

COMUNICADO

Oliveira de Frades, 04 de outubro de 2024

MARTIFER INFORMA SOBRE NOTIFICAÇÃO DE PARTICIPAÇÃO QUALIFICADA

Nos termos e para os efeitos do disposto no artigo 17.º do Código dos Valores Mobiliários, informa-se ter recebido, no dia 4 de outubro de 2024, da sociedade Visabeira Indústria SGPS, S.A., a notificação de participação qualificada que se reproduz em anexo.

Martifer SGPS, S.A.

WWW.MARTIFER.COM



Este comunicado adota o Novo Acordo Ortográfico.



À Martifer – S.G.P.S., S.A

A/c Representante para as Relações com o Mercado

Zona industrial de Oliveira de Frades

Apartado-17

3684-001 Oliveira de Frades

Viseu, 4 de outubro de 2024

Assunto: Comunicação de aquisição de participação qualificada nos termos do artigo 16.º do CVM.

Ex.mos Senhores,

Nos termos e para efeitos do disposto no artigo 16º, n.º 1, do Código dos Valores Mobiliários (“CVM”), e no Regulamento n.º 5/2008, alterado pelo Regulamento n.º 7/2018 da Comissão do Mercado de Valores Mobiliários (“CMVM”), a Visabeira Indústria, S.G.P.S., S.A. com sede na Rua do Palácio do Gelo, nº 1, Palácio do Gelo Shopping, Piso 3, em Viseu, com o capital social de €50.000.000,00, matriculada na Conservatória do Registo Comercial de Viseu sob o número único de matrícula e de identificação de pessoa coletiva 505.234.793, informa que adquiriu 24.000.000 ações representativas de 24% do capital social e dos direitos de voto da Martifer – S.G.P.S., S.A., conforme melhor identificado no formulário de notificação de participações qualificadas que ora se anexa.

Com os melhores cumprimentos,



Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the competent authority)ⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:

Martifer – S.G.P.S., S.A. (PTMFR0AM0003)

2. Reason for the notification (please tick the appropriate box or boxes):

- ☒ An acquisition or disposal of voting rights
☐ An acquisition or disposal of financial instruments
☐ An event changing the breakdown of voting rights
☐ Other (please specify)ⁱⁱⁱ:

3. Details of person subject to the notification obligation^{iv}:

Name: Visabeira Indústria SGPS, S.A.	City and country of registered office (if applicable): Viseu - Portugal
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4. Full name of shareholder(s) (if different from 3.):^v

5. Date on which the threshold was crossed or reached^{vi}:

2 October 2024

6. Total positions of person(s) subject to the notification obligation:

	% of voting rights attached to shares (total of 7.A)	% of voting rights through financial instruments (total of 7.B.1 + 7.B.2)	Total of both in % (7.A + 7.B)	Total number of voting rights of issuer ^{vii}
Resulting situation on the date on which threshold was crossed or reached	24%	0%	24%	100,000,000
Position of previous notification (if applicable)	N.A.	N.A.	N.A.	

7. Notified details of the resulting situation on the date on which the threshold was crossed or reached^{viii}:

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights ^{ix}		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)
PTMFR0AM0003	24,000,000		24%	
SUBTOTAL A	24,000,000		24%	

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
SUBTOTAL B.1				

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xj}	Physical or cash settlement ^{xiii}	Number of voting rights	% of voting rights
SUBTOTAL B.2					

8. Information in relation to the person subject to the notification obligation (please tick the applicable box):

☐ **Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.**^{xiii}

☒ **Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity**^{xiv}:

Name ^{xv}	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
Fernando Campos Nunes	100% do capital social da NCFGEST, S.A.	0%	100% do capital social da NCFGEST, S.A.
NCFGEST S.A.	Através da sua subsidiária detida a 98,57%, a Grupo Visabeira, S.A., que por sua vez detém 100% dos votos da Visabeira Indústria, SGPS, S.A., detém 24% dos direitos de voto da Martifer – S.G.P.S., S.A.	0%	Através da sua subsidiária detida a 98,57%, a Grupo Visabeira, S.A., que por sua vez detém 100% dos votos da Visabeira Indústria, SGPS, S.A., detém 24% dos direitos de voto da Martifer – S.G.P.S., S.A.

9. In case of proxy voting: *[name of the proxy holder]* will cease to hold [% and *number*] voting rights as of *[date]* **N/A**

10. Additional information^{xvi}:

The qualifying holding hereby notified results from the execution, on 2 October 2024, of a promissory agreement for the purchase and sale of a total of 24,000,000 shares representing the share capital of Martifer – S.G.P.S., S.A. between, on the one hand, Visabeira Indústria SGPS, S.A., as promissory purchaser, and, on the other hand, I'M – S.G.P.S., S.A., Black and Blue Investimentos S.A., Carlos Manuel Marques Martins and Elisabete Maria de Almeida Jesus Farreca, as promissory sellers, subject to the verification of conditions precedents which are dependent upon third parties, at a base price per share of €1.60, accrued of an amount calculated based on the dividends relating to 2025.

Therefore, by virtue of the execution of the aforementioned agreement, 24% of the whole share capital corresponding to voting rights of Martifer – S.G.P.S., S.A. are attributable, under sub-paragraph e) of paragraph 1 of article 20 of the Portuguese Securities Code (approved by Decree-Law no. 486/99, of 13 November, as amended), to Visabeira Indústria SGPS, S.A.. Considering the number of own shares held by the company on the date hereof, those 24,000,000 shares correspond to 24.54% of the voting rights of Martifer – S.G.P.S., S.A. whose exercise is not suspended.

Done at Viseu on 4 October 2024.

Annex: Notification of major holdings (only to be filed with competent authority and not with the relevant issuer)

A: Identity of the person subject to the notification obligation

Full name (including legal form for legal entities)

Fernando Campos Nunes

Contact address (registered office for legal entities)

Rua do Palácio do Gelo, n. º1, Palácio do Gelo Shopping, 3º Piso, 3500-606 Viseu

E-Mail

fernandonunes@grupovisabeira.com

Phone number / Fax number

Other useful information (at least legal a contact person for legal persons)

N/A

B: Identity of the notifier, if applicable

Full name

Contact address

E-Mail

Phone number / Fax number

Other useful information (e.g. functional relationship with the person or legal entity subject to the notification obligation)

C: Additional information:

Notes

ⁱ Please note that national forms may vary due to specific national legislation (Article 3(1a) of Directive 2004/109/EC) as for instance the applicable thresholds or information regarding capital holdings.

ⁱⁱ Full name of the legal entity and further specification of the issuer or underlying issuer, provided it is reliable and accurate (e.g. address, LEI, domestic number identity).

ⁱⁱⁱ Other reason for the notification could be voluntary notifications, changes of attribution of the nature of the holding (e.g. expiring of financial instruments) or acting in concert.

^{iv} This should be the full name of (a) the shareholder; (b) the natural person or legal entity acquiring, disposing of or exercising voting rights in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC; or (c) the holder of financial instruments referred to in Article 13(1) of Directive 2004/109/EC.

As the disclosure of cases of acting in concert may vary due to the specific circumstances (e.g. same or different total positions of the parties, entering or exiting of acting in concert by a single party) the standard form does not provide for a specific method how to notify cases of acting in concert.

In relation to the transactions referred to in points (b) to (h) of Article 10 of Directive 2004/109/EC, the following list is provided as indication of the persons who should be mentioned:

- in the circumstances foreseen in letter (b) of Article 10 of that Directive, the natural person or legal entity that acquires the voting rights and is entitled to exercise them under the agreement and the natural person or legal entity who is transferring temporarily for consideration the voting rights;

- in the circumstances foreseen in letter (c) of Article 10 of that Directive, the natural person or legal entity holding the collateral, provided the person or entity controls the voting rights and declares its intention of exercising them, and natural person or legal entity lodging the collateral under these conditions;

- in the circumstances foreseen in letter (d) of Article 10 of that Directive, the natural person or legal entity who has a life interest in shares if that person or entity is entitled to exercise the voting rights attached to the shares and the natural person or legal entity who is disposing of the voting rights when the life interest is created;

- in the circumstances foreseen in letter (e) of Article 10 of that Directive, the controlling natural person or legal entity and, provided it has a notification duty at an individual level under Article 9, under letters (a) to (d) of Article 10 of that Directive or under a combination of any of those situations, the controlled undertaking;

- in the circumstances foreseen in letter (f) of Article 10 of that Directive, the deposit taker of the shares, if he can exercise the voting rights attached to the shares deposited with him at his discretion, and the depositor of the shares allowing the deposit taker to exercise the voting rights at his discretion;

- in the circumstances foreseen in letter (g) of Article 10 of that Directive, the natural person or legal entity that controls the voting rights;

- in the circumstances foreseen in letter (h) of Article 10 of that Directive, the proxy holder, if he can exercise the voting rights at his discretion, and the shareholder who has given his proxy to the proxy holder allowing the latter to exercise the voting rights at his discretion (e.g. management companies).

^v Applicable in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC. This should be the full name of the shareholder who is the counterparty to the natural person or legal entity referred to in Article 10 of that Directive unless the percentage of voting rights held by the shareholder is lower than the lowest notifiable threshold for the disclosure of voting rights holdings in accordance with national practices (e.g. identification of funds managed by management companies).

^{vi} The date on which threshold is crossed or reached should be the date on which the acquisition or disposal took place or the other reason triggered the notification obligation. For passive crossings, the date when the corporate event took effect.

^{vii} The total number of voting rights shall be composed of all the shares, including depository receipts representing shares, to which voting rights are attached even if the exercise thereof is suspended.

^{viii} If the holding has fallen below the lowest applicable threshold in accordance with national law, please note that it might not be necessary in accordance with national law to disclose the extent of the holding, only that the new holding is below that threshold.

^{ix} In case of combined holdings of shares with voting rights attached "direct holding" and voting rights "indirect holding", please split the voting rights number and percentage into the direct and indirect columns – if there is no combined holdings, please leave the relevant box blank.

^x Date of maturity/expiration of the financial instrument i.e. the date when right to acquire shares ends.

^{xi} If the financial instrument has such a period – please specify this period – for example once every 3 months starting from [date].

^{xii} In case of cash settled instruments the number and percentages of voting rights is to be presented on a delta-adjusted basis (Article 13(1a) of Directive 2004/109/EC).

^{xiii} If the person subject to the notification obligation is either controlled and/or does control another undertaking then the second option applies.

^{xiv} The full chain of controlled undertakings starting with the ultimate controlling natural person or legal entity has to be presented also in the cases, in which only on subsidiary level a threshold is crossed or reached and the subsidiary undertaking discloses the notification as only thus the markets get always the full picture of the group holdings. In case of multiple chains through which the voting rights and/or financial instruments are effectively held the chains have to be presented chain by chain leaving a row free between different chains (e.g.: A, B, C, free row, A, B, D, free row, A, E, F etc.).

^{xv} The names of controlled undertakings through which the voting rights and/or financial instruments are effectively held have to be presented irrespectively whether the controlled undertakings cross or reach the lowest applicable threshold themselves.

^{xvi} Example: Correction of a previous notification.