



## Announcement

1. Caixa Geral de Depósitos, S.A. informs that its subsidiary Caixa – Participações, SGPS, SA (“Caixa-Participações”), holder of shares representing 99.77 % of the share capital of Caixa – Banco de Investimento, SA (“CaixaBI”), announced the launch of a takeover bid (“Offer”) and compulsory acquisition process (“Squeeze-out”) of 182,901 shares representing 0.23% of CaixaBI's share capital, corresponding to all of the shares it does not hold, pursuant to article 490 of the Portuguese Commercial Company Act (“CSC”).
2. The terms and conditions of the takeover bid and compulsory acquisition process are set out in the notice published, in accordance with the aforementioned Article 490 and Article 167 of the CSC, and with Ordinance no. 590-A/2005, of 14 July, on the website of the Ministry of Justice (<https://publicacoes.mj.pt/>), which is hereby transcribed:

### **CAIXA-PARTICIPAÇÕES, SGPS, SA**

Registered Office: Av. João XXI, 63, LISBON

Share Capital: €341,603,855.00

Registered with the Lisbon Commercial Registry Office

Single registration and tax identification no. 502 592 532

### **ANNOUNCEMENT ON THE TAKEOVER BID AND COMPULSORY ACQUISITION OF SHARES HELD BY FREE SHAREHOLDERS OF CAIXA - BANCO DE INVESTIMENTO, SA**

CAIXA-PARTICIPAÇÕES, SGPS, SA (hereinafter also referred to as “Caixa-Participações” or “dominant company”) informed CAIXA – BANCO DE INVESTIMENTO, SA (hereinafter also referred to as “CaixaBI” or “controlled company”), pursuant to Article 490(1) of the Commercial Company Act (“CSC”), the acquisition, on 8 November 2022, of shares corresponding to more than 90% of CaixaBI's share capital and voting rights, having increased its share in CaixaBI 's capital from 5.72% to 99.77%.

Caixa-Participações, currently holding 81,067,099 shares representing 99.77% of CaixaBI's share capital and voting rights, under the terms and for the purposes of Article 490(2) and (3) of the CSC, hereby proposes to acquire the 182,901 shares held by other shareholders of CAIXA – BANCO DE INVESTIMENTO, SA. If the offer for the takeover or for the acquisition of part of the shares is not accepted, Caixa-Participações will exercise its squeeze-out rights on the shares not yet acquired, upon registration of the acquisition by deposit and publication at the Commercial Registry Office and the consignment in deposit of the consideration for the acquisition.

### **TERMS OF THE TAKEOVER BID AND COMPULSORY ACQUISITION PROCESS**

#### **1. Identification of the dominant/acquiring company**

CAIXA-PARTICIPAÇÕES, SGPS, SA, a limited liability company with headquarters in Lisbon, at Avenida João XXI, 63, registered with the Lisbon Commercial Registry Office, with the single registration and tax



identification No. 502 592 532, with share capital fully subscribed and paid up in the amount of €341,603,855.00.

**2. Identification of the controlled company**

CAIXA – BANCO DE INVESTIMENTO, SA, a limited liability company with headquarters in Lisbon, at Avenida João XXI, 63, registered with the Lisbon Commercial Registry Office, with the single registration and tax identification No. 501 898 417, with share capital fully subscribed and paid up in the amount of €81,250,000.00.

**3. Object of the Acquisition**

All shares held by the company's other shareholders, corresponding to 182,901 common shares with a nominal unit value of €1 representing 0.23% of CaixaBI's share capital ("Shares"). The Shares constitute the total of common shares representing the share capital and voting rights of CaixaBI that are not presently held by Caixa-Participações.

**4. Addressees:** holders of the Shares, that is, holders of all common shares representing CaixaBI's share capital that are not held by Caixa-Participações.

**5. Consideration:**

5.1. **Amount:** €4.32 (four euros and thirty-two cents) per share amounting to a total of €790,132.32;

5.2. **Payment terms:** the consideration will be paid in cash.

**6. Offer Period:** until 3 pm on 9 December, 2022, with the possibility of receiving the corresponding sale orders at any time before this deadline.

**7. Report of the independent Statutory Auditor:** pursuant to the provisions of Article 490(2) of the Commercial Company Act, the consideration in cash, fixed on a unit basis, is duly justified by a report dated 14 November, 2022, prepared by Baker Tilly, PG & Associados, SROC, Lda, registered with the Portuguese Institute of Statutory Auditors under no. 235 and the Portuguese Securities Market Commission under no. 20161528, tax identification no. 509224547, headquartered at Avenida Columbano Bordalo Pinheiro, n.º 108, 1-B; 1070-067 Lisboa, represented by Paulo Jorge Duarte Gil Galvão André, Statutory Auditor, registered with the Portuguese Institute of Statutory Auditors under no. 979 and with the Portuguese Securities Market Commission under no. 20160596, with professional domicile at Rua Mário Gomes Easter, n.º 6 - 2.º A, 1600-824 Lisboa, which is an independent statutory auditor for both Caixa-Participações and CaixaBI ("Report"). The Report has been stored in the commercial registry, being available for consultation at the headquarters of Caixa-Participações and CaixaBI.

**8. Payment of consideration and consignment in deposit:**

8.1. The payment of the consideration for the acquisition following the acceptance of the Offer will be made on the terms stated in paragraph 9, with the total amount of the consideration, €790,132.32, being deposited in a Caixa-Participações account opened with Caixa Geral de Depósitos, consigned for the payment of the consideration for the acquisition.

8.2. In accordance with Article 490(4) of the Commercial Company Act, the total amount corresponding to the consideration for the compulsory acquisition will be consigned in deposit made into a bank account opened by Caixa-Participações with Caixa Geral de Depósitos, S.A. ('CGD'). The deposit shall be made out to CaixaBI's free shareholders, in the amount corresponding to the number of shares being compulsory acquired multiplied by €4.32, value of the Offer per share.

**9. Form of acceptance of the Offer:** holders of shares wishing to accept the offer should refer the transfer orders directly to the financial intermediaries with which the corresponding securities registration and deposit accounts were opened. The transfer must be made to CGD's account with Interbanco: 535005010.9. The financial intermediaries, on behalf of the free shareholders of CaixaBI, shall immediately submit to CGD the transfer orders for the Shares, via the e-mail operacoes.bolsa@cgd.pt, so that CGD will immediately transfer the amount of the consideration to be paid by Caixa-Participações. Caixa-Participações shall not support any costs or fees, including commissions or charges, incurred by holders of Shares within the scope of this transfer.



Acceptance of the Offer by its addressees is subject to compliance with the respective legal and regulatory requirements, including those provided for in foreign law whenever the addressees of the Offer may be subject to it.

In the case of shares without scriptural representation and/or bearer, the Shareholders must refer to CaixaBI, as the Issuer, with registered office at the address stated in paragraph 2, prior to accepting the Offer.

- 10. Compulsory acquisition:** if the Offer does not allow Caixa-Participações to acquire, at the end of the Offer period, all of the Shares due to the Offer not having been accepted by the addressees, Caixa-Participações will exercise its squeeze-out rights on the remaining Shares and will acquire the Shares of the shareholders who did not accept the Offer, pursuant to article 490(3), of the CSC, upon registration of the acquisition by deposit and publication in the Commercial Registry Office and the consignment in deposit of the consideration for the acquisition, thus becoming the holder of all the shares representing CaixaBI's share capital belonging to CaixaBI's shareholders other than Caixa-Participações. The consideration corresponding to the compulsory acquisition will also be consigned in deposit, on the terms described in paragraph 8.
- 11. Consultation and registration:** This Offer is available for consultation by free shareholders of CaixaBI on CaixaBI's social networks, on Caixa-Participações' official website <https://www.cgd.pt/Investor-Relations/Informacao-Financeira/Pages/Divulgacao-Informacao-Financeira-Caixa-Participacoes.aspx>, and by searching on the official website of the Ministry of Justice available at <https://publicacoes.mj.pt/>. At the end of the period for the offer and the corresponding compulsory acquisition, the latter will be registered with the Commercial Registry and published on the aforementioned official website of the Ministry of Justice pursuant to Article 490(3) of the CSC.
- 12. Applicable law:** This offer is subject to Portuguese law.
- 13. Jurisdiction:** Any matter arising from or in connection with this Offer and compulsory acquisition will be submitted to the exclusive jurisdiction of the courts of the District of Lisbon, with express waiver of any other.

Lisbon, 17 November, 2022

CAIXA-PARTICIPAÇÕES, SGPS, SA

3. Once the takeover bid and compulsory acquisition process is complete, Caixa Geral de Depósitos, SA, holder of 100% of the share capital of Caixa-Participações, will indirectly hold 100% of the share capital of CaixaBI.

Caixa Geral de Depósitos, S.A.

Lisbon, 18 November, 2022

Nuno Pereira

Investor Relations

CMVM and Market Relations Representative

Phone: +351 21 845 6291

Email: [nuno.miguel.pereira@cgd.pt](mailto:nuno.miguel.pereira@cgd.pt)