# Notice to convene and Preparatory information

Annual General Meeting
30 APRIL 2025



CTT - Correios de Portugal, S.A.

Avenida dos Combatentes, 43 - 14th Floor, 1643-001 Lisboa

Sole registration with the Commercial Registry Office and taxpayer number 500 077 568

Share Capital €69,220,000.00





# Annual General Meeting 30 April 2025

# **Table of Contents**

Notice to Convene	Page 3
Forms	Page 11
Proposal for Item 1	Page 16
Proposal for Item 2	Page 17
Proposal for Item 3	Page 19
Proposal for Item 4	Page 20
Proposal for Item 5	Page 24
Corporate Bodies	Page 26
Shares and Voting Rights	Page 33





#### NOTICE TO CONVENE

#### CTT'S ANNUAL GENERAL MEETING OF SHAREHOLDERS

Considering the legal and statutory framework in force, namely the provisions of:

- (a) article 377(6)(b) of the Portuguese Commercial Companies Code ("PCCC"), which allows, unless otherwise provided for in the Articles of Association, the holding of general meetings exclusively by telematic means, provided that the authenticity of the declarations and the security of the communications are ensured, with the recording of their content and participants; as well as
- (b) the absence of any provision prohibiting this form of meeting in the Articles of Association of CTT Correios de Portugal, S.A. ("CTT" or "Company"),

the Chair of the Board of CTT's General Meeting, Mrs. Teresa Sapiro Anselmo Vaz Ferreira Soares, hereby convenes the Shareholders of CTT, with registered office at Av. dos Combatentes, 43 -14<sup>th</sup> Floor, 1643-001 Lisboa, parish of S. Domingos de Benfica, municipality of Lisbon, with the sole registration with the Commercial Registry Office and taxpayer number 500077568 and the share capital of €69,220,000.00 , for the Annual General Meeting to be held on **30 April 2025** at **10:00 a.m. (GMT), exclusively by telematic means**, under the terms described in this Notice to Convene, with the following agenda:

Item One:

To resolve on the 2024 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), the sustainability report, and other corporate, supervisory and audit information documents, which form the integrated report.

**Item Two:** To resolve on the profit allocation proposal for the 2024 financial year.

**Item Three:** To generally appraise the Company's management and supervision.

Item Four: To resolve on the granting of authorisation to the Board of Directors for the acquisition and

disposal of own shares by the Company and its subsidiaries.

**Item Five:** To deliberate on the reduction of the share capital by up to €4,250,000.00 (four million, two

hundred and fifty thousand euros) for the purpose of releasing excess capital, by means of the cancellation of up to 8,500,000 (eight million, five hundred thousand) shares representing up to 6.14% of the share capital already acquired or to be acquired under the share buyback programme, as well as related reserves, and with the consequent

amendment of paragraphs 1 and 2 of Article 4 of the Articles of Association.

From the date of publication of this Notice to Convene, the resolution proposals to be submitted to the General Meeting, including namely the financial reporting documents, the Articles of Association of the Company and further preparatory information required by law for the General Meeting (namely, as





provided for in article 289(1) of the Portuguese Commercial Companies Code ("PCCC") and article 21-J(1) of the Portuguese Securities Code) are available to Shareholders for consultation at the Company's registered office, located at Av. dos Combatentes, 43-14<sup>th</sup> Floor, 1643-001 Lisboa, parish of S. Domingos de Benfica, **by prior appointment to be requested to the e-mail assembleiageral@ctt.pt**, as well as on the Company's website at <a href="www.ctt.pt">www.ctt.pt</a> and on the Portuguese Securities Market Commission's website at <a href="www.ctt.pt">www.ctt.pt</a> and on the Portuguese Securities Market Commission's website at <a href="www.cmvm.pt">www.ctt.pt</a>

Should the General Meeting be unable to deliberate on any of the items on the agenda on the first call due to lack of quorum, it is hereby set the **29 May 2025** as a second meeting date for deliberating on those items, exclusively by telematic means, at the same time, in which case the General Meeting may deliberate on such items with the Shareholders then present or represented.

#### Participation and voting requirements, as provided for by law and the Articles of Association

As provided for in article 7 of CTT's Articles of Association:

- a) The General Meeting is made up of the Shareholders with voting rights. Any other persons authorised or invited by the Chair of the Board of the General Meeting of Shareholders may attend the meeting.
- b) Each share corresponds to one vote.
- c) Shareholders that, on the record date, which is 00:00 a.m. (GMT) of 23 April 2025 ("Record Date") and which is the fifth trading day prior to the date of the General Meeting to be held on 30 April 2025, hold shares granting them, by law and the Articles of Association, at least one vote, are entitled to participate in the General Meeting and discuss and vote therein.
- d) The exercise of the right to participate, discuss and vote at the General Meeting is not affected by the transfer of the shares after the Record Date, nor does it depend on said shares being blocked between that date and the date of the General Meeting.
- e) The Shareholders who have stated their intention to participate in the General Meeting, as described below, and transfer the ownership of shares between the Record Date and the end of the General Meeting, must immediately report said transfer to the Chair of the Board of the General Meeting and to the Portuguese Securities Market Commission, this not affecting their right to participate and vote in the General Meeting.
- f) Shareholders intending to participate in the General Meeting must so state, in writing, to the financial intermediary where their individual securities account is open, at the latest, by 11:59 p.m. (GMT) of 22 April 2025 and may use, for such purpose, the form available at the Company's registered office and on the website at <a href="https://www.ctt.pt">www.ctt.pt</a>.
- g) The financial intermediaries who are informed of their clients' intention to participate in the General Meeting shall send to the Chair of the Board of the General Meeting by 11:59 p.m. (GMT) of 23





**April 2025**, i.e. until the end of the Record Date, information on the number of shares registered under the client's name with reference to the Record Date.

- h) The Shareholders that, in a professional capacity, hold shares under their name, but on behalf of clients, may vote differently with their shares, provided that, in addition to the statement of participation and the information from the respective financial intermediary referenced above, they provide the Chair of the Board of the General Meeting, by 11:59 p.m. (GMT) of 23 April 2025, sufficient and reasonable evidence of: a) the identification of each client and the number of shares voting on his/her/its behalf; and b) the specific voting instructions for each item on the agenda, given by each client.
- i) The communications to be addressed to the Chair of the Board of CTT Shareholders' General Meeting, Mrs. Teresa Sapiro Anselmo Vaz Ferreira Soares referred to throughout the present Notice to Convene, should be made through the postal or electronic mail addresses shown at the end of the Notice to Convene.

#### **Shareholders Representation**

- j) Shareholders may be represented at the General Meeting pursuant to article 380 of the Portuguese Commercial Companies Code ("PCCC") and article 23 of the Portuguese Securities Code. A signed letter addressed to the Chair of the Board of the General Meeting will suffice as representation document.
- k) Without prejudice to the unity of vote established in article 385 of the Portuguese Commercial Companies Code ("PCCC"), any Shareholder may appoint different representatives in respect of shares held in different securities accounts.
- The letters of representation of Shareholders referenced in the previous paragraph and letters of Shareholders that are legal entities stating the name of the person who will represent them must be addressed to the Chair of the Board of the General Meeting, so that she receives it by 11:59 p.m. (GMT) of 25 April 2025. Shareholders may use the form available at the Company's registered office and on the website at <a href="https://www.ctt.pt">www.ctt.pt</a>.

#### Voting by correspondence

- m) Shareholders with voting rights as referred to above may, in accordance with article 22 of the Portuguese Securities Code, vote by correspondence (e-mail or registered mail), by sending a ballot duly signed, where unequivocally it is expressed their vote in relation to each of the items on the agenda of the General Meeting.
- n) Ballots are available on the website at www.ctt.pt.





- Alternatively, the ballot may be requested by means of a communication, prepared in accordance with the form available on the Company's website, at <a href="https://www.ctt.pt">www.ctt.pt</a>, to be sent to the Chair of the Board of the General Meeting, so that she receives it by 05:00 p.m. (GMT) of 23 April 2025.
- p) The completed and signed ballot must be sent to the Chair of the Board of the General Meeting, so that she receives it **by 11:59 p.m. (GMT) of 28 April 2025**.
- q) Both the requests for ballot as defined in sub-paragraph o), and the votes cast in this way shall, in the case of legal persons, be sent with a certified signature or, alternatively, with a legible copy of the identification document of the representative(s) signing the communication and of a document attesting such capacity (this document may be replaced by the sending of the access code to the online permanent certificate of the legal person being represented if registered in Portugal) and in the case of individuals, with a non-certified signature accompanied by a legible copy of the respective identification document.
- r) When voting by correspondence sent by e-mail, as defined in sub-paragraph m), the Company will send electronic confirmation of receipt of the votes to the person who sent them, under the terms of article 22-A of the Portuguese Securities Code.
- s) The authenticity and correctness of the votes sent by correspondence (e-mail or registered mail) are verified by the Chair of the Board of the General Meeting, their confidentiality being ensured until the moment of the voting on the day the General Assembly is held.
- t) Shareholders or their representatives who voted by correspondence (e-mail or registered mail) and wish to change the vote previously cast, may do so by following the steps defined in paragraphs w) to z) and ee).
- u) Votes corresponding to ballots in which no vote is indicated in relation to one or more items on the agenda will be considered as abstaining votes.

#### Voting by electronic means

- v) Shareholders with voting rights, as described above, may also vote by electronic means, in advance on the electronic voting platform, or during the General Meeting on the remote attendance platform, available on the website at <a href="https://www.ctt.pt">www.ctt.pt</a>, under the terms and conditions described therein.
- w) For this purpose, Shareholders must send to the Chair of the Board of the General Meeting, so that she receives it **by 05:00 p.m. (GMT) of 23 April 2025**, the Record Date, a communication, prepared in accordance with the form available on the website at <a href="www.ctt.pt">www.ctt.pt</a>, containing a **valid electronic** mail address to allow the Company to send an access key to the electronic voting and remote attendance platforms.
- x) This communication, shall, in the case of legal persons, be sent with a certified signature or, alternatively, with a legible copy of the identification document of the representative(s) signing the





communication and of a document attesting such capacity (this document may be replaced by the sending of the access code to the online permanent certificate of the legal person being represented, if registered in Portugal) and in the case of individuals, with a non-certified signature accompanied by a legible copy of the respective identification document.

- y) Once the (i) communication referred to in paragraph w) above and (ii) the declaration(s) of ownership of the shares sent by the financial intermediary are received by 11:59 p.m. (GMT) of 23 April 2025, a message will be sent to the email address provided in the communication, with the link, username, and access key to the electronic voting and remote attendance platforms. If the Shareholder, or his/her/its representative, tries to enter the platform with an e-mail address different from the one previously provided, access to the electronic voting and remote attendance platforms will be denied.
- z) The electronic voting platform will be made available for Shareholders or their representatives to vote in advance from 00:00 a.m. (GMT) of 24 April 2025, until 11:59 p.m. (GMT) of 28 April 2025, and the remote attendance platform will be available during the General Meeting for Shareholders who attend the meeting but have not previously exercised their voting rights or who wish to change their previously cast vote.
- aa) The exercise of voting rights by electronic means under the terms referred to in sub-paragraph z) by the Shareholders or their representatives must be carried out on all items on the agenda, otherwise it will be considered as an abstention vote.
- bb) Under the terms of article 22-A of the Portuguese Securities Code, once the anticipated electronic vote has been submitted, the Shareholder will receive an automatic confirmation sent through the electronic voting platform to the email address informed by the Shareholder. The Shareholder may also obtain proof of the electronic vote submission on said platform.

#### Participation by telematic means and voting/change of vote during the General Meeting

- cc) Participation and voting will be ensured through the **remote attendance platform available on the website**, at <u>www.ctt.pt</u> by which it will be given direct access to a **webcast remote communication system**.
- dd) All Shareholders or representatives who are duly qualified and entitled to do so under the terms of this Notice to Convene, and who have exercised their voting rights in advance, whether by correspondence (e-mail or registered mail), or by electronic means, may attend the General Meeting by telematic means, through a webcast remote communication system available on the website at <a href="https://www.ctt.pt">www.ctt.pt</a>. For that purpose, they must send to the Chair of the Board of the General Meeting, so that she receives it between 00:00 a.m. (GMT) of 24 April 2025 and 05:00 p.m. (GMT) of 29 April 2025, a communication, prepared in accordance with the form available on the website, at <a href="https://www.ctt.pt">www.ctt.pt</a>, containing a valid electronic e-mail address that will allow the Company to send an access key to the webcast remote communication system.





- ee) Since this General Meeting will be held exclusively by telematic means and in order to ensure that the Shareholders are able to exercise in full their rights, under adequate conditions of security and authenticity, all Shareholders or their representatives intending to participate in the General Meeting by telematic means and exercise, during the meeting, their voting rights or change the vote previously cast (by electronic means or by correspondence (e-mail or registered mail)) must be qualified for that purpose according to the referred in paragraphs w) to z) above and vote and/or change their previously vote cast at the meeting with the credentials provided.
- ff) All Shareholders who wish to change their previously cast vote (by electronic means or by correspondence (e-mail or registered mail), must inform the Chair of the Board of the General Meeting to that effect, when, during the meeting, she declares the opening of the vote for each of the items on the agenda.

#### **Voting Scrutiny**

- gg) Since the General Meeting of Shareholders will be held exclusively by telematic means, the presence in the virtual room of Shareholders or representatives who have previously exercised their voting rights by correspondence (e-mail or registered mail) or by electronic means, will not determine the revocation of the vote previously cast, considering that all Shareholders or representatives are given the possibility to change the vote previously cast during the meeting under the terms referred to above.
- hh) It is further clarified that votes cast by correspondence (e-mail or registered mail) or by electronic means shall be considered as negative votes in relation to **proposals for resolution that are presented after the respective vote cast**, without prejudice to the faculty of voting during the meeting in relation to proposals that may be disclosed during the meeting.
- ii) Votes cast either by correspondence (e-mail or registered mail) or by electronic means, under the terms referred to above, will be considered at the **time of the voting scrutiny** for each of the items on the agenda under analysis and discussion **on the day the General Meeting**, **30 April 2025**, and together with the votes cast during the course of the General Meeting.
- jj) The voting **results** will be announced item by item during the General Meeting.

#### **Shareholders Rights**

kk) The Shareholder(s) who own(s) shares representing, at least, 2% (two per cent) of the share capital may request the inclusion of items on the agenda and/or the inclusion of resolution proposals relating to items referenced in the Notice to Convene or added thereto, by a written request addressed to the Chair of the Board of the General Meeting within 5 days from the date of publication of the Notice to Convene, together with a document evidencing the ownership of said percentage of the share capital and a resolution proposal for each item whose inclusion is requested and/or with any information that should be submitted with the resolution proposal.





- II) During the General Meeting to be held on **30 April 2025**, any Shareholder or representative may request, through the **webcast remote communication system** of the General Meeting, that true, complete, and elucidative information be provided to him/her, allowing him/her to form a grounded opinion on the matters subject to resolution. Nevertheless, and in order to expedite the proceedings of such meeting, **Shareholders intending to obtain such information are hereby encouraged to request it from the date of publication of this Notice to Convene until 05:00 p.m. (GMT) of 24 April 2025**, through the postal or e-mail addresses shown at the end of this Notice to Convene.
- mm) The requested information shall be provided by the corporate body of the Company qualified to do so and may be refused if its disclosure would seriously harm the Company or any affiliated company, or breach confidentiality duties imposed by law. The Company's website at <a href="https://www.ctt.pt">www.ctt.pt</a> will make available the information requests made under the terms previously mentioned.

#### **Personal Data**

- nn) The personal data of Shareholders or their representatives communicated to CTT will be used exclusively for the holding and management of CTT's General Meeting to be held on **30 April 2025**.
- oo) Since the General Meeting of Shareholders will be held exclusively by telematic means, which implies sound and image recording, CTT assumes that Shareholders and representatives' consent to the collection and processing of personal data when they access the webcast remote communication system of the General Meeting.
- pp) Personal data is collected and processed by CTT for the normal course of the General Meeting of Shareholders, namely for interventions, voting declarations by Shareholders and their representatives, and the preparation of attendance lists, in strict compliance with the General Data Protection Regulation, and is kept for a maximum period of 30 days after collection or in accordance with any legal obligation requiring the extension of this period.
- qq) The data subject shall be granted the rights of information, access and rectification of personal data concerning him/her, as well as the rights of deletion, limitation and opposition to processing or portability, in accordance with the data protection and information security rules in force at any given time, and strictly to the extent that this proves feasible, for which purpose the request shall be addressed to CTT's Data Protection Officer, through the email address <a href="mailto:security:security-rules">secretariageral@ctt.pt</a> or the address Av. dos Combatentes, 43-14th Floor, 1643-001 Lisboa.

#### Contacts

Teresa Sapiro Anselmo Vaz Ferreira Soares – Chair of the Board of the General Meeting of CTT:

Registered Office: Av. dos Combatentes 43 -14th Floor – 1643-001 Lisboa

Telephone: + 351 210 471 854





E-mail: <a href="mailto:assembleiageral@ctt.pt">assembleiageral@ctt.pt</a>
Company website: <a href="mailto:www.ctt.pt">www.ctt.pt</a>

Lisbon, 20 March 2025

The Chair of the Board of the General Meeting (Mrs. Teresa Sapiro Anselmo Vaz Ferreira Soares) (Illegible signature)





# STATEMENT OF INTENTION TO PARTICIPATE 1

Dear Sir [Financial Intermediary] <sup>2</sup>

SUBJ	JECT: ANNUAL G	ENERAL MEETING	OF 30 AP	RIL 2025			
Full n	•	ame:					
	dentification numb	er / corporate identific	cation nun	nber:			
Addre Telep	ess or registered o hone:	office:E-	 mail:				
The	Shareholder		e, in CTT – Co		capacity rtugal, S.A. ("	as holder CTT"), hereby	
		or the purposes of an in CTT's Annual Gene		,	•	ities Code, his	/her/its
Meeti the N repres	ng <b>by 11:59 p.m.</b> lotice to Convene senting CTT's sh	Shareholder requests (GMT) of 23 April 20 , published on the ware capital that are recount, with reference	<b>)25</b> to the ebsite, at egistered	postal or e-ma www.ctt.pt, in under the Sh	ail addresses i formation on f areholder's na	ndicated at the the number of ame in the resp	end of shares pective
Yours	s faithfully,						
				· · · · · · · · · · · · · · · · · · ·	3		
			(Signa	ture(s))			

 $<sup>^{1}\,</sup>$  This statement must be received by the Financial Intermediary by 11:59 p.m. (GMT) of 22 April 2025.

 $<sup>^{\</sup>rm 2}$  Provide the corporate name and full address of the Financial Intermediary.

 $<sup>^{3}</sup>$  Provide signature identical to the signature registered with the respective Financial Intermediary.





#### REPRESENTATION LETTER <sup>1</sup>

To the Chair of the Board of the General Meeting of CTT – Correios de Portugal, S.A. Av. dos Combatentes, n.º 43-14.º Piso, 1643-001 LISBOA

SUBJECT: ANNUAL	GENERAL	MEETING OF	30 APRIL 2025
-----------------	---------	------------	---------------

	ame:
Tax identification numb	er / corporate identification number:  ffice:
reiepnone:	E-mail:
	, with the Financial Intermediary
	, appoints as his/her/its representative at Meeting, called for <b>30 April 2025</b> , Mr./Ms
powers to propose, disincluded in the Agenda	umber, to whom he/she/it confers the necessary cuss, resolve and vote, as deemed convenient, on all matters to be discussed of said General Meeting, as well as all matters that may arise in the course of the unforeseen circumstances.
Yours faithfully,	
	<u>,                                      </u>
	2
	(Signature(s))

<sup>&</sup>lt;sup>1</sup> The Representation Letter must be received by the Chair of the Board of the General Meeting **by 11:59 p.m. (GMT) of 25 April 2025.** 

<sup>&</sup>lt;sup>2</sup> Signature(s). For individuals, their signature must be the same as on a suitable identification document – ID card, citizen card, passport or equivalent identification document, and the Shareholder shall attach a photocopy thereof. For legal entities, the signature(s) shall be certified as to the capacity and powers for the representation act or, alternatively, by attaching a legible copy of the identification document of the representative(s) signing the communication and of a document attesting such capacity (this document may be replaced by the sending of the access code to the online permanent certificate of the legal person being represented, if registered in Portugal).





# COMMUNICATION REQUESTING THE BALLOT FOR VOTING BY CORRESPONDENCE 1

(The voting ballot may also be obtained from the CTT's website at <a href="www.ctt.pt">www.ctt.pt</a>, in which case sending this communication is not necessary)

To the Chair of the Board of the General Meeting of CTT – Correios de Portugal, S.A. Av. dos Combatentes, n.º 43-14.º Piso, 1643-001 LISBOA

SUBJECT: ANNUAL GENERAL MEETING OF 30 APRIL 2025
--

Full name / corporate name:	
Tax identification number / corporate	eidentification number:
Telephone:	E-mail:
	older of CTT – Correios de Portugal, S.A. ("CTT"), holder of hares of that Company, registered in the account no. n the Financial Intermediary
hereby states his/her/its intention to	exercise the right to vote by correspondence (e-mail or registered ting, called for <b>30 April 2025</b> , and requests that the voting ballot is
Yours faithfully,	
	2
	(Signature(s))

 $<sup>^{1}</sup> The communication must be received by the Chair of the Board of the General Meeting {\bf by 05:00 p.m. (GMT) of 23 April 2025}.$ 

<sup>&</sup>lt;sup>2</sup> Signature(s). For **individuals**, their **signature must be the same as on a suitable identification document – ID card, citizen card, passport or equivalent identification document**, and the Shareholder shall attach a photocopy thereof. For **legal entities**, **the signature(s) shall be certified as to the capacity and powers for the representation act** or, alternatively, by attaching a legible copy of the identification document of the representative(s) signing the communication and of a document attesting such capacity (this document may be replaced by the sending of the access code to the online permanent certificate of the legal person being represented, if registered in Portugal).





#### COMMUNICATION REQUEST TO PARTICIPATE AND /OR VOTE BY ELECTRONIC MEANS 1

To the Chair of the Board of the General Meeting of CTT – Correios de Portugal, S.A. Av. dos Combatentes, n.º 43-14.º Piso, 1643-001 LISBOA

SUBJECT: ANNUAL	GENERAL M	IEETING OF	30 APRIL 2025

Full name / corporate r	name:				
Tax identification numb	office:	dentification nu	mber:		
Telephone:		E-mail:			
	shares of, te by electronic	the referred with , herel	Company, the by states his/	registered in Financial her/its intention	A. ("CTT"), holder of n the account no. Intermediary n to participate and/or CTT's Annual General
Yours faithfully,	,/				
		(Sign	ature(s))	2	

<sup>&</sup>lt;sup>1</sup> For the purposes of exercising voting rights by electronic means (previously or during the meeting), as well as for changing a vote previously cast by electronic means or by correspondence (e-mail or registered mail) during the meeting, this communication must be received by the Chair of the Board of the General Meeting by 05:00 p.m. (GMT) of 23 April 2025; for the purposes of participation in the meeting through telematic means, without exercising the right to vote, it must be received between 00:00 a.m. (GMT) of 24 April 2025 and 05:00 p.m. (GMT) of 29 April 2025.

<sup>&</sup>lt;sup>2</sup> Signature(s). **For individuals, the signature must be the same as on a suitable identification document** – ID card, citizen card, passport or equivalent identification document, and the Shareholder shall attach a photocopy thereof. For **legal entities, the signature(s) shall be certified as to the capacity and powers for the representation act or,** alternatively, by attaching a legible copy of the identification document of the representative(s) signing the communication and of a document attesting such capacity (this document may be replaced by the sending of the access code to the online permanent certificate of the legal person being represented, if registered in Portugal).





	VOTING BALLOT - VOTING BY CORRESPONDE ANNUAL GENERAL MEETING OF 30 APRIL 2 CTT – Correios de Portugal, S.A.			
Full name	/ corporate name:			
Address o Telephone E-mail: Financial I	ntermediary:			
Agenda	y your vote with an <b>X</b>	In Favour	Abstain	Against
Item One:	To resolve on the 2024 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), the sustainability report, and other corporate, supervisory and audit information documents, which form the integrated report.			
Item Two: Item Three:	To resolve on the profit allocation proposal for the 2024 financial year.  To generally appraise the Company's management and supervision.			
Item Four:	To resolve on the granting of authorisation to the Board of Directors for the acquisition and disposal of own shares by the Company and its subsidiaries.			
Item Five: T	To deliberate on the reduction of the share capital by up to €4,250,000.00 (four million, two hundred and fifty thousand euros) for the purpose of releasing excess capital, by means of the cancellation of up to 8.500.000 (eight million, five hundred thousand) shares representing up to 6.14 % of the share capital already acquired or to be acquired under the share buyback programme, as well as related reserves, and with the consequent amendment of paragraphs 1 and 2 of Article 4 of the Articles of Association.			
The vote ca	ast in this Ballot refers to the proposals made available at CTT's re	gistered office	e and on th	e website at
Signature(s)	2			

 $<sup>^1</sup>$ The ballot must be received by the Chair of the Board of the General Meeting by 11:59 p.m. (GMT) of 28 April 2025 by registered mail sent to Av. dos Combatentes, n.º 43-14.º Piso, 1643-001 Lisboa or by e-mail to assembleiageral@ctt.pt.

<sup>&</sup>lt;sup>2</sup> Signature(s). **For individuals, the signature must be the same as on a suitable identification document** – ID card, citizen card, passport or equivalent identification document, and the Shareholder shall attach a photocopy thereof. For **legal entities, the signature(s) shall be certified as to the capacity and powers for the representation act or,** alternatively, by attaching a legible copy of the identification document of the representative(s) signing the communication and of a document attesting such capacity (this document may be replaced by the sending of the access code to the online permanent certificate of the legal person being represented, if registered in Portugal).





71

#### **ITEM 1 OF THE AGENDA**

To resolve on the 2024 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), the sustainability report, and other corporate, supervisory and audit information documents, which form the integrated report.

Under this item, CTT – Correios de Portugal, S.A. financial statements for the 2024 financial year, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), the sustainability report, and other corporate, supervisory and audit information documents, which form the integrated report, issued/approved, as applicable, by the Company's Board of Directors, Audit Committee and the Statutory Auditor, are presented for resolution by the Annual General Meeting, which are fully disclosed at CTT's registered office and at:

https://www.ctt.pt/grupo-ctt/investidores/informacao-financeira/contas-consolidadas?language\_id=1





712

#### **ITEM 2 OF THE AGENDA**

To resolve on the profit allocation proposal for the 2024 financial year.

The following proposal presented by the Board of Directors of the Company is hereby submitted to the Annual General Meeting for resolution:

"Under the terms of article 23 of the Articles of Association of CTT - Correios de Portugal, S.A. ("CTT" or "Company"), the annual net profit, duly approved, will be appropriated as follows:

- a) a minimum of 5% will be transferred to the legal reserve, until the required amount is reached;
- b) a percentage will be distributed to the shareholders as dividends and as decided by the General Meeting:
- c) the remaining amount will be appropriated as deliberated by the General Meeting in the interest of the Company.

Under the terms of article 295(1) of the Portuguese Commercial Companies Code ("PCCC"), a minimum of 5% is intended for the constitution of the legal reserve and, if necessary, its reintegration until this reserve reaches 20% of the share capital. As the share capital is €69,220,000.00, 20% is calculated at €13,844,000.00.

Considering that the legal reserve on 31 December 2024 was €15,000,000.00, the amount of the legal reserve is above the global minimum required by the Articles of Association and the PCCC.

Pursuant to article 294(1) of the PCCC, save for a bylaw provision to the contrary or a resolution passed with a majority of 3/4 of the votes corresponding to the share capital in a General Meeting called for that purpose, half of the financial year's distributable profits must be distributed to shareholders, as set out by law. CTT's Articles of Association contain no provision contrary to the referenced legal provision.

Distributable profits are the financial year's net profit after the constitution or increase of the legal reserve and after negative retained earnings have been covered, if applicable. As of 31 December 2024, the legal reserve is fully constituted and retained earnings are positive. For the financial year ended 31 December 2024, net profit for the year in the individual accounts amounted to €45,488,951.00.

Given the accounting rules in force, an amount of €5,372,308.00 is already reflected in the stated net profit regarding profit sharing with CTT employees and executive Board members.

Accordingly, and in compliance with the provisions applicable under the law and the Articles of Association, the Board of Directors proposes that:





a) The net profit for the 2024 financial year, totalling €45,488,951.00 as per the individual financial statements, is allocated as follows:

• Dividends\* €23,534,800.00

(€0.17 per share)

Retained Earnings

€21,954,151.00

b) A maximum amount of €5,372,308.00 (already considered in the individual financial statements) is allocated to CTT employees and executive Board members as profit sharing.

\*Including own shares held by the company (on 31 December 2024 there were 3,792,047 own shares); the amount of dividends corresponding to own shares held by the company on the payment date, in the amount of €0.17 per share, will be allocated to Retained Earnings.

Lisbon, 20 March 2025

The Board of Directors (Illegible signatures)"





713

#### **ITEM 3 OF THE AGENDA**

To generally appraise the Company's management and supervision.

The following proposal is hereby submitted to the Annual General Meeting for resolution, presented on 17, 18 and 19 March 2025 by the following entities: Global Portfolio Investments, S.L, Manuel Champalimaud SGPS, S.A., Greenwood Builders Fund I, LP and Grupo Sousa Investimentos SGPS, LDA.:

- "A) Under article 376(1)(c) and article 455(1) of the Portuguese Commercial Companies Code ("PCCC"), the Annual General Meeting should generally appraise the management and supervision of the Company;
- B) In 2024, the Board of Directors of CTT performed with commitment, professionalism, and diligence its functions of management of the Company, in order to meet the interests of the Shareholders and other stakeholders;
- C) In turn, CTT's supervisory bodies (Audit Committee and Statutory Auditor) performed their duties as provided for by law and the Articles of Association with commitment, professionalism, and diligence throughout the 2024 financial year, also contributing to the fulfilment of said interests.

### Thus, it is hereby proposed that CTT's 2025 Annual General Meeting approves:

- 1. A vote of positive appreciation and praise for the Company's Board of Directors, and each of its members, on the performance of their management functions during the financial year of 2024;
- 2. A vote of positive appreciation and praise for the supervisory bodies, and each of its members, on the performance of their supervisory functions during the financial year of 2024."

According to the documentation made available to the Company, the subscribers of this proposal are Shareholders holding jointly more than 2% of the share capital.





714

#### **ITEM 4 OF THE AGENDA**

To resolve on the granting of authorisation to the Board of Directors for the acquisition and disposal of own shares by the Company and its subsidiaries.

Under this item, the following proposal presented by the Board of Directors of the Company is hereby submitted to the Annual General Meeting for resolution:

# "Whereas:

- I. Under article 5(1) of the Articles of Association of CTT Correios de Portugal, S.A. (the "Company" or "CTT"), the Company may carry out all legally admissible transactions over any of its own securities;
- II. Under articles 319 and 320 of the Portuguese Commercial Companies Code (PCCC), the acquisition and disposal of own shares usually require, General Meeting's approval;
- III. The remuneration policy and the plan for granting CTT's Executive Directors options on shares representing the CTT's share capital approved at the General Meeting of 23 April 2024, and also the long-term incentive programmes options plan for executive directors and managers of subsidiary companies (hereinafter "directors") may result in the obligation for the Company to deliver shares representing its share capital to said participants in the Plans, as long-term variable remuneration in the case of Executive Directors and long-term incentives in the case of directors. Also, Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 establish an exemption from the general market abuse regime applicable for certain share buyback programmes, in particular, those at fulfilling obligations arising from stock options programs for employees or members of the management bodies;
- IV. It is also convenient that the Company may use, in general terms, the possibilities inherent to operations of acquisition and disposal of own shares, and the same interest exists in relation to current and/or future subsidiary companies ("Subsidiary Companies"), aiming at carrying out any acts necessary or convenient to the pursuit of the Company's interests; and
- V. In the scope of the approval and implementation of such operations as results from point III above, it is appropriate and/or necessary to further safeguard compliance with: (1) the rules and best practices applicable to share buyback programmes, (in case of transactions executed within or outside the scope of such programmes, namely with objectives other than those set out thereto), considering, in general, the provisions of Article 5 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 and of the Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016 and in particular the objectives of such programmes provided for therein (including, inter alia, the reduction of the issuer's share capital and compliance with stock option programmes for employees or members of the board of directors); (2) the rules applicable





to the acquisition and disposal of own shares (namely the rules referred to in the preceding Recitals); (3) other corporate and regulatory rules applicable to the Company.

#### The Board of Directors proposes the Company's General Meeting to pass a resolution:

- 1. Authorising the acquisition of own shares by the Company or any Subsidiaries of own shares, already issued or to be issued, in any of their forms, including rights to the purchase or allocation thereof, subject to a decision by the acquirer's managing body, under the following terms:
  - (a) Maximum number of shares to be acquired: up to the limit of holding corresponding to 10% (ten per cent) of the Company's share capital, minus the disposals carried out at any given time, notwithstanding the exceptions set out in article 317(3) of the Portuguese Commercial Companies Code ("PCCC") and the number of shares required to comply with the acquirer's obligations by law, contract or terms of issuance of securities or other instruments, and subject, if applicable, to a subsequent transfer, as provided by law, of shares that exceed such limit;
  - **(b)** Period in which the transaction can be carried out: within 18 (eighteen) months, as of the date of this resolution:
  - (c) Forms of acquisition: subject to the mandatory conditions, terms and limits established by law (including, to the extent applicable, the framework referred to in Recitals III and V above): (i) the voluntary acquisition of shares or rights of acquisition or allocation of shares may be carried out for consideration, for any legally permitted purpose and in any form, in a regulated market or outside of a regulated market, through private negotiation (namely via a swap) or through an offer to the public, in compliance with the legally established principle of equality of Shareholders, namely through transactions carried out with entities appointed by the management body of the acquirer (according to criteria in which the possible quality of Shareholder is not a relevant factor, including, namely financial institutions with which the Company or any Subsidiaries has entered or may enter into equity swap agreements or other similar financial instruments); or (ii) the acquisition, by any means, to enable, or as a consequence of, compliance with an obligation arising from law or contract (including, namely, the contractual undertaking to implement the Plan or any other share or options allocation plan of the Company or a Subsidiary), or conversion or exchange of securities or other convertible or exchangeable instruments, issued by the Company or Subsidiaries, in accordance with the respective issuance terms or agreements executed in connection with the abovementioned conversion or exchange;
  - (d) Minimum and maximum considerations for the acquisitions: the price of acquisition for consideration: (i) shall fall within a range of 10% (ten per cent), below and above, the share prices of the Company's shares on the regulated market Euronext Lisbon, at the close of the market session immediately prior to the acquisition date or date on which the share acquisition or allocation right is granted; or (ii) shall correspond to the acquisition price determined by law, an agreement or the Company's or Subsidiaries' terms of issuance of securities or other instruments convertible to or exchangeable with shares (including, namely, the price resulting from traded financial instruments or an agreement entered into concerning said issuance, conversion or swap);
  - (e) Moment of acquisition: to be freely determined by the management body of the acquiring company, considering market conditions and the convenience or the obligations of the





- acquiring company, the Company or Subsidiaries, and to be carried out one or more times and in the proportions defined by said management body.
- **2.** Authorising the disposal of own shares by the Company or any Subsidiaries, subject to a decision by the disposing company's management body, and subject to the following terms:
  - (a) Minimum number of shares to be disposed: the amount sufficient for compliance with an undertaking, arising, namely, by law, agreement or a resolution approving the issuance of securities:
  - **(b) Period in which the disposal can be carried out:** within 18 (eighteen) months, as of the date of this resolution;
  - (c) Form of disposal: subject to mandatory conditions, terms and limits established by law (including, to the extent applicable, the framework referred to in Recitals III and V above): (i) the voluntary disposal of shares carried out for consideration, for any legally permitted purpose and in any form, namely through a sale or swap, through a private negotiation or through an offer to the public, in compliance with the legally established principle of equality of Shareholders, in a regulated market or outside a regulated market, to entities appointed by the management body of the disposing company (according to criteria in which the possible quality of Shareholder is not a relevant factor, including, namely, the financial institution with which the Company or any Subsidiary has entered into equity swap agreements or other similar financial instruments); or (ii) the transfer, in any form, resolved within, or in connection with, the proposal of allocation of profits or distribution of reserves in kind; or (iii) the disposal, in any form, to enable, or as a consequence of, compliance with an obligation arising from law, contract or issuance of securities or other instruments by the Company or Subsidiary (including, namely, agreements related to said issuance or the contractual undertaking to implement the Plan or any other share or options allocation plan of the Company or a Subsidiary);
  - (d) Minimum price: (i) consideration of no more than 10% (ten per cent) below the share prices for the Company's shares on the regulated market Euronext Lisbon, at the close of the market session immediately prior to the date of disposal, or (ii) the price which is determined by law, an agreement or the terms and conditions of the sale offer to the public of the Company's shares, launched by the latter or by its Shareholders, or of the issuance of securities by the Company or a Subsidiary (including, namely, the issuance of securities or other convertible or exchangeable instruments, an agreement entered into concerning such issuance, conversion or swap or the contractual undertaking to implement the Company's or Subsidiaries' share or option allocation plan);
  - (e) Moment of disposal: to be freely determined by the management body of the disposing company, considering any undertakings and, whenever possible, market conditions and the convenience or obligations of the disposing company, the Company or another Subsidiary, and to be carried out one or more times and in the proportions defined by said management body.
- 3. To approve that the Company's Board of Directors be informed, in a non-binding manner and notwithstanding its discretion to act within the framework set by the abovementioned authorisations, of the following recommendations for the acquisition and disposal of own shares, to be taken in consideration by the Board of Directors in light of the circumstances deemed relevant and without prejudice to the compliance with the applicable legal provisions (namely, to the extent applicable, the framework referred to in Recitals III and V above and the exemption regime provided for in





Regulation (EU) no. 596/2014, of the European Parliament and of the Council, of 16 April 2014, and in Delegated Regulation (EU) no. 2016/1052, of the Commission, of 8 March 2016), the following practices (advisable or necessary for the purposes of benefiting from said exemption, to the extent applicable) regarding the possible acquisition and disposal of own shares:

- (a) Public disclosure, before commencing said transactions, of the contents of the abovementioned authorisations;
- (b) Maintenance of a registry for each transaction undertaken pursuant to the abovementioned authorisations and its disclosure to the public and/or to the competent authority under the applicable legal and regulatory terms;
- (c) Execution of the transactions in a timing, form and volume that does not interfere with the regular functioning of the market, namely avoiding their execution during sensitive times of trading (in particular, during the opening and closing of the session and during the auction phase), at times of market disruption and/or at times close to the disclosure of inside information and/or in periods of deferral of its public disclosure or in closed periods (without prejudice of the regime applicable to time scheduled programmes);
- (d) Execution of the acquisitions for a price not exceeding the highest between the price of the last independent transaction and the price of the current independent bid of highest amount at the time of the acquisition in the trading venue on which the acquisition is carried out; and
- (e) Limitation of the acquisitions on any trading day to 25% of the daily average trading volume in the trading venue on which the acquisition is carried out.
- 4. Where necessary for the purposes of compliance with the applicable legislation, in particular Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and Commission Delegated Regulation (EU) No 2016/1052 of 8 March 2016, and/or the determinations of the competent supervisory authority, to authorise the Board of Directors (which may delegate such powers to the Executive Committee) to conform and set the exact terms and conditions of the buy-back program within the framework referred to in Recital III and, in general, to perform all acts necessary or convenient for its full implementation and execution, in all cases under the terms and conditions of this proposed resolution.

Lisbon, 20 March 2025

For the Board of Directors, (Illegible signatures)"





# 715

#### **ITEM 5 OF THE AGENDA**

To deliberate on the reduction of the share capital by up to €4,250,000.00 (four million, two hundred and fifty thousand euros) for the purpose of releasing excess capital, by means of the cancellation of up to 8.500.000 (eight million, five hundred thousand) shares representing up to 6.14 % of the share capital already acquired or to be acquired under the share buyback programme, as well as related reserves, and with the consequent amendment of paragraphs 1 and 2 of Article 4 of the Articles of Association.

Under this item, the following Company's Board of Directors proposal is presented for approval to the Annual General Meeting:

#### "Whereas:

- A) On 19 July 2024, CTT Correios de Portugal, S.A. announced its intention to carry out a share buyback programme in the amount of up to 8,500,000 (eight million, five hundred thousand) shares representing up to 6.14% of the share capital, with the purpose of reducing the share capital through the cancellation of own shares acquired in the context of the programme as set forth in Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014 regarding market abuse and related regulations;
- B) Such share buyback programme has already been initiated on 22 July 2024 and shall be concluded until 22 July 2025 (included);
- C) Under the terms of article 95 of the Portuguese Commercial Companies Code ("PCCC"), the share capital reduction shall not be resolved if the company's net worth fails to exceed the new capital by at least 20%;
- D) To the extent required, in mandatory terms, by article 463(2)(b) of the Portuguese Commercial Companies Code ("PCCC"), the Company must create a special reserve in an amount equivalent to the par value of any own shares to be cancelled acquired following this resolution and, accordingly, in what regards the shares to be acquired, this requirement shall be complied with.

#### It is hereby proposed that it is resolved:

1) To reduce the share capital by up to €4,250,000.00 (four million, two hundred and fifty thousand euros), corresponding to the cancellation of up to 8,500,000 (eight million, five hundred thousand) own shares already acquired or to be acquired by 22 July 2025 within the scope of the share buyback programme that the Company announced on 19 July 2024 and which is currently underway, the reduction being intended for the special purpose of implementing the share buyback programme and corresponding release of excess capital;

According with the balance sheet dated 31 December 2024 and approved under item 1 of the agenda, as well as the appropriation of profits approved under item 2 of the agenda, after the implementation of the proposed capital reduction, the company's net worth will exceed the new capital by more than 20%, which is why the requirement set out in article 95 of the Portuguese Commercial Companies Code ("PCCC") is met;





Acquisitions of own shares under the buy-back programme that are to be extinguished pursuant to this resolution shall be carried out under the terms and conditions approved by the Board of Directors using the authorization to purchase Company shares granted by the General Meeting of 23 April 2024 - the renewal of which is the subject of a resolution at this General Meeting - duly communicated to the market, namely with regard to quantities, term, recipients and price;

- To approve that the reduction is limited to the amount corresponding to the own shares that have been acquired and are cancelled by the end of the duration of the share buyback programme, i.e.
   July 2025, or at an earlier date if it is concluded early due to the maximum number of shares to be acquired or the maximum monetary amount being reached;
- 3) That all other terms and conditions for the implementation of the share buyback and of the corresponding share capital reduction be established by the Board of Directors;
- 4) To approve the constitution, to the extent required, in a mandatory manner, by the article 463(2)(b) of the Portuguese Commercial Companies Code ("PCCC"), of a special reserve equivalent to the par value of the own shares to be cancelled that have been acquired in implementation of this resolution;
- 5) To modify, as a result of the share capital reduction resolved herein and effective as from the date of the same, paragraphs 1 and 2 of article 4 of the Articles of Association, which shall read as follows:

# "ARTICLE 4 Share Capital

- 1. The share capital is sixty-four million, nine hundred and seventy thousand euros, fully subscribed and paid up.
- 2. The share capital is represented by one hundred and twenty-nine million, nine hundred and forty thousand shares, with the nominal value of fifty cents of Euro each.
- 3. (...).
- 4. (...)."
  - 6) That the implementation of this proposal be subject to the existence of the necessary market conditions and financial and accounting situation;
  - 7) That the wording of paragraphs 1 and 2 of article 4 of the Articles of Association, as now approved, be deemed automatically and proportionally adjusted in the event the capital reduction as actually implemented is lower.

Lisbon, 20 March 2025

For the Board of Directors, (Illegible signatures)"





# **CORPORATE BODIES**

# **BOARD OF THE GENERAL MEETING:**

Chair:	Teresa Sapiro Anselmo Vaz Ferreira Soares
Vice- Chair:	José Luís Pereira Alves da Silva

# **BOARD OF DIRECTORS 1:**

Chair	Raul Catarino Galamba de Oliveira
Members	João Afonso Ramalho Sopas Pereira Bento Guy Patrick Guimarães de Goyri Pacheco João Carlos Ventura Sousa Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia Steven Duncan Wood Duarte Palma Leal Champalimaud Jürgen Schröder Margarida Maria Correia de Barros Couto María del Carmen Gil Marín Susanne Ruoff

<sup>&</sup>lt;sup>1</sup> Members elected at the Annual General Meeting held on 20 April 2023.

# **EXECUTIVE COMMITTEE:**

Chair:	João Afonso Ramalho Sopas Pereira Bento
Members:	Guy Patrick Guimarães de Goyri Pacheco João Carlos Ventura Sousa

# **AUDIT COMMITTEE:**

Chair:	Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia
	María del Carmen Gil Marín Jürgen Schröder





#### **REMUNERATION COMMITTEE:**

Chair:	Fernando Paulo de Abreu Neves de Almeida
Members:	Manuel Carlos de Melo Champalimaud Christopher James Torino

#### **STATUTORY AUDITOR 2:**

Effective Auditor:	Statutory	Ernst & Young Audit & Associados – SROC, S.A., with registered office at Avenida da Índia, n.º 10, Piso 1, 1349-006 Lisboa and legal person no. 505 988 283, admitted to the Institute of Statutory Auditors under no. 178 and registered with the Portuguese Securities Market Commission under no. 20161480, represented by Luís Pedro Magalhães Varela Mendes, admitted to the Institute of Statutory Auditors under no. 1841, registered with the Portuguese Securities Market Commission under no. 20170024, married, with Citizen Card no. 12150625, tax identification no. 222692430, or by Rui Abel Serra Martins, admitted to the Institute of Statutory Auditors under no. 1119, registered with the Portuguese Securities Market Commission under no. 20160731, married, with Citizen Card no. 9133435, tax identification no. 185813054, both with professional address at the abovementioned address.
Alternate Auditor:	Statutory	Pedro Miguel Borges Marques, admitted to the Institute of Statutory Auditors under no. 1801, registered with the Portuguese Securities Market Commission under no. 20161640, married, with Citizen Card no. 12628064, tax identification no. 238962083, with professional address at Avenida da Índia, n.º 10, Piso 1, 1349-006 Lisboa.

<sup>&</sup>lt;sup>2</sup> Elected at the Annual General Meeting held on 23 April 2024, for the term of office 2024/2026, with effect from 1 January 2024.

# **COMPANY SECRETARY:**

Effective Secretary:	Company	Maria da Graça Farinha de Carvalho
Alternate Secretary:	Company	Andreia Sofia Martins Silva





# CORPORATE POSITIONS HELD IN OTHER COMPANIES BY MEMBERS OF THE CORPORATE BODIES

#### **BOARD OF THE GENERAL MEETING:**

The corporate positions held in other companies by members of this corporate body are as follows:

- Teresa Sapiro Anselmo Vaz Ferreira Soares (Chair of the Board of the General Meeting of CTT):
  - Member of the Supervisory Board of ADSR Associação do Direito das Sociedades em Revista
  - Member of the Corporate Arbitration Committee of APA Portuguese Arbitration Association
  - Chairwoman of the Board of the General Meeting of Fastfiber-Infraestruturas de Comunicação, S.A.
  - Member of the Supervisory Board of APA Associação Portuguesa de Arbitragem
- José Luís Pereira Alves da Silva (Vice-Chairman of the Board of the General Meeting of CTT)
  - Secretary of Society of PULMOR Equipamento Médico S.A.
  - Secretary of Society of RGV Investimentos Imobiliários, S.A.
  - Secretary of Society of DIGAL, S.A.
  - Secretary of Society of DIGAL Distribuição e Comércio, S.A.
  - Secretary of Society of Multigás Sociedade Comercial e Distribuidora de Gás, S.A.

#### BOARD OF DIRECTORS / EXECUTIVE COMMITTEE:

The corporate positions held in other companies by the members of these corporate bodies (and respective internal committees) are as follows:

- Raul Catarino Galamba de Oliveira (Chairman (non-executive) of the Board of Directors of CTT, as well as Chairman of the Corporate Governance and Risk Committee (formerly Corporate Governance, Evaluation and Nominating Committee) and Member of the Ethics Committee):
  - Chairman of the Selection and Remuneration Committee of Banco CTT, S.A.
  - Chairman of the Selection Committee of Payshop (Portugal), S.A.
  - Chairman of the Selection Committee of 321 Crédito Instituição Financeira de Crédito, S.A.
  - Member of the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A.
  - Member of the Board of Directors of José de Mello Capital, S.A.
  - Member of the Board of Directors of CUF, S.A. (formerly, José de Mello Saúde, S.A.)
  - Member of the Board of Trustees of Fundação Alfredo de Sousa
  - Chairman of the Board of Directors of Fundação Manuel Violante
- João Afonso Ramalho Sopas Pereira Bento (Executive Member of the Board of Directors of CTT, as well as Chief Executive Officer (CEO)):
  - Chairman of the Board of Directors of CTT IMO Sociedade Imobiliária, S.A.
  - Chairman of the Board of Directors of CTT Soluções Empresariais, S.A.
  - Chairman of the Board of Directors of CTT Expresso Serviços Postais e Logística, S.A.
  - Member of the Selection and Remuneration Committee of Banco CTT, S.A.
  - Member of the Selection Committee of Payshop (Portugal), S.A.
  - Member of the Selection Committee of 321 Crédito Instituição Financeira de Crédito, S.A.
  - Chairman of the Board of the General Meeting of Correio Expresso de Moçambique, S.A. (CORRE)





- Manager of the company Método Motriz, Unipessoal, Lda
- Chairman of the Board of Directors of the International Post Corporation (IPC)
- Managing Partner of QPDM Consulting, Lda.
- Member of the Board of the Business Roundtable Portugal Association
- Member of the Board of Trustees of Fundação Alfredo de Sousa
- Member of the Advisory Council of Reshape (formerly APAC Portugal Associação de Apoio ao Preso)
- Member of the Board of ICF Inclusive Community Forum Nova SBE
- Member of the Strategic Innovation Council of VdA Vieira de Almeida & Associados, Sociedade de Advogados, RL
- Member of the General Council of Instituto Português de Corporate Governance, in an individual capacity
- Permanent Member of the Advisory Council of AICEP (Agency for Investment and External Trade of Portugal)
- Honorary President of ASECAP (European Association of Operators of Toll Road Infrastructures)
- Guy Patrick Guimarães de Goyri Pacheco (Executive Member of the Board of Directors of CTT (CFO)):
  - Chairman of the Board of Directors of CTT IMO YIELD, SIC Imobiliária Fechada, S.A.
  - Member of the Board of Directors of Medspring, S.A.
  - Member of the Board of Directors of CTT IMO Sociedade Imobiliária, S.A.
  - Member of the Board of Directors of Newspring Services, S.A.
  - Member of the Board of Directors of CTT Soluções Empresariais, S.A.
  - Non-executive Member of the Board of Directors of Banco CTT, S.A.
  - Member of the Board of Directors of CTT Expresso Serviços Postais e Logística, S.A.
  - Non-executive Member of the Board of Directors of Finerge Renewables Spain ETVE S.A.U.
  - Member of the Board of Directors of Finerge, S.A.
  - Member of the Board of AEM (Portuguese Issuers Association)
- João Carlos Ventura Sousa (Executive Member of the Board of Directors of CTT (CMO))
  - Member of the Board of Directors of Payshop (Portugal), S.A.
  - Chairman of the Board of Directors of CTT Services, S.A.
  - Chairman of the Board of Directors of Medspring, S.A.
  - Member of the Board of Directors of CTT IMO Sociedade Imobiliária, S.A.
  - Chairman of the Board of Directors of Newspring Services, S.A.
  - Member of the Board of Directors of CTT Soluções Empresariais, S.A.
  - Chairman of the Board of Directors of CTT Contacto, S.A.
  - Member of the Board of Directors of Correio Expresso de Mocambique, S.A. (CORRE)
  - Member of the Board of Directors of CTT Expresso Serviços Postais e Logística, S.A.
  - Vice-Chairman of the Board of APOE Associação Portuguesa de Operadores Expresso
- Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia (Non-executive Member of the Board of Directors of CTT, as well as Chairwoman of the Audit Committee):
  - Non-executive Member of the Board of Directors of Sierra IG Gestão de Fundos, SGOIC, S.A.
  - Non-executive Member of the Board of Directors and Chairwoman of the Audit Committee of Banco Português de Fomento, S.A
  - Chairwoman of the Fiscal Board of Sogrape, SGPS, S.A.
  - Non-executive Member of the Board of Directors and Member of the Audit Committee of Impresa, SGPS,
  - Member of the Board of Trustees of Fundação do Gil
  - Member of the Board of Associação para a Escola de Gestão Empresarial





- Invited Member of the Executive Committee of Comissão de Normalização Contabilística (Commission of Accounting Standards)
- Member of the Scientific Council of Associação Fiscal Portuguesa
- Steven Duncan Wood (Non-executive Member of the Board of Directors of CTT):
  - Member of the Board of Directors of MEI Pharma, Inc.
  - Member of the Board of Directors of Leonardo, S.P.A.
  - Founder and Managing Member of Builders Institute, Inc.
  - Managing Member of GreenWood Performance Investors, LLC.
  - Founder and Managing Member of GreenWood Investors LLC.
  - Advisory Board Member of Cortland Associates, Inc.
- Duarte Palma Leal Champalimaud (Non-executive Member of the Board of Directors of CTT, as well as Corporate Governance and Risk Committee (formerly Corporate Governance, Evaluation and Nominating Committee):
  - Vice President of the Board of Directors of GLN Advance Solutions, S.A.
  - Chairman of the Board of Directors of Pentapack Sistema de Embalagem, S.A.
  - Manager of Star Swan Unipessoal, Lda.
  - Member of the Board of Directors of Manuel Champalimaud, SGPS, S.A.
  - Chairman of the Board of the General Meeting of APIP Associação Portuguesa da Indústria de Plásticos
- **Jürgen Schröder** (Non-executive Member of the Board of Directors of CTT, as well as Member of the Audit Committee):
  - Director of LPS Hospitality &Investment GmbH (Germany)
  - Executive Partner of JS-Rat &Tat GmbH (Germany)
  - Director of "Rotary Club Düsseldorf" (Germany)
  - Member of the Board of Marketing Club Düsseldorf (Germany)
- Margarida Maria Correia de Barros Couto (Non-executive Member of the Board of Directors of CTT, as well
  as Chairwoman of the Ethics Committee and Member of the Corporate Governance and Risk Committee
  (formerly Corporate Governance, Evaluation and Nominating Committee):
  - Member of the Board of Trustees of Fundação Universidade de Aveiro (non-executive board).
  - Vice President of Rede Capital Social Associação de Filantropia Estratégica (Strategic Philanthropy Association)
  - Member of the National Council of Fundação Aga Khan (Aga Khan Foundation)
  - Member of the Board of Directors and Chief Executive Officer (CEO) of Fundação Vasco Vieira de Almeida
  - Secretary of the General Assembly of BCSD Portugal Business Council for Sustainable Development
- María del Carmen Gil Marín (Non-executive Member of the Board of Directors of CTT, as well as Member of the Audit Committee):
  - Non-executive Member of the Board of Directors and Member of CNR da Santalucía, S.A., Compañia de Seguros y Reaseguros (Spain)
  - Non-executive Member of the Board of Directors and Member of the Audit Committee and the Appointments, Assessment and Remunerations Committee of Caixa Geral de Depósitos, S.A.
  - Member of the Board of Directors of Novabase, SGPS, S.A.
  - Member of the Board of Directors of Celfocus -Soluções Informáticas para Telecomunicações, S.A.
  - Member of the International Advisory Board of Católica Lisbon School of Business and Economics
  - Member of the Innovation Strategic Board of VdA Vieira de Almeida & Associados, Sociedade de Advogados, RL





- Chairwoman of the Board of the General Meeting of GLOBALEDA Telecomunicações e Sistemas de Informação, S.A.
- **Susanne Ruoff** (Non-executive Member of the Board of Directors of CTT, as well as Member of the Corporate Governance and Risk Committee (*formerly* Corporate Governance, Evaluation and Nominating Committee):
  - Member of the Board of Directors of Createq, Software Company (Switzerland)
  - Member of the Board of Directors and Chairwoman of the Organizing and Remuneration Committee of Eldora AG Organization (Switzerland)
  - Chief Executive Officer (CEO) of Ruoff Advisory GmbH (Switzerland)
  - Member of Explore-it Foundation
  - Member of the Strategic Advisory Board of EPFL École Polytechnique Fédérale de Lausanne (Switzerland)
  - Board Advisor of Emirates Post, Dubai (UAE)

#### **REMUNERATION COMMITTEE:**

The corporate positions held in other companies by members of this Committee are as follows:

- Fernando Paulo de Abreu Neves de Almeida (Chair of the Remuneration Committee of CTT):
  - Manager of Neves de Almeida Consultores, Unipessoal, Lda.
  - Member of the Remuneration Committee of REN Redes Energéticas Nacionais, SGPS, S.A.
  - Partner of the Lisbon office of Boyden Global Executive Search
- Manuel Carlos de Melo Champalimaud (Member of the Remuneration Committee of CTT):
  - Vice-Chair of the Brazilian law society Casa da Urca Limitada
  - Manager of Sealion Finance, Lda.
  - Deputy Manager of Cela Agro-Pecuária, Lda.
  - Chair of the Board of Directors of Manuel Champalimaud SGPS, S.A.
  - Deputy Manager of Agrícola São Barão Unipessoal, Lda.
  - Chair of the Nominating and Remunerations Committee of Manuel Champalimaud Group
- Christopher James Torino (Member of Remuneration Committee of CTT):
  - Does not hold any office in other Companies

#### **COMPANY SECRETARY:**

The corporate positions held in other companies by the Effective Company Secretary and by the Alternate Company Secretary are as follows:

- Maria da Graça Farinha de Carvalho (Effective Company Secretary of CTT):
  - Chair of the Board of the General Meeting of CTT Services, S.A.
  - Chair of the Board of the General Meeting of CTT IMO YIELD, SIC Imobiliária Fechada, S.A.
  - Chair of the Board of the General Meeting of Open Lockers, S.A.
  - Chair of the Board of the General Meeting of CTT IMO Sociedade Imobiliária, S.A.
  - Member of the Selection Committee of Payshop (Portugal), S.A.
  - Chair of the Board of the General Meeting of CTT Soluções Empresariais, S.A.
  - Effective Company Secretary of CTT Expresso Serviços Postais e Logística, S.A.





- Andreia Sofia Martins Silva (Alternate Company Secretary of CTT):
  - Secretary of the Board of the General Meeting of Correio Expresso de Moçambique, S.A. (CORRE)
  - Chair of the Board of the General Meeting of Payshop (Portugal), S.A.
  - Secretary of the Board of the General Meeting of CTT Soluções Empresariais, S.A.
  - Secretary of the Board of the General Meeting of CTT Services, S.A.
  - Chair of the Board of the General Meeting of Medpring, S.A.
  - Secretary of the Board of the General Meeting of Open Lockers, S.A.
  - Secretary of the Board of the General Meeting of CTT IMO Sociedade Imobiliária, S.A.
  - Chair of the Board of the General Meeting of Newspring Services, S.A.
  - Chair of the Board of the General Meeting of CTT Contacto, S.A.
  - Alternate Company Secretary of CTT Expresso Serviços Postais e Logística, S.A.





#### **SHARES AND VOTING RIGHTS**

The share capital of CTT – Correios de Portugal, S.A., in the amount of €69,220,000.00, is represented by 138,440,000 shares, with an equal number of voting rights.

With reference to 13 March 2025, the date of the most recent interim report on the transactions carried out in the context of the share buyback programme, CTT holds 5,122,661 own shares, corresponding to 3,70% of the share capital, with a nominal value of €0.50. All inherent rights are suspended pursuant to article 324(1) of the Portuguese Commercial Companies Code ("PCCC"), except for the right to receive new shares in the event of a capital increase by incorporation of reserves.