

Oliveira de Frades, 29<sup>th</sup> April 2025

**MARTIFER – S.G.P.S., S.A.**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**CALL NOTICE**

In accordance with the law and the articles of association, and upon request of the Board of Directors, I hereby convene the shareholders of **MARTIFER SGPS, S.A.**, with its registered office at Zona Industrial de Oliveira de Frades, Apartado 17, Oliveira de Frades, registered at the Commercial Registry Office of Oliveira de Frades with the single registration and tax identification number 505 127 261 and with the share capital of 50.000.000 EUR (fifty million euros) to attend the General Meeting of Shareholders to be held at **3 p.m. (GMT+1h00) on 28<sup>th</sup> May 2025**, at the registered office of the company, with the following **AGENDA**:

1. To resolve on the management report, financial balance and individual and consolidated accounts as well as the remaining reporting documents of the Company for the year 2024, including the corporate governance report and other corporate information documents, together with the accounts legal certification documents and the report and opinion of the Audit Board;
2. To resolve upon the proposal of allocation of the 2024 year-end results;
3. To carry out the general appraisal of the management and supervision of the company;
4. Discuss and decide on the acquisition and disposal by the Company of own shares, as well as mandating the Board of Directors to execute the decisions taken under this point of the Agenda;
5. To resolve upon the Remuneration Policy;
6. In accordance with the provisions of Article 9, § 1, of the Articles of Association, to resolve on setting the number of members to comprise the Company's Board of Directors at thirteen for the remaining of the current term, corresponding to the three-year period 2024-2026;
7. Once the proposal set forth in the previous item has been approved, to resolve on the election, for the current term, corresponding to the three-year period 2024-2026, of two new members to the position of Directors of the Company;

8. To resolve upon, in accordance with the provisions of Article 9, item 11 and following, of the Company's Articles of Association, on setting the value of the guarantee to be provided by the members of the Board of Directors elected under the previous Item.

Attached hereto as an integral part of this Call Notice is the preparatory information for the Shareholders' General Meeting required under article 289º of the Portuguese Companies Code and Article 21º-J of the Portuguese Securities Code, including the information on the requirements and procedures to participate, be represented at and vote at the Shareholders' General Meeting, to add new items to the agenda and submit proposals.

The above mentioned preparatory information for the General Shareholders Meeting, as well as the reporting documents and the full text of the proposals to change the clauses of the company's articles of association, shall be available within the legal term on the Company's website at <https://www.martifer.pt/en/investors/corporate-governance/general-meetings>, as well as on the website of the Comissão do Mercado de Valores Mobiliários ([www.cmvm.pt](http://www.cmvm.pt)). Shareholders may also send an e-mail to [presidentedamesaag@martifer.com](mailto:presidentedamesaag@martifer.com) requesting this information.

## **PARTICIPATION AND VOTING PROCEDURES AT THE SHAREHOLDERS' GENERAL MEETING**

The participation of the Shareholders at the Shareholders' General Meeting and the exercise of voting rights shall be performed under the terms of the Company's Articles of Association and Article no. 23º-C of the Portuguese Securities Code.

The share capital is divided into 100,000,000 (one hundred million) shares, each with a par value of 0.50 EUR (fifty cents), corresponding to one vote for each share.

Pursuant to article 23º-C of the Portuguese Securities Code, the exercise of the voting rights is not subject to the blocking of shares and the shareholders who have the right to vote and to participate in the General Shareholders' Meeting are the ones that at **0 hours (GMT+1h00) of 21<sup>st</sup> May 2025**, the 5<sup>th</sup> trading day prior the Shareholders' General Meeting takes place ("**Record Date**") hold shares which grant them at least the right to one vote.

The exercise of the voting and participation rights at the Shareholders' General Meeting is not impaired by the transfer of the shares in a given moment after the Record Date, nor does it depend on their blockage between the Record Date and the date of the Shareholders' General Meeting.

The Shareholders who wish to participate in the Shareholders' General Meeting shall declare such intention in writing to the financial intermediary with which the account for the register of the individualized securities was opened, at the latest, **until 11:59 p.m. (GMT+1h00) of the day prior to the Record Date**, and the Shareholders may, for such purpose, use the form available at the Company's website (<https://www.martifer.pt/en/investors/corporate-governance/general-meetings>) as of the date in which the Notice to convene is disclosed.

The financial intermediaries which are informed of the intention by their clients to participate in the Shareholders' General Meeting must send the Chairman of the General Meeting **until 11:59 p.m. (GMT+1h00) of the Record Date**, the information concerning such intention of participation and the number of shares registered under the name of each of their clients shareholders of the Company whose intention to participate in the General Meeting has been notified with reference to the Record Date, and may for such purpose use the e-mail address [presidentedamesaag@martifer.com](mailto:presidentedamesaag@martifer.com).

Shareholders, who professionally hold shares in their own name but on behalf of clients, may vote differently with their own shares, provided that, apart from the declaration of participation and the sending of the information referred to above by the financial intermediary, they present to the Chairman of the General Meeting, **until 11:59 p.m. (GMT+1h00) of the Record Date**, resorting to sufficient and proportionate evidence of the following:

- a) Identification of each client and the number of shares to be voted on the latter's behalf; and
- b) The voting instructions, specified for every item on the Agenda, provided by each client.

The Shareholders which have declared the intention to participate in the Shareholders' General Meeting in the above referred terms and transfer the ownership over the shares between the Record Date and the end of the Shareholders' General Meeting shall immediately give notice to the Chairman of the General Meeting using the e-mail address [presidentedamesaag@martifer.com](mailto:presidentedamesaag@martifer.com) and to the Portuguese Securities Market Commission ("Comissão do Mercado de Valores Mobiliários", hereinafter referred as to CMVM).

Only the Shareholders with the abovementioned declaration, where the intention of participating in the Shareholders' General Meeting is declared, that has been received by the financial intermediary **until 11:59 p.m. (GMT+1h00) of the day prior to the Record Date** shall be allowed to participate and to vote at the Shareholders' General Meeting, provided that, as well, the information by the financial intermediary with which the aforementioned account for the register of the individualized securities was opened has been also received by the Chairman of the General Meeting **until 11:59 p.m. (GMT+1h00) of the Record Date**.

Instruments of voluntary representation of shareholders at General Meetings shall be submitted at the registered office, addressed to the Chairman of the General Meeting until **7:59 p.m. (GMT+1h00) 23<sup>rd</sup> May 2025**, and will specify the meeting to which they refer to and indicate the date, the time and the place where it will take place and the respective agenda, thus, granting a proxy unequivocally to the representative and identifying him/her adequately.

The voting will be conducted in the manner determined by the Chairman of the General Meeting.

Shareholders that are legal entities shall be represented by a person appointed for that purpose by the respective administration or management body.

If requested by any shareholder, the General Meeting may also be held by telematic means.

Shareholders who wish to do so may participate in the General Meeting by means of a videoconference, for which they must inform **until 11:59 p.m. (GMT) of the day prior to the Record Date** the Chairman of the General Meeting of their willing, using the following address: [presidentdamesaag@martifer.com](mailto:presidentdamesaag@martifer.com), and (i) include their email address for receiving communications regarding the General Meeting and (ii) in the case of shareholders who are individuals, attach a copy of their respective identification document.

Following this communication, the shareholder or shareholder's representative will receive, by e-mail, a link to access the Shareholders' General Meeting. The participation of the shareholder or shareholder's representative in the Shareholders' General Meeting by telematics means is allowed even if he/she has not exercised his/her vote by electronic means. If the Shareholder has vote already, votes cast by correspondence means may not be changed and no new votes may be cast during the session, since the company's articles of association do not foresee the electronic voting.

In accordance with the applicable law, the Company will record the contents of the communications and register the participants.

#### **PROCEDURES FOR THE EXERCISE OF THE RIGHT TO INCLUDE ITEMS IN THE AGENDA, THE RIGHT TO PRESENT PROPOSALS FOR RESOLUTIONS AND THE RIGHT TO OBTAIN INFORMATION ON MEETINGS**

Shareholder or Shareholders holding at least 2% (two percent) of the share capital may require the **inclusion of items in the agenda**. The referred requirement shall be presented in writing, to the Chairman of the General Meeting within five (5) days following the publication of the present Notice, with proof of ownership and shall be accompanied by a resolution proposal for each subject to which the

inclusion refers to, and such items and proposals will be disclosed to shareholders in the same way used for the disclosure of the notice of general meeting as soon as possible.

The Shareholder or Shareholders which fulfil the conditions referred in the previous paragraph may also request the **inclusion of resolution proposals relating to items referred to in the Notice or amended to the latter**. The requirement shall be addressed in writing to the Chairman of the General Meeting five (5) days following the publication of the present Notice together with proof of ownership and the information which must accompany the resolution proposal. Such resolution proposals will be disclosed to shareholders in the same way used for the disclosure of the notice of the general meeting as soon as possible.

Any Shareholder may, during the Meeting, request to be provided with truthful complete and thorough information which allows him/her to form a reasoned opinion on the matters subject to resolution (the duty to inform covers all the companies affiliated of the company).

The information requested shall be provided by the company's body to which the matter relates to, and may only be refused if its disclosure may cause serious losses to the Company, or to an affiliate company, or breach of the legal secrecy duty.

## **VOTE BY CORRESPONDENCE**

Shareholders may exercise their right to vote by postal.

Votes by correspondence shall only be deemed valid when **received** at the registered office of the Company, located in Zona Industrial de Oliveira de Frades, Apartado 17, 3680-170 Oliveira de Frades, until **2:59 p.m. (GMT+1h00) of 23<sup>rd</sup> May 2025**, by means of a registered letter with acknowledgment of receipt, addressed to the Chairman of the General Meeting, without prejudice to the fact that it is mandatory to prove within due time the shareholder capacity, in accordance with the below-mentioned terms.

Having in mind the need to ensure the confidentiality of the vote up to the time of voting, the statement of vote foreseen in the previous paragraph shall be enclosed in a closed envelope in which the expression "statement of vote" shall be written. The envelope containing the statement of vote shall be enclosed in another envelope and will be accompanied by a letter issued by the shareholder and addressed to the Chairman of the General Meeting, sent by registered post, expressing therein its unequivocal wish to vote by correspondence. The said letter and the statement of vote both shall be signed by the holder of the shares or by his/her legal representative and, should he/she be a natural person, it will have to have a

copy of the shareholder's identity card attached to it or, should it be a legal entity, it will have to have the evidence of the underwriter's powers to act. The signature(s) on the statement of vote of legal entities shall have to be certified (by notary, lawyer or solicitor) in accordance with the law and the underwriter's powers to act must be confirmed.

Statement of the vote will only be valid if they indicate expressly and unequivocally:

- a) the meeting and the item or items in the agenda to which it refers;
- b) the specific proposal at which it aims, indicating the petitioner or the petitioners;
- c) the precise and unconditional statement of the vote for each proposal, as well as if such vote will remain should the proposal is changed by its petitioner.

Notwithstanding the provision contained in paragraph b) above, a shareholder who sends a statement of the vote regarding a certain proposal is entitled to state that he/she votes against all further proposals regarding the same item in the agenda, with no further explanations.

Under the terms of the provision in article 17(8) of the Company's Articles of Association, votes by correspondence will be deemed as denial votes in relation to proposals presented after their issuance.

Shareholders who send their statement of vote by correspondence are deemed to abstain when voting proposals that are not the object of such statements.

Notwithstanding the provision contained in paragraph c) above, the shareholder's vote regarding a certain proposal may be conditional upon the approval or rejection of another proposal, within the scope of the same agenda.

The Chairman of the General Meeting or, should it be the case, his substitute, has to verify compliance of vote statements by correspondence; the votes contained in unaccepted statements shall be deemed not issued.

## **REPRESENTATION**

The Shareholders may be represented in the General Meeting by way of a written document, signed and addressed to the Chairman of the General Meeting, under the terms of article 380 of the Portuguese Companies Code. For that purpose, the Shareholders may use the forms available at [www.martifer.com](http://www.martifer.com).

The Shareholders (natural or legal persons) shall give notice of the identity of such person to the Chairman of the Shareholders' General Meeting, by letter or by e-mail received at the latest until 2:59 p.m. (GMT+1h00) 23<sup>rd</sup> May 2025.

The Shareholder may appoint different representatives in relation to own shares in different securities accounts.

## **PERSONAL DATA PROTECTION**

The personal data that shareholders, financial entities and shareholders' representatives make available to the Company in the exercise of participation, representation and shareholder voting rights at the General Meeting, will be treated by the Company in order to manage its relationship with shareholders within the scope of the general meeting, in order to comply with their legal obligations, being kept for the periods legally established in the Portuguese Companies Code and in the Portuguese Securities Code and for the duration of any dispute regarding the Shareholders' General Meeting, including the respective meeting's proceedings and approved resolutions.

Shareholders are further informed that, within the applicable legal framework, they can exercise their rights to ask the Company to access all of the personal data relating to them, as well as the amendment of any personal data, the limitation of personal data processing or the right to oppose personal data processing, using the email address [crgpd@martifer.com](mailto:crgpd@martifer.com).

## ADDITIONAL INFORMATION AND INFORMATION PRIOR TO THE GENERAL MEETING

### RELEVANT DATES

**GENERAL MEETING:** 28<sup>th</sup> May 2025

**RECORD DATE:** 21<sup>st</sup> May 2025

Until 20<sup>th</sup> May 2025 11:59 pm (GMT+1)

Until 21<sup>st</sup> May 2025 11:59 p.m. (GMT+1)

Until 23<sup>rd</sup> May 2025 2:59 p.m. (GMT+1)

Receipt of statements issued by shareholders intending to participate or to be represented at the General Meeting, addressed by email to the financial intermediaries

Receipt of statements issued by financial intermediaries and sent by email, indicating the number of shares registered in the name of each shareholder.

Receipt of votes by postal.

Receipt by email of statements of shareholders expressing their intention to participate in the General Meeting by videoconference.\*

Receipt by email of statements issued by the shareholders whom, in a professional capacity, hold the shares in their own name but on behalf of clients, and intend to vote differently with their shares.

Receipt by email of letters of representation.

\* Voting will always be carried out by postal.

On the date of the announcement of the notice, the documentation required under the terms of article 289, paragraph no. 1, of the Portuguese Companies Code and in article no. 21-J of the Portuguese Securities Code shall be made available at the company's registered office and at the Internet website at <https://www.martifer.pt/en/investors/corporate-governance/general-meetings> (PROCEDURES AND DOCUMENTATION), namely:

1. Representation Letter;
2. Declaration (to the financial institution);
3. Voting Ballot;
4. Accompany Letter (for the voting ballot);
5. Declaration – Professional Shareholders.

The accounting documents regarding the year of 2024 shall also be available in the Information Broadcasting System of *CMVM* within the legal timeframe.

The General Meeting may be held on the first convening date to the extent that the shareholders who are present or represented have shares corresponding to one-third of the company's share capital.



In the event of the General Meeting cannot be held on the abovementioned date, the date 13<sup>th</sup> June 2025, at the same time, at the same place, is hereby set for this General Meeting to occur, irrespectively of the represented share capital percentage.

The minutes of the General Meeting as well as the table with the summary of the voting results shall be made available at [www.martifer.com](http://www.martifer.com), in the General Meetings' link, 15 (fifteen) days after the meeting.

Chairman of the Shareholders' General Meeting

**MARIANA GUEDES DA COSTA**

[WWW.MARTIFER.COM](http://WWW.MARTIFER.COM)

This document in English is provided for informative purposes only. In the event of a discrepancy between the content of the English version and the original Portuguese version the latter shall prevail.