



INAPA - INVESTIMENTOS, PARTICIPAÇÕES E GESTÃO, SA
(public held company)

Head Office: Rua Braamcamp, n.º 40 -9.ºD, Lisbon - Portugal
Share capital: € 180 135 011.43
Tax ID and Company Registration number at the Lisbon Company Registry Office:
500 137 994

BYLAWS

CHAPTER I - NAME, HEAD OFFICE, OBJECT AND DURATION

ARTICLE 1

INAPA – Investimentos, Participações e Gestão, SA, formerly known as Inapa - Indústria Nacional de Papéis, SA, will be governed by this Memorandum of Association and by the applicable legislation in force.

ARTICLE 2

- 1 – The Company’s Head Office is located at Rua Braamcamp, n.º 40 -9.ºD, Lisbon.
- 2 – The Board of Directors may relocate the Company’s Head Office elsewhere within Portugal.

ARTICLE 3

The object of the Company is:

- a – To manage its own assets, whether fixed or current, including its holdings in the share capital of other companies, bonds and securities of a similar nature;
- b – To operate industrial and commercial establishments belonging to the Company or third parties;
- c – To advertise products and provide marketing services, including awarding franchise contracts and granting rights over trademarks, designs, models and patents;

d – To provide support services for companies in general.

ARTICLE 4

The Company may purchase shares in limited liability companies, whether their object is the same or not, and in companies regulated by special laws, as well as participate in enterprise groupings.

ARTICLE 5

The Company shall exist in law for an indefinite period of time, commencing for all effects from the date of its constitution on November 24, 1965.

CHAPTER II

SHARE CAPITAL

ARTICLE 6

The share capital is €180 135 011.43 (hundred and eighty million, hundred and thirty five thousand and eleven Euros and forty three cents), divided into 150 000 000 (one hundred and fifty million) ordinary shares and 300 984 041 (three hundred million nine hundred and eighty thousand and forty one) preferred shares with no voting right, all with no face value and fully paid-up.

ARTICLE 7

1 – The Board of Directors may increase the share capital one or more times, by means of cash payments, up to a maximum of €225 000 000.00 (two hundred and twenty five million Euros), through preferred shares with no voting right and a priority dividend of 5% of subscription value, with a subscription reserve to current shareholders.

2 – When the power granted in the item above is exercised, subject to favorable prior opinion from its Audit Committee, the Board of Directors will define the subscription conditions for the new shares.

ARTICLE 8

1 – Shares will be registered or held as bearer shares, under the terms of the applicable legislation in force, and reciprocally convertible, with the shareholder responsible for any conversion expenses.

2 - Certificates of one, five, ten, twenty, fifty, one hundred or more shares may be issued.

3 - The company can issue non-voting preference shares, redeemable preference shares or any other legally allowed type of share.

ARTICLE 9

Within the limits permitted by company law, the Company may acquire treasury shares and use them in operations that serve the Company's interest.

CHAPTER III

BONDS AND OTHER SECURITIES

ARTICLE 10

1 – Under the terms of the applicable legislation in force, the Company may issue registered and bearer bonds, or other securities of the same or similar nature, by a simple decision of the Board of Directors.

2 – The Company may also, under the terms of the applicable legislation in force, issue convertible bonds, warrant-linked bonds, non-voting preference shares, redeemable preference shares or other instruments of the same or similar nature.

ARTICLE 11

By decision of the Board of Directors and within the limits permitted by law, the Company may purchase its own bonds, participation units or other similar securities and use them in operations that serve the Company's interest.

CHAPTER IV
GENERAL MEETING, COMPANY MANAGEMENT AND SUPERVISION

ARTICLE 12

1 – The General Meeting comprises shareholders with voting and decision-making rights, when taken pursuant to the law and these Articles of Association, are binding upon all, regardless of whether they are absent, in disagreement or incapable.

2 – In addition to its Board, the General Meetings must be attended by the members of the Board of Directors, including the members of the Audit Committee, and, at the Annual General Meeting, the Company's Statutory Auditor.

3 - Shareholders with no voting rights who are also members of the Board of the General Meeting, the Board of Directors, including members of the Audit Committee and the Statutory Auditor, may discuss table motions and participate in all other business of the General Meeting even though they cannot vote.

4 – Bondholders and shareholders with no voting rights who do not hold any of the roles mentioned in item 2 above cannot attend General Meetings

ARTICLE 13

1 - Shareholders who own shares in the company at least five working days before the date of the General Meeting may exercise their right to vote. To this effect, registered shares should also be registered in their name in the company share register at least five working days before the meeting. In the case of bearer shares, they should be kept in the company's safe or deposited at a credit institution or other entity recognised by law for this effect, and the Chairperson of the Board of the General Meeting should be notified of this deposit and the number of shares in question at least three working days before the aforementioned meeting. The shares should remain in the possession of the shareholder until the date of the General Meeting.

Shares will be blocked only until the close of business of the session of the General Meeting in question.

In case of adjournment of the General Meeting for a period of more than five working days, shareholders who intend to participate and exercise their right to vote in the session at which business is due to be resumed, should inform the Chairman of the Board of the General Meeting at least three working days before the session, of the number of shares they maintain in deposit at the credit institution or other legally recognised entity for this effect five working days prior to business resuming.

2 - Shareholders may exercise their voting rights by post. To do so, they should address a registered letter with recorded delivery to the Chairman of the Board of the General Meeting at least three working days prior to the date of the session of the General Meeting in question.

3 – Postal votes count towards forming the quorum for the General Meeting. The Chairperson of the Board of the General Meeting is responsible for checking the authenticity and regularity of these votes, as well as ensuring their confidentiality until the time of the vote. Postal votes are considered revoked if the shareholder or their representative attends the General Meeting.

4 – Postal votes for motions tabled after these votes have been issued count as 'no' votes.

5 – Each share registered or deposited under the terms set forth in item 1 of this article gives the right to one vote.

ARTICLE 13 A

1 – During the time horizon in which the preferred shares have voting right, according to article 342 n.º3 of the Commercial Code, it will not be considered the votes from one shareholder, in his name or representing other, which exceed one third of the total votes of the share capital.

2 – The effect of the previous paragraph, are applicable to:

- a) The voting rights of one shareholder, under the terms of paragraph 1 of article 20 of the CVM Code, or the norm that replaces or substitutes it.
- b) The voting rights corresponding to the shares hold by a shareholder that is subject to a common domain.

3 – In the case of a limitation referred on paragraph 1 affects several shareholders, the limitation is applied proportional to the shares held by each entity.

4 – The limitation of voting rights applies to all deliberations, including those that according to the law or the bylaws require a qualified majority of the share capital.

5 – The shareholders that hold a percentage higher than the threshold referred on paragraph 1 maintain the information duties relative to acquisition or sale of qualified stakes according to thresholds defined by law.

6 – The Board of Directors submits every five years a proposal to the General Meeting to change or maintain the current disposition, without super quorum requirements regarding the quorum required by law suppletively.

7 – On the deliberation referred on the previous paragraph, all issued votes are considered, not being considered the limitation on the counting of votes.

ARTICLE 14

1 – The Board of the General Meeting comprises a Chairperson and a Secretary.

2 – A Vice-Chairperson, to replace the Chairperson in case of absence or impediment, and a second Secretary may also be elected by the General Meeting if deemed necessary.

3 – The members of the Board of the General Meeting may not be shareholders, but must fulfil the requirements set forth in Article 374 of the Company Code.

ARTICLE 15

The shareholders should hold an annual General Meeting within the terms and deadlines set forth in Article 376 of the Company Code, to evaluate the company's management and supervision for the financial year ended and for the other purposes described in the aforementioned provision. They should also meet on an extraordinary basis, pursuant to Article 375 of the Company Code, whenever required to do so by law, when the Board of Directors or Audit Committee deems necessary, or at the duly substantiated request of shareholders who possess shares corresponding to at least 5% of the share capital.

ARTICLE 16

1 – Shareholders with voting rights can appoint a representative at General Meetings by simple letter of proxy addressed to the Chairperson of the Board of the General Meeting and delivered at least three working days prior to the date set for the meeting.

2 – The Chairperson of the Board of the General Meeting may request notarisation of the signatures on the aforementioned letters in case of any doubt as to their authenticity.

3 – Incapable persons and corporate bodies shall be represented by those legally appointed to do so. They may, however, delegate this representation under the terms of item 1.

4 – The documents providing evidence of the legal representation described in the item above should be presented by the same deadline set forth in item 1 to the Chairperson of the Board of the General Meeting, who may request notarisation of the relevant signatures.

ARTICLE 17

1 – The General Meeting will be held at the Company's Head Office or at another location in Portugal chosen by the Chairperson of the Board of the General Meeting. The meeting may not be held remotely using communications technology.

2 – The General Meeting may proceed on first call when attended by shareholders or proxies whose shares represent at least one third of the share capital.

3 – The General Meeting is valid on second call regardless of the number of shareholders or proxies present and the amount of share capital their shares represent.

4 – The call to a General Meeting may include a fixed date for a second meeting in case a quorum is not reached at the first meeting, as long as there is more than 15 days between the two dates.

ARTICLE 18

1 – The company is managed by a Board comprising between five and twelve members, elected at the General Meeting.

2 – The shareholders who vote against a motion to elect the Directors have the right to appoint one Director, as long as this minority represents at least 10% of the share capital.

3 - In order to enact the provision in the item above, the election will take place by a vote of the aforementioned minority at the same meeting, and the Director thus elected will automatically substitute the least voted person on the winning list, or, in case of a tie, the person in last place on that same list.

4 – The Chairperson of the Board of Directors will be appointed at the General Meeting and will be responsible for calling and chairing meetings of the Board of Directors. He/she will have the casting vote and may appoint from amongst its members a Vice-Chairperson to replace him/her in case of absence or impediment.

5 – The Board of Directors may delegate the day-to-day management of the company to one or more Directors or an Executive Committee

6 – Directors who are unable to attend may be represented by another Director, at meetings of both the Board of Directors and Executive Committee.

7 - If the Board of Directors is composed of fewer members than the maximum set forth in item 1 of this article and it deems it necessary for the management of company business to increase the number of Directors, it may appoint two new members prior to the next scheduled annual General Meeting. Clearly, this must not result in more than the limit of twelve members for the Board of Directors as stipulated in these articles of association.

The first annual General Meeting to be held after such appointment will either confirm or reject the advice of the Board of Directors with regard to the number of Directors. If the instruction is confirmed, the appointment of the new members will be ratified.

8 - If a Director fails to attend more than two meetings of the Board of Directors in a calendar year without good reason accepted by the latter, this will be considered definitive absence of the Director in question.

9 - The Board of Directors will elect replacements for any members deemed definitively absent, dismissed under the terms of the law, or who resign their post. Any replacements thus made will remain in force until the end of the term to which the members of the Board of Directors who made the selection were elected, unless the selection is not ratified by the first subsequent General Meeting. Replacements must be submitted to the General Meeting for approval, as stipulated by Article 393(4) of the Company Code.

10 - The Board of Directors will normally meet at least once a quarter and whenever called upon by its Chairperson, either on his/her own initiative or at the request of the Chairperson of the Executive Committee or two members of the Board of Directors.

ARTICLE 19

1 – The liabilities that each Director may incur in the performance of his/her duties should be covered by a guarantee in a legally permitted form.

2 – The guarantee should be obtained within thirty days of the Director's election or appointment and maintained until the end of the year following that in which the Director ceases duties, for whatever reason.

3 – The guarantee shall be for the minimum amount set by law if the General Meeting does not stipulate a higher figure. It may be replaced by an insurance policy in favour of the indemnity holders, whose costs may not be borne by the Company except for the part in excess of the minimum set by law.

ARTICLE 20

Notwithstanding the specific powers assigned by law to the Audit Committee, the Board of Directors is responsible for exercising, in a general sense, the broadest powers of management, as well as representing the Company in and out of court, both actively and passively, and acting in such a way that serves to fulfil the Company's object, in particular:

- a – Building, maintaining, transferring or closing establishments, factories, laboratories and workshops;
- b – Setting up, maintaining, transferring or closing offices, branches, agencies and any other type of corporate representation;
- c - Purchasing, selling and pledging in whatever form company shares or bonds or other securities of the same or similar nature;
- d – Purchasing, selling or pledging in whatever form shares, stakes, bonds or other securities of the same or similar nature in other companies, as well as public debt securities;

e – Purchasing and selling other non-fixed assets, as well as pledging them in whatever form;

f – Purchasing fixed assets, as well as selling or pledging them for acts or contracts, including in provision of real guarantees, subject to obtaining a favourable prior opinion from the Audit Committee;

g – Admitting, waiving or settling legal claims, as well as submitting to arbitrations;

h – Appointing proxies under the terms of the law;

i - Performing any other functions described in these Articles of Association and the law.

ARTICLE 21

1 – The Company is under obligation by the signature of two Directors.

2 – Ordinary acts may be signed by only one Director

ARTICLE 22

1 – The Audit Committee of the Board of Directors and a Statutory Auditor will be responsible for the oversight of company business.

2 – The members of the Audit Committee are appointed by the General Meeting.

3 – The Company's Statutory Auditor is appointed by the General Meeting, at the suggestion of the Audit Committee.

4 – The Audit Committee of the Board of Directors will comprise of three members who fulfil the applicable legal requirements, one of whom will act as Chairperson, to be appointed by the General Meeting from among the members of the Board of Directors.

5 – The Chairperson of the Audit Committee is responsible for calling its meetings, on his/her own initiative or if requested to do so by any of its other members, as well as administering the agenda. He/she possesses the casting vote in case of a tie when voting.

6 – The Audit Committee will normally meet at least once every two months.

7 - If a Director fails to attend more than two meetings of the Audit Committee in a calendar year without good reason accepted by the latter, this will be considered definitive absence of the Director in question, implying loss of his/her position as Director.

ARTICLE 23

The members of the governing bodies and their replacements shall be elected every three years by the General Meeting, and may be re-elected when this is not prevented by law.

ARTICLE 24

Notwithstanding the powers specifically attributed by law to other bodies, in particular the Audit Committee, the salaries of members of the governing bodies, whether monthly or otherwise, will be allocated and set by a committee composed of three members elected for the purpose by the General Meeting every three years. Re-election is permitted for one or more terms.

ARTICLE 25

1 – If a body corporate is elected to the Board of the General Meeting, it will be represented in the performance of this role by the person it appoints or who is legally responsible for such.

2 – If elected to the Board of Directors, a body corporate should appoint an individual to perform this role in their own name. The individual and the body corporate will be held jointly responsible for his/her acts.

ARTICLE 26

The Board of Directors will appoint a Company Secretary, who will have the duties and responsibilities set forth in the law.

CHAPTER V

FINANCIAL YEARS AND APPROPRIATION OF PROFITS

ARTICLE 27

The corporate financial year coincides with the calendar year.

ARTICLE 28

The profits recorded in each financial year, net of all expenses, charges, amortisation and relevant provisions as per the accounts approved by the General Meeting, will be appropriated as follows:

- 1 – To the legal reserve when this has been depleted and needs to be replenished - at least 5%;
- 2 – To create and increase reserves and other funds which the General Meeting deems necessary to serve the company's interests - amount decided by the same General Meeting;
- 3 – To shareholder dividends or retained earnings, in accordance with the decision of the General Meeting – the remaining balance after the aforementioned operations.

CHAPTER VI

DISSOLUTION AND LIQUIDATION OF THE COMPANY

ARTICLE 29

- 1 – The company can be dissolved in the situations and under the terms set forth in the law.
- 2 – Except by decision to the contrary, the members of the Board of Directors in office when the dissolution takes place will act as liquidators.

CHAPTER VII

JURISDICTION

ARTICLE 30

The Courts of Lisbon shall have exclusive jurisdiction over any disputes between the shareholders and the company arising from this contract, namely with regard to the validity of its clauses and the exercise of their rights

