



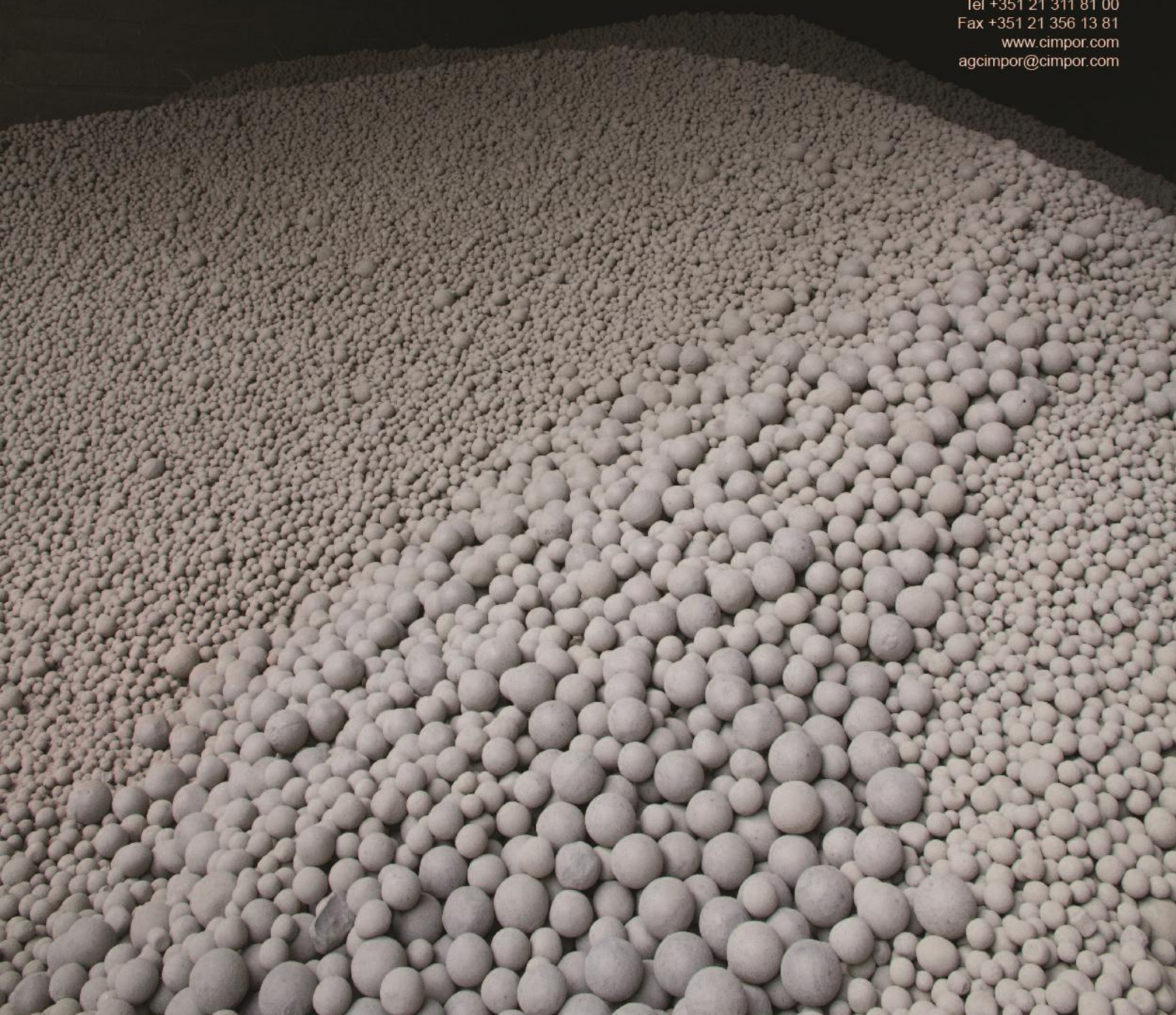
**PREPARATORY INFORMATION
FOR THE GENERAL MEETING
MAY 23, 2013**

Translated from the original version in Portuguese

FUNDAÇÃO CHAMPALIMAUD
Avenida de Brasília, Lisbon

Cimpor – Cimentos de Portugal, SGPS, S.A.
Public Company
Share Capital: EUR 672 000 000
Tax and Lisbon Companies registration number: 500 722 900

Head Office:
Rua Alexandre Herculano, nº 35
1250 - 009 Lisboa Portugal
Tel +351 21 311 81 00
Fax +351 21 356 13 81
www.cimpor.com
agcimpor@cimpor.com



General Meeting of May 23, 2013

Index

Notice of Meeting	1
Forms	8
Proposal for item 1. (Approval of accounts)	13
Proposal for item 2. (Allocation of profits)	14
Proposal for item 3. (Appraisal of the management and supervision)	15
Proposal for item 4. (Declaration on the remuneration policy)	16
Proposal for item 5. (Co-option of new Directors)	19
Proposals for item 6. (GM Board and Statutory Auditor mandate renewal).....	22
Proposals for item 7. (Own shares).....	26
Corporate Bodies	29
Shares and Voting Rights.....	38





ANNUAL GENERAL MEETING - 2013

NOTICE OF MEETING

In accordance with the Law and the Articles of Association, I hereby convene the Shareholders of Cimpor – Cimentos de Portugal, SGPS, S.A., a Listed Company, with the tax identification and registration number at the Commercial Registry Office of Lisbon 500 722 900, with registered office in Portugal, at Rua Alexandre Herculano, 35, 1250-009 Lisbon, with the registered capital of EUR.672,000,000.00 (the “Company”), to attend the General Meeting, to take place at the Auditorium of Fundação Champalimaud, in Lisbon, the entrance of the same being located at Avenida Brasília, given that the premises at the registered office do not provide suitable conditions for such meeting. The Meeting shall be held on **May 23, 2013, at 17:00 (GMT)**, with the following Agenda:

- ITEM ONE:** Resolve on the accounts’ reporting documents, notably the management report, the corporate governance report and the financial statements, and other corporate, supervisory and audit information documents regarding the financial year of 2012;
- ITEM TWO:** Resolve on the proposal for the allocation of profits;
- ITEM THREE:** Resolve on the general appraisal of the management and supervision of the Company;
- ITEM FOUR:** Resolve on the declaration on the remuneration policy of the members of the management and supervisory bodies of the Company;



ITEM FIVE: Resolve on the ratification of the co-optation by the Board of Directors of Luiz Roberto Ortiz Nascimento and André Pires de Oliveira Dias as members of the Board of Directors for the current term-of-office;

ITEM SIX: Resolve on the General Meeting Board and Statutory Auditor mandate renewal until the end of the current term in office of the other governing bodies (2012 - 2014);

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

I – Participation in the General Meeting

1. The participation and the exercise of the voting rights at the General Meeting depend upon the Shareholders having at least one share registered in their name at **00:00 (GMT) of May 16, 2013 (“Record Date”)**, corresponding to the fifth trading day prior to the date of the General Meeting.
2. Shareholders who wish to participate in the 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 (GMT) of May 15, 2013**, 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.
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, 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 General Meeting shall send to the Chairman of the Board of the General Meeting, **before 24:00 (GMT) of May 16, 2013**, 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.
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 General Meeting.
6. The Shareholders who have declared their intent to participate in the General Meeting and subsequently transfer the ownership of the shares during the period between the Record Date and the closure of the General Meeting shall immediately report such transfer to the Chairman of the Board of the General Meeting and to the Portuguese Securities Market Commission, and may, for such purpose, regarding the report to be sent to the Chairman of the Board of the General Meeting, use the email address agcimpor@cimpor.com.
 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 (GMT) of May 15, 2013**, 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 General Meeting if
 - (i) the declaration mentioned in the second paragraph of part I ("Participation in the General Meeting") has been received by the Chairman of the Board of the General Meeting before **24:00 (GMT) of May 15, 2013 and, in any case, before the Record Date**; and
 - (ii) the information mentioned in the fourth paragraph of part I ("Participation in the General Meeting") has been sent by the financial intermediary before **24:00 (GMT) of May 16, 2013**, in such a way as to be received by the Chairman of the Board of the General Meeting in a timely and adequate form in order for the expedite organization of the General Meeting.
 9. In case of joint ownership of shares, only the joint representative, or a representative of the same, may participate in the General Meeting.

II – Representation at the General Meeting

1. The Shareholders may be represented at the 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 **17:00 (GMT) of May 20, 2013**, corresponding to the third business day prior to the date of the General Meeting, and which shall mention the name and address of the representative and the date of the meeting. The information concerning the content and the

way of exercising the right of representation may be consulted and obtained on the website www.cimpor.com.

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; and
 - (b) be sent via e-mail to the address 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 **May 21, 2013**, 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 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 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, or submit a written request addressed to the Chairman of the Board of the General Meeting, which must be received until **May 15, 2013**.

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 General Meeting

During the 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 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:

- The Notice of the 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 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 the management body to the General Meeting, as well as the corresponding reports or justifications;
 - (d) The accounts' reporting documents regarding 2012.

The Company's accounts' reporting documents regarding the past financial year and the remaining preparatory information concerning the General Meeting will also be made available on the

Portuguese Securities Market Commission's ("CMVM") website www.cmvm.pt, from the date of the publication of the present Notice.

Lisbon, April 23, 2013

The Chairman of the Board of the General Meeting

Luís Manuel de Faria Neiva dos Santos
(Illegible signature)

Corporate Form for Declaration of Participation in the General Meeting ¹

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: ANNUAL GENERAL MEETING ON MAY 23, 2013Identification 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 Annual General Meeting to be held on **May 23, 2013**.

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 (GMT) of May 16, 2013**, the information on the number of shares registered in the Shareholder's name on the record date corresponding to **00:00 (GMT) of May 16, 2013**.

Yours faithfully,

_____, ____/____/____

(Signature)

¹ 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 (GMT) of May 15, 2013**. The email address agcimpopor@cimpopor.com may be used for such purpose. For any additional queries, the following telephone number (+351) 21 311 88 89 and the email address agcimpopor@cimpopor.com are available.

Form for Declaration of Participation in the General Meeting ²Dear Mr ³

SUBJECT: ANNUAL GENERAL MEETING ON MAY 23, 2013Identification 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 **May 23, 2013**.

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 (GMT) of May 16, 2013**, 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 (GMT) of May 16, 2013**.

Yours faithfully,

_____, ___/___/____

(Signature)

² 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 (GMT) of May 15, 2013**.

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

Draft for Representation in the General Meeting ⁴

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 Annual General Meeting of CIMPOR – Cimentos de Portugal, SGPS, S.A. to be held **on May 23, 2013**;
- (b) Resolve and vote at the said Annual General Meeting as deemed convenient.

For this purpose, the Shareholder informs he/she/it has requested that the financial intermediary _____, with whom the Shareholder has opened the individual securities account where the Shareholder's CIMPOR shares are registered, send the information regarding the number of shares registered in the Shareholders' name, with reference to the record date corresponding to **00h00 (GMT) of May 16, 2013**.

_____, ____/____/____⁷

_____⁸

⁴ 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 (GMT) of May 20, 2013**, and the following e-mail address may be used for this purpose: agcimpor@cimpor.com

⁵ Full name (individuals) or full company name (corporate bodies) in capital letters.

⁶ 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.

⁷ Location and date.

⁸ 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 are available.

Draft for Sending Votes by Correspondence ⁹

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: Annual General Meeting of May 23, 2013

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)**

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.

⁹ 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 **May 21, 2013**. For any additional clarification, the telephone number +351 21 311 88 89 and the email address agcimpor@cimpor.com are available.

Form for Voting Ballot

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

ANNUAL GENERAL MEETING OF MAY 23, 2013

— VOTING BALLOT —

ITEM NO.º (a) _____ OF THE AGENDA

PROPOSAL: (b) _____

	(c)
IN FAVOUR OF THE PROPOSAL.....	<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 (GMT) of May 21, 2013**

ITEM 1 ON THE AGENDA

(RESOLVE ON THE ACCOUNTS' REPORTING DOCUMENTS, NOTABLY THE MANAGEMENT REPORT, THE CORPORATE GOVERNANCE REPORT AND THE FINANCIAL STATEMENTS, AND OTHER CORPORATE, SUPERVISORY AND AUDIT INFORMATION DOCUMENTS REGARDING THE FINANCIAL YEAR OF 2012)

The following proposal was presented by the Board of Directors:

“The Board of Directors of Cimpor – Cimentos de Portugal, SGPS, S.A., hereby submits to the approval of the General Meeting, to be held on May 23, 2013, the accounts' reporting documents - notably the management report, the corporate governance report and the financial statements - and other corporate, supervisory and audit information documents regarding the financial year of 2012.

Lisbon, April 8, 2013

The Board of Directors
(Illegible signatures)”

ITEM 2 ON THE AGENDA
(RESOLVE ON THE PROPOSAL FOR THE ALLOCATION OF PROFITS)

The following proposal was presented by the Board of Directors:

“Whereas:

- a) As stated in the financial statements, despite the consolidated loss of EUR 423,733,582.51 for the financial year ended on 31 December 2012, the net profit on an individual basis was positive EUR 43,498,624.85;
- b) In accordance with law and the Articles of Association of Cimpor, a percentage of no less than 5% of the profit for the period is to be used to increase the legal reserve until it reaches the amount required by law (at least 20% of the share capital). Since the Company currently already meets this threshold, strengthening the legal reserve is not necessary.

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

- Award of bonuses to employees on the payroll of Cimpor - Cimentos de Portugal, SGPS, S.A. at the end of December 2012, in the maximum amount of EUR 400,000 (already considered in the financial statements).
- Payout of dividends to shareholders in the amount of EUR 10,874,656 corresponding to a gross dividend of 0.0162 euros per share, relative to the total number of shares issued.

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

- a) The unit amount of 0.0162 euros, which underpinned this proposal, is paid for each issued share;
- b) The unit amount corresponding to securities without equity rights is not paid, but transferred to retained earnings on the first day of the above-indicated payout period.
- Transfer of the remaining net profit for the financial year to Retained Earnings."

Lisbon, April 8, 2013

The Board of Directors
(Illegible signatures)"

ITEM 3 ON THE AGENDA

(RESOLVE ON THE GENERAL APPRAISAL OF THE MANAGEMENT AND SUPERVISION OF THE COMPANY)

The following proposal was received by the shareholder InterCement Austria Holding GmbH:

“Considering the performance and the dedication of the Board of Directors, as well as the Audit Committee supervisory duties contribution in the fiscal year of 2012, InterCement Austria Holding GmbH. proposes to the General Meeting the approval, under the terms and for the purposes of the article 455, number 2 of the Portuguese Commercial Code, of a vote of praise and renewed confidence in the Board of Directors and in the Audit Committee of the company, as well as in each of their members.

Vienna, April 23, 2013

Luiz Augusto Klecz
(Director)

(Illegible signature)

Claudio Borin Guedes Palaia
(Director)

(Illegible signature)”

ITEM 4 ON THE AGENDA
(RESOLVE ON THE DECLARATION ON THE REMUNERATION POLICY OF MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODIES OF THE COMPANY)

The following proposal was presented by Remuneration Committee:

**“Remuneration Committee Statement
2013**

Pursuant to Articles 2 and 3 of Law No. 28/2009 of 19 June, the Remuneration Committee presents the Statement on the Remuneration Policy of the Members of the Management and Supervisory Bodies to be submitted to the General Meeting of Cimpor.

This Statement takes into account, in addition to the above-indicated law, the Recommendations of the Securities Market Commission on the matter and the applicable rules of the Companies' Code, the Securities' Code, CMVM Regulation No. 1/2010, and the Articles of Association of Cimpor.

1. The year 2012

The current Remuneration Committee, comprising three members, was elected at the Extraordinary General Meeting of 16 July 2012, which approved the changes to corporate governance of Cimpor after the completion of the Takeover Bid whereby Cimpor came under the control of the Camargo Corrêa/InterCement Group. That Committee began work immediately after its appointment, developing ongoing work from that date until the end of 2012. It was the responsibility of the Remuneration Committee previously elected in 2009 to award the variable remuneration of the executive directors with reference to the Company's performance in 2011.

AWARD OF COMPENSATION TO DIRECTORS FOR THE EARLY TERMINATION OF THEIR TERM OF OFFICE

The Remuneration Committee approved, in the exercise of its powers, the award of compensation to the former members of statutory bodies for the early termination of their term of office under the changes to the corporate governance of Cimpor. The amounts of this compensation are disclosed in accordance with law in the Company's financial statements.

REMUNERATION POLICY

In the 2nd Session of the Annual General Meeting held on 6 July 2012, the Shareholders, in view of the above-stated changes in corporate governance, decided to refer the assessment of the remuneration policies for 2012 to the statutory bodies to be elected at the subsequent Extraordinary General Meeting.

The Remuneration Committee, in compliance with the mandate given by the General Meeting, focused on the remuneration policy and performance assessment system of the management and supervisory bodies of Cimpor in force, which is extensively described in Chapter III of the 2011 Annual Report of Cimpor. It decided to maintain the existing guidelines for remuneration policy, introducing some adjustments still in 2012 that are primarily directed at the following vectors:

- a) The new corporate governance model of Cimpor composed of a board of directors, and comprising an audit committee and statutory auditor;
- b) The new shareholder structure profile of Cimpor and respective integration of the company into the Camargo Corrêa/InterCement Group;
- c) Adjustment of the variable remuneration of the executive directors, given the termination in 2012 of the stock option plans;
- d) Adjustment of the value of remuneration (fixed and variable) of executive directors appointed in July 2012, according to their expatriate status (with remuneration paid by InterCement in Brazil, outside the consolidation perimeter of Cimpor);
- e) Elimination of the remuneration top-ups related to non-executive directors working on specialised committees of the Board of Directors, with the exception of members of the Audit Committee (which is a corporate body in the strictest sense in the new corporate governance model).

The adjustments referred to above resulted, in brief, in the keeping of the existing remuneration policy guidelines with an overall reduction in the value of remunerations of members of the management and supervisory bodies.

2. Guidelines for 2013

The work of the Remuneration Committee also focused on analysing the performance assessment model underlying the Variable Remuneration Table for Leaders adopted by the InterCement Group. By virtue of the combination of the two business groups (Cimpor and InterCement) arising from the acquisition of control of Cimpor by InterCement, that variable remuneration table and the corresponding performance assessment model should be extended in 2013 to the executive directors and senior management of Cimpor and respective business units corresponding to the countries where Cimpor previously operated individually. This will promote (horizontal and vertical) consistency of the assessment metrics of the Group resulting from the combination of the two companies.

The objectives pursued by applying to Cimpor the variable remuneration table of InterCement - particularly in relation to promoting a sense of belonging to a new and renewed company through shared global objectives, and favouring harmony between individual behaviour and the overall business objectives - ensure convergence with the growth objectives and long-term sustainability of the company, with the creation of wealth for shareholders and appropriate incentive to the performance of management governing the remuneration policy of Cimpor. Consequently, this variable remuneration system also ensures the continuity of compliance with the standards and recommendations regarding the remuneration policy adopted by Cimpor.

Given the recent amendment of the corporate governance model of Cimpor and current context of corporate and business integration of Cimpor and InterCement, the effects of which are likely to intensify in 2013, the Remuneration Committee recommends maintaining the remuneration policy in force in Cimpor, including the above adjustments introduced after the Extraordinary General Meeting of July 2012 as well as the implementation in 2013 of the above-described performance assessment model and variable remuneration table of InterCement.

April 8, 2013

Manuel Soares Pinto Barbosa

(Chairman)

Gueber Lopes

(Member)

Nélson Tambelini Júnior

(Member)

(Illegible signatures)”

ITEM 5 ON THE AGENDA

(RESOLVE ON THE RATIFICATION OF THE CO-OPTATION BY THE BOARD OF DIRECTORS OF LUIZ ROBERTO ORTIZ NASCIMENTO E ANDRÉ PIRES DE OLIVEIRA DIAS AS MEMBERS OF THE BOARD OF DIRECTORS FOR THE CURRENT TERM-OF-OFFICE)

The following proposal was received by the Board of Directors:

“Whereas:

- The Directors Erik Madsen and Walter Schalka have presented their resignation from office, on December 20, 2012;
- In presence of the above mentioned resignation, the Board of Directors resolved, on December 20, 2012, within the terms and for the purposes established on paragraph b) of number 3, of article 393 of the Portuguese Commercial Code, to replace those members by appointing, through co-optation, Luiz Roberto Ortiz Nascimento and André Pires de Oliveira Dias to members of the Board of Directors of Cimpor – Cimentos de Portugal, SGPS, S.A..

Within the terms and for the purposes established on article 393 of the Portuguese Commercial Code, the Board of Directors proposes to shareholders the ratification of the co-optation of Luiz Roberto Ortiz Nascimento and André Pires de Oliveira Dias by the Board of Directors to members of the Board of Directors up to the term of the current mandate, granting authorization, as set on numbers 3 and 4 of article 398 of the Portuguese Commercial Code, to exercise competing activity (on their own account or for third parties) to these new Board of Directors members, namely to hold office in competing company, in accordance with curricula presented to shareholders, while keeping the regime of access to confidential information approved on the 2010 Annual General Meeting.

Lisbon, April 8, 2013

The Board of Directors

(Illegible signatures)”

CURRICULA OF CO-OPTED DIRECTORS

Luiz Roberto Ortiz Nascimento

(Member of the Board of Directors)

Date of birth: 19 December 1950

Nationality: Brazilian

Date of 1st appointment: 21 December 2012

End of the term-of-office: 2014

Education:

1973 - Degree in Economy - Mackenzie University

Professional and Public experience:

- Director of Participações Morro Vermelho Ltda (1974);
- CEO of Construções e Comércio Camargo Corrêa, S.A. (1992);
- Founder and member of the WWF in Brazil - World Wildlife Foundation (since 1998);
- Founding member of the Camargo Corrêa Institute (created in December 2000);

Professional activities inside the group at 31 December 2012:

- Deputy-Chairman of the Board of Directors InterCement Brasil S.A.;
- Member of the Board of Directors Loma Negra C.I.A.S.A.;

Positions held in entities outside the Group at 31 December 2012:

- Member of the Board of Directors of Camargo Corrêa S.A.;
- Member of the Board of Camargo Corrêa Construções e Participações S.A.;
- Member of the Board of Construções e Comércio Camargo Corrêa S.A.;
- Member of the Board of Camargo Corrêa Investimentos em Infraestrutura S.A.;
- Member of the Board of InterCement Participações S.A.;
- Member of the Board of Camargo Corrêa Energia S.A.;
- Member of the Board of Camargo Corrêa Projetos de Engenharia S.A.;
- Deputy-Chairman of the Board of CV Serviços de Meio Ambiente S.A.;
- Deputy-Chairman of the Board of Arrossensal Agropecuária e Industrial S.A.;
- Member of the Board of Directors of Camargo Corrêa Desenvolvimento Imobiliário S.A.;
- Founder and member of the WWF in Brazil - World Wildlife Foundation (since 1998)
- Founding member of the Camargo Corrêa Institute (created in December 2000).

Does not hold any Cimpor shares.

André Pires Oliveira Dias

(Member of the Board of Directors)

Date of birth: 23 August 1981

Nationality: Brazilian

Date of 1st appointment: 21 December 2012

End of the term-of-office: 2014

Education:

2002 - 2005 - Business Administration / International Business, in American Intercontinental University, London, United Kingdom

Positions held in the last 5 years:

- Camargo Corrêa Desenvolvimento Imobiliário – Camargo Corrêa Real Estate Business Unit (2006 - 2008);
- Business Development Department – Manager (2008 - 2009);
- Business Development Department – Coordinator (2007 - 2008);
- Business Development Department – Analyst (2006 – 2007)

Professional and Public experience:

- Trainee Program of Camargo Corrêa S.A. – Holding Co. (February 2005-October 2006);
- Trainee at the Civil and Litigation Law Departments of Pires de Oliveira Dias Advogados LLP (January 2001-January 2002).

Positions held in entities inside the Group at 31 December 2012:

- Vice-President of the Board of Directors of InterCement Brasil S.A.

Professional activities outside the group at 31 December 2012:

- Vice-President of the Board of Directors of InterCement Participações, S.A.;
- Vice-President of the Board of Directors of CV Serviços de Meio Ambiente, S.A.;
- Member of the Board of Directors of Camargo Corrêa Desenvolvimento Imobiliário, S.A.;
- Strategy and Planning Department Manager of Camargo Corrêa S.A. – Holding Co. (since June 2009-until now).

Does not hold any Cimpor shares.

ITEM 6 ON THE AGENDA

(GENERAL MEETING BOARD AND STATUTORY AUDITOR MANDATE RENEWAL UNTIL THE END OF THE CURRENT TERM IN OFFICE OF THE OTHER GOVERNING BODIES (2012 - 2014))

General Meeting Board - the following proposal was presented by InterCement Austria Holding GmbH as shareholder.

“Considering that the mandate of the General Meeting Board of Cimpor – Cimentos de Portugal, S.A. completed on 31 December 2012, the shareholder InterCement Austria Holding GmbH proposes the reappointment of Luís Manuel de Faria Neiva dos Santos and Rodrigo de Melo Neiva dos Santos as Chairman and Vice-Chairman, respectively, of the General Meeting Board until the end of the current term in office of the other governing bodies (2012-2014).

Vienna, April 23, 2013.

Luiz Augusto Klecz

(Director)

(Illegible signature)

Claudio Borin Guedes Palaia

(Director)

(Illegible signature)

Statutory Auditor - the following proposal was presented by the Audit Committee.

“It is the responsibility of the Audit Committee, pursuant to Article 423(1)(m) of the Portuguese Companies’ Code, to propose the appointment of the Statutory Auditor of Cimpor - Cimentos de Portugal, SGPS, S.A. (“Cimpor” or “Company”) to the General Meeting.

The Audit Committee, in preparing this proposal, took into account the balance of interests indicated in the Securities Market Commission Recommendation III.1.3. since the body whose election is proposed will perform the duties of external auditor.

It is the opinion of the Audit Committee, on having assessed the various facets involved, that the current Statutory Auditor of Cimpor, Deloitte & Associados, SROC, S.A., which has been performing this role since 2001, should be maintained, since it considers that its continuation in office does not affect the independence and quality with which it has been performing its duties. On the contrary, its continuation ensures the supervision of the Company by that supervisory body with a level of knowledge and to a depth that has already been acquired.

Accordingly, the Audit Committee proposes to the Shareholders the reappointment as Statutory Auditor of Cimpor, until the end of the current term in office of the other governing bodies (2012 - 2014), of Deloitte & Associados, SROC, S.A., represented by Carlos Alberto Ferreira da Cruz (ROC No.: 1146).

Lisbon, April 8, 2013

José Manuel Neves Adelino
(Chairman)

António Soares Pinto Barbosa
(Member)

José Édison Barros Franco
(Member)

(illegible signatures)"

CURRICULA OF THE MEMBERS OF THE GENERAL MEETING BOARD TO BE REAPPOINTED

Luís Neiva Santos

(Chairman of the General Meeting Board)

Date of birth: 11 February 1942

Nationality: Portuguese

Education:

- 1968 - Law degree by Faculdade de Direito, Universidade de Coimbra;
- Complementary 6th year studying History-Legal Sciences in Faculdade de Direito, Universidade de Coimbra;
- 1969-1970 - I and II degree of the Course of Comparative Law, International School for Comparative Law (Strasbourg and Amsterdam).

Qualifications and Professional Positions

- Lawyer registered by District Council of Oporto of the *Ordem dos Advogados* since October 1970;
- Partner of *Miguel Veiga, Neiva Santos e Associados, Sociedade de Advogados* (Lawyer Society), with head office at Rua da Picaria, nº 75, 4050-478 Oporto, of which the following are lawyers and partners Miguel Veiga, Valdemar Pereira da Silva, Nuno Aguiar Branco, Adriano Encarnação, Elizabeth Fernandez, Nuno Arriscado Nunes, Rui Encarnação, Rita Cadillon, Rodrigo Neiva Santos, Gonçalo Aguiar Branco and David Sarmento Oliveira.
- Member of the Scientific Board of *Secção Portuguesa da Associação Internacional do Direito dos Seguros* (AIDA).
- Lawyer since 1971 of several insurance companies, namely *Fidelidade* and *Ocidental*.
- Chairman of the District Council of Oporto of the *Ordem dos Advogados* from (1987 -1989);
- Vice Chairman of the General Council of the *Ordem dos Advogados* (1993 - 1995);
- First Vice- Chairman of the High Council of the *Ordem dos Advogados* in (2002 - 2004).
- Visiting professor of Escola de Gestão do Porto (EGP) of Universidade do Porto between 1993 and 2004.
- Portuguese representative of the steering committee of the Human Rights of the Council of Europe, between 1977 and 1980.

Positions of responsibility

- 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..
- Former Vice-Chairman and Chairman of the Board of the General Meeting and Superior Council of Banco Comercial Português between 1987 and 2009.

Does not hold any Cimpor shares.

Rodrigo Neiva Santos

(Vice-Chairman of the General Meeting Board)

Date of birth: 19 May 1973

Nationality: Portuguese

Education:

- 1998 – Law degree by Faculdade de Direito, Universidade Católica do Porto;
- 2000 - LL.M. (Laws Master) in International Commercial Law by the University of Nottingham, England;

Qualifications and Professional Positions

- Lawyer registered by District Council of Oporto of the *Ordem dos Advogados* since 2001;
- Employee of *Miguel Veiga, Neiva Santos e Associados, Sociedade de Advogados* (Lawyer Society), with head office at Rua da Picaria, nº 75, 4050-478 Oporto, since September 2002.

Positions of responsibility

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

Does not hold any Cimpor shares.

ITEM 7 ON THE AGENDA
(RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN SHARES)

The following proposal was presented by the Board of Directors:

“Considering that:

- The legal rules and the provisions of the Articles of Association regarding the acquisition and disposal of own shares, notably the provisions of articles 317 to 320 of the Portuguese Companies Code and of article 5, no. 3 of the Articles of Association of CIMPOR – Cimentos de Portugal, SGPS, S.A. (“Company” or “Cimpor”);
- The Company’s convenience in being able to make use, under the general terms, the possibilities inherent to those types of transactions;
- That the same interest is also applicable to subsidiary companies, which may even be bound, notably under the terms of any of their own issuances of securities, to acquire or dispose of Company shares, which, without prejudice to the provisions of article 319, no. 3 of the Portuguese Companies Code, is also advisable to provide for.

The General Meeting held on May 23, 2013 resolves:

1. *To authorize the acquisition of own shares by the Company, or by any current or future subsidiary companies, including rights of acquisition or allocation of shares, subject to the decision of the management body of the acquiring company, under the following terms:*
 - a) ***Maximum number of shares to be acquired:*** *up to the limit corresponding to ten percent of the share capital, with deduction of the disposals executed in each moment, without prejudice to article 317, no. 3 of the Portuguese Companies Code;*
 - b) ***Period during which the acquisition may be performed:*** *eighteen months following the date of the present resolution;*
 - c) ***Forms of acquisition:*** *acquisition of shares, or rights to acquire or to the allocation of shares, in exchange for payment, by any means, in the stock exchange; acquisition from an entity that purchased shares from the company itself or on the stock exchange, with whom the Company entered into an agreement for the subsequent acquisition, within an*

equity swap agreement or other similar instruments; over the counter acquisition, subject to the principle of shareholder equality as provided for by law; or acquisition for, or as result of, compliance with an obligation arising from the law or contract, in particular the exchange of exchangeable securities issued by the Company or a subsidiary company, under the terms of the respective conditions of issuance or of the executed agreements in relation with such exchange;

- d) *Minimum and maximum consideration for the acquisitions:*** *the acquisition price shall fall within a range of fifteen percent below and above the lowest and average quotation, respectively, of the shares traded on Euronext Lisbon during the five stock market sessions immediately prior to the acquisition or the creation of the right to acquire or of allocation of shares, without prejudice to the acquisition price resulting from the terms of the issuance, by the Company or subsidiary company, of securities exchangeable with Company shares, or resulting from agreements, particularly those entered into with regard to those exchanges or also, in the event of acquisition by the Company of shares or acquisition rights previously acquired by employees and the management team within the framework of share purchase plans initiated by the Company, corresponding to the price of acquisition by the employees and the management team, in accordance with the terms and conditions applicable to those plans, regardless of the limits specified in this sub-paragraph;*
- e) *Time of acquisition:*** *to be determined by the management body of the acquiring company, taking into account the conditions of the securities market and the convenience or obligations of the acquirer, of the Company or of one of its subsidiaries, being executed once or more times in the proportions stipulated by the abovementioned body.*

- 2.** *Without prejudice to the resolutions passed regarding the items 6 and 7 on the Agenda¹⁰, to authorize the disposal of own shares by the Company, or any current or future subsidiary companies, subject to the decision of the management body of the selling company, and under the following terms:*

- a) *Minimum number of shares to be sold:*** *the number corresponding to the minimum lot that, at the moment of sale, is established for the trading of the Company shares in the stock exchange or the lower amount that is sufficient for the compliance with the undertaken obligation, arising namely from the law, an agreement or a resolution for the issuance of other securities;*

¹⁰ Current items 7 and 8 on the agenda.

- b) **Period during which the disposal may be performed:** *eighteen months following the date of the present resolution;*
- c) **Forms of disposal:** *disposal for consideration through any means, particularly through a sale or exchange, to be performed in the stock exchange or over the counter, to certain entities appointed by the management body of the selling company, subject to the principle of shareholder equality as provided for by law, or transfer of shares without consideration when such transfer is resolved within a proposal to allocate profits or to distribute reserves in kind, without prejudice to, in case the of a transfer in compliance with an obligation or arising from the issuance of other securities by the Company or a subsidiary company, or from agreements, particularly those related with said issuance, said transfer being performed in compliance with the respective terms and conditions;*
- d) **Minimum disposal price:** *the consideration shall not be lower in more than 15% of the average quotation of the shares sold through Euronext Lisbon during the five stock market sessions immediately prior to the disposal, or the consideration that has been established or resulting from the terms and conditions of issuance of other securities, notably exchangeable securities, or from the agreement entered into namely with regard to such issuance or exchange, when the disposal is arising there from;*
- e) **Time of disposal:** *to be determined by the management body of the selling company, in light of the commitments undertaken, and, whenever possible, taking into account the capital market conditions and the convenience or obligations of the seller, of the Company or of its subsidiary company, being executed once or more times in the proportions stipulated by the respective management body.*

Lisbon, April 8, 2013

The Board of Directors
(Illegible signatures)"

CORPORATE BODIES AND POSITIONS HELD BY ITS MEMBERS IN OTHER COMPANIES

GENERAL MEETING BOARD

Chairman	- Luís Manuel de Faria Neiva dos Santos
Vice-Chairman	- Rodrigo de Melo Neiva dos Santos
Company Secretary	- Ana Filipa Mendes de Magalhães Saraiva Mendes

BOARD OF DIRECTORS

Chairman	- Daniel Proença de Carvalho
Members	- Luiz Roberto Ortiz Nascimento
	- Albrecht Curt Reuter Domenech
	- José Édison Barros Franco (Audit Committee)
	- Ricardo Fonseca de Mendonça Lima (CEO)
	- Armando Sérgio Antunes da Silva (CFO)
	- André Gama Schaeffer (Executive Committee)
	- Daniel Antonio Biondo Bastos (Executive Committee)
	- André Pires Oliveira Dias
	- José Manuel Neves Adelino (Audit Committee)
	- Luís Filipe Sequeira Martins
	- Pedro Miguel Duarte Rebelo de Sousa
	- António Soares Pinto Barbosa (Audit Committee)
	- Manuel Luís Barata de Faria Blanc
	- Luís Miguel da Silveira Ribeiro Vaz

AUDIT COMMITTEE

Chairman	- José Manuel Neves Adelino
----------	-----------------------------

Members

- José Édison Barros Franco
- António Soares Pinto Barbosa

STATUTORY AUDITOR

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

COMPANY SECRETARY

Secretary - Ana Filipa Mendes de Magalhães Saraiva Mendes

Deputy Secretary - Francisco Saudade e Silva Lopes Sequeira



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 Board 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:

Daniel Proença de Carvalho

(Chairman of the Board of Directors)

- Lawyer . Chairman of Uría Menéndez - Proença de Carvalho.
- Chairman of the Board of Directors of ZON MULTIMÉDIA, SGPS, S.A.;
- Member of the remuneration committee of Banco Espírito Santo, S.A.;
- Chairman of the general meeting of BESI – Banco Espírito Santo de Investimento;
- Chairman of the general meeting of Galp Energia, 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 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.;
- Chairman of the general meeting of INTEROCEÂNICO – Capital, SGPS, S.A.;
- 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;
- 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.

Ricardo Fonseca de Mendonça Lima

(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 – Serviços de Apoio à Gestão de Empresas, 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 Cimpor Inversiones, S.A. (Spain);
- Chairman of the Board of Directors of Cimentos de Moçambique, S.A. (Mozambique);
- Chairman of the Board of Directors of NPC – Cimpor (PTY) Limited (South Africa);
- Chairman of the Board of Directors of Natal Portland Cement Company (Proprietary) Limited (South Africa);
- Chairman of the Board of Directors of Holdtotal S.A.;
- Manager of Kandmad - Sociedade Gestora de Participações Sociais, (Portugal);
- Member of the board of Fundação Loma Negra (Argentina);
- Member of the board of Cauê Finance Limited (Caiman Islands);
- Member of the board of Recycomb, S.A. (Argentina);
- Member of the board of Betel, S.A. (Argentina);
- Member of the board of Compañia Argentina Cemento Portland, S.A. (Argentina);
- Member of the board of Cofesur, S.A. (Argentina);
- Member of the board of Ferrosur Roca, S.A. (Argentina);
- Vice President of the board of Loma Negra CIASA. (Argentina);
- Advisor of Instituto Camargo Corrêa (Brazil);
- Advisor of Federação Interamericana de Fabricantes de Cimento – FICEM, in representation of Argentina (Argentina);
- Advisor of Câmara Portuguesa de Comércio – São Paulo (Brazil);
- Director of Canteras Del Riachuelo, S.A. (Uruguay).

Armando Sérgio Antunes da Silva

(Member of the Board of Directors)

- Chairman of the Board of Directors of Estabelecimentos Social do Norte, S.A. (Portugal);
- Chairman of the Board of Directors of Cimpor Reinsurance, S.A. (Luxemburg);
- 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 Trading, S.A. (Spain);
- Member of the Board of Directors of Cimpor Inversiones, S.A. (Spain).
- Management of Kandmad, Sociedade Gestora de Participações Sociais, Lda. (Portugal);
- Alternate member of the supervisory board of Yguazu Cimentos, S.A. (Paraguay);
- Member of the Board of Directors of Holdtotal, S.A. (Argentina);
- Director of InterCement Austria Equity Participation GmbH (Austria);
- Director of Cauê Austria Holding GmbH (Austria).

André Gama Schaeffer

(Member of the Board of Directors)

- Chairman of the Board of Directors of Cecisa - Comércio Internacional, S.A. (Portugal);
- Chairman of the Board of Directors of Setefrete - Sociedade de Tráfego e Cargas, S.A. (Portugal);
- Chairman of the Board of Directors of Agrepor Agregados – Extração de Inertes, S.A. (Portugal);
- Chairman of the Board of Directors of Betão Liz, S.A. (Portugal);
- Chairman of the Board of Directors of Fornecedora de Britas do Carregado, S.A. (Portugal);
- Chairman of the Board of Directors of Sanchez, S.A. (Portugal);
- Chairman of the Board of Directors of Sogral – Sociedade de Granitos, S.A. (Portugal);
- 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 of Cimpor Eco, S.L. (Spain);
- Chairman of the Board of Directors of Cimpor Trading, S.A. (Spain);
- Chairman of the Board of Directors of Amreyah Cimpor Cement Company, S.A.E (Egypt);
- Chairman of the Board of Directors of Amreyah Cement Company, S.A.E (Egypt);
- Chairman of the Board of Directors of Cimpor Egypt For Cement 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 Amreyah Dekheila Terminal Company, S.A.E (Egypt);
- Chairman of the Board of Directors of Cimpor Sacs Manufacture Company, S.A.E (Egypt).
- Member of the Board of Directors of Cimpor Inversiones, S.A. (Spain);
- Director of InterCement Austria Equity Participation GmbH (Austria);
- Director of Cauê Austria Holding GmbH (Austria);
- Member of the Management Board of WBCSD (World Business Council for Sustainable Development).

Daniel Antonio Biondo Bastos

(Member of the Board of Directors)

- Chairman of the Board of Directors of Sacopor – Sociedade de Embalagens e Sacos de Papel, S.A. (Portugal);
- Chairman of the Board of Directors of Transviária – Gestão de Transportes, S.A. (Portugal);
- Chairman of the Board of Directors of Ciarga – Argamassas Secas, S.A. (Portugal);
- Chairman of the Board of Directors of Cimpor Imobiliária, S.A. (Portugal);
- Chairman of the Board of Directors of Prediana – Sociedade de Pré- Esforçados, S.A. (Portugal);
- Chairman of the Board of Directors of Geofer - Produção e Comercialização de Bens e Equipamentos, S.A. (Portugal);
- Chairman of the Board of Directors of Imopar – Imobiliária de Moçambique, S.A. (Moçambique);
- Member of the Board of Directors of Cimpor Portugal, SGPS, S.A. (Portugal);
- Member of the Board of Directors of Cement Trading Activities – Comércio Internacional, S.A. (Portugal);
- Member of the Board of Directors of Cecime – Cimentos, 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 Tec – Engenharia e Serviços Técnicos de Apoio ao Grupo, S.A. (Portugal);
- Member of the Board of Directors of InterCement Portugal, SGPS, S.A. (Portugal);
- Member of the Board of Directors of Cimpor Inversiones, S.A. (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);
- Manager of Mekan - Manufatura de Elementos de Casas de Construção Normalizadas, Lda. (Portugal);
- Manager of Cimentaçor – Cimentos dos Açores, Lda. (Portugal);
- Member of the Board of Directors of Camargo Corrêa Escom Cement B.V. (Holand);
- Member of the Board of Directors of Palanca Cimentos, S.A. (Angola)

Luiz Roberto Ortiz Nascimento

(Member of the Board of Directors)

- Deputy-Chairman of the Board of Directors InterCement Brasil S.A.;
- Member of the Board of Loma Negra C.I.A.S.A.;
- Member of the Board of Directors of Camargo Corrêa S.A.;
- Member of the Board of Camargo Corrêa Construções e Participações S.A.;
- Member of the Board of Construções e Comércio Camargo Corrêa S.A.;
- Member of the Board of Camargo Corrêa Investimentos em Infraestrutura S.A.;
- Member of the Board of InterCement Participações S.A.;
- Member of the Board of Camargo Corrêa Energia S.A.;
- Member of the Board of Camargo Corrêa Projetos de Engenharia S.A.;
- Deputy-Chairman of the Board of CV Serviços de Meio Ambiente S.A.;
- Deputy-Chairman of the Board of Arrossensal Agropecuária e Industrial S.A.;
- Member of the Board of Directors Loma Negra C.I.A.S.A.;
- Member of the Board of Directors of Camargo Corrêa Desenvolvimento Imobiliário S.A.;
- Founder and member of the WWF in Brazil - World Wildlife Foundation (since 1998)
- Founding member of the Camargo Corrêa Institute (created in December 2000).

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 Loma Negra CIASA;
- Member of the Board of TAVEX (Indústria Têxtil).

José Édison Barros Franco

(Member of the Board of Directors)

- Chairman of the Board of Directors of InterCement Brazil S.A. (2004 – Present / Brazil);
- Chairman of the Board of Directors of Loma Negra CIASA (2005 – Present / Argentina);
- Chairman of the Board of Directors of InterCement Portugal, SGPS, S.A. (2010 – Present / Portugal);

- Chairman of the Board of Directors of InterCement Participações S.A. (2011 – Present / Brazil);
- Member of the Executive Committee of Camargo Corrêa Group (2007 – present day / Brazil);
- Member of the Board of Directors of Camargo Correa Cimentos Luxembourg S.a.R.L (2013 - Present day / Luxembourg);
- Member of the Boards of Instituto Camargo Corrêa and Fundação Loma Negra with expertise in Social Investment.

André Pires Oliveira Dias

(Member of the Board of Directors)

- Vice President of the Board of Directors of InterCement Brasil S.A.;
- Vice President of the Board of Directors of InterCement Participações, S.A.;
- Vice President of the Board of Directors of CV Serviços de Meio Ambiente, S.A.;
- Member of the Board of Directors of Camargo Corrêa Desenvolvimento Imobiliário, S.A.;
- Strategy and Planning Department Manager of Camargo Corrêa S.A. – Holding Co. (since June 2009-until now).

José Neves Adelino

(Member of the Board of Directors)

- Finance and investment director of Fundação Calouste Gulbenkian;
- Member of the Board of Directors and member of the Audit Committee of SONAE SGPS, S.A.;
- Member of the Audit Committee of BPI;
- University Professor of Finance, Faculty of Economics, Universidade Nova, Lisbon;
- Visiting Professor, Bentley College, USA;
- Member of the Investment Committee of Portuguese Venture Capital Initiative – European Investment Fund;
- Advisory Working Group Member of CSER's Corporate Finance Standing Committee;
- Extensive consultancy activity in private companies and public bodies.

Luís Filipe Sequeira Martins

(Member of the Board of Directors)

- Member of the Board of Directors of Cimpor Yibitas (Turkey);
- Member of the Board of Directors of Cimpor Macau.

Pedro Rebelo de Sousa

(Member of the Board of Directors)

- 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.

António Soares Pinto Barbosa

(Member of the Board of Directors)

- Member of the Board of Directors of Impresa SGPS, SA.;
- Member of the Audit Committee of Impresa SGPS, SA.;
- Member of the Advisory Committee of Banif;
- Member of the Audit Board of Fundação Champalimaud.

Manuel Luís Barata de Faria Blanc

(Member of the Board of Directors)

- 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;
- Chairman of the Board of the General Meeting of Recolhimento de Nossa Senhora da Lapa;
- Member of the Board of Directors of Azimuth Investments, SCR, S.A.;
- Member of the Board of Directors of Cimpor Yibitas Çimento Sanayi ve Ticaret, A.S. (Turquia).

Luís Miguel da Silveira Ribeiro Vaz

(Member of the Board of Directors)

Currently no positions held in other companies.

SUPERVISORY BOARD

Positions held by the members of this Corporate body in other companies are presented above as their members belong to the Board of Directors.

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.