



**SONAECOM, SGPS, S.A.**

Registered Office: Lugar do Espido, Via Norte, Maia

Registry and Tax no. 502 028 351

Share Capital: Euro 230.391.627,38

Registered at the Commercial Registry of Maia

*Translation from the Portuguese original*

I hereby certify, according to minutes number fifty-four, that in the Shareholders' General Meeting held on the 28<sup>th</sup> April 2023, at 09:30 AM, by telematics means, the following proposals were approved:

**Proposal 1**

*"We propose that the Annual Report and the Individual and the Consolidated Accounts of Sonaecom, SGPS, S.A., for the year ended 31 December 2022, are approved as presented."*

**Proposal 2**

*"Under the legal and statutory terms, the Board of Directors proposes that the 2022 Net Profit of the amount of 7.712.477,88 euros, has the following appropriation:*

*i) 358.623,89 euros to legal reserves;*

*ii) 6.813.853,99 euros is paid to shareholders (dividends); It is also proposed that the amount of 2.526.347,12 euros, from "Other Reserves", is also distributed to the Shareholders.*

*Considering that it will not be possible to determine the precise number of own shares that will be held by the company on the date of the abovementioned payment, without limiting the company's capacity to act, we highlight the following:*

*i) To each issued share it will correspond the gross amount of 0,03 euros;*

*ii) The amount corresponding to the shares that belong to the Company on the payment day of the abovementioned amount (calculated on said unit gross amount of 0,03 euros per issued share) will not be paid to shareholders but will instead be maintained in "Other Reserves."*

**Proposal 3**

*"It is hereby proposed to grant a vote by the shareholders to express the appreciation for and confidence in the work performed by the Management and Audit Boards of the Company, during the year of 2022."*

**Proposal 4**

*"Following the resignation presented by Joaquim Miguel de Azevedo Barroso (ROC no.: 1426, registered at CMVM with no. 20161036, with professional address at Rua Francisco Araújo Dantas 296 -3º, 4425-440 Maia) to the position of Substitute Statutory External Auditor of*

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*Sonaecom – SGPS, S.A. (the "Sonaecom" or the "Company"), the Statutory Audit Board of the Company, pursuant to Articles 420(2)(b) and 446(1), both of the Portuguese Companies Code, hereby proposes to the Shareholders' General Meeting the appointment of Catarina Isabel Vieira Pereira, born in Porto, married, bearer of the tax identification number 199284083, with professional address at Avenida de Sidónio Pais, 153 - Piso 1, 4100-467 Porto, ROC no. 1566, registered at CMVM with the number 20161176, as the Substitute Statutory External Auditor. In compliance with article 289, paragraph 1, subparagraph d), of the Portuguese Companies Act, attached to this proposal is the information legally required."*

### **Proposal 5**

*We propose that approval be granted to the Board of Directors to:*

- a) purchase own shares, over the next 18 months, on the regulated market or over-the-counter, if the seller is i) a company directly or indirectly controlled by this Company, or ii) any other entity, including financial institutions, for the fulfilment of legal or contractual obligations, including but not limited to those arising from derivatives, or similar financial instruments, guarantees granted for the benefit of the Company or of companies directly or indirectly controlled by the Company, or payment in kind or transfer in lieu of payment, among others, and, in any case, up to the limit of 10 % of the share capital consolidated with the shares purchased by companies directly or indirectly controlled by this Company (as set out in Paragraph 2 of Article 317 of Portuguese Company Law), and for a price per share not lower than the average of the last 10 quoted share prices prior to the date of purchase, less 50%, and not higher than the average of the last 10 quoted prices prior to the date of purchase, plus 10%;*
- b) sell on the regulated market, or over-the-counter, including in case the buyer is a company directly or indirectly controlled by this Company, over the next 18 months and up to the limit permitted by Portuguese Company Law, a minimum of one hundred own shares, for a price per share not lower than the average of the last 10 quoted share prices prior to the date of sale, less 10% per share, but without restricting the implementation of any share sales or awards required to fulfill the Sonaecom Medium Term Incentive Plan.*

*Furthermore, the Board of Directors shall have the power to decide if and when such transactions should be made – and which may include the sale or award of shares to Executive Members of the Board of Directors and employees of the Company or of companies controlled or jointly controlled, provided they strictly comply with the terms of the Sonaecom's Remuneration policy, previously approved by shareholders -, always taking into consideration market conditions and the interests of the Company and its shareholders, as well as the rules set forth by Regulation (EU) No 596/2014 of the European Parliament and of the Council, of 16 April."*

### **Proposal 6**

*"We propose that, under the terms of Paragraph 2 of Article 325-B of Portuguese Company Law, companies controlled, directly or indirectly, by this Company (as defined in Article 486 of*

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Portuguese Company Law) are authorized to purchase and hold shares issued by this Company. Such shares are to be purchased in a regulated market, or over the counter, if the purchase is i) from this Company or from a company directly or indirectly controlled by this Company or ii) any other entity, including financial institutions, for the fulfilment of legal or contractual obligations, including but not limited to those arising from derivatives, or similar financial instruments, guarantees granted for the benefit of the Company or of companies directly or indirectly controlled or co-controlled by the Company, or payment in kind or transfer in lieu of payment, among others, and in any case over the next 18 months and up to the limit of 10%, when consolidated in this Company, for a price per share, not lower than the average share price of the last 10 trading sessions prior to the date of purchase, less 50%, and not higher than the average share price of the last 10 trading sessions prior to the date of purchase, plus 10% per share.

The purchases authorised above, shall be carried out by the Board of Directors of the respective companies, taking into account their requirements, such as the sale or transfer of shares to Members of their Boards of Directors and to managers, as required by the remuneration policy they have adopted, and taking into consideration market conditions and the interests of the companies and their respective shareholders, and the rules set forth by Regulation (EU) No 596/2014 of the European Parliament and of the Council, of 16 April.”

The above proposals were approved as follows:

	<b>FOR</b>	<b>Against</b>	<b>Abstain</b>	<b>N.º of issued votes</b>	<b>% Share Capital</b>	<b>N.º Shares</b>
<b>Proposal 1</b>	100%	0%	0	298.170.768	97,52%	298.170.768
<b>Proposal 2</b>	94,34%	5,66%	4.975.549	293.195.219	97,52%	298.170.768
<b>Proposal 3</b>	92,78%	7,22%	55.000	298.115.768	97,52%	298.170.768
<b>Proposal 4</b>	100%	0%	0	298 170 768	97,52%	298.170.768
<b>Proposal 5</b>	92,78%	7,22%	0	298 170 768	97,52%	298.170.768
<b>Proposal 6</b>	92,78%	7,22%	0	298 170 768	97,52%	298.170.768

The Company's Secretary  
 Célia Sá Miranda

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