

**Preparatory information for the  
Extraordinary General Meeting  
of July 16, 2012**

*(translated from the original version in Portuguese)*

**CULTURGEST**

Rua do Arco Cego, Lisboa

Comprehending complementary information  
on the Curricula presented on pages 34 to  
36, 38 and 47.

**Cimpor – Cimentos de Portugal, SGPS, S.A.**

Public Company

Head Office: Rua Alexandre Herculano, 35 |

1250-009 LISBON | PORTUGAL

Share Capital : 672.000.000 Euros

Tax and Lisbon Companies Registry and Registration

number: 500 722 900

Phone: (+351) 21 311 8889 Fax: (+351)21 311 8826

## Extraordinary General Meeting of July 16<sup>th</sup>, 2012

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## EXTRAORDINARY GENERAL MEETING

**July 16<sup>th</sup>, 2012**

### NOTICE OF MEETING

In accordance with the Law and the Articles of Association and following the request of InterCement Austria Holding GmbH a qualified shareholder of this company, I hereby convene the Shareholders of Cimpor – Cimentos de Portugal, SGPS, S.A to attend the Extraordinary General Meeting, to take place at CULTURGEST – Building of the registered office of Caixa Geral de Depósitos, in Lisbon, the entrance of the same being located at Rua do Arco do Cego, given that the premises at the registered office do not provide suitable conditions for such meeting. The Meeting shall be held on **July 16<sup>th</sup>, 2012, at 10.30 am (GMT)**, with the following Agenda:

- ITEM ONE:** Amendment and restructure of the articles of association, in order to adopt a one tier management and supervision model, composed by Board of Directors, Audit Committee, and a Chartered Accountant, as provided in the attached proposal;
- ITEM TWO:** Election of members for the Board of Directors, Audit Committee and Remuneration Committee for the 2012-2014 term of office.

### **I – Participation in the Extraordinary General Meeting**

1. The participation and the exercise of the voting rights at the Extraordinary General Meeting depend upon the Shareholders having at least one share registered in their name at **00:00 am (GMT) of July 9th, 2012 (“Record Date”)**, corresponding to the fifth trading day prior to the date of the General Meeting.
2. Shareholders who wish to participate in the Extraordinary General Meeting shall state such intention in written form to the Chairman of the Board of the General Meeting and to the financial intermediary with whom they have opened the individual securities account, **before 24:00 pm (GMT) of July 8<sup>th</sup>, 2012**, and may, for such purpose, regarding the declaration to be sent to the Chairman of the Board of the General Meeting, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
3. The declarations to be sent to the Chairman of the Board of the General Meeting and to the financial intermediary, provided for in the previous paragraph, may be prepared in accordance with the forms made available for that purpose at the registered office and on the website [www.cimpor.com](http://www.cimpor.com), from the date of the publication of the present Notice.
4. The financial intermediary who has been informed of the Shareholder’s intent to participate in the Extraordinary General Meeting shall send to the Chairman of the Board of the General Meeting, **before 24:00 pm (GMT) of July 9<sup>th</sup>, 2012**, the information regarding the number of shares registered in the Shareholders’ name, with reference to the Record Date, and may, for such purpose, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
5. Without prejudice to what is laid down in the following paragraph, according to no. 2 of Article 23-C of the Portuguese Securities Code, the exercise of the voting right is not affected by the transfer of shares at any time after the Record Date and does not depend upon their being blocked between the Record Date and the date of the Extraordinary General Meeting.
6. The Shareholders who have declared their intent to participate in the Extraordinary General Meeting and subsequently transfer the ownership of the shares during the period between the Record Date and the closure of the Extraordinary General Meeting shall immediately report such transfer to the Chairman of the Board of the General Meeting and to the Portuguese Securities Market Commission, and may, for such purpose, regarding the report to be sent to the Chairman of the Board of the General Meeting, use the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
7. The Shareholders who, on a professional basis, hold shares in their own name but on behalf of their clients, and intend to vote differently with their shares, shall submit to the Chairman of the Board of the General Meeting, **before 24:00 pm (GMT) of July 8<sup>th</sup>, 2012**, by using sufficient and proportionate means of proof: (i) the identification of each client and

- the number of shares entitled to vote on such client's behalf; and (ii) the voting instructions given by each client specifically regarding each item on the agenda.
8. Shareholders will only be admitted to participate and vote at the Extraordinary General Meeting if
    - (i) the declaration mentioned in the second paragraph of part I ("Participation in the Extraordinary General Meeting") has been received by the Chairman of the Board of the General Meeting before **24:00 pm (GMT) of July 8<sup>th</sup>, 2012 and, in any case, before the Record Date;** and
    - (ii) the information mentioned in the fourth paragraph of part I ("Participation in the Extraordinary General Meeting") has been sent by the financial intermediary before **24:00 pm (GMT) of July 9<sup>th</sup>, 2012**, in such a way as to be received by the Chairman of the Board of the General Meeting in a timely and adequate form in order for the expedite organization of the Extraordinary General Meeting.
  9. In case of joint ownership of shares, only the joint representative, or a representative of the same, may participate in the Extraordinary General Meeting.

## **II – Representation at the Extraordinary General Meeting**

1. The Shareholders may be represented at the Extraordinary General Meeting, in accordance with the Law and the Articles of Association, through a proxy instrument, signed and addressed to the Chairman of the Board of the General Meeting, and delivered to the registered office of the Company until **5:00 pm (GMT) of July 11<sup>th</sup>, 2012**, corresponding to the third business day prior to the date of the Extraordinary General Meeting, and which shall mention the name and address of the representative and the date of the meeting. The information concerning the content and the way of exercising the right of representation may be consulted and obtained on the website [www.cimpor.com](http://www.cimpor.com).
2. The proxy instruments to be sent to the Chairman of the Board of the General Meeting may:
  - (a) be prepared in accordance with the forms made available for that purpose, from the date of the publication of the present Notice, at the registered office and on the website [www.cimpor.com](http://www.cimpor.com); and
  - (b) be sent via e-mail to the address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com).
3. Without prejudice to the unity of vote laid down in article 385 of the Portuguese Companies Code, any Shareholder may appoint different representatives concerning the shares held in different securities accounts.

### **III – Inclusion of items on the Agenda and submission of Resolution Proposals**

Shareholders holding shares corresponding to at least 2% (two per cent) of the Company's share capital with voting rights may, by means of written application addressed to the Chairman of the Board of the General Meeting, within 5 days following the date of the publication of the Notice, request the inclusion of new items on the Agenda, as well as apply for the inclusion of resolution proposals regarding the items on the Agenda and items added thereto. Said applications shall be accompanied, respectively, by a resolution proposal for each item whose inclusion is requested and/or contain the information that should accompany the resolution proposal.

### **IV – Voting by Correspondence**

1. Shareholders with voting rights may exercise said right by correspondence. For that purpose, the Shareholders shall provide the Chairman of the Board of the General Meeting of this Company, until **July 12<sup>th</sup>, 2012**, with the voting intentions for each item on the Agenda.
  - 1.1. Each voting intention should be placed in a sealed envelope, which should include the following indication: "CONTAINS A VOTING INTENTION FOR ITEM NO. (*indication of the respective item*) ON THE AGENDA". The envelopes containing voting intentions should be accompanied by a cover letter for submitting these envelopes, with the certified signature of the shareholder (or, in the case of individuals, with the same signature as that on a suitable identification document – ID card, passport or equivalent identification document – and shall also mention the number, date of issuance and the entity which has issued the used identification document). The cover letter, the mentioned envelopes and a copy of the used identification document should be placed in a larger envelope, which should be hand-delivered or sent by registered mail with notice of receipt, to the Chairman of the Board of the General Meeting of CIMPOR – Rua Alexandre Herculano, 35, 1250-009 LISBON.
  - 1.2. Once the envelopes containing the votes cast by correspondence have been received, their authenticity and the voting shareholder's compliance with the requirements set forth in the previous numbers, regarding the right to vote and to participate in the

Extraordinary General Meeting, will be checked. The votes by correspondence that are not recognized as being authentic or that do not comply with such requirements are not taken into account.

- 1.3. The envelopes received from Shareholders that comply with the conditions set out in the previous paragraph will be opened at the Extraordinary General Meeting immediately after the voting concerning the item on the Agenda to which they refer. Once the validity of the votes has been ascertained, they shall be included in the count and the determination of the results.
- 1.4. In the case of resolution proposals submitted or amended after the date on which the votes by correspondence were issued, the same will be considered as being negative votes concerning said proposals.
- 1.5. In order to exercise the vote by correspondence, the Shareholders must use voting ballots that clearly and unequivocally express their direction of vote. For that purpose, Shareholders may use the voting ballot, available on the INTERNET, on [www.cimpor.com](http://www.cimpor.com), or submit a written request addressed to the Chairman of the Board of the General Meeting, which must be received until **July 8<sup>th</sup>, 2012**.

A standard letter form which may be used to accompany the envelopes containing the voting ballots will be made available on the abovementioned website.

#### **V – Right to Information in the Extraordinary General Meeting**

During the Extraordinary General Meeting, any Shareholder may make a request for true, complete and clarifying information that allows him/her to develop a well-informed opinion on the items contained in the Agenda. The information duty encompasses the relationships between the Company and other related companies.

The requested information will be provided by the Company body enabled for this purpose and may only be denied if its provision may cause serious damage to the Company or other related companies or if it qualifies as a violation of the secrecy duties provided for by law.

## **VI – Disclosure of Preparatory Information regarding the Extraordinary General Meeting**

The following documents and information will be made available to Shareholders from the date of the publication of the present Notice, at the Company's registered office and on the website [www.cimpor.com](http://www.cimpor.com):

- The Notice of the Extraordinary General Meeting;
- Total number of shares and voting rights on the date of the publication of the present Notice;
- Form for declarations of participation, proxy instruments and documents regarding the vote by correspondence;
- The remaining elements and preparatory information with regard to the Extraordinary General Meeting, mentioned in article 289 of the Portuguese Companies Code and article 21-C of the Portuguese Securities Code, and including, among others:
  - (a) The full names of the members of the management and supervisory bodies, as well as of the members of the Board of the General Meeting;
  - (b) The indication of other companies in which the members of the corporate bodies exercise corporate duties (except companies formed by persons carrying out a professional activity);
  - (c) The resolution proposals to be submitted by InterCement Austria Holding GmbH to the Extraordinary General Meeting, as well as their annexes.

The Company's preparatory information concerning the Extraordinary General Meeting will also be made available on the Portuguese Securities Market Commission's ("CMVM") website [www.cmvm.pt](http://www.cmvm.pt), from the date of the publication of the present Notice.

Lisbon, June 21<sup>th</sup>, 2012

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

Luís Manuel de Faria Neiva dos Santos  
(Unreadable signature)"



## ANNEX

### SUBMISSION FOR CONVENING THE EXTRAORDINARY GENERAL MEETING OF CIMPOR - CIMENTOS DE PORTUGAL, SGPS, S.A.

“Dear Sir,

Mr. Luís Manuel de Faria Neiva dos Santos

Chairman of the Board of the General Meeting of

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

Rua Alexandre Herculano, 35

1250-009 Lisbon

Lisbon, 21 June 2012

**Subject: Submission for convening the Extraordinary General Meeting of Cimpor -  
Cimentos de Portugal, SGPS, S.A.**

Dear Sir,

Pursuant to Article 23 – A of the Portuguese Securities Code and to Article 375 of the Portuguese Companies Code, the signatory shareholders, which hold qualified shareholdings in the share capital of **CIMPOR - Cimentos de Portugal, SGPS, S.A.** (“Cimpor”), hereby request to You, the convening of an Extraordinary General Meeting of the company with the following Agenda:

**Point ONE:** Amendment and restructure of the articles of association, in order to adopt a one tier management and supervision model, composed by Board of Directors, Audit Committee, and a Chartered Accountant, as provided in the attached proposal.

**Point TWO:** Election of members for the Board of Directors, Audit Committee and Remuneration Committee for the 2012-2014 term of office.

The grounds of the convening request is included on the attached resolution proposals.

## **RESOLUTION PROPOSALS:**

### **PROPOSAL PURSUANT TO POINT ONE OF THE AGENDA:**

“Whereas:

- A) On 20 June 2012, the results of the Mandatory Public Takeover for the shares of Cimpor - Cimentos de Portugal, SGPS, S.A. (“**Cimpor**” or “**Company**”) launched by InterCement Austria Holding GmbH (“**InterCement**”) over Cimpor, following which Camargo Corrêa Group became the holder of the majority of Cimpor’s share capital;
- B) In this context, and as announced in the documentation of the abovementioned Offer, InterCement intends to promote a reform in Cimpor’s corporate governance model, in accordance with the best practices and with a view to improve the development of corporate businesses;
- C) The so called one tier Anglo-Saxon model composed of a board of directors comprising an audit committee, an executive committee and a chartered accountant, is considered to be more appropriate to the above mentioned objectives.

### **It is proposed that the General Meeting to resolve:**

- 1. To approve the amendment and restructure of the articles of association in order to adopt a new management and supervision model, through the following:
  - a) Amendment of the current Article 6 (1);
  - b) Amendment of the current Article 7, with amendment of the current numbers 1, 3 and 5, and insertion of a new 6, and therefore the renumbering of current number 6 to 7,
  - c) Full amendment of the current Article 8;
  - d) Amendment of the current Article 9 (3);
  - e) Full amendment of the current Article 10;
  - f) Amendment of the current Article 11, with amendment of its current number 4 and elimination of the current numbers 5 and 6;
  - g) Elimination of the current Article 12;
  - h) Amendment of the current Article 13, with amendment of its current number 2, addition of new numbers 2, 3 and 4, and therefore the renumbering of the current number 2 to 5;

- i) Amendment of the current Article 16, with amendment of its current number 4 and elimination of the current number 3, and therefore the renumbering of the current number 4 to 3;
- j) Full amendment of the current Article 17;
- k) Full amendment of the current Article 18;
- l) Amendment of the current Article 20 (1);
- m) Addition of new Articles 11, 19 and 20;
- n) Renumbering of the current Articles 11 et seq., due to the elimination of the current Article 12 and addition of new Articles 11, 19 and 20;

With the above referred amendments the Articles of Association will have the wording of the Annex I to this proposal.

2. To authorize the Board of Directors to take all the required or convenient actions to the full execution of the resolution referred in 1, *inter alia*, in what concerns to the forms and deadlines of its execution.

**PROPOSAL PURSUANT TO POINT TWO OF THE AGENDA:**

Whereas:

- A) Following and subject to the approval of the restructure of the management and supervision model of Cimpor, pursuant to the resolution proposal referred in point one of the Agenda it is required to elect members for the new corporate bodies, i.e., Board of Directors, Audit Committee and Remuneration Committee;
- B) Pursuant to the Recommendations of the Portuguese Securities Exchange Commission (“CMVM”) on corporate governance, dated of 2010, the Board of Directors shall include an adequate number of independent members which shall never be less than one fourth of the total number of board members;
- C) According to the abovementioned Recommendations, the Chairman of the Audit Committee shall be independent, and, in any case, the majority of the members of the Audit Committee shall be independent, in compliance with Article 423-B (5) of the Portuguese Companies Code.
- D) In addition, new members of the Remuneration Committee need to be elected, due to the resignations presented by this corporate body’s members;
- E) Furthermore in accordance with the abovementioned CMVM Recommendations, the members of the Remuneration Committee shall be independent from the Members of the Board of Directors.

**It is proposed the election and re-election of the following members to the following corporate bodies of Cimpor for the 2012-2014 term of office:**

Board of Directors:

- Chairman: Daniel Proença de Carvalho
- Other members: Albrecht Curt Reuter Domenech
- Ricardo Fonseca de Mendonça Lima
- Armando Sérgio Antunes 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
- Luis Miguel da Silveira Ribeiro Vaz

Audit Committee:

- The Directors:
- Chairman: José Manuel Neves Adelino
- António Soares Pinto Barbosa
- José Édison Barros Franco

Remuneration Committee:

- Chairman: Manuel Soares Pinto Barbosa
- Gueber Lopes
- Néilson Tambelini Júnior

In attached to this request (Annex II) is the *curriculum vitae* of each of the above indicated persons, with the information required pursuant to Article 289 (1) (d) of the Portuguese Companies Code.

Lisbon, June 21<sup>st</sup> 2012

**InterCement Austria Holding GmbH**

\_\_\_\_\_(unreadable signatures)\_\_\_\_\_

Cláudio Guedes Borin Palaia

\_\_\_\_\_(unreadable signatures)\_\_\_\_\_

Daniel Antonio Biondo Bastos

**Camargo Corrêa Cimentos Luxembourg, S.à.r.L.**

\_\_\_\_\_(unreadable signatures)\_\_\_\_\_

José Édison Barros Franco

\_\_\_\_\_(unreadable signatures)\_\_\_\_\_

Daniel Antonio Biondo Bastos”

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

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

**SUBJECT: EXTRAORDINARY GENERAL MEETING ON JULY 16<sup>TH</sup>, 2012**

Identification of the Shareholder:

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

The Shareholder of CIMPOR – Cimentos de Portugal, SGPS, S.A. (CIMPOR) identified above hereby declares, under the terms of no. 3 of article 23-C of the Portuguese Securities Code, his/her/its intention to participate in CIMPOR's Extraordinary General Meeting to be held on **July 16<sup>th</sup>, 2012**.

For the same purpose, the Shareholder informs that he/she/it has requested the financial intermediary \_\_\_\_\_, with whom he/she/it has opened the individual securities account where his/her/its shares of CIMPOR are registered, send you, under the terms and for the purposes of no. 4 of article 23-C of the Portuguese Securities Code, **before 24:00 pm (GMT) of July 9<sup>th</sup>, 2012**, the information on the number of shares registered in the Shareholder's name on the record date corresponding to **00:00 am (GMT) of July 9<sup>th</sup>, 2012**.

Yours faithfully,

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

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

<sup>1</sup> The present declaration shall be sent by the Shareholders to the Chairman of the Board of the General Meeting, in order to be received before **24:00 am (GMT) of July 8<sup>th</sup>, 2012**. The email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) may be used for such purpose. For any additional queries, the following telephone number (+351) 21 311 88 89 and the email address [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com) are available.

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

Dear Mr <sup>3</sup>

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**SUBJECT: EXTRAORDINARY GENERAL MEETING ON JULY 16<sup>TH</sup>, 2012**

Identification of the Shareholder:

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

The Shareholder identified above, in its capacity as holder of \_\_\_\_\_ ordinary shares with voting rights of CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A. (CIMPOR or Company), hereby declares, under the terms of no. 3 of article 23-C of the Portuguese Securities Code, his/her/its intention to participate in CIMPOR's General Meeting to be held on **July 16<sup>th</sup>, 2012**.

For the same purpose, and under the terms of no. 4 of article 23-C of the Portuguese Securities Code, the Shareholder further requests you submit to the Chairman of the Board of the General Meeting of the Company, **before 24:00 pm (GMT) of July 9th, 2012**, information on the number shares representing CIMPOR's share capital, with voting rights, registered in the Shareholder's name in the respective individual securities account, with reference to the record date corresponding to **00:00 am (GMT) of July 9th, 2012**.

Yours faithfully,

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

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

<sup>2</sup> The present declaration shall be sent by the Shareholders to the financial intermediary with whom they have opened the individual securities account where their shares of CIMPOR are registered, in order to be received **before 24:00 pm (GMT) of July 8<sup>h</sup>, 2012**.

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

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

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

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

- (a) Represent him/her/it at the Extraordinary General Meeting of CIMPOR – Cimentos de Portugal, SGPS, S.A. to be held **on July 16<sup>th</sup>, 2011**;
- (b) Resolve and vote at the said Extraordinary General Meeting as deemed convenient.

For this purpose, the Shareholder informs he/she/it has requested that the financial intermediary \_\_\_\_\_, with whom the Shareholder has opened the individual securities account where the Shareholder's CIMPOR shares are registered, send the information regarding the number of shares registered in the Shareholders' name, with reference to the record date corresponding to **00h00 am (GMT) of July 9<sup>th</sup>, 2012**.

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

\_\_\_\_\_  
8

<sup>4</sup> The present declaration shall be sent by the Shareholders to the Chairman of the Board of the General Meeting in order to be received prior to **17:00 pm (GMT) of July 11th, 2012**, and the following e-mail address may be used for this purpose: [agcimpor@cimpor.com](mailto:agcimpor@cimpor.com)

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

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

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

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



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

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

**Subject: Extraordinary General Meeting of April 16<sup>th</sup>, 2012**

Dear Sir,

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

Best regards,

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

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**NOTES**

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

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<sup>9</sup> The present letter shall be sent by the Shareholders to the Chairman of the Board of the General Meeting in order to be received **by July 12th, 2012**. For any additional clarification, the telephone number +351 21 311 88 89 and the email address [agcimp@simpor.com](mailto:agcimp@simpor.com) are available.

**Form for Voting Ballot**

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

**EXTRAORDINARY GENERAL MEETING OF JULY 16<sup>th</sup>, 2012**

**— VOTING BALLOT —**

**ITEM NO.º (a) \_\_\_\_\_ OF THE AGENDA**

**PROPOSAL: (b) \_\_\_\_\_**

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

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

**NOTE:** This Voting Ballot cannot be sent electronically. It must be sent as a hard copy and be received by the Chairman of the General Meeting **before 24h00 pm (GMT) of July 12<sup>TH</sup>, 2012.**

### ITEM 1 ON THE AGENDA

(Amendment and restructure of the articles of association, in order to adopt a one tier management and supervision model, composed by Board of Directors, Audit Committee, and a Chartered Accountant, as provided in the attached proposal)

The following proposal was presented the Shareholder InterCement Austria Holding GmbH::

“Whereas:

- A) On 20 June 2012, the results of the Mandatory Public Takeover for the shares of Cimpor - Cimentos de Portugal, SGPS, S.A. (“**Cimpor**” or “**Company**”) launched by InterCement Austria Holding GmbH (“**InterCement**”) over Cimpor, following which Camargo Corrêa Group became the holder of the majority of Cimpor’s share capital;
- B) In this context, and as announced in the documentation of the abovementioned Offer, InterCement intends to promote a reform in Cimpor’s corporate governance model, in accordance with the best practices and with a view to improve the development of corporate businesses;
- C) The so called one tier Aglo-Saxon model composed of a board of directors comprising an audit committee, an executive committee and a chartered accountant, is considered to be more appropriate to the above mentioned objectives.

**It is proposed that the General Meeting to resolve:**

- 3. To approve the amendment and restructure of the articles of association in order to adopt a new management and supervision model, through the following:
  - a) Amendment of the current Article 6 (1);
  - b) Amendment of the current Article 7, with amendment of the current numbers 1, 3 and 5, and insertion of a new 6, and therefore the renumbering of current number 6 to 7,
  - c) Full amendment of the current Article 8;
  - d) Amendment of the current Article 9 (3);
  - e) Full amendment of the current Article 10;
  - f) Amendment of the current Article 11, with amendment of its current number 4 and elimination of the current numbers 5 and 6;

- g) Elimination of the current Article 12;
- h) Amendment of the current Article 13, with amendment of its current number 2, addition of new numbers 2, 3 and 4, and therefore the renumbering of the current number 2 to 5;
- i) Amendment of the current Article 16, with amendment of its current number 4 and elimination of the current number 3, and therefore the renumbering of the current number 4 to 3;
- j) Full amendment of the current Article 17;
- k) Full amendment of the current Article 18;
- l) Amendment of the current Article 20 (1);
- m) Addition of new Articles 11, 19 and 20;
- n) Renumbering of the current Articles 11 et seq., due to the elimination of the current Article 12 and addition of new Articles 11, 19 and 20;

With the above referred amendments the Articles of Association will have the wording of the Annex I to this proposal.

4. To authorize the Board of Directors to take all the required or convenient actions to the full execution of the resolution referred in 1, *inter alia*, in what concerns to the forms and deadlines of its execution.”

## **ANNEX I:**

### **ARTICLES OF ASSOCIATION**

#### **CHAPTER I**

#### **CORPORATE NAME, REGISTERED OFFICE, PURPOSE**

##### **ARTICLE ONE**

The Company shall be a public limited company called CIMPOR – Cimentos de Portugal, SGPS, SA, and shall remain in existence for an indeterminate period.

##### **ARTICLE TWO**

**ONE** – The Company shall have its registered office at thirty-five, Rua Alexandre Herculano, parish of São Mamede, Lisbon.

**TWO** – The Board of Directors may relocate the company's registered office to any other location within the national territory and also create and close branches, agencies, delegations or other local forms of representation in Portugal or abroad.

##### **ARTICLE THREE**

**ONE** – The Company's sole purpose is to manage holdings in other companies as an indirect means of performing economic activities.

**TWO** – The Company's acquisition of holdings in any other company, even if that company is governed by foreign law or has a purpose different from its own, and the acquisition of holdings in companies governed by specific laws and its participation in complementary groupings of companies may be performed by simple deliberation of the Board of Directors.

**THREE** – In accordance with agreements concluded to that purpose and in compliance with applicable mandatory legal dispositions, the Company may render technical, administrative and management services to any of the companies in which it has a holding, with or without remuneration.

## CHAPTER II

### CAPITAL, SHARES AND BONDS

#### ARTICLE FOUR

**ONE** – The fully paid-up share capital is of SIX HUNDRED AND SEVENTY-TWO MILLION EUROS.

**TWO** – The share capital is divided into SIX HUNDRED AND SEVENTY-TWO MILLION shares with a nominal value of ONE EURO each.

**THREE** – The Board of Directors may increase the share capital, through cash entries, up to a share capital of ONE BILLION EUROS.

#### ARTICLE FIVE

**ONE** – The shares shall be nominative and in book-entry form.

**TWO** – The Company may issue non-voting preferential shares, including current shares that are converted, and by decision of the Board of Directors may issue bonds or other debt securities of any type or modality permitted by law, in compliance with the applicable legal provisions.

**THREE** – Within the legal limits, the Company may purchase its own shares and bonds and effect any transactions permitted by law in respect thereof.

**FOUR** – The Board of Directors may also decide to issue autonomous warrants covering its own securities, and those warrants may grant the right of subscription or acquisition of Company shares up to the limit specified in number three of article four.

## CHAPTER III

### GOVERNING BODIES

#### ARTICLE SIX

**ONE** – The Company's governing bodies shall consist of the General Meeting, the Board of Directors, the Audit Committee and the Chartered Accountant.

**TWO** – The members of the Company's governing bodies shall hold office for three-year periods and may be re-elected.

**THREE** – When the law or the articles of association do not establish a specific number of members for a governing body, in each case that number shall be regarded as determined by election's decision, corresponding to the number of elected members.

**FOUR** – The provisions of the previous number shall not prejudice the possibility of, during a term in office, the number of governing body members being changed, up to the limit provided for in the law or in the articles of association, being applicable the provisions of the final part of the previous number, with the necessary adaptations; in the event of a supplementary election, the term in office of the members so elected shall correspond to the term in office of the other members of the governing body in question.

**FIVE** – Except when there is an election for one single member, elections for each governing body shall be held to vote on lists, and votes shall be cast only on those lists.

## SECTION I

### GENERAL MEETING

#### ARTICLE SEVEN

**ONE** – The General Meeting shall consist of shareholders with voting rights.

**TWO** – Each share corresponds to one vote.

**THREE** – Any shareholder with voting rights, whose shares at the register's date, which corresponds to 00:00 hours (GMT) of the fifth business day prior to the date on which the General Meeting is to be held (the "Register's Date"), are registered in his name, according to the law in force and the articles of association, has the right to attend, discuss and vote at least one vote, as long as the applicable legal formalities are accomplished, under the terms set out in the corresponding notice of the meeting.

**FOUR** – In the event of a joint shareholding, only the common representative, or a representative of the latter, may attend General Meetings.

**FIVE** – The Directors and the members of other corporate bodies shall attend the General Meeting, whereas, in Annual General Meetings, the Chartered Accountant shall also attend.

**SIX** – The persons authorized or invited by Chairman of the General Meeting may attend the General Meeting.

**SEVEN** - Save as otherwise provided by a mandatory legal or regularity provision, in case information is required by a Shareholder entitled by law for such purpose, by virtue of the holding of shares corresponding to a minimum percentage of share capital, such information will only be made available in the registered office.

## ARTICLE EIGHT

Shareholders may exercise their voting rights by correspondence, for which they must comply with the following procedures:

- a) provide the Company's Chairman of the General Meeting, until the second business day prior to the date on which the Meeting is held, with their voting intentions on each item of the Agenda;
- b) each voting intention shall be placed into a sealed envelope, which should include the following information in capital letters: "Contains the voting intention for item no. (indication of the respective item) of the Agenda";
- c) the envelopes containing the voting intentions should include a cover letter for submitting these envelopes, with the certified signature of the shareholder (or, in case of individuals, with the same signature as that on a suitable identification document – ID card, passport, or equivalent identification document). The cover letter, the said envelopes and a copy of the identification document used shall be placed in a larger envelope, which shall be hand-delivered or sent by registered mail with notice of receipt, to the Chairman of the Company's General Meeting, to the location and under the terms indicated in the notice for the meeting.
- d) once the envelopes containing the correspondence votes are received, their authenticity and the respective shareholder's fulfillment of the requirements set forth in the previous numbers, regarding the right to vote and participate in the General Meeting set out in this article, are checked; those that are not recognised as being authentic, or as not fulfilling the requirements, are not taken into account;
- e) the envelopes received from the shareholders, which comply with the conditions set out in the previous paragraph will be opened at the General Meeting, immediately after the vote on the agenda item to which they refer to. Once the validity of the votes has been ascertained, they shall be included in the count to determine the results;
- f) the shareholders must use voting ballots that clearly and unequivocally express their vote, and may use the standard ballot, available on the Internet at the Company's website, or send a written request addressed to the Chairman of the General Meeting. This request must be received by the eighth day prior to the date on which the General Meeting is scheduled to take place;
- g) votes issued through correspondence are considered negative votes in reference to proposals for decision submitted after the date on which those same votes were issued.



## ARTICLE NINE

**ONE** – The General Meeting shall be held at the Company's registered office, or at another location chosen by the Chairman of the General Meeting under the terms of the law, and may not be conducted by electronic means.

**TWO** – The General Meeting Board shall consist of a Chairman and a Vice-Chairman, elected by the General Meeting, who shall be assisted by the Company Secretary.

**THREE** – The remuneration of the Chairman and the Vice-Chairman of the General Meeting is established by the General Meeting or by the Committee referred to in number three of article seventeen.

## ARTICLE TEN

**ONE** – The voluntary representation of any shareholder in the General Meeting may be granted to any person with full legal capacity and appointed therefore, according to the legal terms.

**TWO** – The notice of the General Meeting shall state the terms and conditions applicable to the shareholder proxy instruments.

## ARTICLE ELEVEN

Without prejudice to the requirement of qualified majority in the cases laid down by law, the General Meeting resolves by majority of the votes cast.

## SECTION II

### BOARD OF DIRECTORS

#### ARTICLE TWELVE

**ONE** – The Board of Directors shall consist of five to fifteen members, one of whom shall be the Chairman and the others will be board members.

**TWO** – The Board of Directors shall be elected at the General Meeting that shall also appoint the Chairman.

**THREE** – The Chairman of the Board of Directors shall have the casting vote.

**FOUR** – One of the Directors may be elected by the General Meeting, under the terms of number 1 of the article 392 of the Portuguese Companies Code.

#### **ARTICLE THIRTEEN**

**ONE** – The Board of Directors will determine the periodicity of its ordinary meetings and will meet extraordinarily whenever convened by the Chairman, or by two directors, or by the Audit Committee.

**TWO** – Through its own regulation, the Board of Directors shall set forth its internal operating rules, including the means of substituting its Chairman whenever the latter is prevented from attending.

**THREE** – Should any director miss three consecutive or five dispersed ordinary meetings during the term in office, without a justification accepted by the managing body, the director's definitive absence shall be ascertained and declared by such corporate body.

#### **ARTICLE FOURTEEN**

**ONE** – The Board of Directors may delegate the Company's day-to-day management to an Executive Committee, to be comprised by up to five directors.

**TWO** - The Board of Directors sets the powers of the Executive Committee and may delegate to the latter all matters deemed as appropriate, in compliance with the legally established restrictions to the delegation.

**THREE** - The Executive Committee will operate generally according to what is defined under the article 14 for the Board of Directors, without prejudice of the modifications that the Board of Directors resolves to implement concerning such operating procedures.

**FOUR** - The Board of Directors may authorize the Executive Committee to instruct one or more of its members to deal with certain matters and to sub-delegate to one or more of its members the exercise of some of the powers that were be delegated to the Executive Committee.

**FIVE** – The Board of Directors may also approve the setting up of Committees appointed to permanently monitor specific issues. These Committees shall be chaired by one member of the Board of Directors.

#### ARTICLE FIFTEEN

**ONE** – The Company shall be bound by the signatures:

- a) of two directors;
- b) of the managing directors acting within the scope of the powers granted to them by the Board;
- c) of the attorneys with regard to the acts and categories of acts set forth in the respective powers of attorney.

**TWO** – Within the legal terms and limits, the Board of Directors may decide that certain Company documents be signed mechanically, by signature stamp, or by other means that are, or come to be, permitted by law.

**THREE** – In routine matters, the signature of one director shall suffice.

#### ARTICLE SIXTEEN

**ONE** – The Board of Directors may not decide, unless the majority of its members are present or represented.

**TWO** – Meetings by the Board of Directors shall be held at the registered office, unless another location is chosen by the Board for its convenience.

**THREE** – Directors may be represented at meetings by another director, by means of a letter addressed to the Chairman of the Board of Directors for each meeting, but each director may represent only one member of the Board.

#### ARTICLE SEVENTEEN

**ONE** – The directors shall be entitled to remuneration, which may partially consist of a percentage of the Company's Financial Year profits, but not higher than five per cent, calculation of which shall respect the law provisions in force.

**TWO** – The remuneration policy, the amounts and forms of fixed and/or variable remunerations and the amounts to be paid to the members of the corporate bodies as compensation or indemnity for the termination of their legal relationships, shall be established, once heard the Board of Directors or a specialized committee for such purpose, if any, by the General Meeting or by a Remuneration Committee elected by the latter for three-year periods.

**THREE** – The members of the Company's Remuneration Committee, unless another remuneration is established by the General Meeting, shall have the right to receive a

remuneration determined by a committee composed by the three shareholders holding the highest percentage of the Company's share capital attending or represented at the last ordinary General Meeting.

### SECTION III

#### COMPANY SUPERVISION

##### ARTICLE EIGHTEEN

**ONE** – The Company shall be supervised by an Audit Committee, which is comprised by three members elected at the General Meeting, and one of said members will be the Chairman.

**TWO** – The members of the Audit Committee are appointed jointly with the other members of the Board of Directors, and the lists proposed for the latter shall specify the members that are intended to form the Audit Committee and point out the respective Chairman.

**THREE** – The exam of the accounts of the company shall be carried out by a Chartered Account elected by the General Meeting, upon proposal by the Audit Committee.

##### ARTICLE NINETEEN

**ONE** – The Chairman of the Audit Committee shall convene and chair the meetings of the Audit Committee.

**TWO** – The Audit Committee shall meet ordinarily meet once every two months, and whenever the Chairman deems convenient or one of the remaining members requests such meeting.

**THREE** – The Audit Committee may be assisted by technicians especially appointed or contracted for that purpose and also by companies specialized in audit matters.

**FOUR** – The absence of a member of the Audit Committee in two consecutive meetings or five dispersed meetings during the term in office, without a justification accepted by the Board of Directors, is considered as a definitive absence of such member.

**FIVE** – The remunerations of the Audit Committee and the Chartered Accountant shall be determined by the General Meeting or by the Committee indicated in number three of article seventeen, and must be fixed.

## ARTICLE TWENTY

The resolutions of the Audit Committee shall be approved by majority of the votes cast, being present the majority of the members in office, and the Chairman holds a casting vote.

### SECTION IV

#### COMPANY SECRETARY

##### ARTICLE TWENTY-ONE

**ONE** – The Company shall have a Secretary and a deputy secretary, both of whom shall be appointed by the Board of Directors, with the powers and responsibilities established by law for company's Secretaries.

**TWO** – The Secretary shall terminate his/her term in office in the end of the term of the Board of Directors who appointed him/her.

### CHAPTER IV

#### APPLICATION OF PROFITS

##### ARTICLE TWENTY-TWO

**ONE** – Annual profits, as calculated in accordance with the law, shall be applied successively as follows:

- a) A minimum percentage of four per cent will be allocated for the creation of the legal reserve, up to the amount required by law;
- b) A minimum percentage of twenty-five per cent shall be distributed to the shareholders as dividends, without prejudice to the General Meeting resolving to reduce the dividends or even not to distribute the same, by qualified majority of two thirds of the votes cast;
- c) The remaining portion shall be allocated for the purposes laid down by the General Meeting.

**TWO** – Profit advances up to the maximum permitted by law and in compliance with any other legal requirements may be paid to shareholders during the financial year.

### CHAPTER V

#### FINAL PROVISIONS

##### ARTICLE TWENTY-THREE

**ONE** – The Company shall be dissolved when there are legal grounds for such.

**TWO** – The Company shall be liquidated in accordance with the law and the General Meeting's decisions.

**THREE** – The non-mandatory provisions of the Companies Code may be derogated upon decision of the shareholders.

**ITEM 2 ON THE AGENDA**  
(Election of members for the Board of Directors, Audit Committee and Remuneration Committee for the 2012-2014 term of office.)

The following proposal was presented the Shareholder InterCement Austria Holding GmbH::

“Whereas:

- F) Following and subject to the approval of the restructure of the management and supervision model of Cimpor, pursuant to the resolution proposal referred in point one of the Agenda it is required to elect members for the new corporate bodies, i.e., Board of Directors, Audit Committee and Remuneration Committee;
- G) Pursuant to the Recommendations of the Portuguese Securities Exchange Commission (“CMVM”) on corporate governance, dated of 2010, the Board of Directors shall include an adequate number of independent members which shall never be less than one fourth of the total number of board members;
- H) According to the abovementioned Recommendations, the Chairman of the Audit Committee shall be independent, and, in any case, the majority of the members of the Audit Committee shall be independent, in compliance with Article 423-B (5) of the Portuguese Companies Code.
- I) In addition, new members of the Remuneration Committee need to be elected, due to the resignations presented by this corporate body’s members;
- J) Furthermore in accordance with the abovementioned CMVM Recommendations, the members of the Remuneration Committee shall be independent from the Members of the Board of Directors.

**It is proposed the election and re-election (“recondução”) of the following members to the following corporate bodies of Cimpor for the 2012-2014 term of office:**

Board of Directors:

- Chairman: Daniel Proença de Carvalho
- Other members: Albrecht Curt Reuter Domenech
- Ricardo Fonseca de Mendonça Lima
- Armando Sérgio Antunes 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
- Luis Miguel da Silveira Ribeiro Vaz

Audit Committee:

- The Directors:
- Chairman: José Manuel Neves Adelino
- António Soares Pinto Barbosa
- José Édison Barros Franco

Remuneration Committee:

- Chairman: Manuel Soares Pinto Barbosa
- Gueber Lopes
- Néilson Tambelini Júnior

In attached to this request (Annex II) is the *curriculum vitae* of each of the above indicated persons, with the information required pursuant to Article 289 (1) (d) of the Portuguese Companies Code.”



## ANNEX II: Curricula

### **Daniel Proença de Carvalho,**

Born in Soalheira, Fundão, Portugal in September 15, 1941.

#### **Education:**

Law degree by Faculdade de Direito da Universidade de Coimbra, in 1965.

**Professional experience:** Lawyer. Chairman of Uría Menéndez - Proença de Carvalho.

#### I

#### **Positions presently held:**

- 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 Galp Energia, SGPS, S.A.
- Chairman of the general meeting of Estoril Sol, SGPS, S.A.
- Chairman of the general meeting of Socitrel – Sociedade Industrial de Trefilaria, S.A.
- Chairman of the general meeting of Portugália – Administração de Patrimónios, S.A.
- Chairman of the general meeting of Mague – SGPS, S.A.
- Chairman of the general meeting of Almonda – Sociedade Gestora de Participações Sociais, S.A.
- Chairman of the general meeting of Renova – Fábrica de Papel do Almonda, S.A.
- Chairman of the general meeting of Celulose do Caima, SGPS, S.A.
- Chairman of the general meeting of Cabo Raso – Empreendimentos Turísticos, S.A.
- Chairman of the general meeting of SOGEB – Sociedade de Gestão de Bens, S.A.
- Chairman of the general meeting of Sociedade Agrícola Belo de Mértola, S.A.
- Chairman of the general meeting of Sociedade Agrícola dos Namorados, S.A.
- Chairman of the general meeting of Coaltejo – Criador de Ovinos Algarve e Alentejo, S.A.
- Chairman of the general meeting of Sogesfin – Sociedade Gestora de Participações Sociais, S.A.
- Chairman of the general meeting of 3 Z – Administração de Imóveis, S.A.
- Chairman of the general meeting of Sétimos - Participações, SGPS, S.A.
- Chairman of the general meeting of Confiança Participações, SGPS, S.A.
- Chairman of the general meeting of Sociedade Agrícola da Serra Branca, S.A.
- Chairman of the general meeting of Gotan, SGPS, S.A.
- Chairman of the general meeting of Companhia Agrícola da Apariça, S.A.
- Chairman of the general meeting of Companhia Agrícola das Polvorosas, S.A.
- Chairman of the general meeting of Companhia Agrícola de Corona, S.A.
- Chairman of the general meeting of Herdade do Monte da Pedra, S.A.
- Chairman of the general meeting of TRABELIBEX - Investimentos Imobiliários, S.A.
- Chairman of the general meeting of ÉCAMPO - Cinegética e Turismo, .S.A.
- Chairman of the general meeting of FREIXAGRO - Empresa Agrícola do Freixo, S.A.

## II

### **Professional activities in last 5 years:**

- Vice-Chairman of the general meeting of Caixa Geral de Depósitos, S.A., from 2007 to 2011;
- Chairman of the general meeting of Edifer – Investimentos, Sociedade Gestora de Participações Sociais, S.A., from 2003 and until 2011;
- Chairman of the general meeting of Edifer - Sociedade Gestora de Participações Sociais, S.A., from 2003 and until 2011;
- Chairman of the general meeting of Euroatlântica - Investimentos e Comércio, S.A., from 1998 and until 2011;
- Chairman of the general meeting of PANATLÂNTICA - HOLDING, Sociedade Gestora de Participações Sociais, S.A., from 1995 and until 2011;
- Chairman of the general meeting of G.A. – Estudos e Investimentos, SA, from 1996 and until 2011;
- Director of Círculo Voltaire from 1993 and until 2006;
- Chairman of the board of directors of Fundação Arpad Szénes-Vieira da Silva, from 1993 to 2007;
- Chairman of the advisory board of Explorer Investments - Sociedade de Capital de Risco, S.A., until 2010;
- Member of the board of directors of SINDCOM - Sociedade de Investimento na Indústria e Comércio, SGPS, S.A., since 2005 to 2010.

## III

### **Positions presently held in societies that do not qualify as commercial companies:**

- Chairman of the curator board of the Foundation D. Anna de Sommer Champalimaud and Dr. Carlos Montez Champalimaud;
- Chairman 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;
- Chairman of the curator board of Fundação Batalha de Aljubarrota;
- 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 Cimpor shares owned:** 1 (one).

## **Albrecht Curt Reuter Domenech**

### **Personal details:**

- Date of birth: 25/06/1947
- Place of birth: Puerto Rico
- Nationality: North American

### **Positions held:**

- Vice-Chairman of the board of directors of Camargo Corrêa Engenharia e Construção (2006-Present);

### **In Cimpor:**

- Member of the board of directors of CIMPOR – Cimentos de Portugal, SGPS, S.A.

### **In entities outside Cimpor Group:**

- Vice-Chairman of the board of directors of InterCement Brasil S.A. (2006-Present);
- Vice- Chairman of the board of directors of Camargo Corrêa Desenvolvimento Imobiliário (2006-Present);
- Member of the board of Loma Negra CIASA (2006-Present);
- Member of the board of TAVEX (Indústria Têxtil), (2006-Present);
- Member of the board of Duratex S.A. (2008-2009).

### **Education:**

- Master's Degree in Civil Engineering from University of Porto Rico and;
- Degree in Business Management from Wharton School, University of Pennsylvania.

### **Professional and Public Activities:**

- McKinsey & Company (1979-2006) - Coordinated the activities of Financial Institutions and Corporate Strategies and Finances, working on mergers and acquisitions, alliances, valuation and economic strategic appraisal.

## Ricardo Fonseca de Mendonça Lima

### Personal details:

- Date of birth: 05/05/1966
- Place of birth: São Paulo, Brazil
- Nationality: Brazilian

### Positions held:

#### In entities outside Cimpor Group:

- Vice President of Operations, InterCement Participações S.A. (2011-Present)
- Advisor of Federação Interamericana de Fabricantes de Cimento – FICEM, in representation of Argentina (2008-present)
- Vice President of the board of Loma Negra CIASA. (2011-present)
- Advisor of Ferrosur Roca, Argentine railway company (2008-present)
- Advisor of Câmara Portuguesa de Comércio – São Paulo (2012-present)
- Advisor of Instituto Camargo Corrêa (2011-present)

### 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.

### Professional and Public Activities:

- General Manager, Loma Negra CIASA (2008-2010)
- General Manager, InterCement Brasil S.A. (2008).
- Operations Manager, InterCement Brasil S.A. (2004-2007).
- Industrial Manager of Aços Villares Sidenor S.A. (1998-2004)
- Industrial Manager of Eluma S.A. (1995-1998)

## Armando Sérgio Antunes da Silva

### Personal details:

- Date of birth: 19/06/1969
- Place of birth: Itapetininga, São Paulo, Brazil
- Nationality: Brazilian

### Positions held:

- Finance operations Director of Loma Negra CIASA (2011-Present)
- Director of Holdtotal S.A. (2011-presente)
- Director of Recycomb S.A. (2011-presente)
- Director of Betel S.A. (2011-presente)
- Director of Cia. Argentina, InterCement de Cemento Portland S.A. (2011-Presente)presente)
- Director of La Preferida de Olavarría S.A. (2011-presente)
- Director of Canteras Del Riachuelo S.A. (2011-presente)
- Director of Ferrosur Roca S.A. (2011-presente)
- Director of Cofesur S.A. (2011-presente)
- Director of Yguazu Cementos S.A. (2011-presente)

### Education:

- Economics by Universidade de Ponta Grossa
- Postgraduate diploma in Finance by Fundação Álvares Penteadó
- MBA in Management by Fundação Dom Cabral.

### Professional and Public Activities:

- Financing operations Director and Investor Relations of InterCement Brasil, S.A. (2008-2011)
- Director of Companhia Industrial e Mercantil de Cimento S.A. (2008-2011)
- Director of Camargo Corrêa Cimentos Luxembourg S.à.r.L (2008-2011)
- Director of Camargo Corrêa Cimentos Participações Ltda (2008-2011)
- Director of Camargo Corrêa Escom Cement BV (2008-2011)
- Director of Caue Finance Ltd. (2008-2011)
- Director of Ferrosur Roca (2005-2008)
- Control Assistant Manager, Loma Negra CIASA (2005)
- Strategy Planing Manager, InterCement Brasil S.A.(2001-2005)
- Finance and Control Manager, Intercement Brasil S.A. (1999-2001)

## André Gama Schaeffer

### Personal details:

- Date of birth: 04/01/1967
- Nationality: Brazilian, with German citizenship

### Positions held:

- Concrete and Aggregates Managing Director of Brazil Business Unit and Corporate Innovation Director of InterCement (2011-Present)

### Education:

- Electrical Engineering by Escola de Engenharia Mauá
- International Executive MBA by Fundação Instituto de Administração – Universidade de São Paulo
- Diploma of PGA (Programa de Gestão Avançada) – Advanced Management Program, Fundação Dom Cabral with international module by INSEAD

### Professional and Public Activities:

- Commercial Director, Logistics and Supply Director and New Business Director, InterCement (2003-2011)
  - President, Neogera (EPC América Latina S.A.) (2001-2003)
  - Director Telefonía, Impsat Comunicações Ltda. (2000-2001)
  - Marketing Director, BCP Telecomunicações (1998-2000)
  - Services Manager Serviços, Motorola do Brasil (1993-1997)
  - System Engineer, NEC do Brasil (1990-1993)

## Daniel Antonio Biondo Bastos

### Personal details:

- Date of birth: 13/03/1966
- Place of birth: Campinas, Brazil
- Nationality: Brazilian

### Positions held:

#### In entities outside Cimpor Group:

- Managing Director of InterCement Portugal SGPS S.A (2011-Present)
- Directors, Member of the board of directors of Palanca Cimentos, S.A. (2012-present)
- Member of the board of directors of Camargo Corrêa Escom Cement BV (2011-present)
- Director of Camargo Corrêa Cimentos Luxembourg S.à.R.L. (2010-present)
- Director of InterCement Austria Holding GmbH (2011-present)
- Director of InterCement Austria Equity Participation GmbH (2011-present)
- Director of Cauê Austria Holding GmbH (2011-present)

### Education:

- Civil Engineering by Universidade Mackenzie
- Postgraduate diploma on Management by Universidade Mackenzie
- Management MBA by Fundação Dom Cabral.

### Professional and Public Activities:

- Strategic Planning Corporate Superintendent, InterCement Brasil S.A. (2008-2010)
- Strategic Planning Manager, Camargo Corrêa Cimentos S.A. (2005-2008)
- Strategic Planning Manager, Camargo Corrêa S.A. (2001-2005)
- Planning, Budget and Costs Manager, Globocabo (1999-2001)
- Financial Advisory Services Senior Manager, Ernst & Young Consultores SC Ltda. (1991-1999).
- Member of the board of directors of Alcoa Alumínios, S.A. (2002-2003)

## José Édison Barros Franco

### Personal details:

- Date of birth: 04/03/1950
- Place of birth: São Paulo, Brazil
- Nationality: Brazilian

### Positions held:

#### In other companies of the Cimpor Group:

- Member of the board of directors of CIMPOR – Cimentos de Portugal, SGPS, S.A. (since April 2010).

#### In entities outside Cimpor Group:

- Chairman of the board of directors of InterCement Brasil S.A. (2004 – Present)
- Chairman of the board of directors of Loma Negra CIASA (2005 – Present)
- Chairman of the board of directors of InterCement Portugal, SGPS, S.A. (2010 – Present)
- Chairman of the board of directors of InterCement Participações S.A. (2011 – Present)
- Member of the executive committee of Grupo Camargo Corrêa (2007 – Present)
- Director of Camargo Corrêa Escom Cement B.V. (2008 – Present)
- Director of Camargo Corrêa Cimentos Luxembourg, S.à.R.L. (2010 – Present)
- Member of the Boards of Instituto Camargo Corrêa and Fundação Loma Negra (Brazil and Argentina) operating in the Social Investment field.

### Education:

- Degree in Mechanical Engineering from Escola Politécnica of Universidade de São Paulo (1974);
- Postgraduate diploma in Management from Fundação Getúlio Vargas (1978);
- Advanced Management Program, Harvard University – (1998).

### Professional and Public Activities:

- General Manager (2006 – 2007) and Advisor (2004 – 2007) of Camargo Corrêa, S.A., Holding of the Camargo Corrêa Group
- Chairman of the board of directors of Camargo Corrêa Metais (2004 – 2007)
- Chairman of the board of directors of Camargo Corrêa Energia (2004 – 2007)
- Chairman of the board of directors of Camargo Corrêa Transportes (2004 – 2007)
- Chairman of the board of directors of Ferrosur Roca (2005 – 2011)
- Chairman of the board of directors of São Paulo Alpargatas S.A. (2008 – 2011)
- Member of the board of directors of Santista Têxtil S.A. (2003 – 2007)
- Member of the board of directors of São Paulo Alpargatas S.A. (2004 – 2008)
- Member of the board of directors of CPFL Energia S.A. (2005 - 2008)
- Member of the board of directors of CCR Companhia de Concessões Rodoviárias S.A. (2005 - 2008)
- Member of the Financial Committees of Alpargatas, Santista and CCSA; the Human Resources Committees of Alpargatas, CCSA and Cimpor; the Audit Committees of Alpargatas and CCSA; the Corporate Governance Committee of CCR and Cimpor.



## Walter Schalka

### Personal details:

- Date of birth: 04/12/1960
- Place of birth: São Paulo, Brazil
- Nationality: Brazilian

### Positions held:

#### In other companies of the Cimpor Group:

- Member of the board of directors of CIMPOR – Cimentos de Portugal, SGPS, S.A.

#### In entities outside Cimpor Group:

- CEO da Votorantim Cimentos, S.A. (Brazil - since 2005)

### Education:

- Degree in Aeronautical Engineering from ITA – Instituto Tecnológico da Aeronáutica;
- Postgraduate diploma in Business Management from Fundação Getúlio Vargas;
- Graduate of the Executive Improvement Course of IMD (Switzerland);
- Graduate of the Executive Improvement Course of AMP/Harvard University (USA).

### Professional and Public Activities:

- Dixie Toga (1995 – 2005) – Director Toga division (95-96), COO (96-98), CEO e Director of Investor Relations (98-05);
- Dixie Lalekla (1989 – 1995) – Administration and Finance Director (89-92), Managing Director and Investor Relations Director (92-95);
- Maepar, Lda. (1985 – 1989) – Finance Director (85), Managing Director (86-89);
- Citibank (1983 – 1985) – Trainee and Assistant Manager (Banco Electrónico).

## Erik Madsen

### Positions held:

- CEO VCNA, President St. Marys Cement Inc., Toronto, Ontário, Canada (2005-Present)

### Education:

- Master degree in Chemical Engineering, Universidade Técnica da Dinamarca, 1977
- Participated in many advanced management, finance and leadership programs in business schools in North America, Europe and Brazil.

### Professional and Public Activities:

- Director Mergers & Acquisitions, Votorantim Cimentos, São Paulo, Brazil (2004 –2005)
- President & CEO FLSmidth, Sao Paulo, Brazil (2001–2004)
- Executive Board Member, FLSmidth, Copenhaga, Dinamarca (1996–2001)
- Divisional Vice President, FLSmidth, Copenhaga, Dinamarca (1994–1996)
- Technical Vice President, FLSmidth, Copenhaga, Dinamarca (1990–1994)
- Global Process Manager, FLSmidth – Copenhaga, Dinamarca (1988–1990)
- Project Manager, FLSmidth, Copenhaga, Dinamarca (1984–1988)
- Project Engineer/Manager, FLSmidth, Sao Paulo, Brazil (1978–1984)

### Profile

Experienced executive with more than 30 years in the Cement and Building Materials business segment. Global experience in the operation, construction and management of cement plants. Proven track record of positive commercial results, both in strong and unfavorable economic environments. Global and pragmatic perspective, focus in the results in a cost effective and innovative approach. Strong focus on Safety, Operational Excellence, Health and Talent Development.

### Present Professional Activities:

- Chairman Canadian Cement Association
- PCA Board Member
- Vice Chair Danish/Canadian Chamber of Commerce
- Vice Chair Brazilian/Canadian Chamber of Commerce

### Past Professional Activities:

- World Business Council on Sustainable Development, Phister, Germany
- Ventomatic, Italy
- Maag, Switzerland
- Ameco, France
- FLSmidth

## José Neves Adelino

### Personal details:

- Date of birth: 19/03/1954
- Place of birth: Lisbon, Portugal
- Nationality: Portuguese

### Positions held:

#### In other companies of the Cimpor Group:

- Member of the board of directors of CIMPOR – Cimentos de Portugal, SGPS, S.A.

#### In entities outside Cimpor Group:

- SONAE SGPS: Member of the Board of Directors and Audit Committee;
- BPI: Member of the Audit Board.
- Professor of Finance, Faculty of Economics, Universidade Nova de Lisboa;
- Guest Professor, Bentley College, USA;;
- Member of the Investment Committee of Portuguese Venture Capital Initiative – Fundo Europeu de Investimentos;
- Member of the Consultative Working Group da CSER – Corporate Finance Standing Committee;
- Independent consultant to various private companies and public entities.

### Education:

- Bachelor's Degree in Finance from the ISE, Universidade Técnica de Lisboa (1976);
- Ph.D in Finance from Kent State University (1981).

### Professional and Public Activities:

- Universidade Nova de Lisboa (1999-2002) – Director of Faculdade de Economia;
- Universidade Nova de Lisboa (1990-1996) – Director of the MBA and of the executive formation by the Faculdade de Economia;
- Former non-executive Director of the following companies:
  - EDP – Member of the Board of Directors and Chairman of the Audit Committee.
  - Banco Português do Atlântico – Member of the Board of Directors.
  - Douro Fundos (1992-1993) – Member of the Board of Directors.

### Outros cargos:

- Fundo Caravela (Inter-risco) – member of the Investment Committee;
- PT Previsão – member of the Investment Committee;
- PT PRO – Chairman of the General Meeting;
- PT – Member of the Strategic Advisory Board;
- SONAE SGPS – Member of the Global Advisory Board and member of the Remuneration Committee;
- Deposits Guarantee Fund – Member of the Management Board;
- CTT – Member of the Strategic Advisory Board;
- Member of the National Education Board;
- Euronext Lisbon – Index Committee;

## Luís Filipe Sequeira Martins

Member of the Board of Directors and Member of the Executive Board (since January 1997).

From February 1987 to that date, he was also a director of the companies that, through successive changes, resulted in the present CIMPOR – Cimentos de Portugal, SGPS, S.A..

### Personal details:

- Date of birth: 04/06/1947
- Place of birth: Lisbon, Portugal
- Nationality: Portuguese

### Positions held:

#### In Group companies:

- Chairman of the board of directors of Cimpor Tec – Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A.;
- Chairman of the board of directors of Cimpor Portugal, SGPS, S.A.;
- Chairman of the board of directors of Cimpor – Indústria de Cimentos, S.A.;
- Chairman of the board of directors of Cimpor Trading, S.A., Sociedade Unipessoal;
- Chairman of the board of directors of Cimpor Eco, S.L. (Spain)
- Member of the board of directors of Cimpor – Serviços de Apoio à Gestão de Empresas, S.A.;
- Manager of Kandmad, SGPS, Lda.;
- Chairman of the board of directors of Amreyah Cement Company, S.A.E. (Egypt);
- Chairman of the board of directors of Amreyah Cimpor Cement Company, S.A.E. (Egypt);
- Chairman of the board of directors of Amreyah Dekheila Terminal Company, S.A.E. (Egypt);
- Chairman of the board of directors of Cement Services Company, S.A.E. (Egypt);
- Chairman of the board of directors of Cimpor Sacs Manufacture Company, S.A.E. (Egypt);
- Chairman of the Executive Committee of Corporación Noroeste, S.A. (Spain);
- Member of the board of directors of Cimpor Inversiones, S.A.U. (Spain);
- Member of the board of directors of Asment de Témara, S.A. (Morocco);
- Member of the board of directors of Asment du Centre, S.A. (Morocco) ;
- Member of the board of directors of CJO – Société Les Ciments de Jbel Oust, S.A. (Tunisia);
- Member of the board of directors of Natal Portland Cement Company (Pty) Limited (South Africa);
- Member of the board of directors of NPC – Cimpor (Pty) Limited (South Africa);
- Member of the board of directors of Cimpor Yibitas Çimento Sanayi ve Ticaret, A.S. (Turkey);
- Member of the board of directors of Yibitas Yozgat İşçi Birliği İnşaat Malzemeleri Ticaret ve Sanayi, A.S. (Turkey);
- Member of the board of directors of Shree Digvijay Cement Company Limited (India);
- Member of the board of directors of Sociedade de Investimento Cimpor Macau, S.A. (Macau).

#### In entities outside the Group:

- Member of the Board of CEMBUREAU – Associação Europeia do Cimento;
- Member of the Executive Board of ATIC – Associação Técnica da Indústria do Cimento.

#### Education:

- Degree in Chemical Engineering, Instituto Superior Técnico da Universidade Técnica, Lisbon.
- PADE (Senior Management Programme), 1990/91, AESE (School for Management and Business);
- Specialisation in Engineering and Industrial Management, Order of Engineers.

**Professional and Public Activities:**

- Member of the Board of Directors of various national and international Group companies;
- Member of the Consultative Council of the Luso Carbon Fund;
- Member of the Management Board of BSCD Portugal;
- Deputy-Chairman of the Liaison Committee of CEMBUREAU – European Cement Association (2004-06);
- Director of CIMPOR – Cimentos de Portugal, E.P. (1987-1990);
- Director of CIMPOR – Cimentos de Portugal, S.A. and of various CIMPOR Group subsidiaries (1990-1996);
- Director of IPE – Investimentos e Participações Empresariais, S.A. (1992-1994);
- Chairman of the Statutory Audit Committee of QUIMIGAL, E.P. (1986-1987);
- Head of Cabinet of the Secretary of State for Industry and Energy (X Constitutional Government) (1985-1987);
- Head of Division at the Directorate-General of Industry (1983-1985);
- Advisor in the Cabinet of the Secretary of State for Manufacturing Industry (1981-1982);
- Senior Manager in the Nuclear Energy Council/Nuclear Physics and Engineering Laboratory (1971-1977) and in the Sines Area Office (1978-1981);
- Internship at Siderurgia Nacional, S.A.R.L. (1971).

**Membership of Scientific and Professional Institutions:**

- Member of the Order of Engineers.

## Pedro Rebelo de Sousa

### Date of birth:

29 de Abril de 1955

### Positions held:

- 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.

### Former Positions held:

#### *Corporate positions:*

- Partner of Simmons & Simmons, from 2001 to 2009 and Member of the Board and PAC of Simmons & Simmons, from 2004 to 2009;
- Partner of Simmons & Simmons Rebelo de Sousa – Sociedade de Advogados (formerly Grupo Legal Português), from 1993 to 2001;
- non-executive member of corporate bodies of various companies (including PT Internacional, GALP, Alcatel Portugal, Novabase, Banif, S.A., Banif Investimento, S.A., Refrigor SGPS, A. Santo, SGPS, Banco CGB Brasil, BPN S.A.) since 1992;
- Chairman/CEO of the Board of Directors (responsible for the reprivatisation) of Banco Fonecas & Burnay, S.A., from 1990 to 1992;
- Vice-President of the International Financial Markets Division of Citibank N.A., New York, USA, from 1988 to 1990;
- Vice-President of the Loan Syndication and Restructuring Department of Citicorp Investment Bank, New York, USA, from 1985 to 1988;
- In-house Lawyer of Citibank N.A., in Brazil – Head of International Contracts Division and Deputy General Counsel, from 1977 to 1985.
- Cargos Académicos:
- Professor associado convidado de várias universidades brasileiras e portuguesas (Licenciatura e Mestrado) na cadeira de Instituições e Mercados Financeiros / Moeda e Crédito, Direito Internacional Privado e Gestão Estratégica.

### Academic Qualifications:

- Masters of Business Administration, Getúlio Vargas Foundation – School of Business Administration, São Paulo, Brazil;
- 
- Specialisation (Postgraduate Diploma) in Commercial and Business Law, Universidade Pontifícia Católica, Brazil;
- Graduate Degree in Law, University of Lisbon.

### Other Qualifications / Distinctions:

- Comendador of the Order of the Cruzeiro do Sul, Brazil.

## António Soares Pinto Barbosa

### Academic Qualifications:

- Graduate Degree in Finance, Universidade Técnica de Lisboa, 1966.
- Ph.D in Economics, Virginia Polytechnic Institute and State University (Center For Study of Public Choice), 1978.
- Habilitatus, Faculdade de Economia, Universidade Nova de Lisboa, 1984.
- Associate Doctor, Faculdade de Economia, Universidade Nova de Lisboa, 1986.
- Professor, Faculdade de Economia, Universidade Nova de Lisboa, 1986.

### Scientific diplomas:

- *Sócio correspondente da Classe de Letras da Academia de Ciências de Lisboa* (1995).
- Doctoral Dissertation Award, Alpha, Kappa, Psi Foundation, 1979.

### Books:

- *Economia Pública*, McGraw Hill, 1997.
- *O Impacto do Euro na Economia Portuguesa*, coordinator and co-author, Publicações Dom Quixote, 1999.
- *Macroeconomia*, Fundação Calouste Gulbenkian, 2012.

### Former positions:

- Member of the board of directors of Impresa SGPS, SA.
- Member of the Audit Committee of Impresa SGPS, SA.
- Chairman Working Group for the elaboration of the Articles of Association of the Portuguese *Conselho Finanças Públicas*
- Member of the Advisory Committee of Banif
- Member of the board the Audit Board of Fundação Champalimaud

## **Manuel Luís Barata de Faria Blanc**

### **Personal details:**

- Date of birth: 24/02/1955
- Place of birth: Lisbon, Portugal
- Nationality: Portuguese

### **Positions held:**

#### **In other companies of the Cimpor Group:**

- Member of the board of directors of CIMPOR – Cimentos de Portugal, SGPS, S.A.

#### **In entities outside Cimpor Group:**

- 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

### **Education:**

- Degree in Business Administration and Management, Universidade Católica Portuguesa;
- Faculty of Human Sciences (now Faculty of Economic and Business Sciences), Universidade Católica Portuguesa:
  - Teaching Assistant in Economic and Social History, Statistics I and II and Operational Research (1974-1977);
  - Assistant Lecturer in Statistics I and II (1977-1984);
  - Assistant Lecturer in Accountancy I and II (1985-1990).

### **Professional and Public Activities:**

- Member of the Executive Committee of CIMPOR – Cimentos de Portugal, SGPS, S.A. and member of the Board of Directors of several CIMPOR Group companies in Portugal and abroad (2001-2010)
- At Banco Comercial Português (BCP) Group:
  - Managing Director (1997-2001);
  - Director of Assets and Liabilities Management (2000- 2001);
  - Director of Planning and Management Control (1995-2000);
  - Coordinating Director of the Private Banking Network (1994-1995);
  - Director of AF Investimentos-Sociedade Gestora de Participações Sociais, SA (1992-1994);
  - Director of CISF-Companhia de Investimentos e Serviços Financeiros, SA (1992-1993);
  - Chairman of the Board of Directors of CISF Risco-Companhia de Capital de Risco, SA and Director of CISF Imobiliária-Companhia de Investimentos e Gestão de Imóveis, SA (1991-1994);
  - Director of Interfinança-Sociedade Gestora de Patrimónios, SA, (1988-1990), Interfundos-Sociedade Gestora de Fundos de Investimento Mobiliários, SA (1990) and Imofundos-Sociedade Gestora de Fundos de Investimento Imobiliários, SA (1990);
- Co-Founder and Manager-Partner of Interfinança-Sociedade de Serviços Financeiros, Lda (1987-1988);
- Co-Founder and Manager-Partner of E.S.G.-Empresa de Serviços de Gestão, Lda. (1985-1990), where he also served (until 1987) as Business Consultant;
- Financial Director and Advisor to the Board of Torralta-Club Internacional de Férias, SA (1980-1985)



- Business Consultant at Codindústria-Cooperativa de Técnicos de Desenvolvimento Económico e Industrial, SCARL (1977-1979).

## Luis Miguel da Silveira Ribeiro Vaz

### Personal details:

- Date of birth: 04/08/1965
- Place of birth: Zimbabwe
- Nationality: Portuguese

### Positions held:

#### In Cimpor Group companies:

- Member of the Board of Directors and of the Executive Committee;
- Chairman of the board of directors of Asment du Centre, S.A. – Morocco;
- Chairman of the board of directors of Asment de Témara, S.A. – Morocco;
- Chairman of the board of directors of Société Les Ciments de Jbel Oust – Tunisia;
- Chairman of the board of directors of Cimpor Yibitas Çimento Sanayi ve Ticaret A.S. – Turkey;
- Chairman of the board of directors of Yibitas Yozgat Isci Birliđi Insaat Malzemeleri Ticaret ve Sanayi A.S. – Turkey;
- Chairman of the board of directors of Cimpor Yibitas Nakliyecilik Ticaret ve Sanayi A.S. – Turkey;
- Chairman of the board of directors of Natal Portland Cement Company (PTY) Ltd. – South Africa;
- Chairman of the board of directors of NPC – Cimpor (PTY) Ltd. – South Africa;
- Chairman of the board of directors of CECIME – Cimentos, S.A.;
- Chairman of the board of directors of CTA - Cement Trading Activities – Comércio Internacional, S.A.;
- Chairman of the board of directors of Cimpship – Transportes Marítimos, S.A.
- Chairman of the board of directors of IMOPAR – Imobiliária de Moçambique, S.A.;
- Member of the board of directors of Cimpor Portugal, SGPS, S.A.;
- Member of the board of directors of Cimpor Inversiones, S.A.;
- Member of the board of directors of Cimpor Trading, S.A.;
- Member of the board of directors of Cimpor – Serviços de Apoio à Gestão de Empresas, S.A.;
- Member of the board of directors of Amreyah Cimpor Cement Company, S.A.E. – Egypt;
- Member of the board of directors of Amreyah Cement Company, S.A.E. – Egypt;
- Member of the board of directors of Cimpor Sacs Manufacture Company (Cimpsac Company) S.A.E. – Egypt;
- Member of the board of directors of Corporación Noroeste, S.A. – Spain.

### Education:

- Degree in Economics (Universidade Nova, Lisbon);
- MBA (INSEAD – France).

### Professional and Public Activities:

- Member of the Executive Committee of TAP, S.A. and TAP, SGPS, S.A. (2006-2009);
- Non-Executive Director of SPdH-Serviços Portugueses de Handling, S.A. (2006-2009);
- Advisor to His Excellency the Under-Secretary of State for Public Works and Communications for the Portugal Telecom IPO (since May 2006);
- Director of ONI SGPS; Executive Deputy-Chairman of Comunitel (2000-2006);
- Member of the Group's Executive Board (1998-2000) and Director of Planning and Strategy at Jerónimo Martins (1998-2000);
- Partner at McKinsey & Company (1991-1998);
- Manager at Jerónimo Martins (1986-1990).

## CORPORATE BODIES AND POSITIONS HELD BY ITS MEMBERS IN OTHER COMPANIES

### BOARD OF THE GENERAL MEETING

<b>Chairman</b>	- <b>Luís Manuel de Faria Neiva dos Santos</b>
Vice-Chairman	- Rodrigo de Melo Neiva dos Santos
Company Secretary	- Jorge Manuel da Costa Félix Oom

### BOARD OF DIRECTORS

Chairman	- António José de Castro Guerra
Members	- José Manuel Baptista Fino
	- Albrecht Curt Reuter Domenech
	- João José Belard da Fonseca Lopes Raimundo
	- José Edison Barros Franco
	- Walter Schalka
	- Manuel Luís Barata de Faria Blanc
	- António Sarmiento Gomes Mota
	- José Manuel Trindade Neves Adelino
	- Paulo Henrique de Oliveira Santos
	- Francisco José Queiroz de Barros de Lacerda**
	- Luís Filipe Sequeira Martins**
	- António Carlos Custódio de Morais Varela**
	- Luís Miguel da Silveira Ribeiro Vaz**

\*\* *Executive Committee*

### SUPERVISORY BOARD

Chairman	- Ricardo José Minotti da Cruz Filipe
Members	- Luís Black Freire d'Andrade
	- J. Bastos, C. Sousa Góis & Associados, SROC, S.A., represented by Ana Maria Celestino Alberto dos Santos
Deputy Member	- João José Lopes da Silva

**STATUTORY AUDITOR**

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

**COMPANY SECRETARY**

Secretary - Jorge Manuel da Costa Félix Oom

Deputy Secretary - Francisco Maria da Costa de Sousa de Macedo Simão



### **BOARD OF THE GENERAL MEETING**

Positions held by the members of this corporate body in other companies are as follows:

#### **Luís Manuel de Faria Neiva dos Santos**

(Chairman of the General Meeting)

- Chairman of the Board of the General Meeting of Mota-Engil, SGPS, S.A.;
- Chairman of the Board of the General Meeting of Banco L. J. Carregosa, S.A.;
- Chairman of the Board of the General Meeting of Iberfibran - Poliestireno Extrudido, S.A..

#### **Rodrigo de Melo Neiva dos Santos**

(Vice-Chairman of the Board of the General Meeting)

- Secretary of the Board of the General Meeting of Mota-Engil, SGPS, S.A.

## **BOARD OF DIRECTORS**

Positions held by the members of this Corporate body in other companies are as follows:

### **António José de Castro Guerra**

(Chairman of the Board of Directors)

- Associação de Empresas Emitentes de Valores Cotados em Mercado: Member of the General Board, since 15 December 2010;
- Associação Portuguesa para a Qualidade: Chairman of the General Meeting, since 19 October 2010;
- Instituto Português de Corporate Governance: Member of the General Board, since 21 June 2010;
- Fundação Portugal África: Director since 1 June 2010;
- Fundação de Fundação de Serralves: Member of the Founders Board, since 1 June 2010;
- Advisor to Grupo MRG – Engenharia e Construção, S.A.- since April 2010;
- Manager of Caixa Geral de Depósitos, S.A.- since March 2010.

### **José Manuel Baptista Fino**

(Member of the Board of Directors)

- Chairman of the Board of Directors of Ramada Energias Renováveis, S.A.;
- Chairman of the Board of Directors of Ramada Holdings, SGPS, S.A.;
- Chairman of the Board of Directors of Dignatis – Investimentos Imobiliários, S.A.;
- Chairman of the Board of Directors of Ethnica – SGPS, S.A.;
- Chairman of the Board of Directors of Area Infinitas – Design de Interiores, S.A.;
- Member of the Board of Directors of Grupo Soares da Costa, SGPS, S.A.;
- Member of the Board of Directors of Investifino – Investimento e Participações, SGPS, S.A.;
- Member of the Board of Directors of Manuel Fino, SGPS, S.A.;
- Member of the Board of Directors of Specialty Minerals Portugal – Especialidades Minerais, S.A.;
- Manager of Dorfino – Imobiliária, Lda..

### **Albrecht Curt Reuter Domenech**

(Member of the Board of Directors)

- Vice-Chairman of the Board of Directors of Camargo Corrêa Engenharia e Construção, S.A.;
- Vice-Chairman of the Board of Directors of Camargo Corrêa Cimentos, S.A.;
- Vice-Chairman of the Board of Directors of Camargo Corrêa Desenvolvimento Imobiliário, S.A.;
- Member of the Board of Directors of Loma Negra CIASA;
- Member of the Board of Directors of TAVEX (Textile industry).

### **João José Belard da Fonseca Lopes Raimundo**

(Member of the Board of Directors)

- Chairman of the Board of Directors of BCP Holdings (USA) Inc.;

- General Manager of Millenniumbcp;
- Member of the Board of Directors of EDP Renováveis, S.A..

**José Édison Barros Franco**

(Member of the Board of Directors)

- Chairman of the Board of Directors of InterCement Brasil S.A.;
- Chairman of the Board of Directors of Loma Negra CIASA;
- Chairman of the Board of Directors of InterCement Portugal, SGPS, S.A;
- Chairman of the Board of Directors of InterCement Participações S.A.
- Member of the Executive Committee of the Camargo Corrêa Group
- Manager of Camargo Corrêa Escom Cement B.V.
- Manager of Camargo Corrêa Cimentos Luxembourg, S.à.R.L.
- Member of the Boards of Instituto Camargo Corrêa and Fundação Loma Negra (Brazil and Argentina) operating in the Social Investment field.

**Walter Schalka**

(Member of the Board of Directors)

- CEO of Votorantim Cimentos, S.A.

**Paulo Henrique de Oliveira Santos**

(Member of the Board of Directors)

- Member of the Board of Directors of Tivit - Terceirização de Processos, Serviços e Tecnologia, S.A.
- Chairman of the Board of Directors of Anfreixo, S.A.
- Managing Director of Votorantim Novos Negócios, Lda.;
- Corporate Manager of Business Development of Votorantim Industrial, S.A.;

**Manuel Luís Barata de Faria Blanc**

(Member of the Board of Directors)

- Head of the Board of Ponto de Apoio à Vida - Associação de Solidariedade Social;
- Chairman of the General Meeting of Patronato de Cristo-Rei.

**António Sarmiento Gomes Mota**

(Member of the Board of Directors)

- Professor at ISCTE;
- Chairman of ISCTE Business School;
- Managing Director of INDEG/ISCTE;
- Chairman of the General Board of the Mutual Counter-Guarantee Fund;

- Member of the General and Supervisory Board of EDP – Energias de Portugal, S.A.;
- Member of the Management Board of Instituto Português de Corporate Governance

**José Manuel Trindade Neves Adelino**

(Member of the Board of Directors)

- Member of the Board of Directors and Audit Committee of Sonae, SGPS, S.A.;
- Member of the Audit Board of BPI – Banco Português de Investimento
- Professor of Finance, Faculty of Economics, Universidade Nova de Lisboa;
- Guest Professor, Bentley College, USA;
- Member of the Investment Committee of Portuguese Venture Capital Initiative – Fundo Europeu de Investimentos;
- Member of the Consultative Working Group da CSER – Corporate Finance Standing Committee;
- Independent consultant to various private companies and public entities.

**Francisco José Queiroz de Barros de Lacerda**

(Member of the Board of Directors)

- Chairman of the Board of Directors of CIMPOR Inversiones, S.A. (Spain);
- Chairman of the Board of Directors of Sociedade de Investimento Cimpor Macau, S.A. (Macau);
- Member of the WBCSD (World Business Council for Sustainable Development);
- Member of the Management of BCSD Portugal;
- Member of the Board of Directors of EDP Renováveis, S.A.;
- Manager of Deal Winds – Soc. Unipessoal Lda;
- Member of the remuneration Committee of Portugal Telecom, S.A.;
- Member of the Advisory Committee of the Master in Finance of Universidade Católica Portuguesa;
- Member of the Advisory Committee of Nova School of Business & Economics;
- Member of the General Board of Clube Naval de Cascais;
- Chairman of the Audit Board of Dragopor, Associação da Classe Internacional Dragão de Portugal.

**Luís Filipe Sequeira Martins**

(Member of the Board of Directors)

- Chairman of the Board of Directors of Cimpor Portugal, SGPS, S.A. (Portugal);
- Chairman of the Board of Directors of Cimpor – Indústria de Cimentos, S.A. (Portugal);
- Chairman of the Board of Directors of Cimpor Tec – Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A. (Portugal);
- Chairman of the Board of Directors of Amreyah Cement Company, S.A.E. (Egypt);
- Chairman of the Board of Directors of Amreyah Cimpor Cement Company, S.A.E. (Egypt);
- Chairman of the Board of Directors of Amreyah Dekheila Terminal Company, S.A.E. (Egypt);
- Chairman of the Board of Directors of Cement Services Company, S.A.E. (Egypt);



- Chairman of the Board of Directors of Cimpor Sacs Manufacture Company, S.A.E. (Egypt);
- Chairman of the Board of Directors of Cimpor Trading, S.A.(Spain);
- Chairman of the Board of Directors of Cimpor Eco, S.L. (Spain);
- Chairman of the Executive Committee of Corporación Noroeste, S.A. (Spain);
- Member of the Board of Directors of Cimpor - Serviços de Apoio à Gestão de Empresas, S.A. (Portugal);
- Member of the Board of Directors of Cimpor Inversiones, S.A.U. (Spain);
- Member of the Board of Directors of Asment de Temara, S.A. (Morocco);
- Member of the Board of Directors of Asment du Centre, S.A. (Morocco);
- Member of the Board of Directors of CJO – Société Les Ciments de Jbel Oust, S.A. (Tunisia);
- Member of the Board of Directors of Natal Portland Cement Company (Pty) Limited (South Africa);
- Member of the Board of Directors of NPC – Cimpor (Pty) Limited (South Africa);
- Member of the Board of Directors of Cimentos de Moçambique, S.A. (Mozambique);
- Member of the Board of Directors of Cimpor Yibitas Çimento Sanayi ve Ticaret, A.S. (Turkey);
- Member of the Board of Directors of Yibitas Yozgat İşçi Birliği İnşaat Malzemeleri Ticaret ve Sanayi, A.S. (Turkey);
- Member of the Board of Directors of Shree Digvijay Cement Company Limited (India);
- Member of the Board of Directors of Sociedade de Investimento Cimpor Macau, S.A. (Macau);
- Manager of Kandmad, SGPS, Lda. (Portugal).
- Membro do Board da CEMBUREAU – European Cement Association;
- Chairman of ATIC – Associação Técnica da Indústria do Cimento.

#### **António Carlos Custódio de Moraes Varela**

(Member of the Board of Directors)

- Chairman of the Board of Directors of Cimpor – Serviços de Apoio à Gestão de Empresas, S.A. (Portugal);
- Chairman of the Board of Directors of Cimpor Reinsurance, S.A. (Luxembourg);
- Chairman of the Board of Directors of Cimpor Egypt for Cement Company – S.A.E. (Egypt);
- Member of the Board of Directors of Cimpor Inversiones, S.A. (Spain);
- Member of the Board of Directors of Asment de Temara, S.A. (Morocco);
- Member of the Board of Directors of Cimpor Yibitas Çimento Sanayi Ve Ticaret A.S. (Turkey);
- Member of the Board of Directors of Shree Digvijay Cement CO. LTD (India)
- Member of the Board of Directors of C+PA – Cimento e Produtos Associados, S.A. (subsidiary of Cimpor).

#### **Luís Miguel da Silveira Ribeiro Vaz**

(Member of the Board of Directors)

- Chairman of the Board of Directors of Asment du Centre, S.A. (Morocco);
- Chairman of the Board of Directors of Asment de Temara, S.A. (Morocco);
- Chairman of the Board of Directors of Société Les Ciments de Jbel Oust (Tunisia);
- Chairman of the Board of Directors of Cimpor Yibitas Çimento Sanayi ve Ticaret A.S. (Turkey);
- Chairman of the Board of Directors of Yibitas Yozgat İsci Birliği İnşaat Malzemeleri Ticaret ve Sanayi A.S. (Turkey);
- Chairman of the Board of Directors of Cimpor Yibitas Nakliyecilik Ticaret ve Sanayi A.S. (Turkey);

- Chairman of the Board of Directors of Natal Portland Cement Company (PTY) Ltd. (South Africa);
- Chairman of the Board of Directors of NPC – Cimpor (PTY) Ltd. (South Africa);
- Chairman of the Board of Directors of CECIME – Cimentos, S.A. (Portugal);
- Chairman of the Board of Directors of Cimpship – Transportes Marítimos, S.A. (Portugal);
- Chairman of the Board of Directors of Cement Trading Activities – Comércio Internacional, S.A. (Portugal);
- Chairman of the Board of Directors Cimentos de Moçambique, S.A.(Mozambique);
- Chairman of the Board of Directors of IMOPAR – Imobiliária de Moçambique, S.A. (Mozambique);
- Chairman of the Board of Directors of Setefrete, SGPS, S.A. (Portugal);
- Member of the Board of Directors of Cimpor Portugal, SGPS, S.A. (Portugal);
- Member of the Board of Directors of Cimpor – Serviços de Apoio à Gestão de Empresas, S.A (Portugal);
- Member of the Board of Directors of Cimpor Inversiones, S.A. (Spain);
- Member of the Board of Directors of Corporación Noroeste, S.A. (Spain);
- Member of the Board of Directors of Cimpor Trading, S.A., Sociedade Unipessoal (Spain);
- Member of the Board of Directors of Cimpor Eco, S.L. (Spain);
- Member of the Board of Directors of Amreyah Cimpor Cement Company, S.A.E. (Egypt);
- Member of the Board of Directors of Amreyah Cement Company, S.A.E. (Egypt).

#### **SUPERVISORY BOARD**

Positions held by the members of this Corporate body in other companies are as follows:

##### **Ricardo José Minotti da Cruz Filipe**

(Chairman of the Supervisory Board)

Does not hold corporate positions in other companies.

##### **Luís Black Freire d’Andrade**

(Member of the Supervisory Board)

- Managing Partner of Plenty Adventure, Lda;
- Member of the Audit Board of Efacec Capital, SGPS, S.A.

##### **João José Lopes da Silva**

(Deputy Member of the Supervisory Board)

Does not hold corporate positions in other companies.

## SHARES AND VOTING RIGHTS

The registered capital of CIMPOR – Cimentos de Portugal, SGPS, S.A. is represented by 672,000,000 shares corresponding to an equal number of voting rights.

At this date, the Company holds 5,906,098 own shares and, as such, with suspended voting rights.