontinued operations	9,546	35,354		

The increase in the Company's provisions in 2012 corresponds to provision for tax risks in the Portugal business area, as well as resulting from liabilities under pre-retirement agreements with employees.

37. LOANS

Loans in the **Group** as at 31 December 2012 and 2011 were as follows:

	2012	2011
Non-currents liabilities:		
Bonds	997,365	467,024
Bank loans	2,821,110	1,167,378
Other loans	76	123
	3,818,551	**1,634,525**
Currents liabilities:		
Bonds	34,161	-
Bank loans	167,236	553,524
Other loans	53	55
	201,450	553,579
	4,020,001	**2,188,104**

The increase in financial liabilities relating to loans in relation to 31 December 2011 results essentially from inclusion in the **Group's** balance sheet of the liability relating to entrance of new assets included in the exchange operation (Note 5).

Bonds

Non-convertible bonds at 31 December 2012 and 2011 were as follows:

Issuer	Financial instrument	Currency	Coupon	Interest Rate	Repayment Date	2012 Current	2012 Non-current	2011 Non-current
Cimpor Financial Operations B.V.	US Private Placements 10Y	USD	June 2003	5.75%	a)	-	-	110,692
Cimpor Financial Operations B.V.	US Private Placements 12Y	USD	June 2003	5.90%	a)	-	-	172,055
Cimpor Financial Operations B.V.	US Private Placements 10Y	USD	Dec.10/11	6.70%	a)	-	-	126,313
Cimpor Financial Operations B.V.	US Private Placements 12Y	USD	Dec.10	6.85%	a)	-	-	57,964
InterCement Brasil (b)	Debênture - Brazil	BRL	Mar.12	115 CDI%	Apr.22	218	550,740	-
BAESA	Debênture - Brasil	BRL	1-Jan-2013	100% DI + 0,3% a.a.	1/Aug/16	1	2,773	-
Companhia de Cimento do Brasil (c)	Debênture - Brazil	BRL	Aug.12	115 CDI%	Dec.22	-	443,852	-
Loma Negra	Domestic Bonds - Argentina	USD	Mar.06	7.25%	Mar.13	33,942	-	-
						34,161	**997,365**	**467,024**

(a) In the second half of the year Change-of-Control ("CoC") clauses were exercised by some bondholders of emissions in the American Private Placement market, the Group having repaid approximately 350 million dollars early out of a total of 594 million dollars issued.

After the exercise of these clauses, the Group voluntarily repaid the remaining 244 million dollars, there no longer being any liability in this market.

This early repayment had a financial cost (*Make-All-Amount* and early repayment of interest) for the Group of approximately 58 million dollars, equivalent to approximately 45 million euros (Note 12).

b) Corresponds to 150,000 simple bonds not convertible into nominal shares. The bonds are guaranteed by guarantee letter of interCement Participações, S.A. and InterCement Austria Equity Participation GmbH and pledge of 451,132545 shares of Camargo Corrêa Cimentos Luxembourg S.A.R.L., the first annual reimbursement being in 2017 and the last in 2022.

c) Corresponds to 1.200 simple dematerialized bonds not convertible into nominal shares of the chirography kind in two series. The bonds are remunerated at 115% of the CDI rate and are repayable annually as from their date of issuance, the first repayment being in 2017 and the last on 2022.

Bank loans

Group bank loans as at 31 December 2012 and 2011 were as follows:

Type	Currency	Interest rate	2012		2011	
			Current	Non Current	Current	Non Current
EIB loan	EUR	2.69%	-	-	-	49,927
EIB loan	EUR	EIB basic rate	6,667	13,333	6,667	20,000
Bilaterals loans	EUR	"Floating rates indexed to Euribor "	37,664	968,223	409778	952,829
Bilaterals loans	USD	Floating rates indexed to Euribor	53,022	1,657,663	12,500	95,368
Bilaterals loans	BRL	Fixed and Floating rates	38,104	103,231	1,362	8,902
Bilaterals loans	ARS	Floating rates indexed to Badlar	24,504	66,466	-	-
Bilaterals loans	Several	Floating Rates	7,158	12,194	69,034	40,351
Overdrafts	CVE	Floating Rates	117	-	54,184	-
			167,236	**2,821,110**	**553,524**	**1,167,378**

As a result of the above mentioned change in control of the Company, some CoC clauses of a substantial part of the liability contracted by the Group's subsidiaries were activated, requiring the refinancing of approximately 900 million euros of bank loans. That amount and the amount of the USPP referred to earlier were fully refinanced by backstop credit lines previously negotiated by InterCement.

Other loans

Other loans represent loans granted by official agencies under agreements related to investment projects.

The non-current portion of loans as at 31 December 2012 and 2011 is repayable as follows:

Year	2012	2011
2013	-	675745
2014	239,879	353,430
2015	513,099	380,637
2016	352,888	11,422
2017	857,026	12,419
2018	341,852	6,666
Following years	1,513,807	194,205
	3,818,551	**1,634,525**

The loans at 31 December 2012 and 2011 are stated in the following currencies:

Currency	Dec-12		Dec-11	
	Currency	Euros	Currency	Euros
USD	2,301,862	1744,628	732,007	574,892
BRL	3,079,181	1,138,919	24798	10,264
EUR	-	1,026,016	-	1,439,471
ARS	590,202	90,970	-	-
MZN	380,896	9707	707,245	20,230
EGP	61708	7,349	163,219	20,917
PYG	12783,039	2,296	-	-
CVE	12,954	117	-	-
ZAR	-	-	-	-
Others	-	-	704,385	122,330
		4,020,001		**2,188,104**

Comfort letter and guarantee letters

The comfort letters and guarantee letters provided by the **Group** refer to responsibilities already included in the consolidated financial position at 31 December 2012 and 2011 totalling 291,430 thousand euros and 216,934 thousand euros, respectively.

In December 31 of 2012 there were comfort letters provided by Cimpor Inversiones to alienated companies in the exchange in the amount of 85790 thousand euros, which are going to be replaced in 2013, as well as a guarantee provided to B.E.I of 50,000 thousand euros already fully depreciated by 31 of December of 2012 and cancelled during the year of 2013.

Change Control

Some debt instruments, according with what is usually used in the market, celebrated by Cimpor subsidiaries, include practices of Change of Control that provide the possibility, by financial entities, of the respective maturity.

38. OBLIGATIONS UNDER LEASES

Finance leases

The **Group** minimum lease payments as at 31 December 2012 and 2011, resulting from finance lease liabilities, are as follows:

	2012		2011	
	Present value	Future value	Present value	Future value
Up to 1 year	621	621	2,915	3,433
From 1 to 5 years	35	35	7,893	10,030
More than 5 years	-	-	8,899	9747

The increase of the liability under leasing contracts observed in the financial year ended 31 December 2011 was essentially driven by the formalisation of a lease contract to operate a grinding facility located in Malaga, owned by the associate Cementos de Antequera, S.A., with a 10 year duration, which as included in the exchanged assets.

Operating leases

The current operating lease contracts relate essentially to transport and office equipment.

Future commitments as at 31 December 2012 and 2011 under the current operating lease contract were as follows (minimum lease payments):

	Group		Company	
	2012	2011	2012	2011
Up to 1 year	2,982	5,029	30	11
From 1 to 5 years	5739	11,569	80	3
More than 5 years	-	31	-	-

Total operating costs with operating leases of continued operations recognised in the **Group** during the years ended 31 December 2012 and 2011 amounted to 3,369 thousand euros and 6.050 thousand euros respectively.

In the **Company** current operating lease contracts relate essentially to transport equipment and in the years ended 31 December 2012 and 2011 the costs incurred amounted to 9 thousand euros and 11 thousand euros respectively.

39. DERIVATIVE FINANCIAL INSTRUMENTS

Under the risk management policy of the Cimpor Group, a range of derivative financial instruments have been contracted at 31 December 2012 and 2011 to hedge interest and exchange rate risk.

The Group contracts such instruments after evaluating the risks to which its assets and liabilities are exposed and assessing which instruments available in the market are the most adequate to hedge those risks.

These operations are subject to prior approval by the Executive Committee and are permanently monitored by the Financial Direction. Several indicators relating to the instruments are periodically determined, namely their market value and sensitivity of the projected cash flows and market value to changes in key variables, with the aim of assessing their financial effect.

The recognition of financial instruments and their classification as hedging or trading instruments is based on the provisions of IAS 39.

Hedge accounting is applicable to financial derivative instruments that are effective as regards the elimination of variations in the fair value or cash flows of the underlying assets/ liabilities. The effectiveness of such operations is verified on a regular quarterly basis. Hedge accounting covers three types of operations:

- Fair value hedging;
- Cash flow hedging;
- Hedging of net investments in foreign entities.

Fair value hedging instruments are financial derivative instruments that hedge exchange rate and/or interest rate risk. Changes in the fair value of such instruments are reflected in profit and loss. The underlying asset/liability is also valued at fair value as regards the part corresponding to the risk that is being hedged, the respective changes being reflected in profit and loss.

Cash flow hedging instruments are financial derivative instruments that hedge the exchange rate risk on future purchases and sales of certain assets as well as cash flows subject to interest rate risk. The effective part of the changes in fair value of the cash flow hedging instruments is recognised in shareholders' equity in the caption Reserves - Hedging operations, while the non effective part is reflected immediately in profit and loss.

Instruments hedging net investment in foreign entities are exchange rate financial derivative instruments that hedge the effect, on shareholders' equity, of the risks on translation of the financial statements of foreign entities. Changes in the fair value of these hedging operations are recorded in the shareholders' equity caption "Currency translation adjustments" until the hedged investment is sold or extinguished when they are transferred to profit and loss.

Instruments held for trading purposes are financial derivative instruments contracted in accordance with the Group's risk management policies but where hedge accounting is not applicable, because they were not formally designated for that purpose or because they are not effective hedging instruments in accordance with the requirements of IAS 39.

Fair value of derivative financial instruments

The fair value of derivative financial instruments at 31 December 2012 and 2011 is as follows:

	Other assets (Note 24)				Other liabilities (Note 42)			
	Current asset		Non-current assets		Current asset		Non-current assets	
	2012	2011	2012	2011	2012	2011	2012	2011
Fair value hedges:								
Exchange and interest rate swaps	-	1,407	-	654	-	903	-	-
Exchange rate forwards	14	117	-	-	-	40	-	-
Cash flow hedges:								
Interest rate swaps	-	59	43	-	1,006	469	291	1,097
Trading:								
Exchange and interest rate derivatives	-	3,078	-	-	-	-	-	28,361
Interest rate derivatives	-	-	-	1,848	3,068	2,408	5,692	9,222
	14	**4,661**	**43**	**2,502**	**4,074**	**3,821**	**5,983**	**38,679**

This operation reduced significantly the Group's exposure to trading financial instruments enabling a lower volatility of Group´s future results.

The following schedule shows the operations at 31 December 2012 and 2011 that qualify as fair value hedging instruments:

Type of hedge	Notional	Type of Operation	Maturity	Financial purpose	Fair value	
					2012	2011
Fair value	USD 7,684,285	*Several Interest Rate Swap*	Jan/12	Currency Hedge	-	76
Fair value	USD 4,542,500	*Several Interest Rate Swap*	Jan/13	Currency Hedge	14	-
Fair value	USD 5,300,000	*Cross-Currency Swap*	Aug/14	Hedge of 100% of the capital and interests from a loan in USD	c)	383
Fair value	USD 6,340,715	*Cross-Currency Swap*	Jun/12	Hedge of the capital and interests from a loan in USD	b)	302
Fair Value	USD 2,777,398	*Cross-Currency Swap*	Jul/12	Hedge of the capital and interests from a loan in USD	b)	180
Fair value	USD 4,552,738	*Cross-Currency Swap*	Aug/12	Hedge of the capital and interests from a loan in USD	b)	294
Cash-flow	USD 14,760,000	*Interest Rate Swap*	Dec/15	Cash-flow hedge of interest on loan	a)	(589)
Cash-flow	EUR 25,000,000	*Interest Rate Swap*	Jan/14	Cash-flow hedge of interest on loan	a)	(55)
Cash-flow	EUR 25,000,000	*Interest Rate Swap*	Jan/14	Cash-flow hedge of interest on loan	a)	(99)
Cash-flow	EUR 25,000,000	*Interest Rate Swap*	Jan/14	Cash-flow hedge of interest on loan	a)	(55)
Cash-flow	EUR 25,000,000	*Interest Rate Swap*	Jan/14	Cash-flow hedge of interest on loan	a)	(55)
Cash-flow	EUR 25,000,000	*Interest Rate Swap*	Nov/13	Cash-flow hedge of interest on loan	(359)	(275)
Cash-flow	EUR 35,000,000	*Interest Rate Swap*	Jun/15	Cash-flow hedge of interest on loan	(895)	(379)
					(1,240)	**(272)**

a) Following early repayment of several bank loans it was also decided to cancel the derivative instruments hedging the interest.

b) Instruments that matured at the end of 2012.

c) Instruments relating to discontinued operations at the end 2012.

In addition, the fair value of the portfolio of derivative financial instruments at 31 December 2012 and 2011 that do not qualify as hedging instruments is as follows:

Face Value	Type of Operation	Maturity	Economic purpose	Fair value	
				2012	2011
USD 140,789,004	Cross-Currency Swap	Jun/13	Hedge of 100% of the principal and interests 10Y tranche of the US Private Placements	a)	(9,404)
USD 213,210,966	Cross-Currency Swap	Jun/15	Hedge of 100% of the principal and interests 12Y tranche of the US Private Placements	a)	(15,879)
EUR 50,000,000	IRS with conditioned receivable Leg	Jun/12	Reduce the cost of funding	b)	(496)
EUR 50,000,000	IRS with conditioned receivable Leg	Jun/15	Reduce the cost of funding - IRS with options sold on an Interest Rate Index	(5,807) c)	(5,452)
EUR 25,000,000	IRS with conditioned receivable Leg	Jun/15	Reduce the cost of funding - IRS with options sold on an Interest Rate Index	(2,953)	(3,834)
				(8,760)	**(35,065)**

a) Following early repayment of several bank loans it was also decided to cancel the derivative instruments hedging exchange.

b) Instruments that matured in 2012.

c) By decision of the Company to reduce the volatility of results, in January 2013 it was cancelled for an amount close to its fair value at 31 December 2012.

40. FINANCIAL RISK MANAGEMENT

General principles

During its normal business activities, Cimpor Group is exposed to a variety of financial risks likely to change its net worth, which can be grouped, according to their nature, in the following categories

- Interest rate risk;
- Exchange rate risk;
- Liquidity risk;
- Credit risk;
- Counterparty risk.

Financial risk is deemed to mean the probability of obtaining a positive or negative outcome different to that expected, and which materially and unexpectedly alters the Group's net worth.

The management of the above-stated risks, which primarily arise from the unpredictability of financial markets, requires the prudent application of a set of rules and methods approved by the Executive Committee, with the end purpose of minimising their potential negative impact on the Group performance.

All risk management, focused on that objective, is conducted according to two core concerns:

- Reducing, whenever possible, fluctuations in profit/loss and cash flows that are exposed to risk situations;
- Curbing deviation from forecast financials by means of meticulous financial planning based on multi-year budgets.

Furthermore, another concern of the Group is that the processes for managing these risks meet internal information needs and also external requirements (regulators, auditors, financial markets and all other stakeholders).

The Group, as a rule, does not take speculative positions and so the sole aim of all operations carried out with the purpose of managing financial risks is to control existing risks to which the Group is unavoidably exposed.

Hedging the interest-rate risk and exchange-rate risk normally means contracting financial derivatives on the over-the-counter market (for reasons of flexibility), involving a limited number of counterparties with high ratings. All these operations are undertaken with financial entities with which ISDA contracts have been concluded beforehand, in accordance with international standards.

The treasury department is responsible for managing financial risks, including identifying, assessing and hedging such risks. This risk management is conducted under the guidance of the Executive Committee, in particular of the director responsible for the financial risk area (whose approval is required prior to any operation).

Interest rate risk

The Group's exposure to interest-rate risk arises from the fact that its balance sheet includes financial assets and liabilities that may have been contracted at fixed interest rates or at variable interest rates. In the former case, the Group runs the risk of variation in the fair value of those assets and liabilities, whereby any change in market rates involves a (positive or negative) opportunity cost. In the latter case, such change has a direct impact on the amount of interest paid/received, resulting in cash account changes.

Interest-rate swaps are normally contracted to hedge this type of risk, in accordance with the Group's expectations concerning the development of market rates.

Motivated by the refinancing and inclusion of debt in the balance sheet as a result of the exchange of assets process, no interest rate risk hedging instruments were contracted, rather some derivatives hedging loans that were repaid early were cancelled (Note 39).

The Euro Zone interest rates at 2012 and 2011 year end were as follows:

	Dec-12	Dec-11
Floating rates	97%	82%
Fixed rate	3%	18%

This imbalance is not the result of an aggressive position taken by the Group in favour of a variable component but rather the result of several operations described above. It is expected that in 2013, depending on the evolution of the interest rate markets and the Group's expectations, that the rates of a significant part of the liability will be hedged.

Exchange rate risk

The Group's internationalisation means that it is exposed to the exchange-rate risk for the currencies of different countries, particularly the following ones, due to the large amounts of capital invested there: Brazil, Egypt, Argentina and South Africa (Note 7).

The exchange effects of the translation of local financial statements in the Group's consolidated financial statements can be mitigated by hedging the net investments made in those countries. However, the Group has only done this sporadically, since it considers the cost of such operations (the difference between the local interest rates and the Group's reference currency) to generally be too high in view of the risks involved.

When the exchange-rate risk is hedged, forward contracts and standard exchange options, generally maturing in less than one year, are normally used.

The Group does not carry out exchange-rate operations that do not adequately cover existing or contracted positions. This is the reason that the Cross-Currency Swaps hedging the exchange risk of the bond issuances made in the American market in 2003 were cancelled following their early repayment.

In relation to intercompany loans between businesses operating in different currencies, these hedges should be carried out whenever market conditions warrant such, to hedge the foreign exchange risk (usually from companies' borrowing funds).

The main debt instruments as at 31 December 2012 and 2011, and considering the effect of the existing cross currency swaps, were denominated in the following currencies:

	Dec-12	Dec-11
USD	42%	8%
BRL	30%	1%
EUR	25%	83%
Others	3%	8%

Liquidity risk

Liquidity risk management means maintaining an appropriate level of cash resources and contracting credit limits that not only ensure the normal pursuit of the Group's activities but also meet the needs of any extraordinary operations.

With the exchange operation and refinancing that occurred there was a substantial increase in the average maturity of the liabilities to five years, there being no significant repayments due in the next two years.

This, together with the significant amount in cash and cash equivalents at the end of the year (837.7 million euros) virtually eliminated the Group's liquidity risk, resulting in the contracting of committed backup lines being significantly reduced.

In particular, the Group maintains committed backup lines with some banks, which can be used to meet occasional cash needs in holdings, thereby avoiding an eventual delay in the circulation of the dividends from the business units to the top of the group.

This risk is monitored through a cash budget, which is reviewed on a weekly basis.

The cash surpluses of the different segments are, whenever possible, channelled to the Company through the payment of dividends or made available to other areas with a shortage of funds, through intercompany loans.

Credit risk

The markets view of Cimpor's credit risk in regards to financing operations is naturally reflected in the financial costs associated to such operations. The Group's influence in such matters is merely ancillary, embodying the prudent and balanced management of the business in order to lessen the probability of defaulting on its obligations.

The Group's degree of solvency is reflected in its Leverage ratio (Net Debt / EBITDA). The achievement of the level pre-established for this indicator is fundamental in ensuring compliance not only with the debt instruments envisaging such but also, through the performance of the cross default provisions, compliance by all the remaining debt.

As a result of the renegotiation of the Group's indebtedness, this financial covenant was increased to 45 compared to 35 that had been contracted in Cimpor's previous debt. The contractual measurement of this covenant is not made in terms of the Cimpor Group, but rather in terms of InterCement Participações S.A.. At 31 December 2012 this ratio was being complied with.

Counterparty risk

When the Cimpor Group establishes different contractual relations with third parties, it takes on the risk of the probability of non-fulfilment or even, in an extreme scenario, default by a counterparty.

The Group endeavours to limit its exposure to this risk, when making bank deposits and other cash investments and also when contracting derivative instruments, by carefully selecting the counterparties, based on their rating and taking into account the nature, maturity and scope of the operations.

With the information available at the moment and although the degradation of rating notifications of several counterparts with whom the Group has relations with, it is not expectable any losses in case of failure.

Sensitivity analyses

(a) Interest rate

The results of a sensitivity analysis of exposure as at 31 December 2012 and 2011 were as follows: a parallel shift of +/- 1% in the interest rate curve, with all other assumptions remaining constant, would represent approximately a 39 million euros and 18 million euros increase / decrease in financial expenses (before tax), for the years ended on 31 December 2012 and 2011 respectively.

This analysis is very reduced, as the Group's current debt profile in terms of exchange rates is much less concentrated than in 2011. A scenario in which the USD, BRL and EUR interest rates remain in exactly the same proportions, it is very improbable and the Group would never know what the impact of such a change would have on the exchange rates to determine precisely the consolidated impact on the Group' financial costs.

b) Exchange rates

In the debt and financial derivatives components, considering the currency distributing aforementioned, the exchange rate risks are substantially hedged by exchange rates volatility as well as its impact on consolidated financial results.

Taking into account the profile of the Group financial liabilities at 31 December 2012, a 10% change in the euro exchange rate with the currencies where such exposure is most significant, would impact on profits as follows:

	+ 10%	- 10%
USD	-158,566	193,803

41. ACCOUNTS PAYABLE - OTHER

Accounts payable – other as at 31 December 2012 and 2011 were as follows:

	Group				Company			
	2012		2011		2012		2011	
	Current	Non-current	Current	Non-current	Current	Non-current	Current	Non-current
Subsidiaries, associated and participanted companies a)	47,082	-	62	-	40,189	-	311	-
Other shareholders	479	-	4,097	1,420	84	-	84	-
Suppliers of fixed assets b)	418,624	16,167	34,831	14,403	91	-	197	-
Other creditors	54,075	17,224	33,915	3,833	1,020	2747	327	3,497
	520,261	**33,391**	**72,905**	**19,656**	**41,384**	**2,747**	**918**	**3,497**

a) At 31 December 2012 the Group's liability to third parties in terms of subsidiary and associated companies and participations included essentially the amount of 42,313 thousand euros payable to InterCement Austria Holding (Note 47).

b) The caption payables for investments at 31 December 2012 includes 381,900 thousand euros relating to an account payable to Intercement Austria Holding GmbH (Note 47), resulting from the net effect of the exchange referred to in Note 5.

42. OTHER CURRENT AND NON-CURRENT LIABILITIES

These captions as at 31 December 2012 and 2011 were as follows:

	Group				Company	
	2012		2011		2012	2011
	Current	Non-current	Current	Non-current	Current	Current
Accrued interest	43373	16.268	15.171	-	-	-
Accured Payroll	27.044	-	26.007	-	1.801	4.182
Derivative financial instruments (Note 39)	4.074	5983	3.821	38.679	-	-
Investment subsidies	-	45	-	5.856	-	-
Other deferred costs and accrued income	33970	6.809	14.481	2	1.076	35
	108.461	**29.105**	**59.479**	**44.537**	**2.877**	**4.216**

43. ACCOUNTS PAYABLE - TRADE

The caption "Accounts payable - trade" at 31 December 2012 and 2011 was as follows:

	Group		Company	
	2012	2011	2012	2011
Trade payables	170734	128.030	1506	579
Suppliers - invoices for approval	x	24.122	-	.
Notes payable - trade	x	34.254	-	.
Advances from clients	x	6.057	-	.
	216.357	**192.464**	**1.506**	**579**

The trade payables balances for the **Company** include balances with subsidiaries of 287 thousand euros in 2012 and 178 thousand euros in 2011 (Note 47).

44. CO_2 EMISSION LICENCES

In transposing European Parliament and Council Directive 2003/87/CE to internal legal orders, lists of the installations of participants in the trading of emissions and the respective emission licences granted for the 2008 to 2012 have been approved by the Portuguese government.

Four manufacturing plants of Group companies (Cabo Modego, Alhandra, Loulé and Souselas production centres) received licences annually corresponding emissions rights of 4,053.897 tons (for the period from 2008 till 2012).

The estimated emissions of these premises amounted to 2,195.441 tons of CO2 during the year ended 31 December 2012 (2,327.885 in 2011). 3382.000 tons (1,400.000 in 2011) of the total licence of awarded were sold, generating a gain of 26717 thousand euros (16,960 thousand euros in 2011), reported under "Other operating income" (Note 8). Furthermore, in the year ended 31 December 2012, the Group exchanged European Union Allowances ("EUA") licences for Certified Emission Reductions ("CER") resulting in a gain of 3920 thousand euros (1,677 in 2011) (Note 8).

45. FINANCIAL ASSETS AND LIABILITIES ACCORDING TO IAS 39

The accounting policies in accordance with IAS 39 to financial instruments were applied to following items of the **Group**:

2012	Loans granted and accounts receivable	Available-for-sale financial assets	Other financial liabilities	Assets and liabilities at fair value through profit and loss	Total
Assets:					
Cash and cash equivalents	837,717	-	-	-	837,717
Accounts receivable-trade	189,808	-	-	-	189,808
Other investments	-	22,654	-	6,372	29,026
Other non-current accounts receivable	14,994	-	-	-	14,994
Other current accounts receivable	32,974	-	-	-	32,974
Other non-current assets	-	-	-	43	43
Other current assets	5,279	-	-	14	5,293
Total assets	**1,080,772**	**22,654**	**-**	**6,429**	**1,109,855**
Liabilities:					
Non-current loans	-	-	3,818,551	-	3,818,551
Current loans	-	-	201,450	-	201,450
Current liabilities-trade	-	-	216,357	-	216,357
Other non-current accounts payable	-	-	33,391	-	33,391
Other current accounts payable	-	-	520,261	-	520,261
Other non-current liabilities	-	-	23,077	5,983	29,060
Other current liabilities	-	-	104,386	4,074	108,461
Total liabilities	**-**	**-**	**4,917,472**	**10,057**	**4,927,529**

2012	Loans granted and accounts receivable	Available-for-sale financial assets	Other financial liabilities	Assets and liabilities at fair value through profit and loss	Total
Assets:					
Cash and cash equivalents	610,430	-	-	-	610,430
Accounts receivable-trade	282,160	-	-	-	282,160
Other investments	-	23,853	-	4,478	28,331
Other non-current accounts receivable	12,322	-	-	-	12,322
Other current accounts receivable	26,916	-	-	-	26,916
Other non-current assets	1,059	-	-	2,502	3,561
Other current assets	4,321	-	-	4,661	8,982
Total assets	**937,208**	**23,853**	**-**	**11,640**	**972,701**
Liabilities:					
Non-current loans	-	-	1,351,778	282,747	1,634,525
Current loans	-	-	553,579	-	553,579
Current liabilities-trade	-	-	192,464	-	192,464
Other non-current accounts payable	-	-	17,373	-	17,373
Other current accounts payable	-	-	72,905	-	72,905
Other non-current liabilities	-	-	2	38,679	38,681
Other current liabilities	-	-	55,658	3,821	59,479
Total liabilities	**-**	**-**	**2,243,759**	**325,247**	**2,569,006**

For the **Company** the accounting policies in accordance with IAS 39 to financial instruments were applied to following items:

2012	Loans granted and accounts receivable	Available-for-sale financial assets	Other financial liabilities	Total
Assets:				
Cash and cash equivalents	248	-	-	248
Accounts receivable-trade	242	-	-	242
Other investments	-	87	-	87
Other non-current accounts receivable	176,000	-	-	176,000
Other current accounts receivable	11,191	-	-	11,191
Other current assets	232	-	-	232
Total assets	**187,913**	**87**	**-**	**188,001**
Liabilities:				
Current liabilities-trade	-	-	1,506	1,506
Other non-current accounts payable	-	-	2,747	2,747
Other current accounts payable	-	-	41,384	41,384
Total liabilities	**-**	**-**	**45,637**	**45,637**

2011	Loans granted and accounts receivable	Available-for-sale financial assets	Other financial liabilities	Total
Assets:				
Cash and cash equivalents	19,841	-	-	19,841
Accounts receivable-trade	1,399	-	-	1,399
Other investments	-	87	-	87
Other non-current accounts receivable	188,005	-	-	188,005
Other current accounts receivable	14,408	-	-	14,408
Other current assets	218	-	-	218
Total assets	**223,870**	**87**	**-**	**223,957**
Liabilities:				
Current liabilities-trade	-	-	579	579
Other non-current accounts payable	-	-	3,497	3,497
Other current accounts payable	-	-	918	918
Total liabilities	**-**	**-**	**4,994**	**4,994**

46. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENTS

Cash and cash equivalents as at 31 December 2012 and 2011 were as follows:

	Group		Company	
	2012	2011	2012	2011
Cash	350	150	-	-
Bank deposits immediately available	93,496	74,456	148	91
Term bank deposits	256,387	492,527	100	19750
Marketable securities	463,577	43,298	-	-
	813,810	610,430	248	19,841
Bank overdrafts (Note 37)	(117)	(54,184)	-	-
	813,692	**556,247**	**248**	**19,841**

The caption cash and cash equivalents in the consolidated statement of financial position at 31 December 2012 also includes the amount of 23,907 thousand euros corresponding to exclusive funds that do not fully comply with the requirements necessary to be recognized as cash and cash equivalents in the Statement of Cash Flows.

The caption "Cash and cash equivalents" comprises cash, deposits repayable on demand, treasury applications, government bonds, deposit certificates and term deposits maturing in less than three months with insignificant risk of change in value. Bank overdrafts include amounts drawn from current accounts with financial institutions.

The most significant Group cash flows regarding investment and financing activities occurred, in the Group, in the years ended 31 December 2012 and 2011, and were as follows:

In 2012:

Changes in the consolidated perimeter due to the exchange

The changes in the consolidation perimeter due to the exchange had the following net effect on cash and cash equivalents due to the assets acquired and sold in the exchange:

	Acquired assets	Alienated assets	Net effect
Cash and cash equivalents	278,150	(66,504)	211,646
Exclusive Funds	-	-	-
Overdrafts	-	2,038	2,038
	278.150	**(64,466)**	**213,684**

Receipts/ payments of borrowings

- As a result of the change in control, the amount of approximately 1,400 million euros of bank loans and all the bonds issued in the American market in 2003, 2010 and 2011 were cancelled early;

- Also in the area of the repayment of loans Cimpor - Industria de Cimentos, S.A. repaid commercial paper issuances totalling 100 million euros;

- A loan of 129 million euros contracted by Cimpor Inversiones was repaid in full, the formal taker of the loan becoming Cimpor B.V. which also saw the amount received being increased by 75 million euros to 204 million euros as the result of the participation of a new counterparty in the new loan;

- All the amounts repaid early were fully financed by backstop lines previously contracted by InterCement to cover the repayments, totalling approximately 1,500 million euros.

- In addition to these amounts received the amount of 115 million euros was contracted in the beginning of 2012 by Cimpor Inversiones in the Spanish financial system;

Payments relating to financing activities - others

- The payments relating to Others include the payment of dividends to non-controlling interests.

In 2011:

Payments relating to financial investments

- The payments relating to financial investments made in the year ended 31 December 2011, primarily concern the setting up of a deposit in a bank of the CGD Group in the amount of 20 million USD, in respect of a loan contracted by a subsidiary (Note 47).

Receipts / payments relating to loans financing activities

- The Cimpor Group performed a series of operations to restructure the debt through Cimpor Financial Operations BV and Cimpor Inversiones, the most important of which are the full amortisation of the Eurobonds in the amount of 600 million euros and refinancing in the amount of 602 million from different financial institutions;

- 40 million USD (30 million euros) increase of the 10Y tranche of the US Private Placements;
- The contracting of commercial papers issues by Cimpor - Indústria de Cimentos, S.A. amounting to 160 million euros and the payment of others in the amount of 60 million euros;
- Obtaining financing in the amount of 57 million euros in the Egypt business area related to environmental improvement projects "Bag filter for the 1st Line" under the EPAP II (Environmental Pollution Abatement Project - phase II).

Payments relating to financing activities – others

- Payments regarding the figure "Others", include dividends payment to non-controlled interests.

The **Company** cash flows regarding investment and financing activities occurred in the years ended 31 December 2012 and 2011, highlight to the following:

Receipts relating to dividends:

	2012	2011
Cimpor Portugal, SGPS, S.A.	51,500	-
C.C.B. - Cimpor Cimentos do Brasil, Ltda.	10	-
Cimpor Inversiones, S.A.	-	120,221
Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A.	-	345
Cement Services Company, S.A.E.	-	27
Cimpor Egypt For Cement Company, S.A.E.	-	1
Others	0	18
	51,510	**120,612**

Loans granted to group companies:

	2012		2011	
	Amounts received during the year	Amounts paid during the year	Amounts received during the year	Amounts paid during the year
Cimpor Portugal, SGPS, S.A.	100,500	88,500	1,000	189,000
Kandmad, SGPS, Lda.	2,200	2,405	4,250	4,250
Cimpor - Serviços de Apoio à Gestão Empresas, S.A.	-	1,000	-	-
Cimpor - Indústria de Cimentos, S.A.	-	-	46,500	-
Betão Liz, S.A.	-	-	29,000	-
Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A.	-	-	750	750
Others	102700	91,905	81,500	194,000

Other information:

The income tax recovered / (paid) includes the income tax payments made by the Company on behalf of the Portuguese tax group.

47. RELATED PARTIES

Transactions and balances between Group companies consolidated by the full consolidation method or by the proportional consolidation method were eliminated in the consolidation process and so are not disclosed in this note.

The terms and conditions of the transactions between the Group companies and related parties are substantially similar to those contracted, accepted and practiced in similar operations with independent entities.

Balances and transactions at 31 December 2012 and 2011 between the **Group** and associated companies and other related parties are detailed below.

	Associated companies		Other related parties			
			Camargo Corrêa Group		"Votorantim Group (a)	
	2012	2011	2012	2011	2012	2011
Assets:						
Accounts receivable-trade	-	104	8,320	7	3,305	1
Accounts receivable-other	2,107	3714	-	-	476	3
	2,107	3,818	8,320	7	3781	5
Liabilities:						
Leasing	-	17,411	-	-	-	-
Suppliers	370	214	42	-	154	21
Asset's suppliers (Note 41)	-	-	381,900	-	124	-
Accounts payable-other (Note 41)	-	-	42,313	-	-	-
	370	17,624	424,255	-	278	21
Transactions:						
External supplies and services	1,440	1723	-	-	-	-
Fixed assets purchases	42	2,100	42	-	354	-
Inventories purchases	-	20	-	1	5759	1,081
Sales and services rendered	-	858	12,244	7,530	63,820	11,835
Other operating costs	-	-	-	-	66	-
Other operating income	19	18	-	198	937	39
Financial expenses, net	-	-	-	-	18,115	-
	1,501	**4,720**	**12,286**	**7,729**	**89,051**	**12,955**

(a) In December 31, 2012 the balances and transactions of the year with the Votorantim Group include the entities that were an object of the exchange.

At 31 December 2012, the Exchange of Assets was the most significant transaction between related parties in accordance with details presented in the Introductory Note and Note 5. In addition, there was an award of civil construction contracts relating to an increase in the capacity in Cezarina (Brazil) to the Soares da Costa/ Guterrez consortium in the amount of 18.6 million euros. As at that date there was a conflict of interests due to the fact that at that date the company Soares da Costa was controlled by a qualified shareholder of Cimpor, in which José Manuel Batista Fino, then administrator of Cimpor accumulated administrative functions, this business was approved by prior positive opinion of the then Audit Board, without that administrator participating in the meeting.

In the year ended a 31 December 2011, transactions between related parties also include the following operations and commitments, regarding acquisitions of equity investments, namely:

- Conclusion of the acquisition from its shareholder Camargo Corrêa Cimentos, S.A., during the first quarter, of a 51% shareholding of CINAC ((the remaining 49% during the fourth quarter of 2011, from unrelated third parties);

- An agreement was signed on 30 June 2011 and later made official on 27 July 2011 between the Cimpor Group and Arenor, S.L. via which the latter handed over all the assets belonging to Arenor and its Group of Companies in Andalucia, related to the quarrying and sales of aggregates and production and sale of ready-mix concrete, for around 27 million euros. In turn, the Cimpor Group passed its entire stake in the Company to Arenor, via a prior agreement to reduce the company's share capital, for around 11 million euros. This operation was carried out in the form of asset swap and regularization of current accounts, and involved no financial settlement. With this operation the Cimpor Group, maintaining the industrial profile of its business in the aggregate and concrete sub-sector in Andalucia, to which it has add the ownership of quarries and land, has entirely uncoupled itself from Arenor and, on its side, Arenor has brought an end to all its manufacturing activities in Spain, in the aforementioned sectors.

Benefits of the members of the Company's corporate board and executive seniors

Benefits of the members of the Company's corporate board and senior executive during the years ended 31 December 2012 and 2011 were as follows:

Group:

	2012		Compensation by ending of mandate	2011	
	Fixed	Variable		Fixed	Variable
Board of directors:					
Executive directors	4,164	2,264	2,128	2,117	2,161
Non-executive directors	1,203	54	640	1,169	32
	5,367	2,318	2768	3,287	2,193
Senior executives	8,433	2,286	2,801	7,859	1,863
	13,800	**4,604**	**5,569**	**11,146**	**4,056**
Long-term benefits	-	-	-	-	1,042
Short-term benefits	13,416	4,386	5,569	10,848	2,631
Post employment benefits	383	-	-	298	-
Share based payments	-	218	-	-	383
	13,800	**4,604**	**5,569**	**11,146**	**4,056**

Company:

	2012		Compensation by ending of mandate	2011	
	Fixed	Variable		Fixed	Variable
Board of directors:					
Executive directors	4,164	2,264	2,128	2,117	2,161
Non-executive directors	1,203	54	640	1,169	32
	5,367	2,318	2768	3,287	2,193
Senior executives	2,391	512	1,349	2,678	564
	7,758	**2,830**	**4,118**	**5,964**	**2,757**
Long-term benefits	-	-	-	-	1,042
Short-term benefits	7,567	2714	4,118	5,845	1,420
Post employment benefits	191	-	-	119	-
Share based payments	-	116	-	-	295
	7,758	**2,830**	**4,118**	**5,964**	**2,757**

Balances at 31 December 2012 and 2011 and transactions in such years ended between the **Company** and related parties are detailed below. :

Balances:

	2012						
	Accounts receivable - trade	Group companies. accounts receivable	Loans to Group companies (Note 22)	Accounts receivable. other	Accounts payable (Note 43)	Group companies. accounts payable	Loans from Group companies
Agrepor Agregados - E,tracção de Inertes. S.A.	-	57	-	-	-	5	-
Betão Liz. S.A.	-	237	-	-	-	61	10,000
Canteras Prebetong. S.L.	-	1	-	-	-	-	-
Cecime - Cimentos. S.A.	-	29	-	-	-	-	-
Cecisa - Comércio Internacional. S.A.	-	1	-	-	-	-	-
Cement Services Company. S.A.E.	-	7	-	-	-	-	-
Cementos Cosmos. S.A.	-	79	-	-	-	-	-
Ciarga – Argamassas Secas. S.A.	-	14	-	-	-	-	-
Cimentaçor – Cimentos dos Açores. Lda.	-	27	-	-	-	-	-
Cimpor - Indústria de Cimentos. S.A.	-	370	-	-	-	396	27,500
Cementos Andalucia. S.L.	-	32	-	-	-	-	-
Cimpor - Serviços de Apoio à Gestão Empresas. S.A.	123	1,934	-	16	285	15	-
Cimpor Canarias. S.L.	-	13	-	-	-	-	-
Cimpor Hormigón Canarias. S.L.	-	2	-	-	-	-	-
Cimpor Hormigón España. S.A.	-	46	-	-	-	-	-
Cimpor Inversiones. S.A.	-	54	-	-	-	7	-

Balances (cont.)

	2012						
	Accounts receivable - trade	Group companies. accounts receivable	Loans to Group companies (Note 22)	Accounts receivable. other	Accounts payable (Note 43)	Group companies. accounts payable	Loans from Group companies
Cimpor Portugal . SGPS. S.A.	-	7.572	176,000	-	-	-	-
Cimpor Sagesa. S.A.	-	37	-	-	-	-	-
Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo. S.A.	108	196	-	-	1	-	-
Corporacion Noroeste. S.A.	-	58	-	-	-	-	-
Estabelecimentos Scial do Norte. S.A.	-	-	-	-	-	2	1,000
Geofer - Produção e Comercialização de Bens e Equipamentos. S.A.	-	3	-	-	-	-	-
Imopar. SARL	-	11	-	-	-	-	-
Kandmad. SGPS. Lda.	11	229	-	-	-	-	-
Materiales Del Atlántico. S.A.	-	2	-	-	-	-	-
Mossines - Cimentos de Sines. S.A.	-	-	-	-	-	2	1,200
Occidental de Áridos. S.L.	-	11	-	-	-	-	-
Sacopor - Sociedade de Embalagens e Sacos de Papel. S.A.	-	26	-	-	-	-	-
Sociedad de Cementos Y Materiales de Construccion de Andalucia. S.A.	-	24	-	-	-	-	-
Transviária - Gestão de Transportes. S.A.	-	18	-	-	-	-	-
	242	**11,088**	**176,000**	**16**	**287**	**489**	**39,700**

	2011						
	Accounts receivable - trade	Group companies, accounts receivable	Accrued income	Loans to Group companies (Note 22)	Accounts payable (Note 43)	Group companies, accounts payable	Accrued expenses
Agrepor Agregados - Extracção de Inertes, S.A.	-	15	60	-	-	4	-
Amreyah Cement Company, S.A.E.	-	166	-	-	-	-	-
Asment de Temara, S.A.	-	35	-	-	-	-	-
Betão Liz, S.A.	-	268	244	-	-	49	-
Canteras Prebetong, S.L.	-	-	2	-	-	-	-
Cecime - Cimentos, S.A.	-	-	30	-	-	-	-
Cecisa - Comércio Internacional, S.A.	-	-	1	-	-	-	-
CTA - Comércio Internacional, S.A.	-	6	-	-	-	-	-
Cementos Cosmos, S.A.	-	-	80	-	-	-	-
Ciarga – Argamassas Secas, S.A.	-	3	15	-	-	-	-
Cimentaçor – Cimentos dos Açores, Lda.	-	6	28	-	-	-	-
Cimpor - Indústria de Cimentos, S.A.	460	97	360	-	-	244	6
Cementos Andalucia, S.L.	-	-	32	-	-	-	-
Cimpor - Serviços de Apoio à Gestão Empresas, S.A.	492	396	660	-	177	10	-
Cimpor Canarias, S.L.	-	-	14	-	-	-	-
Cimpor Hormigón Canarias, S.L.	-	-	2	-	-	-	-

	2011						
	Accounts receivable - trade	Group companies. accounts receivable	Accrued income	Loans to Group companies (Note 22)	Accounts payable (Note 43)	Group companies. accounts payable	Accrued e,penses
Cimpor Hormigón España. S.A.	-	-	45	-	-	-	-
Cimpor Cabo Verde. S.A.	-	36	-	-	-	-	-
Cimpor Inversiones. S.A.	-	-	55	-	-	-	-
Cimpor Portugal . SGPS. S.A.	-	12703	65	188,000	-	4	-
Cimpor Sagesa. S.A.	-	-	38	-	-	-	-
Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo. S.A.	431	68	150	-	1	-	-
Cimpor Yibitas Çimento Sanayi Ve Ticaret A.S.	-	47	-	-	-	-	-
Corporacion Noroeste. S.A.	-	-	58	-	-	-	-
Firmes Y Hormigones Sani. S.L.	-	-	3	-	-	-	-
Geofer - Produção e Comercialização de Bens e Equipamentos. S.A.	-	2	4	-	-	-	-
Ibera - Indústria de Betão. S.A.	-	-	2	-	-	-	-
Imopar. SARL	-	11	-	-	-	-	-
Kandmad. SGPS. Lda.	15	-	-	-	-	-	-
Materiales Del Atlántico. S.A.	-	-	3	-	-	-	-
Occidental de Áridos. S.L.	-	-	12	-	-	-	-
Sacopor - Sociedade de Embalagens e Sacos de Papel. S.A.	-	6	28	-	-	-	-
Societé les Ciments de Jbel Oust	-	48	-	-	-	-	-
Sociedad de Cementos Y Materiales de Construccion de Andalucia. S.A.	-	-	25	-	-	-	-
Transviária - Gestão de Transportes. S.A.	-	4	19	-	-	-	-
	1,397	**13,917**	**2,029**	**188,000**	**178**	**311**	**6**

Transactions:

	2012				
	Outside supplies and services	Interest expenses (Note 12)	Services rendered	Other operating income	Interest income (Note 12)
Agrepor Agregados - Extracção de Inertes, S.A.	1	-	-	-	-
Betão Liz, S.A.	54	20	-	-	-
Cement Services Company, S.A.E.	-	-	-	2	-
Cimpor - Serviços de Apoio à Gestão Empresas, S.A.	2,018	-	400	431	2
Cimpor Indústria de Cimentos, S.A.	-	54	4,488	2	-
Cimpor Inversiones, S.A.	-	647	-	-	-
Cimpor Portugal , SGPS, S.A.	-	-	-	-	10,513
Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A.	-	-	350	236	-
Estabelecimentos Scial do Norte, S.A.	-	2	-	-	-
Kandmad, SGPS, Lda.	-	-	12	-	24
Mossines - Cimentos de Sines, S.A.	-	2	-	-	-
	2,073	**725**	**5,250**	**670**	**10,539**

	2011			
	Outside supplies and services	Services rendered	Other operating income	Interest income (Note 12)
Agrepor Agregados - Extracção de Inertes, S.A.	21	-	78	-
Amreyah Cement Company, S.A.E.	-	-	166	-
Asment de Temara, S.A.	-	-	35	-
Betão Liz, S.A.	106	-	298	565
Canteras Prebetong, S.L.	-	-	2	-
Cecime - Cimentos, S.A.	-	-	30	-
Cecisa – Comércio Internacional, S.A.	-	-	1	-
Cementos Andalucia, S.L.	-	-	32	-
Cementos Cosmos, S.A.	-	-	80	-
Ciarga – Argamassas Secas, S.A.	-	-	18	-
Cimentaçor – Cimentos dos Açores, Lda.	-	-	34	-
Cimpor - Serviços de Apoio à Gestão Empresas, S.A.	1,810	400	1,230	-
Cimpor Cabo Verde, S.A.	-	-	36	-
Cimpor Canarias, S.L.	-	-	14	-
Cimpor Hormigón Canarias, S.L.	-	-	2	-
Cimpor Hormigón España, S.A.	-	-	45	-
Cimpor Indústria de Cimentos, S.A.	1	4,488	466	395
Cimpor Inversiones, S.A.	-	-	55	-
Cimpor Portugal , SGPS, S.A.	3	-	84	1,362
Cimpor Sagesa, S.A.	-	-	38	-
Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A.	12	350	329	16
Cimpor Yibita Çimento Sanayi Ve Ticaret A.S.	-	-	47	-
Corporacion Noroeste, S.A.	-	-	58	-
CTA - Comércio Internacional, S.A.	-	-	6	-
Firmes Y Hormigones Sani, S.L.	-	-	3	-
Geofer - Produção e Comercialização de Bens e Equipamentos, S.A.	-	-	6	-
Ibera - Indústria de Betão, S.A.	-	-	2	-
Kandmad, SGPS, Lda.	-	12	-	-
Materiales Del Atlántico, S.A.	-	-	3	-
Occidental de Áridos, S.L.	-	-	12	-
Sacopor - Sociedade de Embalagens e Sacos de Papel, S.A.	-	-	34	-
Soc. Cementos Y Materiales de Const. Andalucia, S.A.	-	-	25	-
Societé des Ciments de Jbel Oust	-	-	48	-
Transviária - Gestão de Transportes, S.A.	-	-	22	-
	1,954	**5,250**	**3,334**	**2,338**

48. CONTINGENT LIABILITIES, GUARANTEES AND COMMITMENTS

Contingent liabilities

In the normal course of its business the Group is involved in several legal cases and complaints relating to its products and services as well as of an environmental nature, labour cases and regulatory. Considering the nature of the legal cases and the provisions recorded, the expected outcome is to not have a significant impact on the Group's operations, financial position or operations results.

The most significant of the contingent liabilities are:

In the **Company**, as a result of audits performed by the tax authorities to the CIT returns for the years of 1996 to 2010, additional adjustments were made to the assessment basis and to tax, determined under the tax consolidation regimes in force in each year. The Board of Directors believes, based on the understanding of its tax consultants that the above mentioned adjustments have no legal basis and therefore they have been legally claimed. Even so, as mentioned in Note 36, due to the lack of jurisprudence and the technical complexity of some matters, provisions were set up for most of the issues in dispute.

In addition, the Board of Directors believes that any responsibility of the above tax, resulting from tax assessments up to the tax year of 2001 or subsequent if influenced by operations up to that date, are the responsibility of the "*Fundo de Regularização da Dívida Pública*".

For the years 1997 and 1998 this subject was sanctioned by the decision of the Chamber of the Supreme Administrative Court, confirmed by plenary of that Chamber, which consequences are the recognition, as always has been defended by the Company, that the responsibility of the above tax, resulting from additional tax assessments related to these years, it's responsibility of "*Fundo de Regularização da Dívida Pública*". Additionally, in 2010, it was sanctioned a decision of Lisbon Administrative Court recognizing the same rights to the Company, for the financial year of 1999.

In the **Group**, and apart from the above, in Spain for tax audits for the years of 2002 to 2004, the tax authorities assessed an amount of tax totalling approximately of 26 million euros (including accrued interests). The adjustments to the taxable profit claimed relate primarily to financial profit/loss, resulting mainly from interpretations not appropriate to the nature of certain transactions, and it is the belief of the Board of Directors that the conclusion of court proceedings already underway to challenge those adjustments, will not result in significant costs to the Group. This conviction is backed up by the opinion of its legal and tax advisers, who mostly gauge the possibility of losing such court cases as being remote.

Also in Spain, following revisions in progress by the tax authorities of the tax returns for 2005 to 2008, additional tax assessments of approximately 120 million euros were received, including compensating interest up to the date of payment. The additional assessments result from corrections to taxable income due essentially to the deductibility of financial costs, as a result of interpretations not adjusted to the nature of certain transactions, similar to those made as a result of revisions already concluded for the years 2002 to 2004 and, as in the latter case, will be the object of legal appeal and actions. The Board of Directors believes, based on the opinions of its legal and tax consultants, that the probability of the Company losing the actions is remote. As a result of the additional assessments the Company will present guarantees to the tax administration which at this time amount to approximately 126 million euros.

In Egypt, the cement companies were subject to an additional levy on the consumption of clay in cement production for the period between May 2008 and September 2010. Thereby correcting the previous provision that as a manifest and recognized lapse in the consumption of clay, without corresponding at all with the actual consumption of the industry. Accordingly, the estimation of companies' liabilities was recalculated, resulting in a final payment of 2577 thousand euros.

Additionally, in Egypt, as a result of a contestation presented, the Tax Appeal Committee, based on information and documents presented, decided to request the tax authorities to carry out a new inspection of the tax returns, therefore cancelling the additional income tax assessments for the years 2002 to 2004 of approximately 89 million euros, with no impact on the Group's equity.

Also in the business area of Egypt, in February 2012, a sentence was issued by the Arbitration Court relating to a complaint presented by the employees of Amreyah Cement Company SAE ("ACC") claiming a change in the calculation of incentives applied since 2004. The sentence partially accepted some of the employees' arguments, namely implementation of some items of remuneration as a complement to those already existing, which ACC came to consider with effect as from March 2012, therefore resulting in the recognition of a provision of 1,061 thousand euros (Note 19). Despite this, ACC decided to appeal to the Supreme Legal Court, it being the opinion of the Company's legal consultants that the sentence issued will not require the Company to apply it retroactively to 2004 and so no additional costs to those referred to above were recognized.

In Brazil, contingent liabilities for tax settlements proceedings, total about 289 million euros. It is worth noting in relation to those cases, the results of an inspection completed in the last quarter of 2011, which questioned the impact occurred by a corporate restructuring undertaken, resulted in a total settlement of about 98 million euros, including interest and penalties, which the company disputed due to the valid economic basis for performing such operation. It is the conviction of the Directors, supported by an understanding of the consultants who assist us, that our chances of success in this case are quite high, which is reinforced by the existence of cases similar to ours in which the outcome was favourable to the inspected entities.

Still in Brazil, and under the administrative case filed in 2007, the Secretariat of Economic Law of the Ministry of Justice ("SDE") published a Technical note in November 2011 closing the investigation of economic infringements in the cement sector, which recommended to the Administrative Council for Economic Defence ("CADE") the condemnation of all companies and individuals included in that case (with the exception of two, one for lack of evidence and the other by agreement with that agency at the start of the case) (Note 36).

Guarantees

At 31 December 2012 and 2011 the companies which are in the **Group's** continued operations had requested totalling 125572 thousand euros and 123.169 thousand euros, respectively, given to third parties, are as follows:

	2012	2011
For tax processes in progress	84,394	70,771
To suppliers	8,560	11,892
Other	32,618	40,506
	125,572	**123,169**

In the Portugal business area, due to legislation on the legal responsibilities for environmental damage reserves were established or assets of the Group companies assigned in a total of approximately 8,5 million euros.

From the guarantees described above, 18341 and 27.440 in December 31 of 2012 and 2011, respectively, are related to fiscal processes of the company.

Guarantees provided to other entities at 31 December 2012 and 2011 include the bank guarantee in favor for th Industrial Development Authority (IDA), Egyptian governmental entity , in the amount of 26 Million of euros (217 Million of Egyptian pounds), related to a processe in which the payment of a similar amount to Amreyah Cimpor Cement Company is reclaimed in the context of Industrial Licensing of the respective unit production. The company claims that such payment is not due and therefore proceeded with a judicial action against the entity.

Other commitments

In the normal course of its business the Group assumes commitments related essentially to the acquisition of equipment, under its investment operations in progress and for the purchase and sale of investments.

As of 31 December 2011, the sale of the 26% of the share capital of S. C. Stone and Sterkspruit Aggregates (Note 4), made in accordance with South Africa legislation regarding Black Economic Empowerment ("BEE"), in previous years, were not recognised because the significant risks and benefits relating to those investments were not been transferred to the buyer. In accordance with the terms agreed there are no losses to be recognised as a result of the transactions.

Additionally, as of 31 December 2012 and 2011, there are commitments related to contracts for the acquisition of tangible fixed assets and stocks as well as for the operation of facilities located on the property of third parties, as follows:

	2012	2011
Business area:		
Brazil	206,633	124,859
Egipt	31,588	44,110
Portugal	9,687	20,155
Mozambique	2,390	12,907
South Africa	838	815
Assets acquired	197,372	-
	448,508	**202,846**

In accordance with the Commercial Company Code ("Código das Sociedades Comerciais"), the parent company Cimpor – Cimentos de Portugal, SGPS, S.A. is jointly responsible for the obligations of its subsidiaries.

49. AUDITORS FEES AND SERVICES

In the years ended 31 December 2012 and 2011, the fees and services provided by Deloitte to the Company and to the Group were as follows:

	Value		%	
	2012	2011	2012	2011
Cimpor Holding:				
Legal certification of accounts	33	60	1%	4%
Other assurance services	478	28	22%	2%
Other	-	17	0%	1%
	511	104	23%	6%
Subsidiaries:				
Legal certification of accounts	1,237	1,283	56%	79%
Other assurance services	105	50	5%	3%
Tax consultancy services	253	99	12%	6%
Other	91	98	4%	6%
	1,685	**1,529**	**77%**	**94%**
	2,196	**1,633**	**100%**	**100%**

50. SUBSEQUENT EVENTS

On 10 January 2013 Cimpor Indústria sold its 48% participation in C+PA – Cimento e Produtos Associados, S.A. ("C+PA") to Cimpor Inversiones EAA (a company currently owned by the Votorantim Group) for 10350 thousand euros (this amount including the price due for the shares and equity rights and corresponding supplementary capital contributions). C+PA has been classified as an "Asset held for sale" since 2010.

On 23 January 2013, after Votorantim Cimentos, S.A. leave the investment on Cimpor, by the assets swap between Votorantim Cimentos, S.A. and InterCement, the CADE have deliberated that the TCD "Performance Commitment Agreement" are fulfilled so far.

On 30 January the Board of Directors of Cimpor - Cimentos de Portugal, SGPS, S.A. ("Cimpor") decided to merge the Brazilian companies CCB - Cimpor Cimentos do Brasil S.A. ("Cimpor Brasil") and InterCement Brasil S.A. ("InterCement Brasil"), two companies fully owned by Cimpor. The merger of the two Cimpor universe companies will create joint values, promoting the capture of synergies, resulting in greater operating efficiency and quality of service rendered to the Brazilian market.

51. FINANCIAL STATEMENTS APPROVAL

These financial statements for the year ended 31 December 2012 were approved by the Board of Directors on 8 April 2013. However, they are still subject to approval by the Shareholders' General Meeting in accordance with commercial legislation in force in Portugal, set to 23 May 2012.

52. NOTE ADDED FOR TRANSLATION

These consolidated financial statements are a translation of financial statements originally issued in Portuguese. In the event of discrepancies the Portuguese language version prevails.

The Board of Directors

Daniel Proença de Carvalho

Luiz Roberto Ortiz Nascimento

José Édison Barros Franco

Armando Sérgio Antunes da Silva

Daniel Antonio Biondo Bastos

José Manuel Neves Adelino

Pedro Miguel Duarte Rebelo de Sousa

Manuel Luís Barata de Faria Blanc

Albrecht Curt Reuter Domenech

Ricardo Fonseca de Mendonça Lima

André Gama Schaeffer

André Pires Oliveira Dias

Luís Filipe Sequeira Martins

António Soares Pinto Barbosa

Luís Miguel da Silveira Ribeiro Vaz

Other Corporate **Information Documents**

Part III

Corporate Governance Report

0. DECLARATION OF COMPLIANCE

Corporate Governance Rules Applying to Cimpor

Pursuant to Regulation No. 1/2010 of the CMVM, Cimpor adopts the Corporate Governance Code of the CMVM in its version of January 2010 (hereinafter the "Governance Code"), which is available for viewing at the CMVM website (www.cmvm.pt) and at the registered office of Cimpor – Cimentos de Portugal, SGPS, S.A. ("Cimpor").

Recommendations that have or have not been adopted

Cimpor adopts the best Corporate Governance practices, demonstrated by the fact that the criteria of the Governance Code are not complied with in the case of the integration of the components of the internal risk management and control systems, as explained below.

		Recommendation	Compliance	Reference
I.		**General Meeting**		
I.1.		General Meeting Board		
	1.	Adequate resources available to the Chairman of the General	COMPLIES	I3.
	2.	Meeting Board	COMPLIES	I3.
I.2.		Admission to the General Meeting		
	1.	Deadline established for the advance deposit or blocking of shares	NOT APPLICABLE	I.4.
	2.	Blocking shares in the event of suspension of the General Meeting	NOT APPLICABLE	I5.
I3.		Voting and Exercising Voting Rights		
	1.	Absence of statutory restrictions on postal voting	COMPLIES	I9.
	2.	Time limit for receiving voting ballots by mail	COMPLIES	I.11.
	3.	Principle of proportionality (in particular one share, one vote)	COMPLIES	I.6. and I7.
I.4.		Quorum and Resolutions - Quorum not exceeding legal limits	COMPLIES	I.8.
I5.		Minutes and Information on Resolutions Passed, disclosure on the Company's website	COMPLIES	I.13
I.6.		Corporate Control Measures		
	1.	Absence of measures to prevent the success of takeover bids	COMPLIES	I.20.
	2.	Absence of defensive measures	COMPLIES	I.20.
II.		**Incompatibilities and Independence**		
II.1.		General		
	1.	Structure and Powers		
		1. Assessment of the governance model by the management body	COMPLIES	II.1.
		2. Internal control and risk management systems	DOES NOT COMPLY	II5.
		3. Powers of the management and supervisory bodies regarding internal control and risk management systems	COMPLIES	II.6.
		4. Identification of the key risks and functioning and effectiveness of the internal control and risk management systems	COMPLIES	II9. and II5.
		5. Rules of procedure of the management and supervisory bodies	COMPLIES	II7.
	2.	Incompatibilities and Independence		
		1. Number of non-executive Directors	COMPLIES	II.14.
		2. Number of independent non-executive Directors	COMPLIES	II.14.
		3. Independence assessment rules	COMPLIES	II.15.

		Recommendation	Compliance	Reference
	3.	Eligibility and Appointment		
		1. Independence of the Chairman of the Audit Committee and powers to exercise the respective dutie	COMPLIES	II.21.
		2. Process of selecting candidates for non-executive Director	COMPLIES	II.16.
	4.	Irregularities' Reporting Policy (Whistleblowing)		
		1. Adoption of an irregularities' reporting policy	COMPLIES	II35.
		2. Disclosure of general guidelines	COMPLIES	II35.
	5.	Remuneration		
		1. Alignment with the Company's long-term interests	COMPLIES	II30.1
		2. Statement on remuneration policy for members of the management and supervisory bodies	COMPLIES	II30.
		3. Statement on remuneration policy for other managers	COMPLIES	II.29.
		4. Submission of share allocation and stock option plans and retirement benefits system to the General Meeting	COMPLIES	I.16. and III.10.
		6. At least one representative of the Remuneration Committee attends General Meetings	COMPLIES	I.15.
II.2.		Board of Directors		
	1.	Delegation of day-to-day management of the Company	COMPLIES	II3.1.
	2.	Pursuit of the Company's goals and limits on the delegation of powers	COMPLIES	II3.1.
	3.	Coordination of the work of non-executive Directors	NOT APPLICABLE	II.8.
	4.	Disclosure of the activities of non-executive Directors	COMPLIES	II.17.
	5.	Rotation of the areas of responsibility among members of the Board of Directors	NOT APPLICABLE	II.11.1.
II3.		Executive Committee		
	1.	Provision of information to the other members of the governing bodies	COMPLIES	II3.2. and II.13.
	2.	Remittance of notices of meetings and the minutes of meetings to the chairmen of the Board of Directors and the Audit Board	COMPLIES	II3.2. and II.13.
	3.	Remittance of notices of meetings and the minutes of meetings to the chairmen of the General and Supervisory Board and the Financial Matters Committee	NOT APPLICABLE	
II.4.		Audit Committee		
	1.	Duties of the General and Supervisory Board	NOT APPLICABLEL	
	2.	Disclosure of the annual report on the Company's website	COMPLIES	II.4.
	3.	Description of the supervisory activity in the annual report	COMPLIES	II.4.
	4.	Representation of the Company before the external auditor	COMPLIES	II.24. and II3.6.1.
	5.	Assessment and proposal for dismissal of the external auditor	COMPLIES	II.24. and II3.6.1.
	6.	Reporting internal audit services to the Audit Committee	COMPLIES	II3.6.1.
II5.		Specialised Committees		
	1.	Committees for performance assessment, to identify potential candidates for a director's role, and to evaluate the adopted governance system.	COMPLIES	II37., II.2.2. and II.23.
	2.	Independence and powers of the members of the Remuneration Committee	COMPLIES	II39
	3.	Independence of consultants to the remuneration committee	COMPLIES	II39.
	4.	Minutes	COMPLIES	II37.
III.		**Information and Auditing**		
III.1.		General Disclosure Obligations		
	1.	Investor relations office	COMPLIES	III.16.
	2.	Disclosure of information in English on the Company's website	COMPLIES	III.16.
	3.	Rotation of the external auditor	COMPLIES	III.18.
	4.	Powers of the external auditor	COMPLIES	II3.6.

		Recommendation	Compliance	Reference
	5.	Contracting non-audit services from the external auditor	COMPLIES	III.17.
IV.		**Conflicts of Interest**		
IV.1.		Relations with shareholders		
	1.	Business conducted by the company with the owners of qualifying shareholdings and related parties	COMPLIES	III.12.
	2.	Prior opinion of the supervisory body	COMPLIES	III.13.

Comply or explain

Cimpor, as mentioned above and in light of the criteria set forth in the Governance Code, did not comply with one of the recommendations of that Code, which it justifies in the following manner.

0.4.3. Components of the internal control and risk management systems

Recommendation II.1.1.2. Companies must establish internal control and risk management systems, to safeguard their value and enhance corporate governance transparency, which will allow them to identify and manage risk. Those systems shall at least include the following components: i) the setting of the strategic objectives of the company as regards risk-taking, ii) the identification of the main risks related to the actual business undertaken and events that may pose risk, iii) analysis and measuring of the impact and the probability of occurrence of each potential risk, iv) risk management aimed at aligning the risks actually incurred with the company's strategic option for risk-taking, v) mechanisms for monitoring the implementation of the adopted risk management measures and their effectiveness; vi) the adoption of internal information and communication mechanisms in relation to the various components of the system and of risk warnings, vii) the periodic evaluation of the implemented system and adoption of modifications deemed necessary.

Cimpor ensures the measurement of the impact and probability of occurrence of the risks where the knowledge of such and characteristics thereof are suited to these mathematical and statistical procedures (financial risks, depletion of reserves, etc.). Such methods, as is widespread practice in companies of the sector, do not form part of the risk management and control systems of Cimpor regarding other risks.

I. GENERAL MEETING

I.1 and I.2. Identification, Start and End of Term of Office of the Members of the General Meeting Board

The Annual General Meeting of 13 May 2009 elected the following members for the 2009-2012 four-year period:

General Meeting Board		Date of first appointment
Chairman	Luís Manuel de Faria Neiva dos Santos	11-05-2007
Vice-Chairman	Rodrigo de Melo Neiva dos Santos	13-05-2009

I.3. Disclosure of the Remuneration of the Chairman of the General Meeting Board and resources adequacy

The remuneration of the Chairman of the General Meeting Board takes the form of an attendance fee of EUR 4,500, by decision of the Remuneration Committee. The Chairman of the General Meeting Board relies on the support of the Vice-Chairman and the Company Secretary, within their respective legal powers, to convene and conduct the General Meetings. The Chairman is further provided the logistics support and human resources necessary for the proper performance of duties, particularly where contact with shareholders and the guarantee of the correct running of the General Meetings is concerned.

I.4. Disclosure of the Deadline Established for the Blocking of Shares in order to Attend and Vote at the General Meeting

The blocking of shares to attend and vote at the General Meeting is not required.

I.5. Blocking of Shares in the event of Suspension of the General Meeting

As described in I.4. above, the right to attend and vote at the General Meeting does not depend on blocking shares.

I.6. Number of Shares corresponding to one Vote

Each share corresponds to one vote, according to the articles of association [1] of Cimpor.

I.7. Restrictions on the Exercise or Counting of Votes

There are no restrictions in the articles of association on the exercise or counting of voting rights that may be exercised by shareholders.

I.8. Articles of Association Rules on the Exercise of Voting Rights

A shareholder intending to attend and vote at the General Meeting must declare such intention in writing to the Chairman of the General Meeting Board and the financial intermediary in which the individual registration account is held, no later than 00:00 of the fifth trading day prior to the date of the General Meeting (this date will be, in any case, indicated in the Notice of Meeting). An e-mail message may be used for that purpose.

Shareholders may be represented by third parties. To that end they must ensure the Chairman of the General Meeting Board receives the necessary instruments of representation, pursuant to the terms and conditions set forth in the relevant Notice of Meeting.

Shareholders holding, in a professional capacity, company shares in their own name on behalf of clients may vote differentially with their shares, provided that, in addition to that required by paragraphs 3 and 4 of Article 23-C of the Securities Code, they provide the Chairman of the General Meeting Board, within the same time limit and using sufficient and proportional means of proof, with: (a) The identification of each client and the number of shares held to vote on their behalf; (b) The specific voting instructions given by each client for each item on the agenda [2] .

The rules applying to General Meeting resolutions are those of Portuguese general law (the Companies Code), in other words they do not establish any quorum for the sitting of meetings or percentage for the approval of decisions that is higher than that legally provided for, neither do they envisage any special system for equity rights.

[1] Article 7(2)

[2] Article 23-C(5)

I.9. Articles of Association Rules on the Exercise of Voting Rights by Post

Cimpor does not establish any restriction in its articles of association on the exercise of voting rights by post.

The procedures to be taken and the applicable time limits are set forth in the articles of association [3] , according to which any shareholder wishing to vote by mail must ensure that the Chairman of the General Meeting Board receives the voting ballot indicating the vote on each item of the meeting's agenda by the second business day prior to the date convened for the General Meeting.

[3] Article 8 This Report provides a summary of the relevant provisions of the Company's articles of association.

I.10. Provision of a Ballot Paper Form for Exercising Voting Rights by Post

Cimpor accepts any document indicating the votes cast. Nonetheless, shareholders who so wish may use the ballot paper form for voting available at the site www.cimpor.com.

I.11. Establishment of a Time Limit between the Reception of the Voting Ballot by Post and the Date convened for the General Meeting

The voting instructions by post must be received by Cimpor (addressed to the Chairman of the General Meeting of the Company) by the second business day prior to the date of the Meeting.

I.12. Exercise of Voting Rights by Electronic Means

Exercise of Voting Rights by Electronic Means.

I.13. Extracts of Minutes of the General Meetings

The Company discloses the resolutions of General Meeting on the same day by means of announcement on the websites of the CMVM (www.cmvm.pt) and Cimpor (www.cimpor.pt). Basic shareholder participation statistics are also published on the Cimpor site, followed by more detailed statistics, including the results of votes, within 5 days.

The detailed report of the resolutions and votes may be consulted afterwards on the website of Cimpor, when the extract of the minutes are published within the time limit prescribed by law.

I.14. Archive of General Meetings

The information identified in the previous paragraph (I.13) is available for viewing on the site of Cimpor (www.cimpor.com) for at least the three subsequent years.

I.15. Indication of the Representative of the Remuneration Committee attending the General Meetings

Usually all the members of the Remuneration Committee of the Company attend the General Meeting, as was the case of the 2012 General Meeting.

I.16. Role of the General Meeting in the Evaluation and Remuneration Policy of the Company

The role of the General Meeting in the Remuneration Policy and Performance Assessment of the Directors of the Company occurs on four levels:

- Election of a Remuneration Committee.
- Delegation of remuneration policy powers in the Remuneration Committee, as provided for in the articles of association [4].
- Annual resolution on the statement concerning the remuneration policy to apply to members of the management and supervisory bodies, pursuant to Law No. 28/2009 of 19 June.
- General appraisal at each Annual General Meeting of the Company's management, pursuant to the Companies' Code [5], which also implies the assessment of the members of the Board of Directors.

The Remuneration Committee elected at the Extraordinary General Meeting of 16 July 2012, for the period 2009-2012, pursuant to the articles of association[6], has the following members

- Manuel Soares Pinto Barbosa (Chairman);
- Gueber Lopes;
- Nélson Tambelini Júnior.

The members of the Remuneration Committee prior to that date were:
- Manuel Soares Pinto Barbosa (Chairman);
- Filipe de Jesus Pinhal;
- José de Melo Torres Campos.

This Committee met four times during 2012, drawing up minutes of the meetings.

The remuneration of the Remuneration Committee solely consists of a fixed amount. The value of that remuneration is established pursuant to the articles of association by a committee composed of representatives of the three largest shareholders, as detailed below.

Remuneration of the Remuneration Committee in office until July 16, 2012	Value (Euros)
Manuel Soares Pinto Barbosa	8,400
José de Melo Torres Campos	21,450
Filipe de Jesus Pinhal	21,450

Remuneration of the Remuneration Committee in office after July 16, 2012	Value (Euros)
Manuel Soares Pinto Barbosa	8,400
Gueder Lopes	7,193
Nelson Tambelini Júnior	7,193

As regards the remuneration policy for all other managers, that is defined by the Board of Directors through the Executive Committee, within the meaning of the Securities Code [7].

[4] Article 17(2)

[5] article 376.°

[6] article 17.°

[7] article 248.°-B

I.17. Role of the General Meeting in Share Allocation Plans for the Management and Supervisory Bodies and other Managers

The Company does not currently have share allocation or stock option plans for the directors and/or employees of the Company. The plans in force in 2012 were terminated by proposal of the Board of Directors, in accordance with section III.10. below.

The 2012 General Meeting did not approve the implementation of any share or options plans, although it did guarantee compliance with existing commitments relating to stock option plans approved in previous financial years, as described in section III.10 below.

I.18. Role of the General Meeting in the Retirement Benefits Schemes of the Management and Supervisory Bodies and other Managers

There are no benefit systems or supplementary pension schemes for the members of the Company's management and supervisory bodies. The articles of association provisions providing for the allocation of retirement pension supplements were eliminated by the 2011 General Meeting, which also instructed the Board of Directors to adequately ensure that the rights acquired by the directors under the amended provisions were safeguarded, which was done as described in II33 o).

The Board of Directors is responsible for defining the retirement benefits with regard to other managers [8]. The Board of Directors manages the retirement benefits according to general rules set forth in the human resources policy and with full respect for the commitments made to employees. The details of the assigned Pension Funds and their respective liabilities are reported in the financial statements and annexes thereto.

[8] In the meaning of paragraph 3 of Article 248-B of the Portuguese Securities Code.

I.19. Articles of Association Provision Envisaging Submission to the General Meeting, Every Five Years, of a Rule Limiting the Votes Likely to be held or Exercised by a Single Shareholder

This requirement does not apply to Cimpor since the articles of association do not establish any rule to limit votes.

I.20. Defensive Measures causing the Deterioration of the Company's Worth

There are no measures intended to prevent the success of a takeover bid. There are also no defensive measures, measures in the articles of association or of any other nature aimed at seriously reducing the Company's worth in the event of a shift in control or change in the composition of the Board of Directors, thus ensuring compliance with recommendations I.6.1 and I.6.2 of the Governance Code.

I.21. Significant Agreements containing Change of Control Clauses

Likewise, there is no significant agreement to which the Company is a party and which, in the event of any change in control of the Company, would automatically come into force, be amended or cease to be effective.

Some debt instruments contracted by subsidiaries of Cimpor, as is market practice, include change of control clauses which provide for the possibility of immediate maturity of the debt by decision of the respective financial entity.

I.22. Agreements with Directors and Managers that envisage Indemnification in the event of Termination of the Term of Office following a Change of Control

There are no agreements between the Company and the members of the management body or senior managers of Cimpor (under the terms of the Portuguese Securities' Code [9]) that envisage the payment of compensation in the event of resignation, unfair dismissal or severance of the employment contract with the Company, in the wake of a change of control of the Company.

[9] Article 248-B(3)

II. MANAGEMENT AND SUPERVISORY BODIES

SECTION I. GENERAL

II.1. Board of Directors

Cimpor has adopted the Corporate Governance model commonly referred to as the "one-tier Anglo-Saxon" model at the Extraordinary General Meeting of 16 July 2012 [10] . The governing bodies of this governance model, provided for in the Portuguese Companies' Code Cimpor [11], are the General Meeting, Board of Directors, including an Audit Committee, and the Statutory Auditor. The members of the governing bodies are appointed for a three-year term of office, pursuant to the articles of association [12]. They may be re-elected. The term of office of the current members of the governing bodies runs from 2012 to 2014.

Cimpor was structured according to the Latin one-tier model prior to the approval of the amendments to the articles of association of Cimpor at the referred Extraordinary General Meeting. The management and supervision structure of the Company under that model consisted of the Board of Directors, the Audit Board and a Statutory Auditor or Statutory Audit Firm.

(10) See the statement of Cimpor published on the site of the CMVM on 16 July 2012 for further information.

(11) Article 278(1)

(12) Article 6(2)

The following members of the management and supervision bodies of Cimpor were elected or re-appointed at the Extraordinary General Meeting for the 2012-2014 term of office:

Board of Directors	
Chairman	Daniel Proença de Carvalho
Members	Albrecht Curt Reuter Domenech
	Ricardo Fonseca de Mendonça Lima
	Armando Sérgio Antunes da Silva
	André Gama Schaeffer
	Daniel Antonio Biondo Bastos
	José Édison Barros Franco
	Walter Schalka
	Erik Madsen
	José Manuel Neves Adelino
	Luís Filipe Sequeira Martins
	Pedro Miguel Duarte Rebelo de Sousa
	António Soares Pinto Barbosa
	Manuel Luís Barata de Faria Blanc
	Luís Miguel da Silveira Ribeiro Vaz

Audit Committee	
Chairman	José Manuel Neves Adelino
Members	António Soares Pinto Barbosa
	José Édison Barros Franco

The members of the management and supervision bodies of Cimpor prior to the Extraordinary General Meeting were:

Board of Directors	
Chairman	António José de Castro Guerra
Members	José Manuel Baptista Fino
	Jorge Humberto Correia Tomé (1)
	Albrecht Curt Reuter Domenech
	José Édison Barros Franco
	Walter Schalka
	João José Belard da Fonseca Lopes Raimundo
	Manuel Luís Barata de Faria Blanc
	António Sarmento Gomes Mota
	José Neves Adelino
	Francisco José Queiroz de Barros de Lacerda
	Luís Filipe Sequeira Martins
	António Carlos Custódio de Morais Varela
	Luís Miguel da Silveira Ribeiro Vaz
	Paulo Henrique de Oliveira Santos

(1) Resigned as member of the Board of Directors of Cimpor in February 2012.

Audit Board
Ricardo José Minotti da Cruz Filipe
Luís Black Freire d'Andrade
J. Bastos, C. Sousa Góis & Associados, SROC, Lda., representada por Ana Maria Celestino Alberto dos Santos
João José Lopes da Silva [1]

[1] Substitute

II.1.1. Board of Directors

The Board of Directors, pursuant to the articles of association [13], is composed of five to fifteen directors, one of whom is Chairman and the others are members.

The Board of Directors is elected by the General Meeting, which also appoints the Chairman (who holds the casting vote pursuant to the articles of association [14]).

Following the resignation from the Board of Directors submitted by Walter Schalka and Erik Madsen on 20 December 2012, the Board of Directors appointed by co-option Luiz Roberto Ortiz Nascimento and André Pires Oliveira Dias to fill the vacant posts. Therefore, the Board of Directors had the following members, on 31 December 2012:

	Board of Directors	Date of first appointment
Chairman	Daniel Proença de Carvalho	16-07-2012
Members	Luiz Roberto Ortiz Nascimento	20-12-2012
	Albrecht Curt Reuter Domenech	29-04-2010
	José Édison Barros Franco	29-04-2010
	Ricardo Fonseca de Mendonça Lima	16-07-2012
	Armando Sérgio Antunes da Silva	16-07-2012
	André Gama Schaeffer	16-07-2012
	Daniel Antonio Biondo Bastos	16-07-2012
	André Pires Oliveira Dias	20-12-2012
	José Manuel Neves Adelino	29-04-2010
	Luís Filipe Sequeira Martins	12-02-1987 [1]
	Pedro Miguel Duarte Rebelo de Sousa	16-07-2012
	António Soares Pinto Barbosa	16-07-2012
	Manuel Luís Barata de Faria Blanc	31-07-2001
	Luís Miguel da Silveira Ribeiro Vaz	13-05-2009

[1] *Appointed as member of the Management Board of Cimpor – Cimentos de Portugal, E.P.*

[13] Article 12(1)
[14] Article 12(3)

II.1.2. Audit Committee and Statutory Auditor

The supervision of the Company is to be carried out, according[15] to the articles of association , by an Audit Committee composed of three members elected by the General Meeting, one of whom shall be the Chairman. If the General Meeting does not indicate the Chairman of the Audit Committee then such will be appointed by the committee members themselves.

Moreover, the articles of association state that the examination of the company's accounts is the responsibility of a Statutory Auditor elected by the General Meeting, on proposal from the Audit Committee.

The Extraordinary General Meeting of 2012 elected the following members to the Audit Committee for the 2012-2014 term of office:

	Audit Committee	Date of first appointment
Chairman	José Manuel Neves Adelino [1]	16-07-2012
Members	António Soares Pinto Barbosa [1]	16-07-2012
	José Édison Barros Franco	16-07-2012

[1] Independent member.

Cimpor's Statutory Auditor is Deloitte & Associados, SROC, S.A., which has performed this role since 2001. It has been represented since October 2007 by João Luís Falua Costa da Silva.

(15) Article 18

II.2. Identification and Composition of Specialised Committees of the Company with Management and Supervisory Powers

II.2.1. Executive Committee

By resolution of the Board of Directors of 16 July 2012, the Executive Committee comprises the following directors:

- Ricardo Fonseca de Mendonça Lima (CEO)
- Armando Sérgio Antunes da Silva
- André Gama Schaeffer
- Daniel Antonio Biondo Bastos

The members of the Executive Committee prior to that date were:

- Francisco José Queiroz de Barros de Lacerda (CEO)
- Luís Filipe Sequeira Martins
- António Carlos Custódio de Morais Varela
- Luís Miguel da Silveira Ribeiro Vaz

II.2.2. Corporate Governance and Sustainability Committee

The committee has between three and seven non-executive directors and at least one of them must comply with the criteria of independence applicable to the members of the Board of Directors.

The Corporate Governance and Sustainability Committee, by resolution of the Board of Directors of 16 August 2012, comprises the following three directors, all non-executive. These being:

- Daniel Proença de Carvalho (Chairman)
- José Manuel Neves Adelino (Independent)
- Albrecht Curt Reuter

This Committee had the following members prior to that date:

- José Neves Adelino (Chairman, independent)
- Jorge Humberto Correia Tomé [i]
- José Édison Barros Franco
- Manuel Luís Barata de Faria Blanc (independent)

[i] Resigned from the Board of Directors of Cimpor in February 2012.

II.2.3. Appointments and Assessment Committee

The Appointments and Assessment Committee has between two and six non-executive directors, at least one of whom must comply with the criteria of independence applying to members of the management body. The Chief Executive Officer is an ex-officio member of this committee.

The Chief Executive Officer, despite being an ex-officio member of the Appointments and Assessment Committee, is not permitted, according to the Rules of Procedure of the Board of Directors [16], to participate in and vote on resolutions related to the process of selection of non-executive directors and also vote on resolutions relating to the performance evaluation and the setting of remuneration and respective criteria for the Company's executive directors.

The Appointments and Assessment Committee, by resolution of the Board of Directors of 16 August 2012, is composed of four directors, one of whom is an independent non-executive director:

- Albrecht Curt Reuter (Chairman)
- Pedro Miguel Duarte Rebelo de Sousa (Independent)
- José Édison Barros Franco
- Ricardo Fonseca de Mendonça Lima (CEO, ex-officio member of this committee)

This Committee had the following members prior to that date:

- António Sarmento Gomes Mota (Chairman, independent)
- José Édison Barros Franco
- Walter Schalka
- José Manuel Baptista Fino
- Francisco José Queiroz de Barros de Lacerda (CEO)

[16] Article 19(5)

II.2.4. Investment Committee

The Investment Committee existed under the Board of Directors prior to the corporate governance amendments of Cimpor approved in July 2012. That Investment Committee was composed of the Chairman of the Board of Directors, the Chief Executive Officer (both ex-officio) and by three to five non-executive directors.

This Committee was composed of seven directors, including six non-executive directors, up to its winding up:

- António José de Castro Guerra (Committee Chairman in the capacity of Chairman of the Board of Directors)
- Francisco José Queiroz de Barros de Lacerda (in the capacity of Chief Executive Officer)
- Jorge Humberto Correia Tomé [1]
- Albrecht Curt Reuter Domenech
- José Manuel Baptista Fino
- João José Belard da Fonseca Lopes Raimundo
- Walter Schalka

[1] Resigned from the Board of Directors of Cimpor in February 2012.

II.2.5. Specialised Asset Management Committees

Two committees were set up in accordance with the Rules of Procedure of the Board of Directors [17] and owing to the Asset Swap Procedure between Cimpor and InterCement. These two committees managed the pool of assets then held by Cimpor that would be the object of the reorganisation operations, ensuring they were managed separately from the other assets of Cimpor.

The members of the referred Asset Management Committees, set up by decision of the Board of Directors of 16 August 2012, were:

Committee for the management of assets to stay in the perimeter of Cimpor:
- José Édison Barros Franco
- Albrecht Curt Reuter Domenech
- Ricardo Fonseca de Mendonça Lima

Committee for the management of assets to move out of the perimeter of Cimpor:
- Erik Madsen
- Luís Filipe Sequeira Martins
- Manuel Luís Barata de Faria Blanc

The above-referred Committees were wound up on termination of the asset swap procedure.

[17] Article 15(1)

II.3. Division of Powers among the various Governing Bodies, Committees and/or Departments of the Company

II.3.1. Delegation of the Board of Directors in its Executive Committee

The Board of Directors has delegated the powers relating to the day-to-day management of the Company in an Executive Committee composed of four of its members, reserving for itself the key decisions.

Thus, pursuant to legislation [18], the Rules of Procedure of the Board of Directors and the delegation of powers of the Board of Directors, the following matters are reserved for the Plenary meeting of the Board of Directors:

- The appointment by co-option of directors to fill any vacancies that may occur;
- Convene General Meetings;
- Approve the annual reports and accounts, the sustainability report as well as quarterly and half-year management reports;
- Approve the budget and annual business and financial plans as well as three-year business plans, including the investment plan;
- Decide on the provision of bonds and personal or real guarantees by the Company;
- Decide on the change of headquarters and capital increases pursuant to the articles of association;;
- Decide on company merger, split and transformation operations to be submitted to the General Meeting;
- Appoint the Company Secretary and substitute;
- Approve the Company's strategy and general practices;

[18] Portuguese Companies' Code

- Approve the Cimpor Group's business structure;
- Approve rules of procedure and rules of general application, and of an ethical nature, and amendments to the Rules of Procedure of the Board of Directors;
- Approve the Financial Policy of Cimpor, and other instruments of a strategic nature;
- Take decisions that must be considered strategic due to the amounts or risk involved, or their special nature, and which may include the following:
    - The acquisition of equity holdings or physical assets: (i) outside of the context of the main business activity of the Cimpor Group, (ii) in countries where the Group does not yet operate, or (iii) of value, per acquisition operation, exceeding ten million euros;
    - The sale of equity holdings or physical assets exceeding five million euros in value per transaction;
    - The undertaking of development investments envisaged in the budget previously approved by the Board of Directors, exceeding fifteen million euros in value;
    - The undertaking of development investments not envisaged in the budget previously approved by the Board of Directors, exceeding 5 million euros in value per investment operation and 25 million euros in annual accrued total;
    - The granting of credit to customers where such credit exceeds five million euros in value per customer;
    - Undertaking financial operations that do not comply with the Financial Policy approved by the Board of Directors
- Deciding on the issue of preferred shares without voting rights and autonomous warrants on its own securities and subordinated bonds or debentures or other debt securities permitted by law;
- Appoint the director who shall act as Chairman in the absence or impairment of the same.

Whenever it is necessary in the defence of the interests of the company to decide on any matters that may not have been delegated, and there is no possibility of convening the Board of Directors in time, then the Executive Committee may decide on such a matter provided it has, through the Chairman of the Board of Directors, referred the matter in advance to all the members of the Board and obtained a consensual opinion from most of these.

The Executive Committee shall submit to the Board of Directors for approval any matters concerning any business, commitments, contracts, agreements and conventions to be concluded by Cimpor, or any company of the group or with which it is in a control relationship, with shareholders owning 2% or more of the share capital of CIMPOR (or with parties related to such shareholders by any form of relationship, pursuant to the Portuguese Securities' Code [19]), except when, considering the nature or monetary value involved, those matters may be considered day-to-day interests or encompassed in the business of the Company, and provided no special advantage is granted the holder of the qualifying shareholding or the related party.

[19] Article 20

II.3.2. Disclosure Duties of the Executive Committee

The following procedures have been created to ensure that all members of the management body are aware of the decisions taken by the Executive Committee (enshrined in the Rules of Procedure of the Board of Directors [20]):

- The minutes of the Executive Committee and the notices convening the meetings are distributed to the members of the Board of Directors;
- At meetings of the Board of Directors, the Executive Committee shall regularly summarize the significant aspects of the business undertaken since the previous meeting;
- The Executive Committee also provides to members of the Board of Directors the clarifications and additional or supplementary information that they may request;

[20] Article 14(5)

II.3.3. Powers of the Chairman of the Board of Directors

Powers:

- Coordinate the activity of the Board of Directors;
- Convene the Board of Directors, determine the agenda of the meetings, preside over discussions and decide on all matters concerning how it operates. The Chairman will also convene the Board whenever such is requested by two or more Directors and will include on the agenda the items that such Directors shall request for inclusion;
- Foster communication between the Company and all its stakeholders;
- Monitor and consult with the Executive Committee on the performance of the powers delegated in the latter;
- Contribute to the effective performance of duties and powers by the non-executive Directors and the Internal Committees of the Board of Directors;
- Have the casting vote.

The Chairman of the Board of Directors does not perform an executive role, though he may perform such a role in exceptional circumstances following specific resolution of the Board of Directors.

In the absence or temporary impediment of the Chairman, the duties of that office shall be performed by the Director sitting on the Board in whom the Chairman has delegated such representation or, if no such director has been designated, then the Director that is designated by the majority of the other members of the Board. Whatever the case, this Director will be responsible for exercising all the duties of the office of Chairman of the Board of Directors at the meeting in question.

II.3.4. Powers of the Chairman of the Executive Committee

Powers:

- Represent the Executive Committee;
- Convene and preside over meetings of the Executive Committee;
- Coordinate the activities of the Executive Committee, distributing among its members the preparation or monitoring of the matters that should merit the appraisal or decision by the Executive Committee;
- Propose to the Board of Directors the list of management matters that each member of the Executive Committee should have specific responsibility for;
- Act to ensure the correct implementation of the resolutions of the Executive Committee.

The Chairman of the Executive Committee must also, besides the above-described duties:

- Ensure that all information concerning the activities and decisions of the Executive Committee is provided to the other members of the Board of Directors;
- Ensure compliance with the limits of the delegation of powers, the Company's strategy and the duty of collaboration with the Chairman of the Board of Directors.

II.3.5 Division of responsibility among members of the Executive Committee

Notwithstanding the collective exercise of duties delegated in the Executive Committee appointed on 16 July 2012, each of its members has been specifically entrusted with the responsibility of supervising certain matters.

Ricardo Fonseca de Mendonça Lima – Holds the position of CEO (Chief Executive Officer), supervising management of the operational area and guaranteeing relations with the country General Managers [21].

Armando Sérgio Antunes da Silva – Holds the position of CFO (Chief Financial Officer), supervising consolidation and fiscal planning; investor relations, and specifically in relation to the Portugal Business Unit, administration, finances and insurance [22].

Daniel Antonio Biondo Bastos – Holds the position of COS (Chief of Staff), supporting operations in close assistance to the CEO, regularly present in the countries with the aim of simplifying and streamlining relations between the CEO and country general managers.

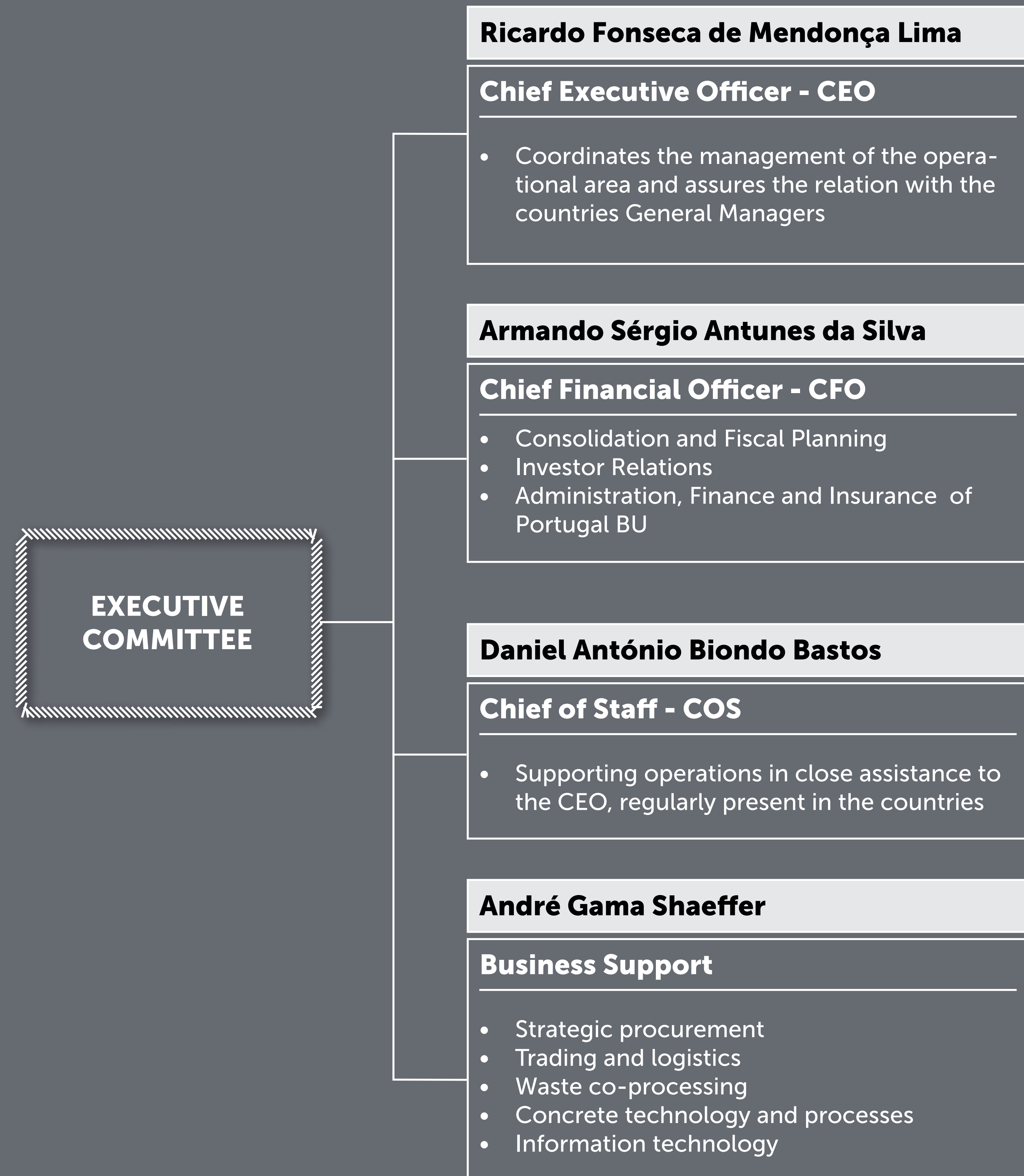
André Gama Schaeffer – business support duties – particularly in the fields of strategic procurement, trading and logistics, waste co-processing, information technology, and concrete technology and processes [23].

The Cimpor Executive Committee receives support from InterCement, in order to maximize the leveraging of management synergies in the following areas: treasury, management control, engineering, procurement budgeting and control of works, technical development of cement production and sustainability, organisational development, strategic planning, legal and risk management, and audit.

[21] These duties were assigned to Luís Miguel da Silveira Ribeiro Vaz and Luís Filipe Sequeira Martins prior to the appointment of the current Board of Directors.

[22] These duties were assigned to António Carlos Custódio de Morais Varela prior to the appointment of the current Board of Directors.

[23] These duties were assigned to Luís Miguel da Silveira Ribeiro Vaz, Luís Filipe Sequeira Martins and António Carlos Custódio de Morais Varela prior to the appointment of the current Board of Directors.



II.3.6. Supervisory Bodies

II.3.6.1. Audit Committee

The Audit Committee is particularly responsible for, in addition to other powers conferred by law and by the articles of association:

- Check whether the accounting policies and valuation criteria adopted by the company lead to a correct assessment of the assets and profits;
- Monitor and supervise the correct implementation of accounting principles and standards in force, in liaison with the internal audit activity, the Statutory Auditor and the External Auditor, collecting the necessary information and fostering the exchange of relevant information;
- Supervise the effectiveness of internal procedures for accounting and auditing, as well as the systems of internal control, compliance and risk management, if any. Meet with the Executive Committee and relevant operational managers of the areas to discuss annual work plans and their implementation;
- Analyse monitoring and internal audit reports and the responses of the Executive Committee;
- Analyse and check the accuracy of the Company's financial information, supervising its preparation and disclosure processes;
- Propose to the General Meeting the appointment of the Company's Statutory Auditor and substitute;
- Monitor and assess the activity of the Statutory Auditor, checking its independence, particularly where the provision of additional services are concerned;
- Supervise the audit of the Company's financial statements and documents;
- Receive and process reports of financial and accounting irregularities submitted by shareholders, company employees or others, recording the steps taken and the results thereof;
- Propose measures to the Board of Directors intended to improve the functioning of the internal control systems for financial reporting, internal auditing, compliance and risk management, as well as the procedures relating to the receipt and processing of complaints regarding financial and accounting irregularities;
- Prepare a report every year on its supervisory activities and assess and give an opinion on the report, accounts and proposals submitted by the management;
- Convene the General Meeting when the chairman of the respective Board does not do so when such is required;
- Give a prior opinion on business of significant relevance, in the terms defined by the Audit Committee following proposal by the Board of Directors, to be concluded between holders of qualifying holdings or entities related thereto and Cimpor or any company with which it is in a control or group relationship;
- Perform the other duties established by law or by the Company's Articles of Association.
- The Audit Committee must represent the Company before the external auditor, for all purposes, and it is responsible for:
    - Proposing the hiring, renewal of the contract and remuneration of the external auditor, promoting and undertaking the respective selection process;
    - Ensuring that the external auditor is afforded adequate conditions for the provision of services to the Company and the companies with which it is in a group or control relationship;
    - Ensuring the personal and professional independence of the External Auditor, particularly as regards the process of prior approval of other services to be provided to the Cimpor Group outside the scope of the audit;
    - Annually monitor and assess the performance of the Company's External Auditor, namely through prior discussion of the minutes and reports of the audit of the accounts and opinion on the internal control system, as well as the regular reports on the development and provisional or final findings of the audit work audit. It shall annually assess and propose the dismissal to the General Meeting, whenever there is just cause for such.
    - Examine and approve the annual audit planning proposal for the company's accounts to be undertaken by the External Auditor;
    - Define internal quality control procedures for the external auditor.

II.3.6.2. Statutory Auditor

The Statutory Auditor is responsible, pursuant to the Companies Code[24], for checking the accounting books and records and the supporting documents thereto, and, whenever it deems appropriate and in the manner it deems suitable, verifying the extent of cash and the stocks of any kind of goods or assets belonging to the Company or received by it as security, deposit or under any other form, as well as the accuracy of the accounts. It also checks that the accounting policies and the valuation criteria adopted by the Company result in a correct evaluation of the assets and profits.

The Statutory Auditor is also responsible, as external auditor and in the scope of its powers, for checking the implementation of the remuneration policies and systems, the effectiveness and functioning of the internal control mechanisms and the reporting of any defects to the Audit Committee.

[24] Article 420(1) sub-paragraphs (c), (d), (e) and (f) and article 446.

II.3.7. Specialised Committees of the Board of Directors

II.3.7.1. Corporate Governance and Sustainability Committee

This Committee has the function of assisting the Board of Directors on matters of corporate governance and standards of conduct, as well as in the areas of sustained development and social responsibility of the Cimpor Group. It is responsible for: [25] :

- The evaluation of the corporate governance model, principles and practices of the Company and the relevant subsidiaries of the Cimpor Group (as may be determined by the Board of Directors and referred to hereinafter as "Relevant Subsidiaries"), in order to seek its constant improvement and present proposals to that end to the Board of Directors, which encompass in particular the functioning and powers of the Board of Directors and its internal committees and their articulation with the other governing bodies and management structures, as well as the prevention of conflicts of interest and information discipline;

- The definition of the guidelines of the policies that ensure the sustained development of the Company and the Cimpor Group, fostering social responsibility and environmental protection;

- The definition, collaboration in the implementation and supervision of compliance with standards of conduct appropriate to the adherence to strict ethical and moral principles, in the performance of the duties attributed to the members of the governing bodies and employees of the Cimpor Group;

- The improvement and update of the Rules of Procedure on Irregularities' Reporting and the Code of Ethics adopted by the Cimpor Group, submitting proposals in this regard to the Board of Directors, whenever such is deemed necessary;

- The coordination of the drafting of the annual report on the governance of the Company in the areas of its responsibility and the presentation of proposals to the Board regarding the statements to be included in that report concerning the effectiveness of the adopted governance model, the standards of conduct and the internal control and risk management systems;

- The presentation of proposals to the Board relative to the adoption of the measures to ensure the Company complies with legal and regulatory requirements, recommendations and good practices, applying at any time to matters of corporate governance, standards of conduct and social responsibility and sustainability standards.

[25] Article 18 of the Rules of Procedure of the Board of Directors.

II.3.7.2. Appointments and Assessment Committee

The duties of the Appointments and Assessment Committee *inter alia*, and in accordance with the Rules of Procedure of the Board of Directors [26], are to assist the Board in the following matters:

a) Occupancy of positions vacated on the Board of Directors, pursuant to law and the articles of association;

b) Monitoring the procedures for the selection and appointment of senior management of the Company and Relevant Subsidiaries and the members of the governing bodies of Relevant Subsidiaries, informing the Board of Directors on such processes;

c) Annual process of assessment of the overall performance of the Board of Directors and its Internal Committees, as well as the annual assessment of the members of the Executive Committee of the Company, consulting with the relevant Chairman on such;

[26] Article 19

d) Drawing up opinions to be submitted to the Remunerations Committee for the process of defining the remuneration of members of the Executive Committee.

It is also responsible for, in the performance of its duties referred to in sub-paragraphs (a) to (b) above:

- Keeping up-to-date information on the qualifications, knowledge, professional experience and independence necessary to perform the duties of director of the Company;
- Assisting the Board of Directors and the Executive Committee in the approval and implementation of the succession plan for members of the boards of directors and senior management of the Company and the Relevant Subsidiaries;
- Whenever deemed necessary, it will draw up a reasoned opinion for the purpose of co-option or appointment of members of the Board of Directors, identifying the parties and/or persons that, in its view, have the most appropriate profile for the performance of a specific job.

It is also responsible for, in the performance of its duties referred to in sub-paragraphs (c) and (d) above:

- Proposing to the Board of Directors the criteria to be used in the evaluation process, on an annual basis and per term of office;
- Proposing to the Remuneration Committee the criteria to be used for determining the variable remuneration on an annual basis and per term of office, in particular the individual performance goals after, in this latter case, consulting the Chief Executive Officer;
- Proposing or issuing an annual opinion to the Board of Directors and the Remuneration Committee, as applicable, on the remuneration policy and remuneration principles of the management and supervisory bodies and other managers of the Company, and an opinion on the annual statement submitted to the General Meeting in this regard.

When performing the functions and duties referred to above, the Appointments and Assessment Committee should also make any proposals to the Board of Directors and the Remuneration Committee, as applicable, it deems necessary for the purposes of the Company's compliance with legal and regulatory requirements, recommendations and good practices in matters of appointments and remuneration, applying at any time.

II.3.7.3. Investment Committee

The role of the Investment Committee of the Board of Directors, until it was wound up as a result of the corporate governance amendments of Cimpor approved in July 2012, was to assist the Board of Directors in the following areas, with the aim of optimising the process of defining, implementing and assessing the strategy of the Cimpor Group:

- The sustained internationalisation of the Cimpor Group;
- The diversification of businesses and investments and disposal of strategic assets;
- Drawing up multiple-year strategic plans, in accordance with the Cimpor Group's objectives;
- Defining the strategy and policies for the growth and development of the Company.

This Committee was also responsible for assisting the Board of Directors in defining the operating organisational structure of the Cimpor Group.

II.3.7.4. Specialised Asset Management Committees

On receipt of the proposal for Corporate Restructuring and Assets Swap made by InterCement to Cimpor, and as had been established in the prospectus of the takeover bid by InterCement for Cimpor, the Board of Directors approved the creation of two committees from among its members to undertake the individualized management of assets, as described in II.25.

These committees had the special task of ensuring the ongoing monitoring and management of the Cimpor operations, business units and assets to be swapped with InterCement, separately from the company's other assets. Accordingly, the Board of Directors delegated in these committees all the powers necessary or appropriate for the performance of its duties, in accordance with the limits set down in law, the articles of association and the Rules of Procedure of the Board of Directors.

The referred committees were wound up with the swap of assets, which occurred at the end of December 2012.

II.3.8. Functional Structure

The Cimpor Group is structured by Business Units, corresponding to the countries where it operates, as shown on the right.

The various activities in each Business Unit are grouped by product, and the core business is the production and sale of cement.

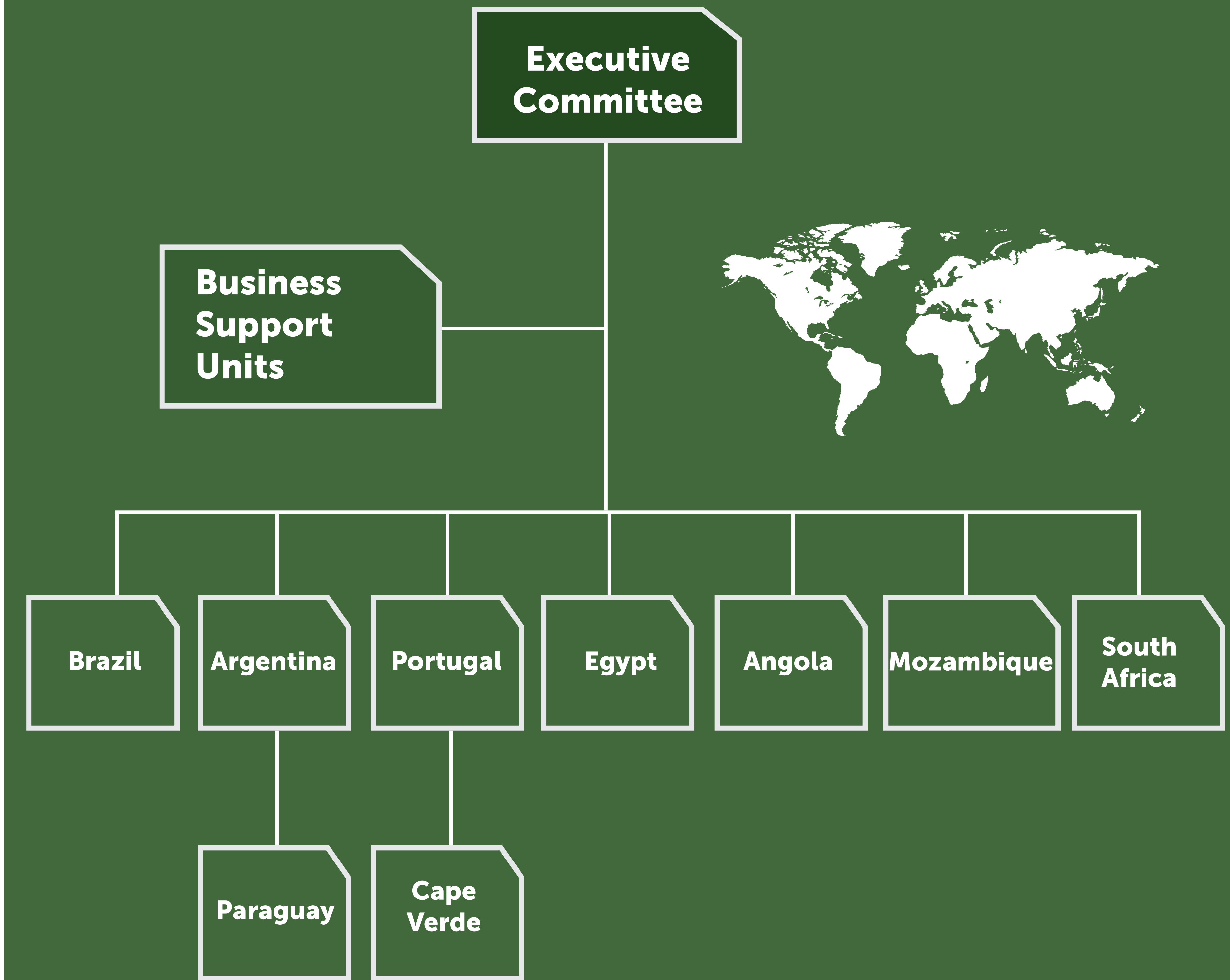
The Cimpor Group's holding company is responsible for the strategic development and overall management of all the different Business Units and Support Units, as well as for the Investor Relations area.

Each of the above-mentioned Business Units is coordinated by a General Manager, who sits on the management bodies of the major companies located in the respective countries, reporting directly to the Executive Committee of Cimpor.

The organisational model of each Business Unit is adapted to the business' characteristics and conditions and the country's legal system. The aim is to take advantage of possible synergies and benefits arising from more favourable financial and tax frameworks. The organisational model in each country follows a standardised template with small adjustments according to national needs, and it comprises the development of the businesses, under the responsibility of the General Manager of the country, through Industrial, Commercial, Concrete and Aggregates, and Finance and Shared Services responsibilities.

Each Business Unit operates on principles of management autonomy, especially for current and operational management matters, under a system of planning and control conducted by the holding company. The most important decisions, e.g. those that exceed specific values or that have greater impact on profits or on the Cimpor Group's strategic development - must be approved or ratified by the Board of the holding company. This also applies to decisions or actions that, when dealt with at the Cimpor Group level, enable significant synergies to be generated.

The structure and composition of the management and supervisory bodies of the subsidiaries of Cimpor obey the relevant laws and regulations of the respective jurisdiction



Business Support

The Business Units identified on the right, support the business activity of Cimpor by providing technology and specialised technical assistance and generating benefit for them from economies of scale owing to the size of the Cimpor Group.

Management and Safety Systems:

Ensures the design and implementation of management systems.

Proposes the guidelines that should steer the policy to follow, the objectives to be achieved and the management system to use in the field of occupational health and safety in the workplace, driving its implementation;

Functionally coordinates, throughout the entire Cimpor Group, the activities in question and monitors their implementation, assessing the relevant results

Concrete, Aggregates and Mortars:

Maximises the strategic development of the Aggregates and Concrete business, in technical terms and also in the commercial and management fields, increasing the efficiency and performance of operations through the dissemination of knowledge and best practices in the various operations spread throughout the universe of the Cimpor Group.

Waste Co-processing:

Identifies needs and opportunities in the use of raw materials and alternative fuels, contributing to business sustainability.

Plans, coordinates and supplies waste co-processing solutions to the Business Units, including the selection and organisation of technology, supplies and its adaptation to the industrial units

Trading and Logistics:

Plans and coordinates the trading activities (mainly cement and clinker) of Cimpor and its subsidiaries and supports the business areas by establishing business relationships with customers, suppliers and other external entities.

Plans, coordinates and provides cross-border logistics solutions in the Cimpor Group, including all transport (road, rail and maritime) and shipping operations between countries.

Information Systems:

Ensures the development, coordination and performance of the information systems of the companies of the Cimpor Group, with the main emphasis on defining and putting forward the Group's Information Technology (IT/IS) strategic plan and the functional coordination of the local IT officers of the Cimpor Group's Business Areas, ensuring alignment with the Cimpor Group's strategy.

Supplies (Procurement):

Defines, enhances and coordinates the Procurement policy of the Cimpor Group.

Centralises the procurement of the main categories of purchases cutting across the Cimpor Group, making analyses of the supply chain and the supply market, and identifying structural solutions with the aim of maximising efficiency and the results of the goods and services' purchase decisions.

II.4. Annual Report on the Activity of the Audit Committee

The Audit Committee, in accordance with the Rules of Procedure of the Audit Committee [27], applicable legal rules and recommendations II.4.2. and II.43. of the Governance Code, prepares and publishes on the Company's website the annual report of its activities at the same time as the financial statements. In that report, it describes the supervisory activities carried out during the financial year under analysis, referring, where applicable, to any constraints found.

[27] Article 6.

II.5. Internal Control and Risk Management Systems

The internal control systems of Cimpor include:

- Strategic control;
- Management control, with particular reference to health and safety, technical and financial control subsystems;
- Operational control.

Systemic redundancy is guaranteed by Internal and External Audits and by the irregularities' reporting system.

Risk Management is a core responsibility of the entire management structure of Cimpor, aimed at the timely identification of key risks and opportunities facing the company and the study, approval and implementation of the appropriate measures.

The Cimpor SGPS and Cimpor Inversiones holding companies are responsible for managing the financial risks requiring specific hedging.

The operational implementation of these systems is primarily the responsibility of the hierarchical structure, broken down into successive levels of responsibility by the Board of Directors and its Executive Committee and the operational and support structures.

Moreover, the Health and Safety Department, Cimpor Tec, where the cement production business is concerned, and the Mortar, Aggregates and Concrete Competence Centre have particular responsibilities in the identification, analysis and measurement and management of the health and safety, technical and operational, and industrial facilities risks of Cimpor.

Three areas have special responsibilities in risk management, particularly financial risk, where the corporate support areas are concerned, namely:

Treasury – rresponsible, among other duties, for the management of risks of a financial nature, including interest rate, liquidity, currency and counterparty risks.

Insurance – responsible for the global insurance programmes of Cimpor and for the coordination of the Cimpor Group practices in all other coverage.

Risk Management and Auditing - working together with the Board of Directors and the Audit Committee of Cimpor, it has the task of not only ensuring the adequacy and effectiveness of the internal control systems in all the Cimpor Group areas, but also the good performance of those systems.

The duties of this area are:

- Conduct financial, administrative and asset audits;
- Certify the results in relation to the established strategy and goals;
- Examine and ensure compliance with established policies and plans, and with applicable procedures, laws and regulations;
- Check the powers and responsibilities established within the Cimpor Group and their level of formalisation;
- Monitor the development of or changes in operations, programmes, systems and controls;
- Verify the custody, physical existence and valuation criteria of assets;
- Carry out operational audit tasks (in particular in the areas of marketing, production, investment, maintenance and personnel);
- Evaluate the level of respective management control;
- Recommend any corrective measures deemed necessary;
- Check that previously reported deficiencies have been duly corrected;

- Audit the computer systems;
- Assess the reliability and integrity of the information and the various means used to identify, process and disclose it;
- Analyse the existing information systems in terms of their security, basic programmed controls and how up-to-date user manuals are.

The operating managers are responsible for designing and implementing the most suitable risk control mechanisms. The efficiency of such mechanisms is periodically evaluated, through the corporate support of the Risk Management and Audit area, in accordance with an annually prepared and implemented plan for auditing financial areas and information systems, and verifying processes and conformity with approved procedures.

The internal control system concerning the preparation and disclosure of financial information is jointly guaranteed by the Management Control area (Finance) - with contributions from the various Units of the Cimpor Group - and by the Risk Management and Audit and Investor Relations areas. The Chief Executive Officer and the Executive Director responsible for the financial area are tasked with the definition of the goals, supervision, evaluation of effectiveness and continuous improvement of the activities undertaken.

As regards financial reporting, this occurs whenever the evaluation of the impact or nature of the same leads to its classification, depending on the case, by the Executive Committee or Executive Director responsible for the financial area, as one of the legal aspects requiring disclosure, in which case the Investor Relations area is responsible for its prompt publication.

Notwithstanding the setting of the revision objective for the improvement of this set of systems, the systems have proven to be effective.

A New Approach to Risk Management

A new Corporate Policy and a Steering Handbook were drafted in 2012, already considering the restructuring process, which comprises the integration of InterCement assets in Cimpor. The aim was to extend the risk management to be adopted in the new perimeter of the Cimpor Group. In this context, the process of implementing a pilot method for risk management began in InterCement's operations in Brazil and Argentina. This pilot method is based on the COSO (Committee of Sponsoring of Organizations) that resulted in the identification, assessment and prioritization of the risks considered critical, the implementation of action plans to mitigate those risks and the development of indicators to monitoring them.

This method was and will be widely used during the InterCement/Cimpor integration process for the identification, assessment and prioritization of risks associated with the assets of the Cimpor universe, in order to extend the implementation of this new method to them.

II.6. Responsibilities of the Management and Supervisory Bodies in relation to the Internal Control and Risk Management Systems

The creation and operation of internal control, risk management and internal audit systems is the responsibility of the Board of Directors - and its Executive Committee, to the extent of its delegated powers. The Audit Committee is responsible for reviewing the effectiveness of those systems, as well as assessing their operation and proposing any adjustments according to the Company's needs.

II.7. Rules of Procedure of the Company Bodies

In addition to the laws and regulations applying to commercial companies, publicly traded companies and the securities markets, the functioning of the Company's bodies is governed by the provisions of the Rules of Procedure of the Board of Directors, the Rules of Procedure of the Audit Committee and the Code of Ethics adopted by the Cimpor Group, which are available for viewing at www.cimpor.com. The work of the Statutory Auditor is further bound by specific professional standards.

There are no other internal rules relative to incompatibility or the maximum number of cumulative posts that can be held on the management and supervisory bodies of Cimpor.

SECTION II. BOARD OF DIRECTORS

II.8. Mechanisms for Coordinating the Work of Non-Executive Directors

The Chairman of the Board of Directors of Cimpor does not perform an executive role..

II.9. Identification of the Main Economic, Financial and Legal Risks that the Company is Exposed to in Conducting its Business

Business and market risks

The set of financial results and profitability of Cimpor can be negatively affected by a continued decline in construction activity, either globally or in a significant market where it operates.

Cimpor's business is sensitive to factors such as GDP growth, investment in infrastructure and construction activity. Construction activity arises from housing needs and investment in commercial and office spaces. An economic slowdown can lead to a recession in the construction industry and consequently in cement production. Turmoil in the financial sector increased in the second half of 2008, having a negative impact on the real worldwide economy, mainly in 2009, with the reduction in demand for cement and a fall of prices in mature markets and some developing markets. Some of Cimpor's markets, such as Portugal and others already highlighted, were affected by this unprecedented turmoil. Business and profits in 2012 of the assets that remained within the perimeter of Cimpor were particularly affected by the worsening Portuguese economic situation and the increase of competition in South Africa.

The diversified geographical presence of Cimpor has traditionally contributed to the stability of its profits, since periods of cyclical decline in individual markets were offset by growth in other markets. However, despite currently operating in nine geographical regions (already considering the assets contributed by InterCement), there is no guarantee that a speeding up or weakening of economic growth does not affect the construction market overall or that economic conditions do not alter the development of the construction markets in some countries

Competition risks

Cimpor competes with local and foreign producers or importers in each of its markets. As a result, the prices that Cimpor offer its customers are not, in principle, materially different to the prices charged by competitors in the same markets. Accordingly, the profitability of Cimpor's business operations is quite dependent on the level of demand for such products, as well as its ability to control efficiency and operating costs.

The prices in these segments undergo significant changes on account of relatively minor fluctuations in supply and demand, general economic conditions and other market conditions outside the control of Cimpor. Consequently, Cimpor may be faced with declines in prices, profit margins or sales volumes in the future which could have a materially significant adverse effect on profits.

Increases in capacity by competitors that are not accompanied by an increase in demand could result in surplus supply in some regions, driving down sale prices and reducing profit margins. Antitrust and competition regulators have been increasing their inspections of the cement industry since 1994, levying monetary fines on companies that may be engaged in illegal practices of cartelisation or other practices of unfair competition.

The Cimpor companies in Brazil and South Africa are currently under investigation and have legal proceedings filed against them by competition authorities. Cimpor cannot formally predict the outcome of those pending legal proceedings or investigations, nor guarantee in any way that other subsidiary companies will not be the focus of other investigations by the competition authorities.

Cimpor is convinced that the practices and policies governing its business activities are consistent with the competition and antitrust laws and regulations in force in the various jurisdictions in which it operates.

Raw material availability risk

The long-term success of each of Cimpor's Business Units depends on their ability to secure raw materials in sufficient quantities, including limestone, gypsum and other materials necessary for the production of clinker and cement, available from quarries located close to the different industrial units. Limestone is usually obtained from the mining of quarries owned or leased by Cimpor, with a minimum service life of 50 to 100 years. In some cases, Cimpor may have to tackle the risk of the exhaustion of raw materials in some quarries, most notably limestone, and the cancellation of quarry leasing agreements. This would force the Group to find new quarry sources further away from its production units, causing a corresponding impact on raw material extraction and transport costs. These cases can have an adverse effect on Cimpor's ability to achieve its production targets.

Increased energy costs risk

The operating income of Cimpor is significantly affected by energy price changes. Energy prices significantly increased in all countries during 2012 and may vary significantly in the future, mainly due to market forces and other factors outside Cimpor's control. Cimpor seeks to protect itself from energy price inflation risks through the diversification of its fuel sources, and it increasingly through the use of alternative fuels, the capacity to transfer all or part of increased costs to the end customer and through the use of long-term contracts for certain energy needs. Cimpor also seeks to produce different types of cement with lower clinker content, replacing it with other mineral components such as fly ash, slag, pozzolana, and limestone.

Regulatory risk

The businesses of Cimpor are affected by laws and regulations, including legal rules on the concession of quarries, operating licences, environmental regulations, the landscape rehabilitation of quarries, price controls, export bans and the payment of fees for the licensing of new plants. Cimpor believes that it is in possession of and/or has submitted applications that are entirely viable for obtaining all necessary licences and permits to conduct its manufacturing and quarrying operations. However, Cimpor cannot ensure that present or future regulations and compliance with such will not have a significant adverse effect on its business.

Environmental risk

The activities of cement manufacturers and wholesalers are subject to numerous national and international environmental laws, regulations, treaties and conventions, including those governing the discharge of materials into the environment, which enforce the removal and clean-up of environmental contamination, or relate to the protection of the environment. . The infringement of environmental regulations leave offenders open, especially in the European Union, to fines and substantial monetary penalties and may require technical measures or investment to ensure compliance with mandatory emission limits.

Environmental regulations in force may be amended or modified, and new environmental rules may be established, reducing or regulating cement industry operations in the various jurisdictions where Cimpor operates. In the European Union, environmental regulation in force is particularly focused on CO2 emissions by the industry, which primarily arises from, in the cement industry, the chemical process used to produce clinker and the burning of fossil fuels.

As a result of the Kyoto Protocol, the European Union established a cap on CO2 emissions, which came into force after 1 January 2005. This cap only applies to the activities of Cimpor in Portugal; the Company receives allowances from the government that set the limits for carbon dioxide emissions. Cimpor's policy on CO2 emissions has been to adjust the levels of clinker production in Portugal in line with the allowances provided, thus limiting the need to buy or sell additional licences on the open market. It should be noted that Cimpor has sought to offset the sharp fall in sales of cement in the Iberian market by exporting clinker to emerging markets.

The Cimpor companies operating in Portugal and Spain had, in the period from 2008 to 2012, an allocation of allowances substantially identical to those of Phase 1 (2005-07), and which proved to be more than sufficient for the levels of production. From 2013 we moved into a new phase, for the period 2013-2020, in which some changes are expected, particularly in how they are allocated. The European Union, with the clear goal of reducing the amount of allowances freely awarded, imposed a benchmark scheme limiting their supply even though, in the specific case of Cimpor, their number was appropriate to expected production levels. Some of the emerging markets where Cimpor operates still don't have legislation requiring the reduction of CO2 emissions, except South Africa where the introduction of a carbon tax is planned. The Kyoto Protocol also creates financial incentives and promotes clean development mechanisms in these regions too. The implementation of growing, varying and unpredictable regulatory systems in different parts of the world, especially the European Union, could affect international competitiveness and, ultimately, although such a scenario is not thought probable, lead to the discontinuation of the use of assets. Although Cimpor admits it is capable, with some effort, of meeting the objectives currently known regarding CO_2 emissions, it is not able to guarantee that it will be able to comply with goals, so far unknown, that may be imposed on the cement industry by external regulators. Furthermore, additional regulation and/or new requirements in this field, such as the imposition of ceilings even lower than those presently allowed may come into force, which could generate a significant negative impact on Cimpor's profits and on the industry subject to such regulations.

In the European Union (EU), the Environmental Responsibility Policy of April 2004, which has the application of the 'polluter pays' principle among its main objectives, provides a common framework of responsibility that aims to prevent and repair the damage to animals, plants, natural habitats and water resources, as well as to the soil. Despite the high degree of conformity of our plants, the transposition of this directive to Portuguese law requires that Cimpor evaluate the risks, directly taking, insuring or funding the necessary additional measures to prevent or repair in order to cover the possible payment of penalties due to fault or negligence resulting from its activity, which has been and will continue to be done.

The European Union (EU) through the Directive of November 2010 on industrial emissions (integrated pollution control and prevention) defined obligations that industrial activities with a greater potential for pollution must comply with. The purpose is to avoid or minimise pollutant emissions to the air, water and soil, as well as waste from industrial and agricultural facilities, and thus achieve a high level of environment and health protection. In this context, an authorisation procedure was established and requirements were defined, specifically in terms of emissions. The authorisation must provide for the necessary measures to ensure compliance with the fundamental requirements of the operator and the environmental quality standards that could also require some additional investment. The plants in Portugal are already equipped with advanced technologies and comply with the indications of BREF (Reference Document on Best Available Techniques) to control their industrial emissions.

As part of the strategy of Cimpor and its principles of sustainability, it increasingly uses alternative fuels as a means of: (i) reducing the environmental impacts of its operations, (ii) cooperating in the correct disposal of waste of the community where it operates its plants, (iii) mitigating the price volatility of conventional fuels in international markets, and (iv) reducing CO_2 emissions. For reasons of image and technical information to certain segments of stakeholders, Cimpor may increase its reporting of data in this area, despite minimizing impacts and the absolute safety of this process.

Health and safety risk

There is the risk of accidents or improper acts, given the nature of the sector in which Cimpor operates. Although Cimpor invests significant resources in occupational health and safety measures, serious accidents continue to occur, partly due to the growth of the business of Cimpor in emerging markets, where compliance with safety rules and practices is more difficult to guarantee than it is in more developed markets.

There is no guarantee, despite the measures taken or which may be taken by Cimpor, that accidents or improper acts will not occur and, if they do occur, there is no guarantee that such accidents or improper acts actions will not endanger the environment and/or Cimpor and subcontractor staff. This fact could have an adverse effect on the profits of Cimpor and its reputation.

Emerging markets risk

The emerging profile of the business geographically exposes Cimpor to political risks, including the nationalisation and expropriation of assets, risks associated with legal and fiscal frameworks, risks related to GDP volatility of the developing economies, inflation, interest rates and currency exchange rates, price controls, export bans, licensing fees for the construction of new plants, restrictions on money movements and the repatriation of capital, and the difficulties of attracting skilled employees and managers. These risks may adversely affect the financial situation and profits of Cimpor operations, which contrast, it should be mentioned here, with the unique benefits in terms of return arising from the presence of Cimpor in these geographical areas.

Currency exchange risk

The Cimpor Group, due to its exposure to emerging markets, faces foreign currency risks arising from operating in various currencies, since variations in currency exchange rates have a significant influence on profits and the financial situation of the Group. The conversion of local financial statements to the currency in which Cimpor reports its financial results (Euro) leads to currency conversions impacts that Cimpor does not usually actively hedge.

Moreover, the balance sheet is only partly covered for borrowing funds in foreign currency and, consequently, a significant decrease in the aggregate value of such currencies against the Euro could have a materially significant impact on the equity of Cimpor. Those currency fluctuations may also give rise to the reporting of currency exchange losses in operations, which will be reflected in the consolidated financial statements of Cimpor.

Cimpor seeks, whenever possible, and apart from the natural hedging that may arise, to obtain financing in the functional or reference currency of the jurisdictions where it has its investments and operations. It is not Cimpor's practice to conduct active hedging operations for these investments since their high cost, as a general rule, does not justify the contracting.

Investment risk

Cimpor's investments in fixed assets include investments to maintain existing plants and expansion investments associated with projects to implement organisational growth, as well as the acquisition of new businesses.

Cimpor has made, and may do so in the future, and as an integral part of its growth strategy, selective acquisitions to strengthen and develop its portfolio, particularly in geographical areas that it believes are growing and may have strong synergies with existing business activities. The successful implementation of this acquisitions strategy depends on a number of factors, including Cimpor's ability to identify suitable opportunities, to agree the appropriate prices and to access the necessary financing. There may also be substantial difficulties or delays in the integration and creation of added value in businesses acquired or to be acquired by Cimpor.

Integration costs can be substantially higher than forecast and Cimpor may not be able to obtain the synergies expected from such acquisitions, which could have a negative effect on profits. Cimpor may be subject to other risks on acquired assets or businesses, such as unexpected liabilities or liabilities exceeding forecasts, and the possibility of making the sellers of such assets accountable is non-existent, unpredictable or insufficient to cover all potential liabilities

Logistics risk

Cimpor relies on outsourced services to transport its products to customers. Cimpor's ability to serve customers at reasonable costs often depends on its bargaining capacity with suppliers, including rail, road and sea operators. Cimpor bears substantial transport costs due to the heavy weight of its products. As logistics providers increase their freight rates Cimpor can be forced to absorb those increases before it can pass them on to the end customer, assuming it can do such.

Cimpor owns and operates a small fleet of transport ships as a means of limiting the impact of any increase of the freight rate of cement, clinker and petcoke. The assets located in Argentina (swapped at the end of December 2012) also include one railway line.

Financing risks

The ability of Cimpor to raise funds from banks or the capital market depends on favourable market conditions. The financial crisis has limited the ability of companies to obtain the necessary funds, particularly bank financing, and increased financing costs due to the widening of spreads.

This slowdown in the market can adversely affect Cimpor's ability to borrow from banks or capital markets and can significantly increase the costs of such loans. In the event there do not exist sufficient sources of funding, for these or other reasons, Cimpor may be unable to meet its financing needs, which can lead to its profits and financial position being materially affected in a negative manner.

Cimpor's rating risk

The ability of Cimpor to successfully compete in the financing market depends on various factors, including its financial stability, which is reflected in its operating income, and credit ratings assigned by internationally recognised credit agencies. Therefore, a downgrade of the credit ratings can impact on Cimpor's ability to raise funds, which in turn could affect its business, financial situation and operating income.

Since the announcement of the successful takeover bid for Cimpor by InterCement Austria Holding GmbH and according to the criteria of Standard & Poor's (which provides for the alignment of the rating of subsidiaries with their parent) the rating of Cimpor - Cimentos de Portugal, SGPS, S.A. and Cimpor Inversiones, S.A. is levelled with the credit rating of Camargo Corrêa, S.A. – which is currently BB with stable outlook.

In the specific case of Cimpor - Cimentos de Portugal, SGPS, SA, as well as that agency considering the level of liquidity of this company to be "appropriate" it also qualified its exposure to the sovereign risk of Portugal as "low". In practice, this definition enables the rating of Cimpor - Cimentos de Portugal, SGPS, S.A. to be up to five or six notches above the rating of Portugal, depending on whether it is investment grade or not.

Credit ratings are likely to change at any time and the credit rating of Cimpor - Cimentos de Portugal, SGPS, S.A., on account of the above-described, can suffer a downgrade at any time.

Impairment risk

The cement industry and, to a lesser degree, the concrete and aggregates industries, are characterised by being very capital intensive. The majority of acquisitions involve substantial goodwill, which undergoes annual impairment testing.

Cimpor annually assesses whether there is any indication that a non-financial asset may be impaired. If such indication exists, the recoverable amount of the relevant non-financial asset is estimated in order to determine the extent of the impairment loss, if any. If it is found that the recoverable amount of a non-financial asset is lower than the amount registered on the balance sheet, the value of the asset on the balance sheet is reduced to the amount calculated as the recoverable amount. Impairment losses are recognised in the Income Statement and they can therefore have a materially significant impact on Cimpor's profits.

Tax risk

Cimpor can be negatively affected by changes to the tax framework in the countries where it operates. It has no kind of control over such changes, or changes in the interpretation of tax legislation by any tax authority. Significant changes of tax legislation or difficulties in implementing or complying with new tax laws can have an adverse impact on the business of Cimpor, its financial situation and operating income.

Business interruption risk

Interruptions in the availability of any plant can, due to the capital intensive nature of the cement industry, lead to a significant decline in productivity and operating income during the period of interruption. The cement manufacturing processes are dependent on vital pieces of equipment such as raw material grinders, kilns to manufacture clinker and cement mills. This equipment may occasionally be out of service due to strikes, unexpected failures, accidents or events of *force majeure*. There is also the risk that the equipment or production facilities may be damaged or destroyed in the course of such events

Litigation risk

Cimpor is presently, and may be in the future, in the ordinary course of its business, involved in legal proceedings, complaints, investigations and lawsuits, including matters of product liability, property, commercial, health and safety and tax proceedings. Such processes can have a negative impact on the assets, financial situation and operating income of Cimpor.

Insurance coverage risk

The operational risk management policy of Cimpor was covered in 2012 by a reinsurance company - Cimpor Reinsurance, S.A. - which is headquartered in Luxembourg and owned one hundred percent by Cimpor - Cimentos de Portugal, SGPS, S.A, This entity directly takes on all risks of material damage and damage to machinery with compensatory ceilings of up to 3 million euros for each insured event and third party and product risks of up to 250,000 euros per insured event. The surplus is covered, in each case, by international reinsurance companies.

Some locations of Cimpor are exposed to increased risks of earthquakes (Portugal) and other natural disasters.

Cimpor has no insurance cover for acts of terrorism.

In the event of damage to property, plants and equipment of Cimpor, besides third party liability, where Cimpor does not have insurance coverage or has insufficient coverage, the operations and financial situation of Cimpor can be affected.

It should be noted that following the addition of the assets of InterCement to the perimeter of Cimpor at the end of 2012, the development of an integrated insurance coverage policy was initiated for the new perimeter of Cimpor encompassing the reinsurance of new assets.

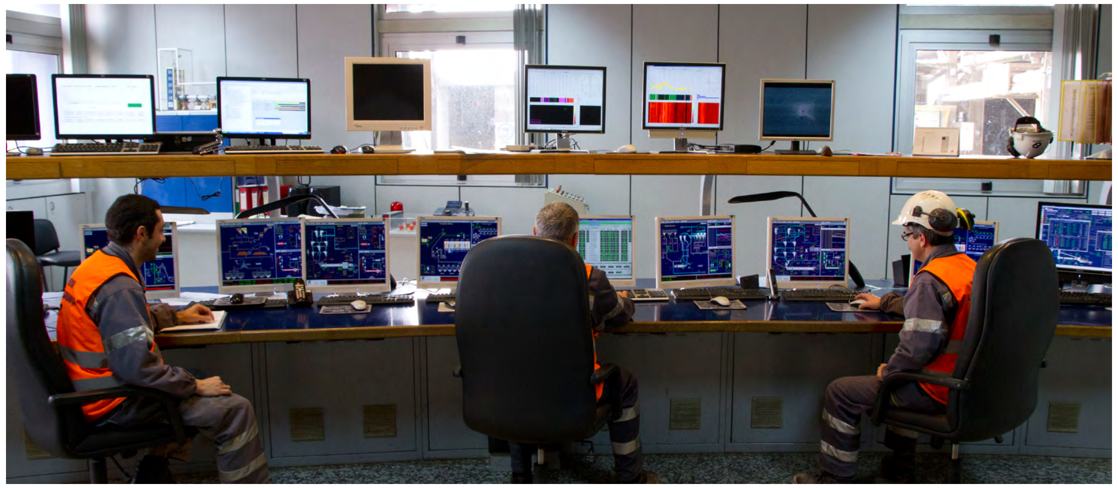
Key employees' risk

The development of Cimpor's business and, in particular, its technological evolution and geographical diversification, depend on the ability to attract and retain qualified and motivated employees.

Competition for personnel with these characteristics has been increasing in recent years, creating difficulties in obtaining or retaining such personnel. The loss of employees, particularly individuals in key positions or at management level, or staff shortages could have a negative impact on the future development of Cimpor and its ability to maintain the required level of know-how.

Information technology and communication risk

The efficiency and operational continuity of Cimpor's computers, telecommunications apparatus and data processing systems are essential to the ongoing business of its manufacturing facilities, sales and all support services, including wage processing, accounting, planning and the financial area. In the event these systems are affected by disturbances, damage, power failures, computer viruses, fires and similar events, they can generate a significant adverse impact on Cimpor and, as a result, its operations and financial situation may be adversely affected.



II.10. Powers of the Management Body, particularly in relation to Resolutions to Increase the Share Capital

The powers of the Board of Directors are those conferred by the Companies Code, as the management body, with exclusive and full powers of representation of the Company. Such powers give it the responsibility of managing the Company's activities. It must comply with the decisions of the shareholders or the interventions of the Audit Committee, in those cases required by law or the articles of association.

In addition, pursuant to the articles of association [28], the Board of Directors has the powers to:

(i) increase the share capital, by the paying in of cash, with preferential rights for shareholders, until the share capital attains the amount of one billion euros;

(ii) issue autonomous warrants on its own securities (which may confer the right to subscribe to or purchase shares of the Company up to the mentioned limit of one billion euros).

[28] articles 4. and 5.

II.11. Policy of Rotation of Responsibilities on the Board of Directors - Appointment and Replacement of Members

II.11.1. Policy of Rotation of Responsibilities

The Executive Committee collectively exercises the powers delegated in it by the full Board of Directors, without prejudice to the allocation of responsibility to each of the members of the Executive Committee to monitor specific functional areas ("portfolios"), as described in II.35.

The current members of the Executive Committee, which includes Ricardo Fonseca de Mendonça Lima, Armando Sérgio Antunes da Silva (responsible for financial affairs), André Gama Schaeffer and Daniel Antonio Biondo Bastos, have been in office since 16 July 2012. They are currently in their first term of office, therefore recommendation II.25. of the Governance Code is not relevant.

II.11.2. Rules on the Appointment and Replacement of Members of the Board of Directors

The Board of Directors, as provided for in the articles of association [29], is composed of five to fifteen members elected for terms of three years by the General Meeting, which will also appoint its chairman.

The articles of association do not establish any specific rules regarding the replacement of members of the Board of Directors. The articles of association only provide for (ii) the change to the number of members (within statutory limits) [30] during a term of office and (ii) rules concerning substitution in the event of permanent absence [31].

According to the articles of association [32], three successive absences or five absences spread over the course of a term of office from meetings of the Board of Directors by any member of the Board, without justification accepted by the Board proper, will lead to the Board declaring the respective director to be in permanent absence. Neither the articles of association or the Rules of Procedure of the Board of Directors define specific rules for replacement in the event of permanent absence, therefore only the provisions of the Companies Code apply for this purpose [33].

The articles of association do, however, establish that in the event of an extra election or substitution, the term of office of the member(s) thus elected shall coincide with that of the other Directors.

In the absences and temporary impediment of the Chairman, the duties of that office shall be performed by the Director sitting on the Board in whom the Chairman has delegated such representation or, if no such director has been designated, then the Director of the Board that is designated by the majority of the other members of the Board. Whatever the case, this Director will be responsible for performing all the duties of the office of Chairman of the Board of Directors at the meeting in question.

[29] Article 12(1) and (2) and article 6(2)

[30] Article 6(4)

[31] Article 13(3)

[32] Article 13(3)

[33] Article 393

II.11.3. Rules on the Appointment and Replacement of Members of the Audit Committee

The Audit Committee, as provided for in the articles of association [34], is composed of three members and a substitute elected by the General Meeting for terms of three years. If the General Meeting does not indicate the Chairman then he will be appointed by the Audit Committee members themselves.

The Rules of Procedure of the Audit Committee [35] also establish that this body shall be composed of a majority of independent members.

There are no specific rules regarding the replacement of members of the Audit Board, so legislation in this regard is applied. The Company's Articles of Association [36] only provides for the change to the number of members (within statutory limits).

If an extra election is held or replacement occurs in this body, the term of office of the member(s) thus elected shall coincide with that of the other members.

[34] Article 6(2) and article 18(1) and (2)

[35] Article 1

[36] Article 6(4)

II.12. Number of Meetings of the Management and Supervisory Bodies as well as reference to the drawing up of the Minutes of those Meetings

The Board of Directors met 23 times during 2012. It drew up minutes of the meetings, which were duly submitted to the Company's supervisory body.

The Audit Board (in office until July 2012) held 7 meetings during 2012, drawing up minutes of those meetings. The Audit Committee (elected at the Extraordinary General Meeting) met 5 times, also drawing up the respective minutes.

II.13. Number of Meetings of the Executive Committee and Provision of the Minutes and Notices of Meeting

This Executive Committee met 39 times during 2012, drawing up minutes of the meetings. The minutes and notices of meetings of the Executive Committee are sent to the members of the Board of Directors and the Chairman of the supervisory body, in conformity with section II3.2 above.

II.14. Executive and Non-Executive Members - Rules of Incompatibility and Independence Criteria

The Board of Directors includes a number of non-executive members guaranteeing the effective supervision, monitoring and assessment of the activity of the executive members. Thus, on 31 December 2012, the majority of the members of the Board of Directors of Cimpor (eleven out of a total of fifteen) were non-executive directors.

The composition of the Executive Committee is presented in section II.2.2 of this Report.

The non-independent non-executives among the other member of the Board of Directors are those, in the light of the criteria established in the Companies' Code [37], if such were applied, that would be considered incompatible or non-independent, as each case explains:

Non-independence by application of "incompatibility criterion":

The following directors are not considered independent as they are considered associated with any group with specific interests in the company or because, in any circumstances, their capacity to analyse or take decisions is likely to be affected:

Director	Article 414-A of the Securities' Code	
	f)	h)
Albrecht Curt Reuter Domenech		X
José Édison Barros Franco		X
André Pires Oliveira Dias		X
Luiz Roberto Ortiz Nascimento		X
Walter Schalka [1]	X	
Erik Madsen [1]	X	

[(1)] Resigned as member of the Board of Directors of Cimpor on 20 December 2012

[(37)] Incompatibility and independence criteria established by the Companies' Code for members of the company's supervisory body and the statutory auditor in Articles 414(5), 414-A and 423. B.

Non-independence by application of "independence criterion":

The following directors are not considered independent as they are considered associated with any group with specific interests in the company or because, in any circumstances, their capacity to analyse or take decisions is likely to be affected:

Non-independence according to Article 414(5) of the Securities' Code
Director
Daniel Proença de Carvalho
Albrecht Curt Reuter Domenech
José Edison Barros Franco
André Pires Oliveira Dias
Luiz Roberto Ortiz Nascimento
Luís Filipe Sequeira Martins [1]
Manuel Luís Barata de Faria Blanc [1]
Walter Schalka [2]
Erik Madsen [2]

[(1)] Not independent due to accrued mandates (re-election for more than two terms in accordance with the CSC[(38)]), but not related to qualifying shareholders.
[(2)] Resigned as member of the Board of Directors of Cimpor on 20 December 2012

[(38)] Article 414(5)b) of the Portuguese Companies' Code.

Accordingly, more than one quarter of the members of the Board of Directors are independent non-executive directors, which is in accordance with the provisions of section II.1.2.2. of the Recommendations of the CMVM Corporate Governance Code.

Independent Non-Executive Directors
José Manuel Neves Adelino
Pedro Miguel Duarte Rebelo de Sousa
António Soares Pinto Barbosa
Luís Miguel da Silveira Ribeiro Vaz

II.15. Rules for Evaluating the Independence of Members of the Management

The measurement of independence of the directors of the Company is based on the information they provide in compliance with the provisions of the Rules of Procedure of the Board of Directors [39], with reference to the range of situations envisaged in Article 414(5) and Article 414-A(1) (except sub-paragraph (b)), both of the Companies' Code.

[(39)] Article 4(2)

II.16. Selection Process of Candidates for Non-Executive Director

The Board of Directors is elected by the General Meeting according to lists of members selected by the proposing shareholder or shareholders (with votes solely cast for lists). The lists are drawn up by shareholders without the intervention of the Company.

The articles of association [40] establish the possibility of one of the members of the Board of Directors being elected from among the persons proposed on lists (containing the name of at least two people eligible for the post) that are endorsed and submitted by groups of shareholders (provided these do not represent less than 10% and no more than 20% of the share capital and the same shareholder may not endorse more than one list). Should there be such a proposal, the Director in question is elected separately and prior to the election of the others. If more than one group submits a list, they will be voted on jointly.

The Chief Executive Officer, given the role established for the Appointments and Assessment Committee in the event of co-opting, according to the Rules of Procedure of the Board of Directors, is not permitted, despite being an ex-officio member, to participate in and vote on resolutions related to the process of selection of non-executive directors and also vote on resolutions relating to the performance evaluation and the setting of remuneration and respective criteria for the Company's executive directors.

[40] Article 12(4)

II.17. Description of the Activity of Non-Executive Directors

The activity of non-executive directors in 2012 was especially steered through standing committees and other working groups within the company focused on specific areas, supervising and examining those areas, thereby ensuring monitoring in an incisive manner, while in other cases the supervision of the area was through reports provided by the Executive Committee. No constraints are to be registered in this regard.

Cimpor concluded an Agreement to Preserve the Reversibility of the Operation (APRO) with the Brazilian competition authority Conselho Administrativo de Defesa Económica (CADE) on 3 March 2012, valid until CADE's final decision on Camargo Corrêa S.A. and Votorantim Cimentos S.A. taking up shareholder positions in Cimpor in 2010. This Agreement prevents the members of the Board of Directors related to those shareholders from receiving information or participating in the management of the operations of Cimpor in Brazil, and it provides for the fulfilment of competition obligations and the reporting of information to that same authority.

In a decision handed down in the first Ordinary Session held on 4 July 2012, CADE approved the merger relating to the acquisition of shares representing the share capital of Cimpor by Camargo Corrêa S.A. and InterCement (in the case of the latter, following the takeover bid made for Cimpor in May 2012), by entering into a Performance Commitment - TCD, which addresses the main concerns of a legal and competitive nature raised by the approved merger [41]. The above-referred APRO concluded between Cimpor and CADE was declared complied with and extinguished, on occasion of this approval. The obligations of the APRO were included, to the extent applicable, in the Performance Commitment - TCD concluded by InterCement, until the exit of Votorantim Cimentos, S.A. from the share capital of Cimpor, emphasizing the prohibition solely of Votorantim Cimentos, S.A. to influence and/or participate in any decision and/or action relating to Cimpor in Brazil.

CADE approved in plenary session on 23 January 2013, with the conclusion of the exit of Votorantim Cimentos, S.A. from the share capital of Cimpor through swap between Votorantim Cimentos, S.A. and InterCement in December 2012, that the Performance Commitment - TCD signed with InterCement has been complied with to date.

[41] The public version of the Performance Commitment - TCD is available for viewing on the webpage of Conselho Administrativo de Defesa Econômica - CADE, at http://www.cade.gov.br

II.18. Professional Qualifications of the Members of the Board of Directors, indication of the Professional Positions Held in at least the last five years, the number of Shares of the Company they hold, the date of first Appointment and termination date of the Term of Office

The current post and curricula vitae of the members of the Board of Directors, the number of Company shares they hold and the year of first appointment and termination date of their term of office are presented in Annex I of this Report.

II.19. Posts that the Members of the Board of Directors hold in other Companies, detailing those held in other Cimpor Group Companies

The posts held in other companies or organisations by the members of the Board of Directors are detailed in Annex I of this Report.

SECTION III.

SUPERVISORY BODY

II.21. Identification of the Members of the Audit Committee and compliance with incompatibility rules and independence criteria

The Audit Committee members are José Manuel Neves Adelino (Chairman, Independent), António Soares Pinto Barbosa (Independent) and José Édison Barros Franco.

In accordance with the respective self-assessment:

- The incompatibility and independence rules established in the Companies' Code [42] are complied with by two of the three incumbent members of the Audit Committee.

José Édison Barros Franco is classified as "not independent" due to the management posts held in 5 companies and as representative of the majority shareholder, in the light of the Companies' Code [43] and he does not comply with the incompatibility criteria also provided for in that Code [44].

[42] Article 414-A(1) and Article 414(5) of the Companies' Code.

[43] Article 414(5)(a) of the Companies' Code.

[44] Article 414-A(1)(h) of the Companies' Code.

II.22. Professional Qualifications of the Members of the Audit Committee, indication of the Professional Positions Held in at least the last five years, the number of Shares of the Company they hold, the date of first Appointment and termination date of the Term of Office

The current post and curricula vitae of the members of the Audit Committee, the number of company shares they hold and the year of first appointment and termination date of their term of office are presented in Annex I of this report.

II.23. Posts that the Members of the Audit Committee hold in other Companies, detailing those held in other Cimpor Group Companies

The posts held in other companies or organisations by the members of the Audit Committee are detailed in Annex I of this Report.

II.24. Reference to the fact that the Audit Committee annually evaluates the External Auditor and the possibility of proposing to the General Meeting the removal from office of the Auditor with just cause for such.

The Audit Committee [45] , as referred in section II3.6.1. represents the Company before the external auditor, for all purposes, and it is responsible for:

- Proposing the hiring, renewal of the contract and remuneration of the external auditor, promoting and undertaking the respective selection process;
- Ensuring that the external auditor is afforded adequate conditions for the provision of services to the Company and the companies with which it is in a group or control relationship;
- Ensuring the personal and professional independence of the External Auditor, particularly as regards the process of prior approval of other services to be provided to the Cimpor Group outside the scope of the audit;
- Annually monitor and assess the performance of the Company's External Auditor, namely through prior discussion of the minutes and reports of the audit of the accounts and opinion on the internal control system, as well as the regular reports on the development and provisional or final findings of the audit work audit. It shall annually assess and propose the dismissal to the General Meeting, whenever there is just cause for such.
- Examine and approve the annual audit planning proposal for the company's accounts to be undertaken by the External Auditor;
- Define internal quality control procedures for the external auditor.

[45] Article 2(3) of the Rules of Procedure of the Audit Committee.

II.25. to II.28.

The information envisaged for these items by Regulation No. 1/2010 of CMVM does not apply to Cimpor, since the Company chose to adopt the one-tier Anglo-Saxon model of Corporate Governance.

II.29. Company Managers' Remuneration Policy

The overall remuneration policy of the company, encompassing the executive management bodies and senior staff at the top of the organisational structure (top management) and with the most significant influence on the performance of the company, including managers under the terms of the Securities' Code [46], is guided by the observation of four common principles:

- The structuring of remuneration in a fixed component and a variable component and the provision of wage supplements in the form of cash contributions to pension funds (in the case of executive directors, contributions to retirement savings plans)[47];
- The practice of competitive remuneration values, considering the local benchmarking in each country, that enables the attraction and retaining of talent, ensuring that Cimpor has skilled and motivated workers;
- Coherence between the goals and assessment criteria of executive directors and top management officers in order to drive value creation, the level of integration of performance and, at the same time, ensure adequate alignment throughout the company's management structure;
- Expatriation is assumed to be an integral part of the career of Cimpor staff, assuring compensation for the disadvantages of relocation.

Observation of these principles promotes individual and overall performance, enhancing the sustainable creation of value for shareholders.

The managers referred to by the Securities' Code [48] that are not directors and members of the supervisory body are included among Top Management, and there are no other employees whose work may have a significant impact on the risk profile of the company and whose remuneration contains a significant variable component.

The specific details of the remuneration policy relating to management and supervisory bodies are presented in II30.

[46] Article 248-B

[47] Rule valid for executive directors in office up to the date of the Extraordinary General Meeting.

[48] Article 248-B(3)

SECTION IV. REMUNERATION

II.30. Description of the Remuneration Policy for Management and Supervisory Bodies

The articles of association establish that the remuneration policy, the amount and form of fixed and/or variable remuneration and the amounts payable to members of corporate bodies as compensation or damages for severance of the respective legal ties shall be set by the General Meeting or by a Remuneration Committee nominated by such for periods of three years, on consulting the Appointments and Assessment Committee. The General Meeting delegated in the Remuneration Committee the duties provided by law in this respect.

In the 2nd Session of the 2012 Annual General Meeting, held on 6 July, and considering the amendments to the corporate governance structure that would be subject to approval by shareholders at the Extraordinary General Meeting 2012, the Remuneration Committee in office at the time ensured that point 1 of the Statement on the Remuneration Policy for Members of the Management and Supervisory Bodies was adopted relative to the year 2011 ("2012 Statement"), which is attached to this report. This meant the new bodies to be elected at the Extraordinary General Meeting would be responsible for defining the remuneration policy for 2012.

The Remuneration Committee elected at the Extraordinary General Meeting, in the exercise of its powers, decided to maintain the guidelines for the remuneration policy in force in Cimpor, introducing some adjustments that came into effect from August 2012 (inclusive) - as described in Chapters II30 to II34. of this report. Those adjustments refer to, inter alia, changes in the corporate governance model of Cimpor, the new profile of the shareholder structure of the Company and its merger with the Camargo Corrêa/InterCement Group, and the specific expatriate situation of the members of the Executive Committee elected in July 2012 (remuneration paid by InterCement in Brazil, outside the consolidation perimeter of Cimpor).

The areas where the Remuneration Committee and the Appointments and Assessment Committee act are defined in the articles of association and the Rules of Procedure of the Board of Directors.

- Remuneration Committee's powers:
    - Those granted by the applicable legal rules and the articles of association of Cimpor [49].

[49] Article 17

        - In this context, the Remuneration Committee will decide in particular on: (a) the fixed remuneration of management and supervisory bodies, (b) variable remuneration to be awarded to members of the Executive Committee (annual and multi-year), (c) contributions to retirement plans.
        - In relation to variable remuneration, the Remuneration Committee decides with respect to the limit established in Article 17(1) of the articles of association, taking into account the information conveyed by the shareholders, particularly as regards the following global parameters: maximum percentage cap of remuneration of the management and supervisory bodies in terms of company payroll costs; the annual change in remuneration of the management and supervisory bodies; the percentage of variable pay of total remuneration; and the distribution of variable remuneration over annual and multi-year components.
        - Accordingly, the Remuneration Committee will decide on variable remuneration taking into account the performance assessment of the members of the Executive Committee made by the Appointments and Assessment Committee and the CEO [Chief Executive Officer], based on criteria that are as objective and transparent as possible, in order to allow comparison with the main non-financial companies listed on Euronext Lisbon and with a group of cement companies comparable to Cimpor in terms of size and geographical distribution.

- Role of the Appointments and Assessment Committee:
    - The role of the Appointments and Assessment Committee with regard to the remuneration of the management and supervisory bodies is limited to evaluating the performance of the members of the Executive Committee, which will be taken into account in determining the variable component of the Total Annual Remuneration. The performance assessment criteria considered by the Appointments and Assessment Committee, as well as the respective results will be made known to the Remuneration Committee in time for its due consideration and subsequent decision.
- Relationship of the Remuneration Committee with the majority shareholders and the Appointments and Assessment Committee:
    - The Remuneration Committee should be provided with the relevant guidelines in good time, for the purposes of the proper performance of its duties.
    - For decision-making purposes, the Remuneration Committee and Appointments and Assessment Committee will meet, preferably in the month following the General Meeting where the overall variable remuneration to be awarded to the Executive Committee is voted on, to share information on the performance assessment of the executive Directors, based on the approved metrics and criteria.

II.30.1 Board of Directors

The remuneration of the members of the Board of Directors of the Company includes a fixed portion, to which, in the case of executive Directors, is added a contribution to a Retirement Savings Plan (50) (commonly known in Portugal as a PPR) and a variable remuneration (partly deferred and with attached conditions).

The variable component may not, on aggregate, exceed 5% of the profits of the Company, as provided for in the articles of association (51) .

The fixed remuneration of the directors whose term of office ended in July 2012 was based on the parameters described in Annex II.

The fixed remuneration of the directors elected on 16 July 2012 was revised considering in particular the present shareholder structure of Cimpor (existence of a shareholder holding the majority of shares) and the new Corporate Governance model and profile.

The total remuneration amounts, including payments to PPRs and other incentives earned by the members of the management body of the Company in the year ended on 31 December 2012, were as follows:

Director (value in Euros)	Fixed Remuneration awarded and paid in 2012 (1)	Variable remuneration awarded and paid in 2012 (2)	Financial compensation for early termination of office - awarded and paid in 2012	Total Remuneration awarded and paid in 2012	Tied Remuneration awarded in 2012 and deferred to 2015 (3)	Remuneration awarded in 2012 including tied portion and deferred to 2015 (4)
Executive	4,122,080	1,289,893	2,165,962	7,577,935	974,640	8,552,575
Non-Executive	1,091,632	53750	602,444	1747,826	0	1747,826
Total	**5,213,712**	**1,343,643**	**2,768,406**	**9,325,761**	**974,640**	**10,300,401**

(1) Includes RSP's for executive board members in office until the Extraordinary General Meeting and subsistence allowances
(2) Includes variable remuneration paid in cash, options exercise and options financial settlement (see II.31)
(3) Part of the performance bonus with payment deferred to 2015 and tied to the positive performance of the Company.
(4) Tied to the positive performance of the Company.

Thus, the calculation of the total remuneration paid to Directors in 2012 amounted to 3.4% of the Cimpor Group's payroll costs (including discontinued operations).

Remuneration of Non-Executive Directors:

The remuneration of non-executive directors solely has a fixed component and is paid as cash. It seeks to ensure a balanced compromise between:

a) Competitive values that attract and retain suitably qualified persons for the roles and which adequately compensate the effort and dedication made in the adequate exercise of the roles;

b) Remunerations that mitigate the creation of a dependent relationship with the Company,
ensuring in particular, with respect to independent directors, an appropriate positioning in relation to the Company.

(50) Rule valid for executive directors in office up to the date of the Extraordinary General Meeting.

(51) Article 17(1) of the articles of association.

Remuneration of Executive Directors:

The guidelines for remuneration policy in force in 2011 were maintained in 2012 with regard to the remuneration of executive directors, providing the alignment of the interests of the members of the Executive Committee with the long term interests of the Company by way of deferral in time of part of the variable component which is tied to the Company's positive performance.

The referred Remuneration Committee awarded, in 2012, the members of the Executive Committee in office up to the date of the Extraordinary General meeting of July 2012 a total of EUR 1,949,280 in bonuses, equivalent to around 45% of the Group's net profit, calculated on an individual basis. 50% of the above-indicated amount was actually paid in 2012, with the remainder being deferred for a period of three years and tied to the positive performance of Cimpor.

The criteria for award of variable remuneration are set forth in II33 c).

The 2012 General Meeting did not approve any shares plan. The existing stock option plans described in section III.10 below were terminated during the 2012 financial year.

In relation to the termination of the stock option plans mentioned above, the executive directors in office up to the date of the Extraordinary General Meeting of July 2012, agreed with the termination of the options they held in exchange for a financial settlement.

A part of the variable remuneration of executive directors is deferred for three years and tied to the positive performance of the Company during that period, in accordance with the remuneration policy. The period for which the mandates are defined is also three years.

Options Exercised and Extinguished	Option Plans			
	Series granted up to 2010		ODS 2011	Total
	2009	2010	2011	
Exercise Price (€)	2.850	4.250	4986	
Options Exercisable in 2012(1)	-	-	-	-
Physical settlement	25,000			25,000
Options Exercisable between 2014 and 2017(2), Exercised in 2012	-	-	-	-
Financial settlement	-	-	613,333	613,333

(1) "options derived" attributed until 2010 under the Cimpor Share Option Plans for Directors and Management of the Group - ("2004 Regulations").
(2) Options granted in 2011, under the ODS Plan, and only exercisable between 2014 and 2017.

II.30.2. Audit Board and Audit Committee

The remuneration of the supervisory bodies is only composed of a fixed component. It seeks to ensure balanced compensation for the work carried out while taking into account the prevailing market values for similar roles.

The remuneration of the Audit Board, for the period in office until the Extraordinary General Meeting of July 2012, is likewise determined by the Remuneration Committee and it solely has a fixed component. The total remuneration of this body in 2012 was EUR 177,120 which is broken down as follows:

Remuneration of Audit Board	Value (Euros)
Ricardo Minotti da Cruz Filipe	79,200
Luís Black Freire de Andrade	59,400
J. Bastos, C. Sousa Góis & Associados, SROC, Lda.	38,520

The remuneration of the current Audit Committee was also defined by the Remuneration Committee. It solely has a fixed component, which amounted to EUR 35,875 in 2012, broken down as follows:

Remuneration of Audit Committee	Value (Euros)
José Manuel Neves Adelino	16,625
António Soares Pinto Barbosa	9,625
José Édison Barros Franco	9,625

The Statement on the Remuneration Policy for Members of the Management and Supervisory Bodies relative to 2012, which is submitted to the General Meeting by the Remuneration Committee, is attached hereto (Annex III).

II.31. Remuneration earned individually by the Members of the Company's Management and Supervisory Bodies

In compliance with the provisions of Law no. 28/2009 [52] , the annual amount of remuneration earned by the members of the Board of Directors is individually disclosed below.

Remuneration of the Members of the Board of Directors:

Director (value in Euros)	Remuneration awarded and paid in 2012						Tied Remuneration awarded in 2012 and deferred to 2015 [5]	Remuneration awarded in 2012 including tied portion and deferred to 2015 [6]
	Fixed [1]	Variable						
		Variable [2]	Exercise of Options [3]	Options Financial settlement [4]	Financial compensation for early termination of office [5]	Total		
Ricardo Fonseca de Mendonça Lima [7]	137,690					137,690		137,690
Daniel Antonio Biondo Bastos [7]	52,955					52,955		52,955
André Gama Schaeffer [7]	65,955					65,955		65,955
Armando Sérgio Antunes Silva [7]	70,064					70,064		70,064
Francisco José Queiroz de Barros de Lacerda [8]	325,265	290,380		77,100	625,687	1,318,432	290,380	1,608,812
António Carlos Custodio de Morais Varela [8]	261,325	232,880		79,327	530,925	1,104,457	232,880	1,337,337
Daniel Proença de Carvalho [10]	120,667					120,667		120,667
Pedro Miguel Duarte Rebelo de Sousa [10]	33,938					33,938		33,938
Luís Filipe Sequeira Martins						0		0
While executive board member [8]	*2,963,330*	*232,880*		*87,894*	*510,990*	*3795,093*	*232,880*	*4,027,973*
While non-executive board member [10]	*33,938*					*33,938*		*33,938*
Luís Miguel da Silveira Ribeiro Vaz						0		0
While executive board member [8]	*245,495*	*218,500*		*70,932*	*498,360*	*1,033,287*	*218,500*	*1,251787*
While non-executive board member [10]	*34,263*					*34,263*		*34,263*
António Soares Pinto Barbosa [10] [13]	42,233					42,233		42,233
Erik Madsen [10] [14]	33,938					33,938		33,938
José Manuel Trindade Neves Adelino [9] [13]	108750					108750		108750
Walter Schalka [9] [14]	78750					78750		78750
José Édison Barros Franco [9] [13]	89,063					89,063		89,063
Albrecht Curt Reuter Domenech [9]	78750					78750		78750
Manuel Luís Barata Faria Blanc [9]	78750		53750			132,500		132,500
António José de Castro Guerra [11]	182,813				332,913	515726		515726
José Manuel Baptista Fino [11]	42,188				64,688	106,875		106,875
Paulo Henrique de Oliveira Santos [11]	35,156				53,906	89,062		89,062
António Sarmento Gomes Mota [11]	56,250				86,250	142,500		142,500
João José Belard da Fonseca Lopes Raimundo [11]	42,188				64,688	106,875		106,875
Jorge Humberto Correia Tomé [12]	0					0		0
André Pires Oliveira Dias [15]	0					0		
Luiz Roberto Ortiz Nascimento [15]	0					0		
Total	**5,213,712**	**974,640**	**53,750**	**315,253**	**2,768,406**	**9,325,761**	**974,640**	**10,300,401**

[52] Article 3 of Law No. 28/2009 of 19 June

[1] Includes RSP's for executive board members in office until the Extraordinary General Meeting and subsistence allowances

[2] Part of performance bonus paid in cash

[3] Difference between the quote of the shares acquired under the 2004 Reg. and the quote at the time of acquisition

[4] Financial settlement of stock options attributed in 2011, under the ODS plan, and exercisable between 2014 and 2017. See II30.1

[5] Part of the performance bonus with payment deferred to 2015 and tied to the positive performance of the Company.

[6] Tied to the positive performance of the Company.

[7] Executive board member (initiated office on July 16, 2012)

[8] Executive board member (terminated office on July 16, 2012)

[9] Non executive board member

[10] Non-executive board member (initiated office on July 16, 2012)

[11] Non-executive board member (terminated office on July 16, 2012)

[12] Non-executive board member (presented the resignation on February 12, 2012)

[13] Includes amount received as member of the Audit Committee

[14] Non-executive board member (presented the resignation on December 20, 2012)

[15] Non-executive board member (took up post on December 20, 2012)

The remuneration shown above includes the specific remuneration for the non-executive members of the Board of Directors who are members of Specialised Committees, these being the following:

Name	Post	Supplement[1] (value in euros)
António José de Castro Guerra [2]	Chairman [8]	0
José Manuel Baptista Fino [2]	Member [7] [8]	7.031,25
Jorge Humberto Correia Tomé [3]	Member [6] [8]	0
Albrecht Curt Reuter Domenech	Member [8]	7.031,25
João José Belard da Fonseca Lopes Raimundo [2]	Member [8]	7.031,25
José Édison Barros Franco	Member [6] [7]	7.031,25
Walter Schalka [4]	Member [7] [8]	7.031,25
Manuel Luís Barata Faria Blanc	Member [6]	7.031,25
Francisco José Queiroz de Barros de Lacerda [5]	Member [7] [8]	0
António Sarmento Gomes Mota [2]	Chairman [7]	21.093,75
José Manuel Trindade Neves Adelino	Chairman [6]	21.093,75

[1] Supplement paid to each Director for holding post of chairman or member of specilaised committee.
[2] Non-executive board member (terminated office on July 16, 2012)
[3] Non-executive board member (presented the resignation on February 12, 2012)
[4] Non-executive board member (presented the resignation on December 20, 2012)
[5] Executive board member (terminated office on July 16, 2012)
[6] Corporate Governance and Sustainability Committee
[7] Appointements and Assessement Committee
[8] Investment Committee

After the change in the governing bodies in July 2012, the members of the Board of Directors who are also members of the specialised committees stopped earning income related to their work on these committees.

The annual amount of remuneration paid to the members of the Audit Board and Audit Committee is disclosed individually in section II.30.2.

Altogether, the amount earned by the management and supervisory bodies represents 3.4% of total payroll costs of the Cimpor Group (including discontinued operations).

II.32. Aligning the interests of members of the management body with the long-term interests of the company as well as the manner in which such is based on the performance assessment and discourages excessive risk taking.

The remuneration of executive Directors is structured so as to guarantee, on one hand, a fixed remuneration that is competitive and adequately compensates the effort and dedication made in the appropriate exercise of duties and, on the other, a variable remuneration that fosters the creation of value in a sustained manner for the shareholder.

The set of indicators and metrics used to determine the variable component, which have been consistently used over the years, mitigate less appropriate acts in regards to risk taking, and instead encourage the pursuit of a policy of active risk management and the reward of long-term performance.

Moreover, the existence of adequate proportionality between the fixed and variable components as well as the definition of a ceiling for the variable component, both contribute to discouraging the pursuit of business strategies that encompass inadequate risk profiles.

Lastly, as is clear from the criteria and metrics described below, recommendation II.1.5.1. of the Governance Code is amply complied with by the Company taking into account the following principles:

- The variable remuneration component is based on the performance assessment made by the Appointments and Assessment Committee and decided by the Remuneration Committee, within its powers, in accordance with impartial and transparent criteria and considering, *inter alia*, the real growth of Cimpor, alignment with corporate strategy and the generation of effective wealth for the shareholders, as well as ensuring the long-term sustainability of the Company and compliance with the rules applying to its business;

- The deferral of a significant portion of the variable compensation for a period of no less than three years, making its actual payment dependent on the confirmation of the positive performance of the Company during that period.

II.33. In relation to the Remuneration of the Executive Directors

a) Reference to the fact that the remuneration of executive Directors includes a variable component and information on how this component depends on the assessment of performance;

The remuneration structure of executive directors has a fixed component and a variable component that is annually defined by a set of predetermined criteria better described below. Those criteria encompass a set of indicators regarding the performance of the Company and its executive management, focusing on financial parameters, the creation of value and the qualitative performance of the executive members.

This component is calculated based on a percentage of the annual fixed remuneration and the annual performance assessment derived from predetermined criteria. It is only payable if a minimum level of 80% compliance with defined objectives is achieved. Those objectives aim to simultaneously create a performance stimulus that tends to be competitive and aggressive, while continuing to ensure a balanced weighting between the fixed and variable components.

Their determination is based on criteria that are as impartial and transparent as possible in order to allow comparison with the main non-financial companies listed on the Euronext Lisbon and with a group of cement companies comparable to Cimpor in terms of size and geographical distribution.

The referred criteria underlying the assessment include consideration of the Company's performance as well as an individual assessment of the executive directors.

b) Indication of the competent company bodies for conducting the assessment of the performance of executive directors;

The definition by the Remuneration Committee of the variable component of the remuneration of the members of the Executive Committee is based on their performance assessment made by the Appointments and Assessment Committee and the Chief Executive Officer, based on criteria that are as impartial and transparent as possible, in order to allow comparison with the main non-financial companies listed on the Euronext Lisbon and with a group of cement companies comparable to Cimpor in terms of size and geographical distribution.

Despite the Chief Executive Officer being a member of the Appointments and Assessment Committee, he is precluded from voting on resolutions related to performance assessment, the criteria for determining the remuneration of Company's executive directors, and of course for himself, thereby ensuring his independence.

c) Indication of the pre-determined criteria for assessing the performance of executive directors;

The criteria for assessing the performance of executive directors are divided into four major groups:

- Individual and collective criteria: In this context, it is intended that there is greater appreciation of collective criteria over individual criteria, taking into consideration the number of executive directors of Cimpor and the allocated areas of responsibility;
- Stock market performance criteria: These criteria encompass the creation of value for shareholders (via Total Shareholder Return), and as supported by best practices, they foster an element of comparison, whether in the domestic market (by reference to the large companies listed on the Euronext Lisbon) or the cement sector (through the establishment of a Sector Peer Group referring to companies of comparable size and geographical distribution to Cimpor);
- Company profitability criteria: These criteria include indicators of growth and sector comparability (value creation and the relative performance of the return on assets, compared with the Sector Peer Group);
- Qualitative management criteria: These criteria focus on and support an individual and collective qualitative assessment of the executive Directors.

The combination of these four vectors ensures alignment with the interests of shareholders, adequate incentive of management performance, the pursuit of real growth of the company, the creation of wealth for the shareholders as well as the long-term sustainability of the Company.

d) Relative importance of the variable and fixed components of the remuneration of the Directors, as well as indication of the ceilings for each component;

The weight of the fixed (FR) and variable (VR) remuneration was defined taking into account the business activity of the Company and the practices of the Sector Peer Group. As such, it can range from a minimumFR/VR of 100/0 to a maximum of 30/70, where the former corresponds to a performance that did not meet minimum acceptable performance standards and the latter refers to an outstanding performance.

The combination of the above maximum with the establishment by the Remuneration Committee of the CEO's fixed remuneration corresponds to the setting of maximum remunerations, both in terms of the fixed and the variable components, since the remuneration of the other executive directors are set at percentage brackets with reference to the remuneration of the CEO, as detailed in sections II30.1 and II31.

The division between these two remuneration components has as its starting point an adequate equilibrium between the two, expressed as a ratio of 50/50 in a scenario of 100% achievement of the objectives associated with the criteria for variable remuneration, focusing on an aggressive progression of the variable component to drive performance, though with a ceiling so as to discourage taking short-term strategies likely to generate risks and imbalances in the Company.

Sections II30.1, II31 and III.10 of this report also provide information on the remuneration paid under the Share Purchase and Stock Option Plans, as annually defined by the Appointments and Assessment Committee and the Remuneration Committee, according to their respective areas of action.

e) Deferring the payment of the variable component of the remuneration;

The variable remuneration in cash awarded annually was 50% deferred, in 2012, for a period of three years from the date of award, which will occur in the month following that of the holding of the General Meeting that approves the accounts for the year to which that remuneration refers.

The same three-year deferral applied to the beginning of the options exercise period.

f) Explanation of how the payment of variable remuneration is tied to the continued positive performance of the company during the deferral period;

The payment of the deferred variable remuneration (in cash) is tied to the continued positive performance of the company. It is pre-defined annually by the Remuneration Committee, taking account of appropriate indicators, an assessment of the economic and financial context of the company, the economy and industry, and also exceptional factors and those beyond the control of the management that may influence Company performance.

g) Sufficient information regarding the criteria on which the award of variable remuneration as shares is based as well as information on executive directors keeping the company shares they have obtained, information on any contracts concluded regarding those shares, namely hedging or risk transfer contracts, the respective limits, and their share of the total annual value of remuneration;

Cimpor does not award shares as remuneration to its executive directors.

The Directors of the Company have not entered into any contracts which may have the effect of mitigating the risk inherent to the variability of the remuneration they are paid.

h) Sufficient information on the criteria on which the award of variable remuneration in stock options is based and indication of the period of deferral and the exercise price;

No Share Purchase and Stock Option Plans were issued in 2012 and all plans still in force were terminated. In this context, the options held by executive directors in office up to the date of the Extraordinary General Meeting in July 2012 were extinguished by financial settlement.

The Executive Directors do not hold any options.

i) Identification of the main parameters and grounds for any annual bonus scheme and any other non-cash benefits;

There are no other annual bonus schemes besides those mentioned in sub-paragraphs c) and d) above, and there are also no other non-cash benefits.

j) Remuneration paid in the form of profit sharing and/or bonus payments and the reasons for such bonuses and/or profit sharing being paid out;

Sharing in the profits of the Company, as provided for in the articles of association [52], translates into the award of bonuses. In 2012 the value of bonuses awarded to the executive directors amounted to EUR 1,695,000 as individually detailed in section II31 above, and the award reasons obeyed the above-stated criteria.

[52] Article 17 (1)

l) Compensation paid or owed to former executive directors following the termination of duties during the financial year;

The following compensation was paid to executive directors in 2012 for severance of their contractual ties:

Director (value Euros)	Financial compensation for early termination of office
Francisco José Queiroz de Barros de Lacerda [i]	625,687
António Carlos Custodio de Morais Varela [i]	530,925
Luís Filipe Sequeira Martins [i]	510,990
Luís Miguel da Silveira Ribeiro Vaz [i]	498,360
Total	**2,165,962**

[i] Executive board member (terminated office on July 16, 2012)

m) Reference to the contractual limitation established for the compensation payable for unfair dismissal of a Director and the relationship with the variable component of remuneration.

Pursuant to the remuneration policy for members of the Board of Directors approved by the Remuneration Committee, in the event of dismissal of any director or termination by agreement of the director's position, no compensation will be paid when the dismissal or termination is due to inadequate performance of the role.

n) Amounts paid for any reason by other companies in a control or group relationship;

The members of the Board of Directors did not earn any other remuneration whatsoever from other companies in a group or control relationship with Cimpor. Neither do they earn from Cimpor, or from other companies in a group or control relationship with the same, any significant non-monetary benefits that may be considered remuneration. The same is true for the members of the Audit Board and Audit Committee.

o) Description of the main characteristics of supplementary pension or early retirement schemes for Directors, indicating whether or not they were appraised by the General Meeting;

The fixed remuneration of executive directors includes an amount of 12.5% on the salary to be compulsorily applied in a retirement savings plan (PPR) [53], or similar instrument, in order to help cover their retirement. However, since this practice does not generate any liability for the Company other than that mentioned, this payment does not take the form of a Retirement Benefit or a Supplementary Pension.

As described in I.18 and the result of the removal of the statutory provisions regarding the allocation of retirement pension supplements, the 2011 General Meeting instructed the Board of Directors to adequately ensure that the rights acquired by the directors under the statutory provision removed thenceforth, were safeguarded. Hence, compensation of EUR 3 million was agreed with Luís Filipe Sequeira Martins, director of the company since 1987. The payment of this compensation would be completed at the time he left the post of Executive Director, which occurred in July 2012.

Director (Value Euros)	Compensation[1] Paid in 2012
Luís Filipe Sequeira Martins	2,700,000

[i] Elimination of Pension supplement as established in articles of association

p) Estimate of the value of significant non-cash benefits considered as remuneration not covered by the situations defined above.

There are no significant non-cash benefits considered as remuneration not covered by the situations defined above.

q) Existence of mechanisms that prevent executive Directors from concluding contracts that undermine the basis of the variable remuneration.

Pursuant to the remuneration policy for members of the Board of Directors approved by the Remuneration Committee, directors must not conclude contracts with either the Company or with third parties that have the effect of mitigating the risk arising from the variability of the remuneration established by the Company.

[53] Rule valid for executive directors in office up to the date of the Extraordinary General Meeting.

II.34. Reference to the fact that the remuneration of non-executive Directors of the management body does not include variable components

The remuneration of the non-executive directors of Cimpor, following recommendations in this field, is exclusively composed of a fixed component paid 14 times a year in cash, and it is based on the type of duties performed and market practices.

II.35. Irregularities' Reporting Policy (Whistleblowing)

The Rules of the Irregularities' Reporting Procedure of the Cimpor Group were disclosed, at 31 December 2012, to all Cimpor employees through the internal communication network and posters in the workplace. Those rules generally identify the different types of irregularities, and comprise a set of internal rules and procedures for receiving, registering and processing reports of irregularities allegedly occurred within Cimpor, and they clearly expresses the confidential and anonymous handling of reports made.

These irregularities were analysed in the light of the provisions of laws and regulations, the articles of association, the recommendations applying at all times (including recommendation II.1.4.1. of the Governance Code) and the principles and rules of the Code of Ethics adopted by the Cimpor Group.

The Audit Committee - without prejudice to the powers of the Corporate Governance and Sustainability Committee – was responsible for receiving and processing irregularity reports, as well as monitoring and supervising the entire system, in particular the respective levels of adequacy and effectiveness.

In summary, the above-stated rules provided for:

- Any employee, shareholder, customer, supplier of Cimpor or any other entity that might have information on any irregularity and/or suspicion of such, in a well-founded and reasonable manner, could report the irregularity (hereinafter "Reporting person") to the Audit Committee through an on-line form for Irregularities Reporting (API), available on all sites of the Cimpor Group or by letter sent to the Chairman of the Audit Committee of Cimpor.

- The confidential treatment of the information received was assured;

- The investigation was conducted and supervised by the Audit Committee, which could delegate the task to a "processor" and/or to the Internal Audit Department. These could also request the assistance of the legal department, any departments, services, workers and/or employees of the company and also, with the prior consent of the Chairman of the Audit Committee, outside consultants, or even, in certain circumstances, the relevant public authorities whose involvement was required;

- The report resulting from the above investigation would be forwarded to the Chairman of the Board or Directors or the Chief Executive Officer of Cimpor and other external entities whose involvement might have been required or justified;

- The Audit Committee or the Board of Directors was responsible for the decision to archive, follow-up on or apply penalties for the irregularity, depending on the focus and seriousness of the irregularity.

- The Audit Committee would provide the Reporting entity, without prejudice to the legal time limits and/or contractual provisions, a summary of the reasons for the decision to reject, archive or conclude the internal procedures, as applicable, on the reported alleged irregularity, within ten days of the date of that decision.

The Board of Directors adopted a new code of conduct in March 2013, in order to align Cimpor's ethics policy with InterCement, which it now belongs to, and during the month of April it followed up on the implementation a new monitoring system for this matter.

The code of conduct sets out the standards and principles that should guide behaviour in relations with different audiences: Ethics, legal, respect for others, reject any form of discrimination, stimulate personal and professional development, and social, environmental and cultural responsibility.

The Ethics Committee is responsible for managing the implementation of the code of conduct with double reporting to the Corporate Governance and Sustainability Committee and the Audit Committee, is responsible for appraising all issues relating to this matter.

The Ethics Committee is advised by the Audit and Risk Management area, which will promote the implementation of the "Ethics Line", a channel publicised among all employees, suppliers, customers and stakeholders, with public access on the site and on the internal networks of Cimpor where questions, suggestions and comments can be posted and incidents can be reported. The Audit and Risk Management area will delegate in an external consultant the receipt of communications and feedback on the action taken. Confidentiality is fully guaranteed. The contact channels for this purpose will be the telephone, e-mail and post.

SECTION V. SPECIALISED COMMITTEES

Cimpor has three specialised committees to support the Board of Directors, in addition to the Executive Committee.

II.36. Corporate Governance and Sustainability, and Appointments and Assessment Committees

The composition of the Corporate Governance and Sustainability Committee and Appointments and Assessment Committee was detailed in section II.2.

Although the Corporate Governance structure of Cimpor does not address the existence of an independent committee with powers to identify candidates for the post of directors, certain powers were still delegated to the Appointments and Assessment Committee in relation to the identification of candidates for the director posts, particularly in the case of co-optation, as described in section II37.2. above.

II.37. Number of meetings of Committees with Management and Supervisory powers

In 202, the Corporate Governance and Sustainability Committee met once, the Appointments and Assessment Committee met once and the Investment Committee, wound up on 16 July 2012, met once. Minutes were drawn up for all the meetings.

II.38. Reference to the fact that a Member of the Remuneration Committee has knowledge and experience in remuneration policy matters

The Remuneration Committee elected at the General Meeting consists of members that combine high academic and university qualifications in the areas of business management and human resources policy with relevant professional experience at the highest level of management in large companies and very extensive contact with the fields of remuneration and evaluation of directors and senior management, thus guaranteeing the theoretical and business knowledge essential for a proper evaluation of remuneration policy.

II.39. Independence of the persons contracted for the Remuneration Committee

Manuel Pinto Barbosa, Chairman of the Remuneration Committee is not considered independent from the Board of Directors since he is the brother of António Pinto Barbosa, non-executive director of Cimpor. However, it should be noted that Manuel Pinto Barbosa is a member of the Remuneration Committee of Cimpor since 2009, while António Pinto Barbosa, non-executive director of Cimpor, was appointed to the position on 16 July 2012. The Chairman of the Remuneration Committee, in view of that family relationship, abstained from the decision-making process regarding the remuneration of the director António Pinto Barbosa.

The remaining members of the Remuneration Committee, Nélson Tambelini Júnior and Gueber Lopes, are currently tied by employment contract with InterCement Brasil, S.A..

In the 2012 financial year, the Remuneration Committee did not hire the services of any persons who provides or has provided during the past three years services to the Board of Directors of Cimpor or any structure under its control (under an employment contract or any other form of collaboration, including the provision of services), nor having any current relationship as consultant to the Company.

III. Information and Auditing

III.1. Share Capital Structure

The share capital of Cimpor stands at 672 million euros, and it is fully paid up. The (registered and ordinary) shares number 672 million, (each with a par value of one euro), and are traded on Lisbon Euronext.

Characteristics of Cimpor Securities

Title: Cimpor – Cimentos de Portugal, SGPS, S.A.

Share Trading: Euronext Lisbon

Futures trading: Euronext Lisbon

Codes:

LISBON TRADING: CPR

REUTERS: CMPR.IN

BLOOMBERG: CPR PL

Number of shares (with a par value of 1 euro):

Total – 672.000.000

Listed for trading – 672.000.000

III.2.Qualifying holdings calculated pursuant to Article 20 of the Securities Code

According to the Information on Qualifying Holdings received by the Company by 31 December 2012, and in compliance with the rules of imputing voting rights established in the Securities' Code[54], the holders of the referred shareholdings were, on that date, as follows:

[54] Article 20

Qualifying Shareholdings [1]

Shareholders	No. of Shares	% of Share Capital [2]	% of Voting Rights [3]
Camargo Corrêa Group	632,396,937	94.11%	94.11%
Rosana Camargo de Arruda Botelho,Renata de Camargo Nascimento and Regina de Camargo Pires Oliveira Dias who, jointly, directly control the company RRRPN - Empreendimentos e Participações, S.A. and individually, respectively, the companies (a) RCABON Empreendimentos e Participações, S.A. and RCABPN Empreendimentos e Participações, S.A.; (b) RCNON Empreendimentos e Participações, S.A. and RCNPN Empreendimentos e Participações, S.A.; and (c) RCPODON Empreendimentos e Participações, S.A. and RCPODPN Empreendimentos e Participações, S.A..	632,396,937	94.11%	94.11%
Through the companies RRRPN Empreendimentos e Participações, S.A., RCABON Empreendimentos e Participações, S.A., RCABPN Empreendimentos e Participações, S.A., RCNON Empreendimentos e Participações, S.A., RCNPN Empreendimentos e Participações, S.A., RCPODON Empreendimentos e Participações, S.A. and RCPODPN Empreendimentos e Participações, S.A..	632,396,937	94.11%	94.11%
Through the jointly and directly controlled company, Participações Morro Vermelho, S.A.	632,396,937	94.11%	94.11%
Through the company Camargo Corrêa, S.A. which it fully controls	632,396,937	94.11%	94.11%
Through the company Camargo Corrêa Cimentos Luxembourg, S.à.r.l. which it fully controls	221,360,153	32.94%	94.11%
Through the company InterCement Participações S.A. Controlled by the former	411,036784	61.17%	94.11%
Through InterCement Austria Holding GmbH which it fully controls	411,036784	61.17%	94.11%
It is imputable to InterCement Austria Holding GmbH. according to the CMVM understanding following the launch of the Public Offer by the former over the total share capital of Cimpor. the sum of the voting rights of the following participations:			94.11%
Participations held by itself	411,036784	61.17%	61.17%
Camargo Corrêa Cimentos Luxembourg, S.à.r.l. (company of the Camargo Corrêa Group, as above mentioned)	221,360,153	32.94%	32.94%

(1) As per official qualifying shareholdings announcements and other information received by the company
(2) With voting rights
(3) The calculation basis includes the total number of own shares, i.e. all the shares with voting rights, with the suspension of the respective exercise being of no consequence to the calculations (according to the criteria of paragraph b), no. 3 of the article 16 of the Portuguese Securities Code).

III.3. Identification of Shareholders holding Special Rights

No shareholder of Cimpor holds any special rights and all the shares representing the Company's share capital are freely traded on a regulated market (with no restrictions on ownership), and no employee equity scheme is envisaged.

III.4. Restrictions on the transferability of shares, such as disposal consent clauses or restrictions on the ownership of shares

Information already provided herein in section III3 above.

III.5. Shareholders' Agreements that may lead to Restrictions on the Transfer of Securities or Voting Rights

As far as Cimpor knows, there were no shareholders' agreements that may result in restrictions on the transfer of securities or voting rights, at 31 December 2012 and on the publication date of this report.

However, Cimpor was informed during 2012 of a shareholders' agreement between InterCement Austria Holding GmbH ("InterCement"), Camargo Corrêa Cimentos Luxembourg, S.à.r.l ("CCCLux") and Votorantim Cimentos, S.A., as shareholders of Cimpor, effective until the completion of operations envisaged in the restructuring agreement concluded between the same shareholders.

As announced to the market on 26 June 2012, the referred shareholders' agreement included:

"(a) The commitment to exercise voting rights at the General Meeting as a block, concerning the taking of corporate decisions regarding matters likely to change, with significant relevance, the legal or financial position of Cimpor;

(b) Amendment of Cimpor's corporate governance, with a view to the adoption of a management and supervision model consisting of a Board of Directors that encompasses an Audit Committee and Statutory Auditor, pursuant to Article 278(1)(b) of the Companies Code, pursuant to the proposals endorsed by InterCement and CCCLux to be submitted to the Extraordinary General Meeting of Cimpor convened for 16 July 2012;

(c) Election of the Board of Directors of Cimpor, which would include members indicated by InterCement, members indicated by Votorantim and independent members;

(d) The creation of two committees on the Board of Directors of Cimpor to manage the set of assets currently held by Cimpor that will be focus of the Restructuring Operations, to ensure their separate management from the other assets of Cimpor;

(e) The commitment not to sell or encumber in any way any shares or other securities held by the parties to the Shareholders Agreement relating to the capital of Cimpor, until the conclusion of the swap between InterCement and Votorantim;

(f) The Parties agree that Votorantim and the directors it indicates to sit on the Board of Directors of Cimpor will not take part in any discussions, evaluations or decisions concerning the Brazilian operations and assets currently held by Cimpor and the assets of InterCement that may be integrated into the Company, pledging not to participate in any corporate decisions at the time that issues relating to those assets and operations are under discussion."

On 21 December 2012, InterCement informed Cimpor that the shareholders' agreement mentioned above ceased to be in force, following the asset swap between InterCement and Votorantim Cimentos S.A..

III.6. Amendments to the Articles of Association

The articles of association can be amended pursuant to applicable legislation[55]:

- So that the General Meeting may take a decision to amend the articles of association on its first notice to convene, the shareholders attending or represented at the Meeting must hold at least one-third of the share capital. On the In the second notice to convene, the General Meeting may take decisions regardless of the number of shareholders attending or represented and the capital they represent. [56]

- Decisions to amend the articles of association have to be approved by a minimum of two-thirds of the votes cast, irrespective of whether the General Meeting is convened at the first call or the second call, unless, in the latter case, the shareholders attending or represented at the Meeting hold at least half of the share capital, in which event such decisions may be approved by simple majority of the votes cast. [57]
-

[55] The rules described herein also apply to cases of merger, spin-off, transformation and winding up of the company, or other matters for which the law requires a qualified majority, without specifying such.

[56] Article 383(2) and (3) of the Companies' Code.

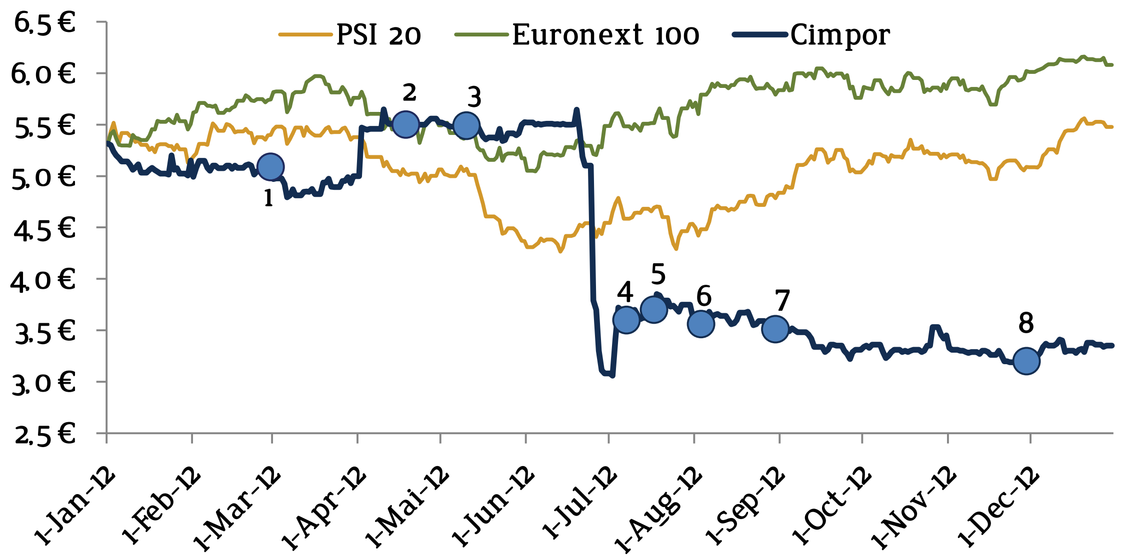
[57] Article 386(3) of the Companies' Code.Obis di blatiorem fugite sa porro verorrum, odit unt.

III.7. Control Mechanisms Envisaged for any Employee Equity Scheme

There is no scheme that specifically envisages employee participation in the share capital of the Company, which implies that the respective voting rights are not directly exercised by the employees.

III.8. Description of the development of the Company's share price

Stock Market Performance of Cimpor shares



KEY

Item	Date	Description
1	28/Feb/12	2011 Results Announcement
2	20/Apr/12	Annual General Meeting - 1st Session
3	08/May/12	2012 1st Quarter Results Announcement
4	06/Jul/12	Annual General Meeting - 2nd Session
5	16/Jul/12	Extraordinary General Meeting
6	03/Aug/12	2011 Dividend payment (net value of €0,1245 per share)
7	29/Aug/12	2012 1st Semester Results Announcement
8	30/Nov/12	2012 3rd Quarter Results Announcement

III.9. Dividend Distribution Policy

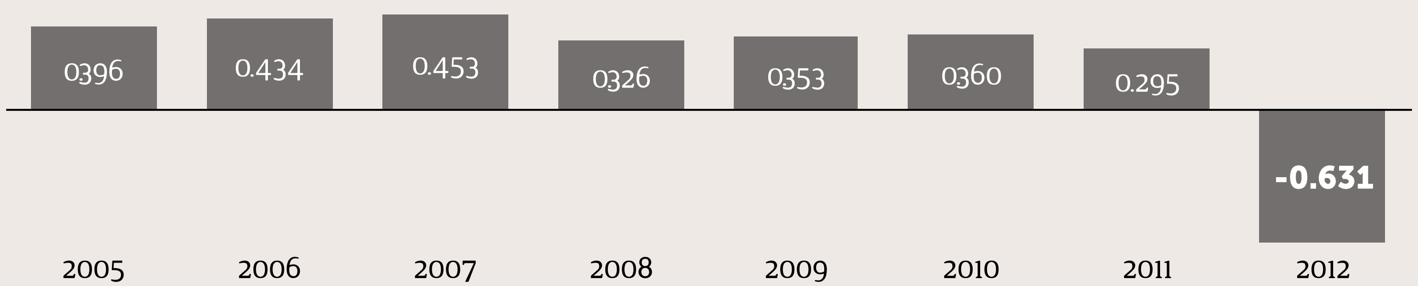
Although the financial management of the company aims to support the distribution of a growing dividend per share, the implementation of this policy has to be consistent with the macroeconomic environment and the approved strategy of Cimpor and profits achieved.

The dividends for the 2011 financial year were paid on 3 August 2012, in the amount of 0.166 euros per share (i.e. a dividend yield of 3.1%, and a payout ratio of 56%), as decided by the 2nd session of Annual General Meeting of Cimpor held on 6 July 2012.

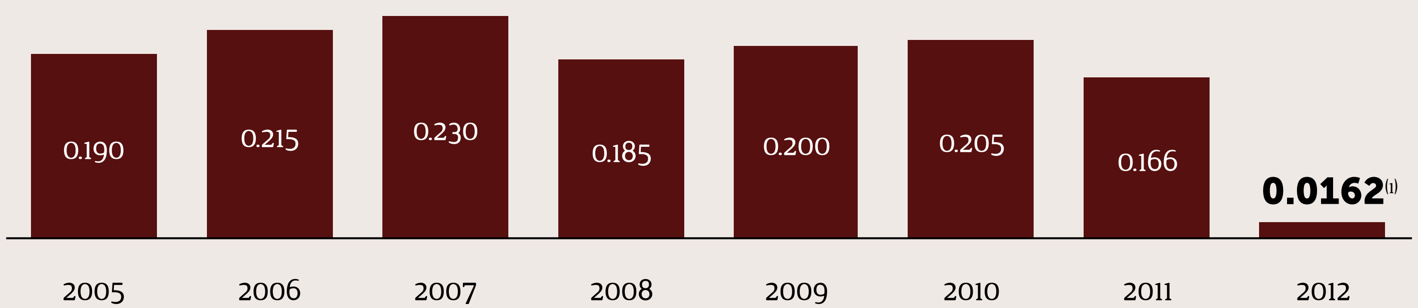
The Board of Directors of Cimpor Cimentos de Portugal, SGPS, S.A., proposes to the shareholders a gross dividend per share for the 2012 financial year of 0.0162 euros.

The Board of Directors took into account in this proposal: the worsening of the profits of Cimpor in 2012, particularly owing to the macroeconomic environment in some of the countries where Cimpor operated that year – namely Spain and Portugal and in other countries where the assets leaving the perimeter of Cimpor were located; the industrial investments required to maintain and increase market share in countries where Cimpor will focus its growth strategy; and the prudence which must be followed considering the doubts that continue to hang over European economic environment and its worldwide repercussions.

EARNINGS PER SHARE (EUROS)



GROSS DIVIDEND PER SHARE (EUROS)



(1)- Dividend to be proposed by the Board of Directors of Cimpor to the General Meeting of 23 May 2013

III.10. Share Purchase and Stock Option Plans

No share purchase plans for employees was approved in 2012 and all option plans still in force were terminated.

The 2011 General Meeting had approved a Stock Options Award Plan (ODS), in relation to which the Board of Directors decided at its meeting of 21 June 2012 to carry out the early settlement of the options awarded under that plan, through monetary compensation totalling to EUR 315,000 and EUR 153,000 to members of the Executive Committee and senior management, respectively.

In relation to the Stock Option Plan and Share Purchase Plan for Directors and Officers of the Group (2004 Regulations), three different kinds of share were developed for the award of options up to 2010:

- In relation to the measures specified in no. 14 of its rules in the event of "Takeover Bids" and with the successful takeover bid by InterCement, Cimpor advanced with two initiatives:
    - It was prepared to compensate employees at the offer price for shares that employees held in portfolio and which had been acquired under this plan (since the dividend had already been received – 5334 euros) for each share acquired under this plan, thus the employees might prove their sale on the regulated market between 8 August and 30 September 2012. Of a universe of 269 employees who were offered the abovementioned facility, seven agreed to the same, receiving a total of EUR 16,603.43. 3 employees were not considered eligible for this facility due to administrative irregularities, therefore their cases involving 42,000 shares are pending solution;
    - Cimpor financially compensated all employees at the offer price (5334 euros per share) for the number of shares maturing in their possession, with regard to derivative options maturing in 2013, except for the atypical cases indicated below. The atypical cases include the exercise of 200 options due to retirement of one employee and the elimination of 5,600 options due to spontaneous refusal or administrative proceedings, relating to three employees.

Regarding the allocation of derivative options of 2012, concerning the 2009 and 2010 series, of the 386,330 options exercisable in 2012, a total of 307,660 were exercised on 30 March, and the remaining 78,670 were extinguished, as shown below.

Options Exercised and Extinguished:

To summarise the situation for 2012:

Options Exercised and Extinguished	Option Plans			
	Series granted up to 2010 (1)		ODS 2011 (4)	Total
	2009	2010	2011	
Exercise Price (€)	2.850	4.250	4986	
Options Exercisable in 2012 (1)	**261,900**	**124,430**	**-**	**386,330**
Options Exercisable in 2012(1), Exercised in 2012				
Physical settlement	200,604	107,056	-	307,660
Financial settlement	-	-	-	-
Options Exercisable in 2013 (1)	**-**	**124,430**	**-**	**124,430**
Options Exercisable in 2013(1), Exercised in 2012				
Physical settlement (2)	-	200	-	200
Financial settlement (3)	-	118,630	-	118,630
Options Exercisable between 2014 and 2017 (4)	**-**	**-**	**1,304,333**	**1,304,333**
Options Exercisable between 2014 and 2017(4), Exercised in 2012	**-**	**-**	**-**	**-**
Financial settlement (5)	-	-	1,281,533	1,281,533
Extinguished Options	**-**	**-**		
Exercisable in 2012(1), due to non-exercise of options	61,296	17,374	-	78,670
Exercisable in 2013(1), in administrative process in 2012	-	5,600	-	5,600
Exercisable between 2014 and 2017(4), for not exercising options	-	-	22,800	22,800

(1) "options derived" attributed until 2010 under the Cimpor Share Option Plans for Directors and Management of the Group - ("2004 Regulations").
(2) under Article 11 (b) of 2004 Reg. - Immediate settlement following retirement
(3) under article 14 of 2004 Reg. - Public Takeover Bid
4) Options granted in 2011, under the ODS Plan, and only exercisable between 2014 and 2017.
(5) Early settlement following Board of Directors decision

Therefore, while the number of shares needed at the beginning of the year to meet the exercise of options granted to 2011, inclusive, rose to 1,815,093, at the end of the year Cimpor considers all options plans to have terminated and it does not recognise any liability that has to be met through the delivery of shares.

III.11 Business and Transactions between the Company and Members of its Management and Supervisory Bodies, or Companies with which it is in a Control or Group Relationship, outside of normal market conditions.

Apart from the sale of treasury shares under the share purchase and stock option plans referred to in sections III.10 and II30 above, the early exercise and financial settlement of the options referred to in II30 and the compensation awarded to Luís Filipe Sequeira Martins for loss of pension rights acquired as a Director (as described in I.18 and II33), neither the Company nor any of the companies it controls has undertaken any business or transaction with any members of its management and supervisory bodies or companies with which it is in a group or control relationship, with the exception of some transactions of no financial significance to any of the parties involved, and which were conducted under normal market conditions for similar operations and executed as part of the Cimpor Group's regular business activity.

III.12. Business and Transactions between the Company and shareholders with Qualifying Holdings or entities with which it is in a control relationship, pursuant to Article 20 of the Securities Code, outside of normal market conditions

Cimpor nor any of the companies it controls undertook any business or transaction with the shareholders of qualifying holdings or entities with which it is in any kind of relationship pursuant to Article 20 of the Securities Code, with the exception of some transactions of no financial significance to either of the parties involved, conducted under normal market conditions for similar operations and executed as part of Cimpor's regular business activity.

Reference is made, due to its special strategic significance, and without prejudice to that disclosed above, that in accordance with the privileged information dated 16 July 2012, 17 August 2012, 20 December 2012 and 17 January 2013, Cimpor swapped the following assets with its shareholder InterCement Austria Holding GmbH:

- *Cimpor assets transferred to InterCement*: Cimpor assets in Spain (except for Cimpor Inversiones, S.A., Cimpor Trading, S.A. and Cimpor Eco, S.L.), Morocco, Tunisia, Turkey, India, China and Peru, a combined total equivalent to 21.21% (twenty one point twenty one percent) of the consolidated net debt of Cimpor;
- *InterCement assets transferred to Cimpor*: the cement, concrete and aggregates assets and operations of InterCement in South America (Brazil, Argentina and Paraguay) and in Angola – i.e. currently 17 plants in operation (including the grinding unit in Cubatão, São Paulo, completed in December 2012).

The values assigned to the swapped assets were set in accordance with the provisions of the Prospectus for the takeover bid by InterCement for the share capital of Cimpor, in other words by two independent banks of recognised domestic and international standing, Morgan Stanley and Rothschild.

The evaluations of these banks were prepared to the reference date of 30 June 2012, determining the debt associated with the assets of Cimpor transferred to InterCement to be EUR 323 million (corresponding to 21.2% of net debt of Cimpor) and the debt associated with the InterCement assets transferred to Cimpor was EUR 2,034 million.

The value assigned to the assets of Cimpor, according to the arithmetic mean of the results of the evaluations performed by the banks involved, was EUR 817 million and to the assets of InterCement was EUR 1,199 million, so this operation implies a balance to be paid by Cimpor to InterCement in the amount of EUR 382 million.

Cimpor now holds, following this operation, assets in 9 countries: Portugal, Egypt, Cape Verde, Angola, Mozambique, South Africa, Brazil, Argentina and Paraguay.

III.13. Role of the supervisory body in the prior assessment of business to be conducted between the company and shareholders with qualifying holdings

As provided for in the Rules of Procedure of the Board of Directors [58], any business of significant relevance to be concluded between, on one hand, any shareholder with a qualifying holding greater than or equal to 2% of the voting rights of the share capital of Cimpor or any party with which it is related in accordance with any of the situations envisaged in Article 20 of the Securities Code and, on the other hand, Cimpor or any company with which it is in a control or group relationship, were (and are) submitted by the Board of Directors for the prior opinion of the supervisory body.

Accordingly, the Board of Directors submits to the Audit Committee prior to their conclusion, transactions with special financial significance for any of the parties or conditions that may be construed as distanced from normal market conditions for similar operations and implemented as part of the current business activity of Cimpor.

The Audit Committee examines the evidence provided, requesting additional information or studies if necessary, including support from the external auditor, and it checks compliance with the rules in the areas of conflict of interest, fair treatment, non-discrimination, equal relationship with suppliers and service providers and preserving the interests of the Company.

[58] article 20.º.

III.14. Statistical data concerning business requiring the prior intervention of the supervisory body

The only business requiring the Audit Board's opinion during 2012 was that described below:

Business subject to prior intervention of the Audit Board	Legislation, rules and applicable recommendations	Value (euros)
Award of civil work to be held in Cezarina, Brazil, to the consortium Soares da Costa / Gutierrez	Article 397(2) the Companies' Code.	18,651,712

III.15. Statistical data concerning business requiring the prior intervention of the supervisory body

The annual Report and Accounts of the Company, as established in Regulation No. 5/2008 of the CMVM [59], and which include the opinion of the supervisory body on the financial statements, is published on the Company's website www.cimpor.com in conjunction with the annual report of the Audit Board (which will report any constraints this body has encountered).

(59) Article 8

III.16. Investor Relations Department

The duties of the "Investor Relations Office" envisaged in law are the responsibility of the Investor Relations area, which has the function of keeping the financial community informed of the evolution of the Cimpor Group's business and supporting current and potential shareholders of Cimpor in their relations with the Company, in full compliance with the principle of equal treatment of shareholders.

This office's contact with private and institutional investors, fund managers and other collective investment bodies, analysts and other stock market operators is maintained through meetings and replies to requests for information by telephone, e-mail or traditional postal services.

Investor Relations Office contacts:

Personal Contacts:

Filipa Mendes (Representative for Market Relations)

Francisco Sequeira

Address:

Investor Relations Department

Cimpor – Cimentos de Portugal, SGPS, S.A.

Rua Alexandre Herculano, 35

1250-009 Lisboa

PORTUGAL

Telephone	Fax	E-Mail	Internet
21 311 81 00	21 311 88 39	investorrelations@cimpor.com	www.cimpor.com

The Cimpor site (www.cimpor.com) provides various content of interest in Portuguese and English, in addition to information that might influence the share price, which is also published on the website of the CMVM (www.cmvm.pt) and of Euronext (www.euronext.com), and the compulsory information provided for in the CMVM Regulation No 1/2010. [60]

The representative for relations with the securities' market and the CMVM, pursuant to and for the purposes of the Securities Code, is, since 1 October 2004, Filipa Mendes.

(60) Article 5

III.17. Indication of the annual remuneration paid to the auditor and other natural or legal persons belonging to the same network supported by the company and/or by legal persons in a control or group relationship

In 2012, the total cost of services rendered to the Cimpor Group by its external auditor (Deloitte & Associados, SROC, S.A.), including all natural or legal persons belonging to its "network" (as set forth in European Commission Recommendation no. C (2002) 1873 of 16 May), amounted to 2,196,000 euros, broken down in the following percentages:

a) legal certification of accounts	57.8%
b) other assurance services	26.5%
c) tax consultancy services	11.5%
d) services other than legal certification of accounts	4.2%

The services other than those of statutory audit were contracted under the special authorisation granted by the Audit Board, and subsequently by the Audit Committee, at the request of the management, based on the comparative advantage of the services provided, namely through the gains arising from knowledge already in place of the Cimpor Group companies, structures and operations due to its duties as the auditor.

To safeguard the independence of these entities, the acquisition from them of any type of service that may jeopardize such independence is expressly forbidden, namely:

- Accounting and administrative services, such as book-keeping, the preparation of financial statements and reports, the processing of salaries and the preparation of tax returns;
- Conception, design and implementation of management information systems;
- Assessment of assets or liabilities that may be recorded in Cimpor's financial statements;
- Internal auditing services;
- Legal consultancy services requiring the entities in question to represent any of the Cimpor Group's companies to resolve litigation and disputes with third parties;
- Recruitment and selection of senior staff.

In addition, the acquisition of services from the external auditor or entities belonging to its "network", both in Portugal and in the countries where Cimpor operates, must comply with a set of rules established by the holding company and communicated to all the Cimpor Group companies. And so, besides prohibiting the contracting of the aforementioned services, the following must be emphasized:

- The entities in question must, without fail, demonstrate the ability, credentials, resources and comparative advantages in relation to third parties, with respect to the provision of the services in question;
- Proposals to render services submitted by those entities are analyzed and assessed, and compared (whenever possible) to the market, by the person in charge of the area (or company) requiring the service, and subsequently, depending on the amount of the proposal, by the Director of the respective area of responsibility or the Executive Committee responsible for deciding whether or not to award the contract.

III.18. Reference to the Period of Rotation of the External Auditor

Deloitte & Associados, SROC, S.A. has been providing external audit services to Cimpor since 2001, under services contracts. In 2007, six years since the beginning of the provision of those services, a new partner was appointed to oversee or directly implement the referred services.

The draft resolution of the General Meeting to keep the external auditor for a period exceeding three terms of office is accompanied with specific opinion of the supervisory body specifically appraising the independence conditions of the auditor and the advantages and costs of its replacement.

ANNEX I

Members of Board of Directors

(Termination of period in office: 2014)

Daniel Proença de Carvalho

Chairman of the Board of Directors

Date of birth:	15 September 1941
Nationality:	Portuguese
Date of 1st appointment:	16 July 2012
End of the term-of-office:	2014

Education:

1965 - Law degree by Faculdade de Direito in Universidade de Coimbra.

Professional activities in last 5 years:

Vice-Chairman of the general meeting of Caixa Geral de Depósitos, S.A., (2007-2011);

- Edifer – Investimentos, Sociedade Gestora de Participações Sociais, S.A., (2003 – 2011);
- Edifer - Sociedade Gestora de Participações Sociais, S.A., (2003 – 2011);
- Euroatlântica - Investimentos e Comércio, S.A., (1998 – 2011);
- PANATLÂNTICA - HOLDING, Sociedade Gestora de Participações Sociais, S.A., (1995 – 2011);
- Estoril Sol, SGPS, S.A.;
- Celulose do Caima, SGPS, S.A.;
- G.A. – Estudos e Investimentos, SA, (1996 – 2011).

Chairman of the Board of Directors of Fundação Arpad Szénes-Vieira da Silva (1993-2007);

Chairman of the advisory board of Explorer Investments - Sociedade de Capital de Risco, S.A. (until 2010);

Chairman of Strategy Council from Hospital Amadora-Sintra Sociedade Gestora, S.A.;

Member of the Board of Directors of SINDCOM - Sociedade de Investimento na Indústria e Comércio, SGPS, S.A. (2005-2010);

Member of the curator board of Fundação Batalha de Aljubarrota.

Professional activities outside the group at 31 December 2012:

Lawyer . Chairman of Uría Menéndez - Proença de Carvalho.

Chairman of the Board of Directors of ZON MULTIMÉDIA, SGPS, S.A.;

Member of the remuneration committee of Banco Espírito Santo, S.A.;

Chairman of the general meeting of:

- BESI – Banco Espírito Santo de Investimento;
- Galp Energia, SGPS, S.A.;
- Socitrel – Sociedade Industrial de Trefilaria, S.A.;
- Portugália – Administração de Patrimónios, S.A.;
- Mague – SGPS, S.A.;
- Almonda – Sociedade Gestora de Participações Sociais, S.A.;
- Renova – Fábrica de Papel do Almonda, S.A.;
- Cabo Raso – Empreendimentos Turísticos, S.A.;
- SOGEB – Sociedade de Gestão de Bens, S.A.;
- Sociedade Agrícola Belo de Mértola, S.A.;
- Sociedade Agrícola dos Namorados, S.A.;
- Coaltejo – Criador de Ovinos Algarve e Alentejo, S.A.;
- Sogesfin – Sociedade Gestora de Participações Sociais, S.A.;
- 3 Z – Administração de Imóveis, S.A.;
- Sétimos - Participações, SGPS, S.A.;
- Confiança Participações, SGPS, S.A.;
- Sociedade Agrícola da Serra Branca, S.A.;
- Gotan, SGPS, S.A.;
- Companhia Agrícola da Apariça, S.A.;
- Companhia Agrícola das Polvorosas, S.A.;
- Companhia Agrícola de Corona, S.A.;
- Herdade do Monte da Pedra, S.A.;
- TRABELIBEX - Investimentos Imobiliários, S.A.;
- ÉCAMPO - Cinegética e Turismo, S.A.;
- FREIXAGRO - Empresa Agrícola do Freixo, S.A.;
- INTEROCEÂNICO – Capital, SGPS, S.A..

Chairman of the curator board of the Foundation D. Anna de Sommer Champalimaud and Dr. Carlos Montez Champalimaud;

hairman of the general meeting of AEM – Associação de Empresas Emitentes de Valores Cotados em Mercado, in representation of ZON MULTIMÉDIA - Serviços de Telecomunicações e Multimedia, SGPS, S.A.,

Chairman of the board of the general meeting of Portuguese Institute of Corporate Governance (since 21 June 2010);

Member of the Advisory Board of Fundação Galp Energia;

Chairman of the general meeting of Liga de Amigos da Casa-Museu João Soares;

Member of the Advisory Board of Fundação Renascer;

Lecturer of Instituto Jurídico da Comunicação (Faculdade de Direito da Universidade de Coimbra);

Member of the Advisory Board of Fórum para a Competitividade;

Member of the council of patrons of Fundação Arpad-Szenes – Vieira da Silva;

Member of the Advisory Board of Fundação António da Mota.

Number of shares held at 31 December 2012: 1

Luiz Roberto Ortiz Nascimento

Member of the Board of Directors

Date of birth:	19 December 1950
Nationality:	Brazilian
Date of 1st appointment:	21 December 2012
End of the term-of-office:	2014

Education:

1973 - Degree in Economy - Mackenzie University

Professional activities inside the group at 31 December 2012:

InterCement Brasil S.A.: - Deputy-Chairman of the Board of Directors;
Loma Negra C.I.A.S.A.: - Member of the Board of Directors:

Positions held in entities outside the Group at 31 December 2012:

Deputy-Chairman of the Board of Directors of:

- CV Serviços de Meio Ambiente S.A.;
- Arrossensal Agropecuária e Industrial S.A..

Member of the Board of Directors of:

- Camargo Corrêa Desenvolvimento Imobiliário S.A.;
- Camargo Corrêa S.A.;
- Camargo Corrêa Construções e Participações S.A.;
- Construções e Comércio Camargo Corrêa S.A.;
- Camargo Corrêa Investimentos em Infraestrutura S.A.;
- InterCement Participações S.A.;
- Camargo Corrêa Energia S.A.;
- Camargo Corrêa Projetos de Engenharia S.A.;

Founder and member of the WWF in Brazil - World Wildlife Foundation (since 1998);
Founding member of the Instituto Camargo Corrêa (created in December 2000).

No shares of Cimpor were held at 31 December 2012

Albrecht Curt Reuter Domenech

Member of the Board of Directors

Date of birth:	25 June 1947
Nationality:	North American
Date of 1st appointment:	29 April 2010
End of the term-of-office:	2014

Education:

Master's Degree in Civil Engineering, University of Puerto Rico and a MBA of Wharton School, University of Pennsylvania.

Positions held in the last 5 years:

Member of the Board of Duratex S.A. (2008-2009).
Those listed below.

Positions held in entities inside the Group at 31 December 2012:

Member of the Board of Loma Negra CIASA.

Professional activities outside the group at 31 December 2012:

Vice-Chairman of the Board of Directors:

- Camargo Corrêa Engenharia e Construção, S.A.;
- Camargo Corrêa Cimentos, S.A.;
- Camargo Corrêa Desenvolvimento Imobiliário, S.A..

Member of the Board of: - TAVEX (Indústria Têxtil).

No shares of Cimpor were held at 31 December 2012

José Édison Barros Franco

Member of the Board of Directors

Date of birth:	4 March 1950
Nationality:	Brazilian
Date of 1st appointment:	29 April 2010
End of the term-of-office:	2014

Education:

1974 - Degree in Mechanical Engineering from Escola Politécnica of Universidade de São Paulo;
1978 - Postgraduate in Management from Fundação Getúlio Vargas;
1988 - Advanced Management Program from Harvard University (EUA).

Positions held in the last 5 years:

General Manager (2006 – 2007) and Advisor (2004 – 2007) of Camargo Corrêa, S.A.

Chairman of the Board of Directors of:

- Camargo Corrêa Metais (2004 – 2007);
- Camargo Corrêa Energia (2004 – 2007);
- Camargo Corrêa Transportes (2004 – 2007);
- Ferrosur Roca (2005 –2011 - Argentina);
- São Paulo Alpargatas S.A. (2008 – 2011 - Brazil and Argentina).

Member of the Board of Directors of:

- Santista Têxtil S.A. (2003 – 2007);
- São Paulo Alpargatas S.A. (2004 – 2008);
- CPFL Energia S.A. (2005 - 2008);
- CCR Companhia de Concessões Rodoviárias S.A. (2005 - 2008).

Member of the Finance Committees of Alpargatas, Santista and CCSA; of the Human Resources Committees of Alpargatas, CCSA and Cimpor; of Audit of Alpargatas and CCSA; of Corporate Governance Committee of CCR and Cimpor.

Positions held in entities inside the Group at 31 December 2012:

Chairman of the Board of Directors of:

- InterCement Brazil S.A. (2004 – Present / Brazil);
- Loma Negra CIASA (2005 – Present / Argentina);
- InterCement Portugal, SGPS, S.A. (2010 – Present / Portugal);

Professional activities outside the group at 31 December 2012:

Chairman of the Board of Directors of InterCement Participações S.A. (2011 – Present / Brazil);

Member of the Executive Committee of Camargo Corrêa Group (2007 – present day / Brazil);

Member of the Board of Directors of Camargo Correa Cimentos Luxembourg S.a.R.L (2013 - Present day / Luxembourg);

Member of the Boards of Instituto Camargo Corrêa and Fundação Loma Negra with expertise in Social Investment.

No shares of Cimpor were held at 31 December 2012

André Pires Oliveira Dias

Member of the Board of Directors

Date of birth:	23 August 1981
Nationality:	Brazilian
Date of 1st appointment:	21 December 2012
End of the term-of-office:	2014

Education:

2005 - Business Administration / International Business, in American Intercontinental University, London, United Kingdom

Positions held in the last 5 years:

Camargo Corrêa Desenvolvimento Imobiliário – Camargo Corrêa Real Estate Business Unit (2006 - 2008);

Business Development Department – Manager (2008 - 2009);

Business Development Department – Coordinator (2007 - 2008);

Business Development Department – Analyst (2006 – 2007).

Positions held in entities inside the Group at 31 December 2012:

Vice-President of the Board of Directors of InterCement Brasil S.A.

Professional activities outside the group at 31 December 2012:

Vice-President of the Board of Directors of:

- InterCement Participações, S.A.;
- CV Serviços de Meio Ambiente, S.A.;

Member of the Board of Directors of:

- Camargo Corrêa Desenvolvimento Imobiliário, S.A..

Strategy and Planning Department Manager of Camargo Corrêa S.A. – Holding Co. (since June 2009-untill now).

No shares of Cimpor were held at 31 December 2012

José Neves Adelino

Member of the Board of Directors

Date of birth:	19 March 1954
Nationality:	Portuguese
Date of 1st appointment:	29 April 2010
End of the term-of-office:	2014

Education:

1976 - Degree in Finance, ISE, Universidade Técnica, Lisbon;
1981 - PhD in Finance, Kent State University.

Positions held in the last 5 years:

Member of the Investment Committee:

- Fundo Caravela (Inter-risco);
- PT Previsão.

Chairman of the Board of the General Meeting of PT PRO;
Member of the Strategic Advisory Board of PT;
Member of the Global Advisory Board and member of the Remuneration Committee of SONAE, SGPS, S.A.;
Member of the Management Board of Fundo de Garantia de Depósitos;
Member of the Strategic Advisory Board of CTT;
Member of the National Education: Board;
Index Committee of Euronext Lisbon.

Positions held in entities outside the Group at 31 December 2012:

Finance and investment director of Fundação Calouste Gulbenkian;
Member of the Board of Directors and member of the Audit Committee of SONAE SGPS, S.A. ;
Member of the Audit Committee of BPI;
University Professor of Finance, Faculdade de Economia, Universidade Nova, Lisbon;
Visiting Professor, Bentley College, USA;
Member of the Investment Committee of Portuguese Venture Capital Initiative – European Investment Fund;
Advisory Working Group Member of CSER's Corporate Finance Standing Committee;
Extensive consultancy activity in private companies and public bodies.

No shares of Cimpor were held at 31 December 2012

Luís Filipe Sequeira Martins

Member of the Board of Directors (From February 1987 and 1997, was also a director of the companies that, through successive changes, resulted in the present CIMPOR – Cimentos de Portugal, SGPS, S.A)

Date of birth:	4 June 1947
Nationality:	Portuguese
Date of 1st appointment:	12 February 1987
End of the term-of-office:	2014

Education:

Degree in Chemical Engineering, Instituto Superior Técnico da Universidade Técnica, Lisbon.

Positions held in the last 5 years

Member of the Board of Directors of CIMPOR – Cimentos de Portugal, SGPS, S.A. Chairman and member of the Executive Board of various national and international Group companies (1997-2012);
Member of the Board of CEMBUREAU – European Cement Association;
Member of the Executive Board of ATIC – Associação Técnica da Indústria do Cimento (Portugal).
Member of the Consultative Council of the Luso Carbon Fund;
Member of the Management Board of BSCD Portugal.

Positions held in entities outside the Group at 31 December 2012:

Member of the Board of Directors:

- Cimpor Yibitas (Turkey);
- Cimpor Macau.

No shares of Cimpor were held at 31 December 2012

Pedro Rebelo de Sousa

Member of the Board of Directors

Date of birth:	29 April 1955
Nationality:	Portuguese
Date of 1st appointment:	16 July 2012
End of the term-of-office:	2014

Education:

Masters of Business Administration, Getúlio Vargas Foundation – School of Business Administration, São Paulo, Brazil;

Specialisation (Postgraduate Diploma) in Commercial and Business Law, Universidade Pontífica Católica, Brazil;

Graduate Degree in Law, Universidade de Lisboa, Portugal.

Positions held in the last 5 years:

Partner of Simmons & Simmons (2001 – 2009);

Member of the Board and PAC of Simmons & Simmons (2004 – 2009).

Positions held in entities outside the Group at 31 December 2012:

Non-Executive Member of the Board of Directors, Chairman of the Strategy, Governance and Evaluation Committee and Member of the Audit Committee of Caixa Geral de Depósitos, S.A., since July 2011;

Senior Partner of Sociedade Rebelo de Sousa & Advogados Associados RL, (formerly Simmons & Simmons Rebelo de Sousa), since 2009.

No shares of Cimpor were held at 31 December 2012

António Soares Pinto Barbosa

Member of the Board of Directors

Date of birth:	20 May 1944
Nationality:	Portuguese
Date of 1st appointment:	16 July 2012
End of the term-of-office:	2014

Education:

1966 - Graduate Degree in Finance, Universidade Técnica de Lisboa;

1978 - Ph.D in Economics, Virginia Polytechnic Institute and State University (Center For Study of Public Choice);

1984 - Habilitatus, Faculdade de Economia, Universidade Nova de Lisboa;

1986 - Associate Doctor, Faculdade de Economia, Universidade Nova de Lisboa;

1986 - Professor, Faculdade de Economia, Universidade Nova de Lisboa.

Positions held in the last 5 years:

Chairman Working Group for the elaboration of the Articles of Portuguese Conselho Financas Publicas

Positions held in entities outside the Group at 31 December 2012:

Member of the Board of Directors of Impresa SGPS, SA.;

Member of the Audit Committee of Impresa SGPS, SA.;

Member of the Advisory Committee of Banif;

Member of the Audit Board of Fundação Champalimaud.

No shares of Cimpor were held at 31 December 2012

Manuel Luís Barata de Faria Blanc

Member of the Board of Directors

Date of birth:	24 February 1955
Nationality:	Portuguese
Date of 1st appointment:	31 July 2001
End of the term-of-office:	2014

Education:

Degree in Business Administration and Management, Universidade Católica Portuguesa.

Positions held in the last 5 years:

Member of the Board of Directors of Cimpor and Member of the Executive Board of various national and international Group companies (2001-2010).

Positions held in entities outside the Group at 31 December 2012:

Chairman of the Board of Ponto de Apoio à Vida - Social Solidarity Institution;

Chairman of the Board of the General Meeting of:

- Patronato de Cristo-Rei;
- Recolhimento de Nossa Senhora da Lapa.

Member of the Board o Directors of:

- Azimuth Investments, SCR, S.A.;
- Cimpor Yibitas Çimento Sanayi ve Ticaret, A.S. (Turkey).

No shares of Cimpor were held at 31 December 2012

Luís Miguel da Silveira Ribeiro Vaz

Member of the Board of Directors

Date of birth:	4 August 1965
Nationality:	Portuguese
Date of 1st appointment:	13 May 2009
End of the term-of-office:	2014

Education:

Degree in Economics, Universidade Nova, Lisboa;

MBA (INSEAD – France).

Positions held in the last 5 years:

Member of the Board of Directors and Member of the Executive Board of various national and international Group companies (2009-2012).

Member of the Executive Committee of:

- TAP, S.A.;
- TAP, SGPS, S.A..

Non-Executive Director of SPdH-Serviços Portugueses de Handling, S.A.;

Advisor to His Excellency the Under-Secretary of State for Public Works and Communications.

No shares of Cimpor were held at 31 December 2012

Ricardo Fonseca de Mendonça Lima

Member of the Board of Directors and Chief Executive Officer

Date of birth:	5 May 1966
Nationality:	Brazilian
Date of 1st appointment:	16 July 2012
End of the term-of-office:	2014

Education:

Degree in Metallurgical Engineering by Escola Politécnica – Universidade de São Paulo;
Master's Degree in Metallurgical Engineering by Universidade de São Paulo;
Postgraduate diploma in Industrial Management by Universidade de São Paulo, Fundação Vanzolini;
MBA in Management by Fundação Dom Cabral.

Positions held in the last 5 years:

General Manager:

- Loma Negra CIASA (2008-2010);
- InterCement Brasil, S.A. (2008).

Operations Manager of InterCement Brasil, S.A. (2004-2007).

Positions held in entities inside the Group at 31 December 2012:

Chairman of the Board of Directors of:

- Cimpor Portugal, SGPS, S.A. (Portugal);
- Cimpor – Indústria de Cimentos, S.A. (Portugal);
- Cimpor – Serviços de Apoio à Gestão de Empresas, S.A. (Portugal);
- Cimpor Tec - Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A. (Portugal);
- Cimpor Inversiones, S.A. (Spain);
- Cimentos de Moçambique, S.A. (Mozambique);
- NPC – Cimpor (PTY) Limited (South Africa);
- Natal Portland Cement Company (Proprietary) Limited (South Africa);
- Holdtotal S.A. (Argentina).

Manager of Kandmad - Sociedade Gestora de Participações Sociais, (Portugal).

Vice-President of the Board of Directors of Loma Negra CIASA (Argentina).

Member of the Board of Directors of:

- Fundação Loma Negra (Argentina);
- Cauê Finance Limited (Caiman Islands).
- Recycomb, S.A. (Argentina);
- Betel, S.A. (Argentina);
- Compañia Argentina Cemento Portland, S.A. (Argentina);
- Cofesur, S.A. (Argentina);
- Ferrosur Roca, S.A. (Argentina);
- Canteras Del Riachuelo, S.A.. (Uruguay).

Positions held in entities outside the Group at 31 December 2012:

Finance Director, InterCement Participações S.A. (2011-present day);

Advisor of:

- Instituto Camargo Corrêa (2011-present);
- Federação Interamericana de Fabricantes de Cimento – FICEM, in representation of Argentina (2008-present);
- Câmara Portuguesa de Comércio – São Paulo (2012-present).

No shares of Cimpor were held at 31 December 2012

Armando Sérgio Antunes da Silva

Member of the Board of Directors and Member of the Executive Committee

Date of birth:	19 June 1969
Nationality:	Brazilian
Date of 1st appointment:	16 July 2012
End of the term-of-office:	2014

Education:

Economics degree by Universidade de Ponta Grossa;
Postgraduate diploma in Finance by Fundação Álvares Penteado;
MBA in Management by Fundação Dom Cabral.

Positions held in the last 5 years:

Finacing operations Director and Investor Relations of InterCement Brasil, S.A. (2008-2011);

Director:

- Companhia Industrial e Mercantil de Cimento, S.A. (2008-2011);
- Camargo Corrêa Cimentos Luxembourg, S.à.r.L. (2008-2011);
- Camargo Corrêa Cimentos Participações Ltda. (2008-2011);
- Cauê Finance Ltd. (2008-2011);

Member of the Board of Directors :

- Ferrosur Roca (2005-2008);
- Recycomb, S.A. (2011-2012);
- Betel, S.A. (2011-2012);
- Companhia Argentina de Cemento Portland, S.A. (2011-2012);
- La Preferida de Olavarria, S.A. (2011-2012);
- Canteras Del Riachuelo, S.A. (2011-2012);
- Ferrosur Roca, S.A. (2011-2012);
- Cofesur, S.A. (2011-2012);
- Yguazu Cementos, S.A. (2011-2012).

Finance Director of Loma Negra CIASA (2011-2012).

Positions held in entities inside the Group at 31 December 2012:

Chairman of the Board of Directors of:

- Estabelecimentos Social do Norte, S.A. (Portugal);
- Cimpor Reinsurance, S.A. (Luxemburg).

Member of the Board of Directors :

- Cimpor Portugal, SGPS, S.A. (Portugal);
- Cimpor – Serviços de Apoio à Gestão de Empresas, S.A. (Portugal);
- Cimpor Trading, S.A. (Spain);
- Cimpor Inversiones, S.A. (Spain).
- Directors of Holdtotal, S.A. (Argentina)

Management of Kandmad, Sociedade Gestora de Participações Sociais, Lda. (Portugal);
Alternate member of the supervisory board of Yguazu Cementos, S.A. (Paraguay);

No shares of Cimpor were held at 31 December 2012

André Gama Schaeffer

Member of the Board of Directors and Member of the Executive Committee

Date of birth:	4 January 1967
Nationality:	Brazilian
Date of 1st appointment:	16 July 2012
End of the term-of-office:	2014

Education:

Electrical Engineering degree by Escola de Engenharia Mauá;
International Executive MBA by Fundação Instituto de Administração – Universidade de São Paulo.

Positions held in the last 5 years:

Commercial Director, Logistics and Supply Director and New Business Director, InterCement (2003-2011)

Positions held in entities inside the Group at 31 December 2012:

Chairman of the Board of Directors of:

- Cecisa - Comércio Internacional, S.A. (Portugal);
- Setefrete - Sociedade de Tráfego e Cargas, S.A. (Portugal);
- Agrepor Agregados – Extracção de Inertes, S.A. (Portugal);
- Betão Liz, S.A. (Portugal);
- Fornecedora de Britas do Carregado, S.A. (Portugal);
- Sanchez, S.A. (Portugal);
- Sogral – Sociedade de Granitos, S.A. (Portugal);
- Cecime – Cimentos, S.A. (Portugal);
- Cimpship – Transportes Marítimos, S.A. (Portugal);
- Cement Trading Activities – Comércio Internacional, S.A. (Portugal);
- Cimpor Eco, S.L. (Spain);
- Cimpor Trading, S.A. (Spain);
- Amreyah Cimpor Cement Company, S.A.E (Egypt);
- Amreyah Cement Company, S.A.E (Egypt);
- Cimpor Egypt For Cement Company, S.A.E (Egypt);
- Cement Services Company, S.A.E (Egypt);
- Amreyah Dekheila Terminal Company, S.A.E (Egypt);
- Cimpor Sacs Manufacture Company, S.A.E (Egypt).

Member of the Board of Directors of Cimpor Inversiones, S.A. (Spain).

Positions held in entities outside the Group at 31 December 2012:

Member of the Management Board of WBCSD (World Business Council for Sustainable Development).

No shares of Cimpor were held at 31 December 2012

Daniel Antonio Biondo Bastos

Member of the Board of Directors and Member of the Executive Committee

Date of birth:	13 March 1966
Nationality:	Brazilian
Date of 1st appointment:	16 de July 2012
End of the term-of-office:	2014

Education:

Civil Engineering degree by Universidade Mackenzie;
Postgraduate on Management by Universidade Mackenzie;
Management MBA by Fundação Dom Cabral.

Positions held in the last 5 years:

Strategic Planning Corporate Superintendent, InterCement Brasil S.A. (2008-2010);
Strategic Planning Manager, Camargo Corrêa Cimentos S.A. (2005-2008).

Positions held in entities inside the Group at 31 December 2012:

Chairman of the board of directors:

- Sacopor – Sociedade de Embalagens e Sacos de Papel, S.A. (Portugal);
- Transviária – Gestão de Transportes, S.A. (Portugal);
- Ciarga – Argamassas Secas, S.A. (Portugal);
- Cimpor Imobiliária, S.A. (Portugal);
- Prediana – Sociedade de Pré- Esforçados, S.A. (Portugal);
- Geofer - Produção e Comercialização de Bens e Equipamentos, S.A. (Portugal);
- Imopar – Imobiliária de Moçambique, S.A. (Moçambique).

Member of the board of directors:

- Cimpor Portugal, SGPS, S.A. (Portugal);
- Cement Trading Activities – Comércio Internacional, S.A. (Portugal);
- Cecime – Cimentos, S.A. (Portugal);
- Cimpor – Serviços de Apoio à Gestão de empresas, S.A. (Portugal);
- Cimpor Tec – Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A. (Portugal);
- Intercement Portugal, SGPS, S.A. (Portugal);
- Cimpor Inversiones, S.A. (Spain);
- Cimpor Eco, S.L. (Spain);
- Amreyah Cimpor Cement Company, S.A.E. (Egypt);
- Amreyah Cement Company, S.A.E. (Egypt).
- Palanca Cimentos, S.A. (Angola)

Manager:

- Mecan - Manufatura de Elementos de Casas de Construção Normalizadas, Lda. (Portugal);
- Cimentaçor – Cimentos dos Açores, Lda. (Portugal).

Director of Cauê Austria Holding GmbH (Austria);
Director of InterCement Austria Equity Participation GmbH (Austria).

Positions held in entities outside the Group at 31 december 2012:

Member of the board of directors of Camargo Corrêa Escom Cement B.V. (Holand);
Director of Camargo Corrêa Cimentos Luxembourg S.à.R.L. (Luxembourg);
Director of InterCement Austria Holding GmbH (Austria);

No shares of Cimpor were held at 31 December 2012

ANNEX II

Remuneration Committee Statement [61]

2012

Pursuant to Articles 2 and 3 of Law No. 28/2009 of 19 June, the Remuneration Committee presents the Statement on the remuneration policy of the members of the management and supervisory bodies to be submitted to the General Meeting of Cimpor.

In doing so the Committee fulfils a legal obligation, while also meeting its duty to contribute to the adoption of best corporate governance practices in light of the new recommendations on the matter, particularly those issued by the CMVM for application in listed companies. This means that this Statement takes into account, in addition to the above-indicated law, the applicable rules of the Companies' Code, the Securities' Code, CMVM Regulation No. 1/2010, of 7 January 2010 and the Articles of Association of Cimpor.

[61] Point 1 of this statement was approved (relative to the 2011 financial year) 2nd session of the 2012 Annual General Meeting, held on 6 July 2012. At that meeting the Shareholders left the consideration of the remuneration policy for the year 2012 to the new governing bodies, elected on 16 July 2012.

1. The year 2011

It was possible, as the result of intensive work in 2010 and early 2011, during which time the Remuneration Committee had the opportunity to provide contributions on its own initiative and on all those items for which its opinion was requested by shareholders represented on the governing bodies, to approve a new remuneration policy for the Board of Directors which introduced profound changes to the practices traditionally adopted by the company. In short, the new policy is based on the following pillars:

(a) Conformity with what the law establishes on the matter;

(b) Taking on board relevant guidelines and recommendations disclosed by the CMVM, especially in its Corporate Governance Code;

(c) Alignment with the practices of the major listed companies in Portugal;

(d) Adjustment to the specific markets of the company, in accordance with the wishes of the shareholders represented on the governing bodies.

The new policy was exhaustively described in the Annual Report of Cimpor approved at the General Meeting of 18 April 2011, in Chapter III therein - Corporate Governance Report. In Section II therein, concerning the management and supervisory bodies, you can find among other points that comply with legal obligations, the following independent matters that reflect the remuneration policy followed by the company, and which the Remuneration Committee believes it should bring to the attention of shareholders:

Section II.29. Remuneration Policy of the Company;

Section II.30. Description of the remuneration policy of the management and supervisory bodies referred to by Article 2 of Law No. 28/2009 of 19 June;

Section II.32. Alignment of the interests of members of the management body with the long-term interests of the company as well as what forms the basis for the performance assessment and how it discourages excessive risk taking.

Section II.33. In relation to the remuneration of the executive directors:

(a) Reference to the fact that the remuneration of executive directors includes avariable component and information on how this component depends on the assessment of performance;

(b) Indication of the competent company bodies for conducting the assessment of the performance of executive directors;

(c) Indication of the pre-determined criteria for assessing the performance of the executive directors;

(d) Relative importance of the variable and fixed components of the remuneration of the directors, as well as indication of the ceilings for each component;

(e) Deferring payment of the variable component of the remuneration;

(f) Explanation of how the payment of variable remuneration is tied to the continued positive performance of the company during the deferral period;

(g) Sufficient information on the criteria on which the award of variable remuneration in shares is based as well as on executive directors keeping the company shares they have obtained, information on any contracts concluded regarding those shares, namely hedging or risk transfer contracts, the respective limits, and their ratio in the total annual value of the remuneration;

(h) Sufficient information on the criteria on which the award of variable remuneration in stock options is based and indication of the period of deferral and the exercise price;

(i) Identification of the main parameters and grounds for any annual bonus scheme and any other non-cash benefits;

(j) Remuneration paid in the form of profit sharing and/or bonus payments and the reasons for such bonuses and/or profit sharing being paid out;

(k) Compensation paid or owed to former executive directors following the termination of duties during the financial year;

(l) Reference to the contractual limitation established for the compensation payable for dismissal without just cause of a director and its relationship with the variable component of remuneration;

(m) Amounts paid for any reason by other companies in a control or group relationship;

(n) Description of the main characteristics of supplementary pension or early retirement schemes for directors, indicating whether or not they were appraised by the General Meeting;

(o) Estimate of the value of significant non-cash benefits considered as remuneration not covered by the situations defined above;

(p) Existence of mechanisms that prevent executive directors from concluding contracts that undermine the basis of the variable remuneration.

Section II.34. Reference to the fact that the remuneration of non-executive directors of the management body does not include variable components.

This long recap of the pertinent topics of Chapter III of the Annual Report of Cimpor is done to underline the fundamental aspects of the remuneration policy of the management and supervision bodies of the company which might otherwise go unnoticed by shareholders, authorities and other parties interested in how the business of Cimpor is conducted. But the exercise is also useful to expressly and formally recognise the fact that all the objectives set out in the Statement of this Committee and its annex were met, which comprised number 4 of the Agenda of the Annual General Meeting held on 18 April 2011. The Remuneration Committee considers that by proceeding in this manner Cimpor is providing the market with all useful information on the policy followed for the remuneration of the management and supervisory bodies.

2. Guidelines for 2012

The Remuneration Committee considers that Cimpor compares, after the progress achieved, favourably with the exacting standards of legal obligations, recommendations and guidelines in force for the matter. It is now necessary to provide the required time for the new performance assessment model to demonstrate all its worth, which are only starting to be comprehended in this first year of operation.

On the other hand, this Committee does not ignore the fact that the governing bodies of the company are in full compliance with the 2009-2012 term of office and it proves to be prudent, also for that reason, that there are no changes to the system in place in this last year in office, except for those imposed by specific legislation.

Lastly, the decision by the governing bodies to include in the Annual Report a specific chapter for disclosure of the remuneration received by individual members of the management and supervisory bodies of the company – broken down into the fixed and variable components (section II31 of the 2010 Annual Report) - provides the market and all stakeholders with sufficient information for analysis not only of the policy followed but also the corresponding results.

As a result of that which is established, the Remuneration Committee recommends that in 2012 the remuneration policy and performance assessment system remain in place, as reflected in Chapter III of the 2010 Annual Report of Cimpor.

22 March 2012

ANNEX III

Remuneration Committee Statement

2013

Pursuant to Articles 2 and 3 of Law No. 28/2009 of 19 June, the Remuneration Committee presents the Statement on the Remuneration Policy of the Members of the Management and Supervisory Bodies to be submitted to the General Meeting of Cimpor.

This Statement takes into account, in addition to the above-indicated law, the Recommendations of the Securities Market Commission on the matter and the applicable rules of the Companies' Code, the Securities' Code, CMVM Regulation No. 1/2010, and the Articles of Association of Cimpor.

1. The year 2012

The current Remuneration Committee, comprising three members, was elected at the Extraordinary General Meeting of 16 July 2012, which approved the changes to corporate governance of Cimpor after the completion of the Takeover Bid whereby Cimpor came under the control of the Camargo Corrêa/InterCement Group. That Committee began work immediately after its appointment, developing ongoing work from that date until the end of 2012. It was the responsibility of the Remuneration Committee previously elected in 2009 to award the variable remuneration of the executive directors with reference to the Company's performance in 2011.

AWARD OF COMPENSATION TO DIRECTORS FOR THE EARLY TERMINATION OF THEIR TERM OF OFFICE

The Remuneration Committee approved, in the exercise of its powers, the award of compensation to the former members of statutory bodies for the early termination of their term of office under the changes to the corporate governance of Cimpor. The amounts of this compensation are disclosed in accordance with law in the Company's financial statements.

REMUNERATION POLICY

In the 2nd Session of the Annual General Meeting held on 6 July 2012, the Shareholders, in view of the above-stated changes in corporate governance, decided to refer the assessment of the remuneration policies for 2012 to the statutory bodies to be elected at the subsequent Extraordinary General Meeting.

The Remuneration Committee, in compliance with the mandate given by the General Meeting, focused on the remuneration policy and performance assessment system of the management and supervisory bodies of Cimpor in force, which is extensively described in Chapter III of the 2011 Annual Report of Cimpor. It decided to maintain the existing guidelines for remuneration policy, introducing some adjustments still in 2012 that are primarily directed at the following vectors:

(a) The new corporate governance model of Cimpor composed of a board of directors, and comprising an audit committee and statutory auditor;

b) The new shareholder structure profile of Cimpor and respective integration of the company into the Camargo Corrêa/InterCement Group;

c) Adjustment of the variable remuneration of the executive directors, given the termination in 2012 of the stock option plans;

d) Adjustment of the value of remuneration (fixed and variable) of executive directors appointed in July 2012, according to their expatriate status (with remuneration paid by InterCement in Brazil, outside the consolidation perimeter of Cimpor);

e) Elimination of the remuneration top-ups related to non-executive directors working on specialised committees of the Board of Directors, with the exception of members of the Audit Committee (which is a corporate body in the strictest sense in the new corporate governance model).

The adjustments referred to above resulted, in brief, in the keeping of the existing remuneration policy guidelines with an overall reduction in the value of remunerations of members of the management and supervisory bodies.

2. Guidelines for 2013

The work of the Remuneration Committee also focused on analysing the performance assessment model underlying the Variable Remuneration Table for Leaders adopted by the InterCement Group. By virtue of the combination of the two business groups (Cimpor and InterCement) arising from the acquisition of control of Cimpor by InterCement, that variable remuneration table and the corresponding performance assessment model should be extended in 2013 to the executive directors and senior management of Cimpor and respective business units corresponding to the countries where Cimpor previously operated individually. This will promote (horizontal and vertical) consistency of the assessment metrics of the Group resulting from the combination of the two companies.

The objectives pursued by applying to Cimpor the variable remuneration table of InterCement - particularly in relation to promoting a sense of belonging to a new and renewed company through shared global objectives, and favouring harmony between individual behaviour and the overall business objectives - ensure convergence with the growth objectives and long-term sustainability of the company, with the creation of wealth for shareholders and appropriate incentive to the performance of management governing the remuneration policy of Cimpor. Consequently, this variable remuneration system also ensures the continuity of compliance with the standards and recommendations regarding the remuneration policy adopted by Cimpor.

Given the recent amendment of the corporate governance model of Cimpor and current context of corporate and business integration of Cimpor and InterCement, the effects of which are likely to intensify in 2013, the Remuneration Committee recommends maintaining the remuneration policy in force in Cimpor, including the above adjustments introduced after the Extraordinary General Meeting of July 2012 as well as the implementation in 2013 of the above-described performance assessment model and variable remuneration table of InterCement.

8 April 2013

Manuel Soares Pinto Barbosa	Gueber Lopes	Nélson Tambelini Júnior
(Unreadable signatures)	(Unreadable signatures)	(Unreadable signatures)
(Chairman)	(Member)	(Member)

LIST OF SHAREHOLDERS POSSESSING QUALIFYING HOLDINGS (1)

Shareholders	No. of Shares	% of Share Capital (2)	% of Voting Rights (3)
Camargo Corrêa Group	**632,396,937**	**94.11%**	**94.11%**
Rosana Camargo de Arruda Botelho,Renata de Camargo Nascimento and Regina de Camargo Pires Oliveira Dias who, jointly, directly control the company RRRPN - Empreendimentos e Participações, S.A. and individually, respectively, the companies (a) RCABON Empreendimentos e Participações, S.A. and RCABPN Empreendimentos e Participações, S.A.; (b) RCNON Empreendimentos e Participações, S.A. and RCNPN Empreendimentos e Participações, S.A.; and (c) RCPODON Empreendimentos e Participações, S.A. and RCPODPN Empreendimentos e Participações, S.A..	632,396,937	94.11%	94.11%
Through the companies RRRPN Empreendimentos e Participações, S.A., RCABON Empreendimentos e Participações, S.A., RCABPN Empreendimentos e Participações, S.A., RCNON Empreendimentos e Participações, S.A., RCNPN Empreendimentos e Participações, S.A., RCPODON Empreendimentos e Participações, S.A. and RCPODPN Empreendimentos e Participações, S.A..	632,396,937	94.11%	94.11%
Through the jointly and directly controlled company, Participações Morro Vermelho, S.A.	632,396,937	94.11%	94.11%
Through the company Camargo Corrêa, S.A. which it fully controls	632,396,937	94.11%	94.11%
Through the company Camargo Corrêa Cimentos Luxembourg, S.à.r.l. which it fully controls	221,360,153	32.94%	94.11%
Through the company InterCement Participações S.A. Controlled	411,036,784	61.17%	94.11%
Through InterCement Austria Holding GmbH which it fully controls	411,036,784	61.17%	94.11%
It is imputable to InterCement Austria Holding GmbH. according to the CMVM understanding following the launch of the Public Offer by the former over the total share capital of Cimpor. the sum of the voting rights of the following			94.11%
Participations held by itself	411,036,784	61.17%	61.17%
Camargo Corrêa Cimentos Luxembourg, S.à.r.l. (company of the Camargo Corrêa Group, as above mentioned)	221,360,153	32.94%	32.94%

(1) As per official qualifying shareholdings announcements and other information received by the company
(2) With voting rights
(3) The calculation basis includes the total number of own shares, i.e. all the shares with voting rights, with the suspension of the respective exercise being of no consequence to the calculations (according to the criteria of paragraph b), no. 3 of the article 16 of the Portuguese Securities Code).

INFORMATION REQUIRED BY LAW

According to the requirements of Article 447 of the Companies Code and Regulation No. 5/2008, the movement occurred during 2012 in terms of Cimpor shares and bonds belonging to members of the management and supervisory bodies, senior management and entities closely related thereto, are set out below:

Shares:

Members of the Management and Supervisory Bodies

Shareholders	No. of Shares 31-12-2011	No. of Shares 31-12-2012	2012 Transactions			
			Acquisitions	Disposals	Price €	Date
Daniel Proença de Carvalho [1]	1					
		1				
António José de Castro Guerra [2]	10,000					
				10,000	5500	20-Jun-12
		0				
Francisco José Queiroz de Barros de Lacerda [2]	25,000					
				25,000	5500	20-Jun-12
		0				
José Manuel Baptista Fino [2]	1,050					
		1,050				
Luís Filipe Sequeira Martins	71,090					
				71,090	5500	20-Jun-12
		0				
Manuel Luis Barata de Faria Blanc	125795					
			25,000		2.850	30-Mar-12
				150795	5500	20-Jun-12
		0				
António Carlos Custódio Morais Varela [2]	51,320					
				51,320	5500	20-Jun-12
		0				
Luís Miguel da Silveira Ribeiro Vaz	23,320					
				23,320	5500	20-Jun-12
		0				

[1] The initial position is considered at July 16, 2012, date of the election of the person in question.
[2] This person was in office, as member of the Board of Directors of Cimpor until July 16, 2012, therefore the final position of his shareholdings refers to said date.

Senior Management

Shareholders	No. of Shares 31-12-2011	No. of Shares 31-12-2012	2012 Transactions			
			Acquisitions	Disposals	Price €	Date
Alexandre Roncon Garcez de Lencastre [1]	45,188					
			6,200		2,850	30-Mar-12
			5,100		4,250	30-Mar-12
				56,488	5,505	14-Jun-12
		0				
Álvaro João Serra Nazaré [2]	24768					
			3700		2,850	30-Mar-12
			3,400		4,250	30-Mar-12
		31,868				
Fernando Santos Plaza [3]	19,541					
			3,200		2,850	30-Mar-12
			2,300		4,250	30-Mar-12
				25,041	5,500	16-Jun-12
		0				
João Sande e Castro Salgado [4]	17,130					
			3,300		2,850	30-Mar-12
			2,500		4,250	30-Mar-12
				22,930	5,500	20-Jun-12
		0				
Jorge Manuel Pereira Saraiva [5]	8,105					
			1,300		2,850	30-Mar-12
			1,000		4,250	30-Mar-12
				10,405	5,500	20-Jun-12
		0				
José Augusto Bras Chaves [6]	45,974					
			6,800		2,850	30-Mar-12
			5,200		4,250	30-Mar-12
			12,026		5,470	2-Abr-12
				70,000	5,500	20-Jun-12
		0				
Luís Miguel da Ponte Alves Fernandes [7]	40,942					
				40,942	5,500	20-Jun-12
		0				
Pieter Karl Strauss	2,452					
				2,452	5,500	20-Jun-12
		0				

Senior Management (cont.)

Shareholders	No. of Shares 31-12-2011	No. of Shares 31-12-2012	2012 Transactions			
			Acquisitions	Disposals	Price €	Date
Sérgio José Alves de Almeida	17,165					
			2,400		2.850	30-Mar-12
			1,800		4.250	30-Mar-12
				21,365	5500	20-Jun-12
		0				
Valter Garbinatto de Albuquerque	2,370					
			2,000		2.850	30-Mar-12
			370		4.250	30-Mar-12
				4740	5500	20-Jun-12
		0				
Vitor Miguel Martins Jorge da Silva	4,549					
			1,800		2.850	30-Mar-12
			1,300		4.250	30-Mar-12
				7,649	5500	20-Jun-12
		0				

[1] This person severed contractual ties with Cimpor on 31 August 2012, so the final position of his/her shares is presented with reference to that date,
[2] This person severed contractual ties with Cimpor on 31 March 2012, so the final position of his/her shares is presented with reference to that date,
[3] This person severed contractual ties with Cimpor on 31 December 2012, so the final position of his/her shares is presented with reference to that date,
[4] This person severed contractual ties with Cimpor on 30 September 2012, so the final position of his/her shares is presented with reference to that date,
[5] This person severed contractual ties with Cimpor on 31 October 2012, so the final position of his/her shares is presented with reference to that date,
[6] This person severed contractual ties with Cimpor on 31 December 2012, so the final position of his/her shares is presented with reference to that date,
[7] Luís Miguel da Ponte Alves Fernandes was included on this list on 1 April 2012, so this date is considered for the initial position.

Maturing Options

Members of the Management and Supervisory Bodies

Shareholders	Series	Sale Price	Options due in:			
			2012	2013	Between 2014 and 2017	Attrib/Settle. Date
Francisco José Queiroz de Barros de Lacerda	ODS 2011 [1]	€ 4986	-	-	150,000	18-Apr-11
				-	(150,000)	29-Jun-12
Luís Filipe Sequeira Martins	ODS 2011 [1]	€ 4986	-	-	171,000	18-Apr-11
			-	-	(171,000)	29-Jun-12
António Carlos Custódio Morais Varela	ODS 2011 [1]	€ 4986	-	-	154,333	18-Apr-11
			-	-	(154,333)	29-Jun-12
Luís Miguel da Silveira Ribeiro Vaz	ODS 2011 [1]	€ 4986	-	-	138,000	18-Apr-11
			-	-	(138,000)	29-Jun-12
Manuel Luis Barata de Faria Blanc	P04 2009	€ 2.850	25,000	-	-	1-Jun-09
			(25,000)	-	-	30-Mar-12

[1] The ODS 2011 series of options was financially settled on 29 June 2012, so its holders received the difference between the issue value (EUR 4986) and EUR 550.

Senior Management

Shareholders	Series	Sale Price	Options due in:			
			2012	2013	Between 2014 and 2017	Attrib/Settle. Date
Ale,andre Roncon Garcez de Lencastre [1]	P04 2009	€ 2.850	6,200	-	-	1/Jun/09
			(6,200)	-	-	30/Mar/12
	P04 2010	€ 4.250	5,100	5,100	-	21/May/10
			(5,100)	-	-	30/Mar/12
	ODS 2011 [8]	€ 4986	-	-	25,400	18/Apr/11
			-	-	(25,400)	29/Jun/12
Álvaro João Serra Nazaré [2]	P04 2009	€ 2.850	3700	-	-	1/Jun/09
			(3700)	-	-	30/Mar/12
	P04 2010	€ 4.250	3,400	3,400	-	21/May/10
			(3,400)	-	-	30/Mar/12
	ODS 2011 [8]	€ 4986	-	-	14,000	18/Apr/11
			-	-	(14,000)	29/Jun/12
Fernando Santos Plaza [3]	P04 2009	€ 2.850	3,200	-	-	1/Jun/09
			(3,200)	-	-	30/Mar/12
	P04 2010	€ 4.250	2,300	2,300	-	21/May/10
			(2,300)	-	-	30/Mar/12
				(2,300)		27/Dec/12
	ODS 2011 [8]	€ 4986	-	-	9,200	18/Apr/11
			-	-	(9,200)	29/Jun/12
João Sande e Castro Salgado [4]	P04 2009	€ 2.850	3,300	-	-	1/Jun/09
			(3,300)	-	-	30/Mar/12
	P04 2010	€ 4.250	2,500	2,500	-	21/May/10
			(2,500)	-	-	30/Mar/12
	ODS 2011 [8]	€ 4986	-	-	12,600	18/Apr/11
			-	-	(12,600)	29/Jun/12
Jorge Manuel Pereira Saraiva [5]	P04 2009	€ 2.850	1,300	-	-	1/Jun/09
			(1,300)	-	-	30/Mar/12
	P04 2010	€ 4.250	1,000	1,000	-	21/May/10
			(1,000)	-	-	30/Mar/12
	ODS 2011 [8]	€ 4986	-	-	9,300	18/Apr/11
			-	-	(9,300)	29/Jun/12

Senior Management (cont.)

Shareholders	Series	Sale Price	Options due in: 2012	2013	Between 2014 and 2017	Attrib/Settle. Date
José Augusto Bras Chaves [6]	PO4 2009	€ 2.850	6.800	-	-	1/Jun/09
			(6.800)	-	-	30/Mar/12
	PO4 2010	€ 4.250	5.200	5.200	-	21/May/10
			(5.200)	-	-	30/Mar/12
			-	(5.200)	-	27/Dec/12
	ODS 2011 [8]	€ 4986	-	-	20.200	18/Apr/11
			-	-	(20.200)	29/Jun/12
Luís Miguel da Ponte Alves Fernandes [7]	PO4 2009	€ 2.850	4.000	-	-	1/Jun/09
			(4.000)	-	-	30/Mar/12
	PO4 2010	€ 4.250	2900	2900	-	21/May/10
			(2900)		-	30/Mar/12
			-	(2900)	-	27/Dec/12
	ODS 2011 [8]	€ 4986	-	-	12300	18/Apr/11
			-	-	(12300)	29/Jun/12
Pieter Karl Strauss	ODS 2011 [8]	€ 4986	-	-	5.200	18/Apr/11
			-	-	(5.200)	29/Jun/12
Sérgio José Alves de Almeida	PO4 2009	€ 2.850	2.400	-	-	1/Jun/09
			(2.400)	-	-	30/Mar/12
	PO4 2010	€ 4.250	1.800	1.800	-	21/May/10
			(1.800)	-	-	30/Mar/12
			-	(1.800)	-	27/Dec/12
	ODS 2011 [8]	€ 4986	-	-	7900	18/Apr/11
			-	-	(7900)	29/Jun/12
Valter Garbinatto de Albuquerque	PO4 2009	€ 2.850	2.000	-	-	1/Jun/09
			(2.000)	-	-	30/Mar/12
	PO4 2010	€ 4.250	1.000	1.000	-	21/May/10
			(370)	-	-	30/Mar/12
			-	(1.000)	-	27/Dec/12
	ODS 2011 [8]	€ 4986	-	-	8300	18/Apr/11
			-	-	(8300)	29/Jun/12

Senior Management (cont.)

Shareholders	Series	Sale Price	Options due in:			
			2012	2013	Between 2014 and 2017	Attrib/Settle. Date
Vitor Miguel Martins Jorge da Silva	P'04 2009	€ 2.850	1,800	-	-	1-Jun-09
				-	-	30-Mar-12
	P'04 2010	€ 4.250	1,300	1,300	-	21-May-10
			(1,300)		-	30-Mar-12
				(1,300)		27-Dec-12
	ODS 2011 [8]	€ 4986	-	-	7,900	18-Apr-11
				-	(7,900)	29-Jun-12

[1] This person severed contractual ties with Cimpor on 31 August 2012, so the final position of his/her shares is presented with reference to that date.
[2] This person severed contractual ties with Cimpor on 31 March 2012, so the final position of his/her shares is presented with reference to that date.
[3] This person severed contractual ties with Cimpor on 31 December 2012, so the final position of his/her shares is presented with reference to that date.
[4] This person severed contractual ties with Cimpor on 30 September 2012, so the final position of his/her shares is presented with reference to that date.
[5] This person severed contractual ties with Cimpor on 31 October 2012, so the final position of his/her shares is presented with reference to that date.
[6] This person severed contractual ties with Cimpor on 31 December 2012, so the final position of his/her shares is presented with reference to that date.
[7] Luis Miguel da Ponte Alves Fernandes was included on this list on 1 April 2012, so this date is considered for the initial position.
[8] The stock options series ODS 2011 were subject to financial settlement on June 29, 2012, therefore the beneficiaries received the difference between the sale price (€4986) and €550.

Companies closely related to Board Members

Shareholders	No. of Shares 31-12-2011	No. of Shares 31-12-2012	2012 Transactions			
			Acquisitions	Disposals	Price €	Date
InterCement Austria Holding GmbH [1]	0					
			183,607708		5500	20/Jun/12
			84,936,946		5500	30/May/2012 to 19/Jun/2012
			142,492,130		5334	21/Dec/12
		411,036784				
Camargo Corrêa Cimentos Lu,embourg. S.à.r.l [2]	221,360,153					
		221,360,153				
Votorantim Cimentos S.A.[3]	142,492,130					
				142,492,130	5334	21/Dec/12
		0				
Investifino – Investimentos e Participações. SGPS. S.A.[4]	71734,000					
				5,600,000	5500	4/Jun/12
				66,134,000	5500	20/Jun/12
		0				

Companies closely related to Board Members (cont.)

Shareholders	No. of Shares 31-12-2011	No. of Shares 31-12-2012	2012 Transactions			
			Acquisitions	Disposals	Price €	Date
Caixa Geral de Depósitos. S.A.[5]	64.473.258					
				15.508	5.082 [7]	From Jan. 3 to Mar. 1
		64.457750				
Parcaixa. SGPS. S.A.[5]	54.653					
			10.000		4.815 [7]	9-Mar-12
		64.653				
Companhia de Seguros Fidelidade-Mundial. S.A.[5]	83.564					
				996	4.923 [7]	From Feb.29 to Mar. 6
		82.568				
Império Bonança - Companhia de Seguros. S.A.[5] [6]	8.537					
		8.537				

[1] As Daniel Antonio Biondo Bastos, related thereto, is also a member of the Board of Directors of Cimpor.
[2] As José Édison Barros Franco, related thereto, is also a member of the Board of Directors of Cimpor.
[3] As Walter Schalka, related thereto, was also a member of the Board of Directors of Cimpor, until December 20, 2012.
[4] As José Manuel Baptista Fino, related thereto, was also a member of the Board of Directors of Cimpor until July 16, 2012.
[5] As Jorge Humberto Correia Tomé, related thereto, is also a member of the Board of Directors of Cimpor. (Resigned from the post in February 2012, therefore the transactions data is presented until 31/3/2012, the last day of the month following said resignation). [6]
[6] On 31/5/2012 Império Bonança was integrated on Fidelidade Mundial, following which it is presently designated Fidelidade - Companhia de Seguros, S.A.
[7] Average Prices. Detailed information regarding these transactions is disclosed in annex to this report.

Shares Options:

Option from Investifino - Investimentos e Participações, SGPS,S.A.(1) over the stake of 9.58% of Cimpor's share capital held by Caixa Geral de Depósitos, S.A..

As formally disclosed to the market on February 16, following the sale of the participation of 64.406.000 shares of Cimpor by Investifino - Investimentos e Participações, SGPS, S.A.(62) to Caixa Geral de Depósitos, S.A., at a price of €475 per share, Investifino would have an option to buy-back this stake until February 2012. As disclosed in the first quarter this option was due without exercise on February 16, 2012.

[62] As José Manuel Baptista Fino, related thereto, was also a member of the Board of Directors of Cimpor, until July 16, 2012.

Shares encumbrance:

Shareholders	No. of Shares 31-12-2011	No. of Shares 31-12-2012	2012 Transactions		
			Encumbrance	Unencumbrance	Date
Investifino – Investimentos e Participações. S.G.P.S [1]	71734.000				
				5.600.000	4-Jun-12
				66.134.000	18-Jun-12
		0			

[1] Due to the fact that the person related thereto, José Manuel Baptista Fino, was also a member of the Board of Directors of Cimpor up to 16 July 2012.

Annex

Own Shares: (Disposals)		
Date	Unit price	Amount
30-Mar	2.850	200,604
30-Mar	4.250	107,256

Caixa Geral de Depósitos: (Disposals)		
Date	Unit price	Amount
3-Jan	5.284	668
3-Jan	5.284	4,492
1-Feb	4993	482
1-Feb	4993	2,674
1-Feb	4993	2,013
1-Mar	4971	432
1-Mar	4971	713
1-Mar	4971	4,034

Fidelidade Mundial Seguros : (Disposals)		
Date	Unit price	Amount
29-Feb	4950	314
6-Mar	4910	682

Parcaixa. SGPS. S.A.: (Disposals)		
Date	Unit price	Amount
9-Mar	4.835	796
9-Mar	4.835	87
9-Mar	4.835	31
9-Mar	4.835	7
9-Mar	4.813	328
9-Mar	4.813	3751
9-Mar	4.813	2,971
9-Mar	4.813	2,029

INFORMATION DISCLOSED AND SOURCES OF INFORMATION

In its capacity as an issuer of securities admitted to trading on the market, Cimpor - Cimentos de Portugal, SGPS, SA (Cimpor) published the following information during the 2012 financial year on the site of the Cimpor Group. According to law or regulations, these announcements were also published on the site of the CMVM and Euronext, and also the Justice site when specifically required.

28 February	2011 Results.
30 March	Preliminary announcement by InterCement Austria Holding GmbH of a takeover bid for all the shares representing the share capital of Cimpor, at the price of EUR 5.50 per share (InterCement takeover bid).
3 April	As a result of the Preliminary Announcement of the takeover bid by InterCement, Standard & Poor's puts Cimpor's credit ratings of "BBB-" (long term) and "A-3" (short term), on negative credit watch.
13 April	The Board of Directors publishes a report on the InterCement takeover bid.
20 April	The Annual General Meeting is held (1st session). Following unanimous approval of the financial statements for the 2011 financial year, the General Meeting, on proposal presented by its shareholder Camargo Corrêa Cimentos Luxembourg Sàrl, decided to suspend the meeting until 6 July 2012.
7 May	Votorantim informs Cimpor that it does not intend to dispose of its shareholder position to InterCement in the takeover bid.
8 May	Interim Accounts – 1st Half 2012.
12 and 15[1] May	The Board of Directors updates the report on the InterCement takeover bid and presents an alternative project.
14 May	Update of the *Global Medium Term Note Programme*.
18 May	Cimpor reports that it has been informed of the opinion of the Chief Attorney of CADE (Brazil's competition authority) approving the acquisition of 31.8% of the share capital of Cimpor in 2010 by Camargo Corrêa, S.A. subject to a set of conditions and rejecting the acquisition, also in 2010, of 21.2% of the share capital of Cimpor by Votorantim Cimentos, S.A..
29 May	Registration of the takeover bid and publication of the Prospectus of the General and Mandatory Bid for the Acquisition of Shares representing the share capital of Cimpor by InterCement Austria Holding GmbH (InterCement takeover bid).
20 June	Calculation of the results of the takeover bid by InterCement, according to which InterCement Austria Holding GmbH obtains a 39.96% stake while Camargo Corrêa Cimentos Luxembourg, S.à.r.l. and Votorantim Cimentos, S.A. maintain their shareholder positions (32.94% and 21.20%, respectively). Investifino, Grupo Caixa Geral de Depósitos and Grupo BCP no longer have qualifying holdings in Cimpor.
26 June	As a result of the successful takeover bid by InterCement, Standard & Poor's cuts Cimpor's ratings to "BB" (long term) and "B" (short term), keeping the negative credit watch.
26 June	InterCement informs Cimpor that the necessary requirements so that InterCement may undertake the compulsory acquisition of the remaining shares of the takeover bid were not met.
26 June	The shareholders InterCement Austria Holding GmbH, Camargo Corrêa Cimentos Luxembourg S.à.r.L. and Votorantim Cimentos, S.A. lations between the signatories.
6 July	Conclusion of the work of the Annual General Meeting started on 20 April 2012, which met on this date in its 2nd session. In this 2nd session the gross dividend of 0.166 euros per share was unanimously approved. All the items of the agenda were approved, with the exception of nos. 5, 6 and 7 (as the proposals previously submitted were removed).

16 July	Announcement of the payment date of the dividends relative to 2011.
16 July	Receipt of a restructuring and asset swap proposal from the shareholder InterCement Austria Holding GmbH, as established in the takeover bid prospectus.
16 July	Extraordinary General Meeting held, at which both proposals submitted were approved, including:
	- The amendment and restructuring of the presented provisions of the articles of association, with the aim of the adoption of a new management and supervision model composed of a Board of Directors, Audit Committee and Statutory Auditor.
	- The election of the members of the new governing bodies, namely the Board of Directors, Audit Committee and the Remuneration Committee.
16 July	Cimpor reports the statement provided by its shareholder InterCement where it states that CADE approved the concentration relating to the acquisition by Camargo Corrêa S.A. and InterCement of shares representing the share capital of Cimpor, following the conclusion of a Performance Commitment document – TCD. The Agreement to Preserve the Reversibility of the Operation - APRO signed by Cimpor with CADE was declared to be fulfilled and extinguished with the above-mentioned approval, and the obligations of that agreement were included in the TCD concluded by InterCement, where applicable.
16 July	Appointment of the Executive Committee, composed of Ricardo Lima (CEO), Armando Silva (CFO), André Gama and Daniel Bastos. Appointment of Filipa Mendes as Company Secretary and Edney Vieira as Substitute Secretary.
16 July	Publication of the new articles of association in accordance with the decision of the Extraordinary General Meeting.
17 August	Creation of two committees on the Board of Directors of Cimpor to manage the set of assets held by Cimpor that would be the focus of the restructuring operations, to ensure their separate management from the other assets of Cimpor. The investment banks Morgan Stanley and Rothschild were appointed to evaluate the assets to be swapped.
29 August	1st Half 2012 Results and respective Consolidated Interim Financial Report.
30 November	3rd Quarter 2012 Results and respective Consolidated Interim Financial Report.
20 December	Approval by the Board of Directors of Cimpor of the swap transaction between the assets of Cimpor and of InterCement Austria Holding GmBH.
21 December	Appointment of Luiz Roberto Ortiz Nascimento and André Pires Oliveira Dias as members of the Board of Directors of Cimpor, following the resignations of Erik Madsen and Walter Schalka.
21 December	Announcement of qualifying holding by InterCement Austria Holding GmbH, whereby it now holds 94% of the share capital and voting rights of Cimpor, following the swap with Votorantim, in accordance with the takeover bid prospectus.

1 Correction of typing error in the report of 12 May

Supervision and Audit Documents

Part IV

AUDIT COMMITTEE REPORT AND OPINION ON THE CONSOLIDATED AND INDIVIDUAL ACCOUNTS FOR 2012

The Extraordinary General Meeting held on 16 July 2012 elected the Audit Committee, composed of three non-executive members of the Board of Directors, which is responsible since that date for the supervision of the Company, in accordance with the provisions of its Rules of Procedure approved by the Board of Directors.

Pursuant to Article 423-F(1)(g) of the Company's Code, the Audit Committee of Cimpor - Cimentos de Portugal, SGPS, S.A. presents the report of its monitoring action, its opinion on the Annual Report for the financial year ended 31 December 2012, and its opinion on the proposals submitted by the Board of Directors of the company to the General Meeting.

Supervision of the Company

The Audit Committee has followed, from the date of his election, the development of the business activity in the 2012 financial year by the Cimpor group companies. It has fostered compliance with the law and the Company's articles of association, and accuracy of the published accounting documents. It has also checked the validity of the accounting records, the adequacy of the accounting policies adopted, and supervised the process of preparation and disclosure of financial information, including periodic information disclosed to the market.

The Audit Committee reviewed and assessed the effectiveness of the risk management and internal control systems during 2012. It also monitored the design and development of the new policy to come into force in a uniform manner from 2013 in all the units included in the universe of the Cimpor Group.

The Audit Committee directly supervised the activity performed by the internal audit of the Group's companies, regularly receiving reports on the information and conclusions reached by the internal audit services on the work performed in accordance with the schedule defined by the Audit Committee. No fact that should be highlighted was detected in the business activity of those companies and the Audit Committee considers that the systems in place are adequate and progress in identifying, monitoring and managing the risks the Company is exposed to.

The Audit Committee also monitored the revision of the system in place for receiving and handling irregularities, which is to be implemented from 2013.

The Audit Committee did not face any constraints in the performance of its activities. The Committee has met five times since July 2012 and its members attended all meetings of the Board of Directors.

The Audit Committee maintained necessary contact with the Statutory Auditor and the External Auditor to monitor the audit work performed and learn the respective conclusions, ensuring the independence of the external auditor is maintained and evaluating its performance.

The independent members of the Audit Committee monitored the work to prepare and develop the Restructuring and Asset Swap process between Cimpor and InterCement Austria Holding GmbH during the second half of 2012, following the takeover bid of the latter as announced on 16 July 2012.

Statement of Compliance

The members of the Audit Committee declare, pursuant to Article 245(1)(c) of the Portuguese Securities' Code applicable by virtue of Article 8(1)(a) of CMVM Regulation no. 5/2008 (Duty of Disclosure), that to the best of their knowledge the data contained in the annual report, the accounts, the statutory audit certificate and other accounting documents of Cimpor – Cimentos de Portugal, SGPS, S.A. relative to the 2012 financial year were all drawn up in conformity with applicable accounting standards. Those members also state that the referred documents provide an accurate and appropriate image of the assets and liabilities, the financial situation and the profits of that company and the companies included in the consolidation perimeter, and that the management report faithfully reports the evolution of the business, the performance and the position of Cimpor and the companies included in the consolidation perimeter, also containing a description of the main risks and uncertainties facing them.

Opinion

The Audit Committee examined the proposals presented by the Board of Directors to the Shareholders, the Management Report and the consolidated and individual financial statements for the year ended 31 December 2012, which include the consolidated statements of financial position, the individual and consolidated profit and loss statement, the individual and consolidated statements of comprehensive income, cash flows and changes in equity and the annexes thereto, for the year ended on that date and prepared in accordance with International Financial Reporting Standards.

Its duties included the analysis of the Statutory Audit Certificate and the Audit Reports of those consolidated and individual financial statements, prepared by the Statutory Auditor.

The Audit Committee agrees with the Statutory Audit Certificate of the individual and consolidated accounts prepared by the Statutory Auditor.

The Audit Committee also reviewed the Corporate Governance Report for 2012, prepared by the Board of Directors in accordance with the provisions of Regulation no. 1/2010 (Corporate Governance of Listed Companies), deriving from the Portuguese Securities' Market Commission and includes, inter alia, the factors identified in Article 245-A of the Portuguese Securities' Code.

It is the Audit Committee's opinion, in view of the above, that the individual and consolidated financial statements and the Management Report to 31 December 2012, as well as the proposed appropriation of profits expressed in the Management Report, are in accordance with the accounting, legal and statutory requirements so there is no obstacle to its approval by the Shareholders.

LEGAL CERTIFICATION OF ACCOUNTS AND AUDITORS' REPORT

(Translation of a report originally issued in Portuguese)

Introduction

1. In compliance with the applicable legislation we hereby present our Legal Certification of Accounts and Auditors' Report on the consolidated and separate financial information contained in the Board of Directors' Report and the accompanying consolidated and separate financial statements of Cimpor – Cimentos de Portugal, SGPS, S.A. ("the Company") for the year ended 31 December 2012, which comprise the consolidated and separate statements of financial position as of 31 December 2012 (that present totals of 7,089,505 thousand Euros and 1,329,657 thousand Euros, respectively and consolidated and separate shareholders' equity of 1,532,921 thousand Euros and 1,211,067 thousand Euros, respectively, including a consolidated net loss attributable to the shareholders of the Company of 423734 thousand Euros and a separate net profit of 43,499 thousand Euros, respectively), the consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended and the corresponding notes.

Responsibilities

2. The Company's Board of Directors is responsible for: (i) the preparation of consolidated and separate financial statements which present a true and fair view of the financial position of the Company and of the companies included in the consolidation, the consolidated and separate results and comprehensive income of their operations, the changes in their consolidated and separate shareholders' equity and their consolidated and separate cash flows; (ii) the preparation of historical financial information in accordance with International Financial Reporting Standards as adopted by the European Union ("IAS/IFRS") and that is complete, true, timely, clear, objective and licit, as required by the Portuguese Securities Market Code ("*Código dos Valores Mobiliários*"); (iii) the adoption of adequate accounting policies and criteria and the maintenance of appropriate systems of internal control; and (iv) the disclosure of any significant facts that have influenced the operations of the Company and the companies included in the consolidation, their financial position or their results and comprehensive income.

3. Our responsibility is to examine the consolidated and separate financial information contained in the documents of account referred to above, including verifying that, in all material respects, the information is complete, true, timely, clear, objective and licit, as required by the Portuguese Securities Market Code, and to issue a professional and independent report based on our examination.

Scope

4. Our examination was performed in accordance with the Auditing Standards ("*Normas Técnicas e Directrizes de Revisão/Auditoria*") issued by the Portuguese Institute of Statutory Auditors ("*Ordem dos Revisores Oficiais de Contas*"), which require the examination be planned and performed with the objective of obtaining reasonable assurance about whether the consolidated and separate financial statements are free of material misstatement. Our examination included verifying, on a sample basis, evidence supporting the amounts and disclosures in the consolidated and separate financial statements and assessing the significant estimates, based on judgements and criteria defined by the Board of Directors, used in their preparation. Our examination also included verifying the consolidation procedures, application of the equity method and that the financial statements of the companies included in the consolidation have been appropriately examined, assessing the adequacy of the accounting policies used, their uniform application and their disclosure, taking into consideration the circumstances, verifying of the applicability of the going concern concept, assessing the adequacy of the overall presentation of the consolidated and separate financial statements and assessing if, in all material respects, the financial information is complete, true, timely, clear, objective and licit. Our examination also included verifying that the consolidated and separate financial information included in the Directors' Report is consistent with the other consolidated and separate financial statements as well as carrying out the verifications set forth in items 4 and 5 of article 451 of the Portuguese Commercial Company Code ("*Código das Sociedades Comerciais*"). We believe that our examination provides a reasonable basis for expressing our opinion.

Opinion

5. In our opinion, the consolidated and separate financial statements referred to in paragraph 1 above, present fairly, in all material respects, the consolidated and separate financial position of Cimpor – Cimentos de Portugal, SGPS, S.A. as of 31 December 2012 and the consolidated and separate results and comprehensive income of its operations, the changes on its consolidated and separate shareholders' equity and its consolidated and separate cash flows for the year then ended, in accordance with International Financial Reporting Standards as endorsed by the European Union and the information included therein is, in accordance with the definitions contained in the standards referred to in paragraph 4 above, complete, true, timely, clear, objective and licit.

Emphases

6. As explained in the Introductory Note to the financial statements, during the year ended 31 December 2012, following the Public Acquisition Offering for the Company's total share capital, an asset swap operation between the Company and InterCement Austria Holding GmbH was completed. As a result of this swap operation, the results of the assets sold are presented in the consolidated statement of comprehensive income for the year ended 31 December 2012 as results of discontinued operations. In order to permit comparability and as established in IFRS 5, the consolidated statement of comprehensive income for the year ended 31 December 2011 has been restated so as to present the results of the assets sold as results of discontinued operations, as explained in Note 5. Additionally, the purchase price difference related with the assets acquired, amounting to 1,814 million Euros, was preliminarily classified as goodwill in the consolidated statement of financial position as of 31 December 2012 and, in 2013, will be allocated to the assets and liabilities acquired based on their respective fair values (Notes 5 and 16).

7. As a result of the observation of indications of impairment of the Group's assets in Spain and Portugal, due to the significant decrease in their levels of activity and results, impairment tests of these assets were made in the first half year, which led to the recognition of impairment losses in the consolidated statement of comprehensive income for the year ended 31 December 2012 of approximately 290 million Euros, of which approximately 270 million Euros are included in results of discontinued operations.

Report on other legal requirements

8. It is also our opinion that the consolidated and separate financial information included in the Directors' Report is consistent with the annual consolidated and separate financial statements and the Corporate Governance Report includes the information required for the Company in accordance with article 245 - A of the Portuguese Securities Market Code.

Lisbon, 8 April 2013

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