

*The following is an unofficial English translation of the Portuguese notice. In cases of inconsistencies between the Portuguese version and the English text of this translation, the Portuguese text shall prevail.*



uma empresa  InterCement

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

REGISTERED OFFICE: RUA ALEXANDRE HERCULANO, NR. 35, LISBON

SHARE CAPITAL: € 672,000,000.00

REGISTERED AT THE COMMERCIAL REGISTRY OFFICE OF LISBON UNDER THE SOLE  
REGISTRATION AND TAX PAYER NR. 500 722 900

### LOSS OF THE PUBLIC COMPANY STATUS OF CIMPOR – CIMENTOS DE PORTUGAL, SGPS, S.A.

#### 3<sup>rd</sup> Publication

Pursuant to and for the purposes of articles 28 and 29 of the Portuguese Securities Code, it is hereby informed that:

1. Pursuant to number 1, paragraph b) and number 2 of article 27 of the Portuguese Securities Code, the *Comissão do Mercado de Valores Mobiliários* (“**CMVM**”) has approved, on 26 September 2017, the loss of public company status of the public company (*sociedade aberta*) Cimpor – Cimentos de Portugal, SGPS, S.A., a company with registered office at Rua Alexandre Herculano, 35, in Lisbon, registered at the Commercial Registry Office of Lisbon under the sole registration and tax payer number 500 722 900, with a fully paid up share capital of 672,000,000.00 euros, represented by 672,000,000 nominative and book entry shares, with no nominal value (“**Cimpor**”).
2. The loss of the public company status was requested to CMVM following the corporate resolution of Cimpor’s Extraordinary General Shareholders’ Meeting held on 21 June 2017 (the “**General Meeting**”), where such loss of public company status was approved by 99.28% of the votes cast and 94.67% of Cimpor’s share capital.
3. In order to comply with the provisions of no. 3 of article 27 of the Portuguese Securities Code, the shareholder InterCement Austria Holding GmbH, a company established under Austrian law, with registered office at Hohenstaufengasse, no. 10, 3<sup>rd</sup> Floor, 1010 Vienna, Austria, registered at the Commercial Court of Vienna under the number FN 358795s, with a fully paid up share capital of 35,000.00 euros, has undertaken to acquire a maximum of 29,907,603 (twenty nine million nine hundred and seven thousand and six hundred and three) shares representing Cimpor’s share capital, for the unitary price of 0.340 euros (thirty four euro cents) per share, a consideration which results from the application of article 188 of the Portuguese Securities Code, *ex vi* number 4 of article 27 of the same Code, for a period of three months counted from the date of publication of the declaration of loss of public company status of the public company Cimpor (*i.e.* between 27 September 2017 and 27 December 2017, both included).

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

Registered office: Rua Alexandre Herculano, 35 | 1250-009 LISBON | PORTUGAL

Share Capital: 672,000,000 Euros

Registered at the Commercial Registry Office of Lisbon under the sole registration and tax payer nr. 500 722

900

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4. For the purposes foreseen in number 3 above, the shareholder InterCement Austria Holding GmbH, has delivered to Haitong Bank, S.A., with registered office at Rua Alexandre Herculano, 38, Lisbon, registered at the Commercial Registry Office of Lisbon under the sole registration and tax payer number 501 385 932, with a fully paid up share capital of 844,769,000.00 euros, a cash deposit in the amount of 10,168,586.00 euros (ten million one hundred and sixty eight thousand and five hundred and eighty six euros), to secure the punctual fulfilment of the obligation to pay the total amount of the consideration for the acquisition of all shares representing the share capital of Cimpor held by shareholders which did not vote in favour of the resolution of loss of public company status approved at Cimpor's General Meeting of 21 June 2017.
5. For the purpose of complying with the abovementioned undertaking, InterCement Austria Holding GmbH has placed with Haitong Bank, S.A. a permanent order to purchase up to 29,907,603 (twenty nine million nine hundred and seven thousand and six hundred and three) shares representing the share capital of Cimpor. The aforesaid purchase order is valid for a period of 3 (three) months, between 27 September 2017 and 27 December 2017 (both included), at the unitary price of 0.340 euros (thirty four euro cents) per share. Shareholders who are interested in selling their shares in Cimpor under these terms may transmit their selling orders to any financial intermediary who is legally authorised to receive securities' selling orders.
6. The shares representing Cimpor's share capital have been excluded from trading on the Euronext Lisbon regulated market, as of 26 September 2017, pursuant to article 29, number 2, of the Portuguese Securities Code. Pursuant to the same legal provision, as a consequence of the declaration of loss of public company status of Cimpor by the CMVM, the shares representing the share capital of Cimpor may not be readmitted to trading on a regulated market before 1 (one) year has elapsed from the date of the disclosure of the 1<sup>st</sup> Publication.
7. Note that InterCement Austria Holding GmbH will not resort to the legal mechanism of squeeze out of the remaining shares, foreseen in article 490 of the Portuguese Commercial Companies Code, for the respective legal requirements are not met.
8. In aggregate terms, up to the end of the 2<sup>nd</sup> month of the permanent purchase order, InterCement Austria Holding GmbH has acquired 7,543,435 (seven million, five hundred and forty three thousand and four hundred and thirty five) shares representing Cimpor's share capital. Therefore, a maximum of 22,364,168 (twenty two million, three hundred sixty four thousand and one hundred sixty eight) outstanding shares may still be acquired.
9. The 1<sup>st</sup> Publication of Cimpor's loss of the public company status was disclosed via the CMVM's information disclosure system ([www.cmvm.pt](http://www.cmvm.pt)) on 26 September 2017. The 2<sup>nd</sup> Publication of Cimpor's loss of the public company status was disclosed via the same disclosure system on 26 October 2017.

Lisbon, 24 November 2017.