



## **REGULATION OF THE STRATEGY COMMITTEE**

### **IMPRESA – SOCIEDADE GESTORA DE PARTICIPAÇÕES SOCIAIS, S.A.**

#### **ARTICLE 1.**

##### **OBJECT**

This Regulation aims to regulate the organisation and operation of the Strategy Committee of IMPRESA – Sociedade Gestora de Participações Sociais, S.A. (hereinafter referred to as “IMPRESA” or “Company”), and determine its powers and duties, and the rules of conduct that should be observed by its members, in conformity with all the other regulations of IMPRESA, its Articles of Association and the law.

#### **ARTICLE 2.**

##### **COMPOSITION**

1. The Strategy Committee is chaired by the Chairman of the Board of Directors of IMPRESA.
2. The Strategy Committee is composed of the following members:
  - a) The Vice-Chairman of the Board of Directors;
  - b) A non-executive Director who is not a member of the Audit Committee of IMPRESA; and
  - c) The members of the Executive Committee.
3. The Board of Directors is responsible for appointing the members indicated in the previous number.

#### **ARTICLE 3.**

##### **POWERS AND RESPONSIBILITIES**

1. The Strategy Committee is responsible for assisting the Chairman of the Board of Directors of IMPRESA in the definition and monitoring of compliance of high-level strategic objectives of IMPRESA.
2. For the purposes of the previous number, the Strategy Committee assists the Chairman



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of the Board of Directors:

- a) in the preparation of the IMPRESA Group's Strategic Plan (multiannual), which should be submitted to approval by the Board of Directors;
  - b) in the assessment, follow-up and monitoring of the implementation of this Plan and its annual review, designing any necessary proposed changes;
  - c) in the submission of recommendations of action to the Board of Directors, taking into account the IMPRESA Group's Strategic Plan.
3. Without prejudice to other duties established in the law and the Company's Articles of Association, the Strategy Committee members are duty-bound to:
- d) Always act in accordance with high standards of professional diligence, impartiality, caution and loyalty in the pursuit of the Company's interest;
  - e) Participate in the Committee meetings, justifying, with due time in advance, the impossibility of this participation;
  - f) Keep themselves informed in order to ensure the appropriate performance of their duties;
  - g) Ensure the secrecy of facts and information to which they are privy as a result of their duties, except in cases when their disclosure is permitted or compulsory by law.

#### **ARTICLE 4.**

##### **ADEQUACY OF THE MEMBERS**

The members of the Strategy Committee are subject to the provisions, with the necessary adaptations, relative to the adequacy of the members of the Board of Directors of IMPRESA, set out in the Regulation of the Board of Directors of IMPRESA.

#### **ARTICLE 5.**

##### **TERM OF OFFICE**

The term of office of the Strategy Committee members coincides with the term of office of the Board of Directors of IMPRESA.



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## **ARTICLE 6.**

### **MEETINGS**

1. The Strategy Committee holds meetings twice a year or whenever called by its Chairman.
2. Strategy Committee meetings should be called at least five days in advance, with explicit mention of the issues to be discussed at each meeting.
3. As a general rule and unless duly justified otherwise, the documents supporting the meeting should be sent to the Strategy Committee members at least five days in advance of the date scheduled for the meeting.
4. The meetings are called by written notification, with messages sent by email being included for this purpose.
5. The meetings shall take place at the Company's registered office or in another place designated for the effect; and may be held by telematic means, pursuant to the law, provided that the authenticity and confidentiality of the statements, the security of the communications and the recording of their content are assured.

## **ARTICLE 7.**

### **BINDING EFFECTIVENESS**

The Strategy Committee is an advisory body; therefore, its recommendations are only binding within the Company when adopted by the Chairman of the Board of Directors in acts committed in the exercise of its powers.

## **ARTICLE 8.**

### **RESOURCES**

1. In order to carry out its duties and ensure its responsibilities, the Strategy Committee may call upon the members of the governing bodies, workers, employees and consultants of the Company.
2. The Strategy Committee may also conclude contracts for provision of services and/or assistance with consultants or other advisers or experts, as deemed necessary for pursuit of the objectives and exercise of the duties, powers and responsibilities established in this Regulation.



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3. The Company should provide the necessary financial means and resources for the implementation and operation of the Strategy Committee in conformity with the provisions in this Regulation.

## **ARTICLE 9.**

### **FINAL PROVISIONS**

1. Minutes shall be drawn up of each Strategy Committee meeting, which, after approved, should be signed by all the members present at the meeting.
2. The Strategy Committee minutes should be sent by the respective Chairman to all the other members of the Board of Directors.
3. Matters not regulated in this Regulation are ruled by the applicable general provisions established in the Regulation of the Board of Directors and by the provisions in the applicable legislation in force.