



**NOTICE TO CONVENE AND PREPARATORY
INFORMATION**

**ANNUAL GENERAL MEETING
21 APRIL 2021**

CTT – Correios de Portugal, S.A.
Public Company
Av. D. João II, 13, 1999-001 Lisboa
Sole registration and taxpayer number with the C.R.O. of Lisboa 500 077 568
Share capital €75,000,000.00



**Annual General Meeting
21 April 2021**

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NOTICE TO CONVENE

CTT'S ANNUAL SHAREHOLDERS GENERAL MEETING

The Chairman of the Board of the General Meeting of **CTT – Correios de Portugal, S.A. – Sociedade Aberta (“CTT” or “Company”)**, Mr. Pedro Miguel Duarte Rebelo de Sousa, bearing in mind the current context of the pandemic caused by COVID-19 as well as the containment measures still in force as of the date of publication of the present notice and considering that:

- (i) The current framework set out in the law and Articles of Association, such as **(a)** article 377(6)(b) of the Portuguese Companies Code, which allows, except otherwise provided in the Articles of Association, general meetings to be held through telematic means, provided that the authenticity of the statements, the security of the communications and record of its contents and of its participants are ensured, and **(b)** the CTT's Articles of Association not forbidding that general meetings are held in such manner;
- (ii) It is not possible to guarantee that on 21 April 2021 all the conditions are met for the General Meeting to be held in person,

hereby convenes the Shareholders of the Company to the Annual General Meeting to be held on 21 April 2021 at 10:00 a.m. (GMT), solely through telematic means, under the terms set out in the law and in the Articles of Association, with the following agenda:

- One:** To resolve on the 2020 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), non-financial information, including sustainability, and other corporate, supervisory and audit information documents, which form the Integrated Report.
- Two:** To resolve on the profit allocation proposal for the 2020 financial year.
- Three:** To generally appraise the Company's management and supervision.
- Four:** Resolve on the approval of the remuneration policy of the members of the Company's management and supervisory bodies, including the stock options plan on CTT shares to be awarded to Executive Directors.
- Five:** To resolve on the granting of authorization to the Board of Directors for the acquisition and transfer of own shares by the Company and its subsidiaries.

Considering that CTT's Annual General Meeting of Shareholders will be held **exclusively through telematic means**, under the terms described in this Notice to Convene, and in order to fully comply with the rights of the Company's Shareholders in adequate and proportional ways within the pandemic context, **Shareholders are encouraged to, in a timely manner, carry out all necessary actions to have the adequate means and instruments to participate in the referred meeting** held through telematic means.

From the date of publication of this Notice to Convene, the resolution proposals to be presented 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 Companies Code and article 21-C(1) of the Portuguese Securities Code) are available to Shareholders for consultation at the Company's registered office, located at Av. D. João II, 13, parish of Parque das Nações, 1999-001 Lisboa, by appointment to be requested to the e-mail assembleiageral@ctt.pt, as well as on the Company's website at www.ctt.pt and on the Portuguese Securities Market Commission's website at www.cmvm.pt.

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

Articles 7 and 8 of the CTT's Articles of Association are transcribed below:

Article 7

Participation in the Shareholders' General Meeting

- 1. The Shareholders' General Meeting is composed of the shareholders with voting rights. Any other persons may attend the Shareholders' General Meeting, as authorised or invited by the Chairman of the Shareholders' General Meeting.*
- 2. To each share shall correspond one vote at the Shareholders' General Meeting.*
- 3. Shareholders with voting rights shall be entitled to participate in and discuss and cast their vote at the Shareholders' General Meeting if on the recorded date, i.e. 0 hours (GMT) of the 5th trading day preceding the day on which the General Meeting is to be held, they are the owners of shares granting them, under the law and the Articles of Association, at least one vote. In addition, they must comply with all the relevant legal provisions, as described in the corresponding convening notice for the meeting.*
- 4. Any shareholder with voting rights may be represented at the Shareholders' General Meeting in accordance with the law and the convening notice for the General Meeting.*
- 5. The members of the Board of Directors shall attend the Shareholders' General Meetings, and the Statutory Auditor shall attend the annual General Meeting.*
- 6. Unless otherwise imposed by a legal provision or a mandatory rule of a regulatory authority, when a duly qualified shareholder requests information by virtue of holding shares corresponding to a minimum percentage of the share capital, such information shall only be made available at the registered office of the Company.*

Article 8

Vote by correspondence

- 1. The exercise of vote by correspondence or by electronic means may comprise all matters included in the convening notice for the meeting, in the terms and conditions set forth therein.*
- 2. The terms and conditions for the exercise of vote by correspondence or by electronic means shall be defined in the convening notice for the meeting by the Chairman of the General Meeting Board, so as to ensure its authenticity, regularity, safety, trustfulness and confidentiality up until the moment of the voting. In both cases:*
 - a) the authenticity of the vote shall be assured before the Chairman of the General Meeting Board, as regards legal entities, by means of a communication with a certified signature according to the law, or as regards individuals, by means of a communication having enclosed a copy of the identity document;*
 - b) the confidentiality of the vote shall be assured by sending the referred communications in a closed envelope, and said communications by correspondence or by electronic means*



- shall only be considered upon the counting of votes;*
- c) the regularity of the votes depends on these being sent within the deadline stipulated in the convening notice for the meeting, which has to be no later than three working days prior to the date of the Shareholders' General Meeting.*
3. *The votes issued by correspondence or by electronic means are counted as negative votes in relation to the proposals of resolution which may be presented after their issuance.*
4. *The presence at a Shareholders' General Meeting of shareholders who have exercised their respective voting rights by correspondence or electronic means, or their representatives, determines the revocation of the vote expressed by those means.*

Considering that this General Meeting is held **solely through telematic means** in still the current context of the pandemic, and in order to ensure the full exercise of Shareholders' rights with an adequate level of safety and authenticity conditions:

- (i) All Shareholders intending to participate and vote in the General Meeting shall **ensure that they are duly empowered for such purpose in the terms described in the following paragraphs** and exercise such rights, **preferentially before the meeting is held, via electronic correspondence or electronic means**, without prejudice to the provisions set out in paragraph (ii);
- (ii) Shareholders or their representatives, provided they are duly empowered as provided in the terms described herein, may have access to the **remote broadcasting and communication system** of the General Meeting to be held on 21 April 2021 in order to participate and, if they intend so, **directly exercise their voting right by electronic means or change their vote previously cast by correspondence (electronic or physical) or electronic means, during the General Meeting, on the electronic voting platform available for this purpose at www.ctt.pt**;
- (iii) **With a view to expediting the work during the General Meeting, the prior exercise of voting rights by electronic mail or electronic means under the terms of paragraph (i), is now encouraged;**
- (iv) The Shareholders that, in a professional capacity, hold shares representing CTT's share capital in their own names, but on behalf of clients, shall ensure that they have voting instructions from each client for the exercise of voting pursuant to the terms referred to in this Notice to Convene.

Shareholders that, on the record date, which is **00:00 a.m. (GMT) of 14 April 2021** ("Record Date") and which is the fifth trading day prior to the date of the General Meeting, hold shares granting them, by law and the Articles of Association, at least one vote, are entitled to participate in the General Meeting and intervene and vote therein.

The exercise of the right to participate, intervene 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.



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 Chairman of the Board of the General Meeting and to the Portuguese Securities Market Commission.

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 13 April 2021** and may use, for such purpose, the form available at the Company's registered office and on the website at www.ctt.pt. Sending such statement is deemed sufficient for the purpose of complying with the formalities set out in article 23-C(3) of the Portuguese Securities Code, with no need to send any express statement to the Chairman of the Board of the General Meeting on the same date.

The financial intermediaries that are informed of their clients' intention to participate in the General Meeting shall send to the Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, **preferentially to the e-mail address assembleiageral@ctt.pt, so that it is received by 11:59 p.m. (GMT) of 14 April 2021**, 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.

Only Shareholders in relation to which (i) the financial intermediary assigned to register the respective shares has received **by 11:59 p.m. (GMT) of 13 April 2021**, the Shareholder's statement in which he/she/it states his/her/its intention to participate in the General Meeting and (ii) the information to be provided by said financial intermediary regarding the number of shares registered under the name of its client, with reference to the Record Date, is sent **by 11:59 p.m. (GMT) of 14 April 2021**, in such a way that it may be received by the Chairman of the Board of the General Meeting in a timely manner and in a format adequate to the efficient organization of the General Meeting, **are entitled to intervene and vote in the General Meeting.**

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 Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, **preferentially to the e-mail address assembleiageral@ctt.pt, by 11:59 p.m. (GMT) of 13 April 2021**, 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.

Shareholders Rights

Any Shareholder(s) that 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 written request addressed to the Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, preferentially to the e-mail address assembleiageral@ctt.pt, 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.

During the General Meeting to be held on 21 April 2021, any Shareholder may request, through the **remote broadcasting and communication system** of the General Meeting, to be provided with true, complete, and clarifying information, which allows him/her to have an informed opinion on the matters subject to resolution. Notwithstanding, and with a view to expedite the course of the referred meeting, Shareholders intending to obtain such information are hereby **encouraged to request it as from the date of the publication of this Notice to Convene, and by 11:59 p.m. (GMT) of 16 April 2021, preferentially to the e-mail address assembleiageral@ctt.pt.**

The requested information shall be provided by the corporate body of the Company qualified to do so and may be refused if its disclosure could cause serious loss to the Company or to any affiliated company, or a breach of confidentiality duties imposed by law. The Company's website at www.ctt.pt will make available the information requests made under the terms previously mentioned.

Shareholders Representation

Shareholders may be represented in the General Meeting pursuant to article 380 of the Portuguese Companies Code and article 23 of the Portuguese Securities Code. A signed letter addressed to the Chairman of the Board of the General Meeting shall be deemed a sufficient representation document. Without prejudice to the unity of vote established in article 385 of the Portuguese Companies Code, 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 Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, **preferentially to the e-mail address assembleiageral@ctt.pt, so that it is received by 11:59 p.m. (GMT) of 16 April 2021.** Shareholders may use the forms available at the Company's registered office and on the website at www.ctt.pt.

Voting by correspondence

Shareholders with voting rights as referred to above may, in accordance with article 22 of the Securities Code, exercise such rights by correspondence (electronic or physical), by means of a statement signed by the Shareholder, whereby he/she unequivocally expresses his/her vote in relation to each of the items on the agenda of the General Meeting.

For this purpose, ballots must be requested by means of a communication, drafted according to the form available on the Company's website at www.ctt.pt, addressed to the Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, **preferentially to the e-mail address assembleiageral@ctt.pt, so that they are received by 11:59 p.m.(GMT) of 7 April 2021.**

Such communication shall include the e-mail address to which the ballots, as well as the information referred to in paragraph "Participation, voting during the General Meeting and tallying of votes", shall



be sent. The ballots and said instructions will also be made available on the website at www.ctt.pt.

After voting through the completion of the ballot papers, these should be sent to the Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, **preferentially to the e-mail address assembleiageral@ctt.pt, and may also be sent to the address shown at the end of the Notice to Convene, so that they are received by him until 11:59 pm (GMT) of 15 April 2021.**

Both the requests for ballot papers 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 code for access 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.

The Shareholders that, in a professional capacity, hold shares representing CTT's share capital in their own name, but on behalf of clients, and the representatives of several Shareholders, may expressly request to the Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, **preferentially to the e-mail address assembleiageral@ctt.pt, or to the address indicated at the end of this Notice of Convene, so that such request is received by 11:59 p.m.(GMT) of 13 April 2021,** to be allowed to provide the abovementioned information and to issue the voting statement in accordance with specific models, as long as they comply with all other applicable requirements, such as sending the voting statement to the Chairman of the Board of the General Meeting within the deadline and through the means indicated above.

The only votes by correspondence (electronic or physical) to be tallied are those of Shareholders in relation to which **(i)** the financial intermediary assigned to register the respective shares has received **by 11:59 p.m. (GMT) of 13 April 2021**, the Shareholder's statement in which he/she/it states his/her/its intention to participate in the General Meeting and **(ii)** the information to be provided by said financial intermediary regarding the number of shares registered under the name of its client, with reference to the Record Date, is sent **by 11:59 p.m. (GMT) of 14 April 2021** in such a way as to be received by the Chairman of the Board of the General Meeting in a timely manner and in a format adequate to the expeditious organization of the General Meeting.

Voting by electronic means

Shareholders with voting rights, as described above, may also exercise such rights by electronic means, before or during the General Meeting, through the electronic voting platform at the website www.ctt.pt, under the terms and conditions described thereto.

For this purpose, Shareholders shall address to the Chairman of the Board of the General Meeting, Mr. Pedro Miguel Duarte Rebelo de Sousa, **preferentially to the e-mail address assembleiageral@ctt.pt, or to the address indicated at the end of the notice to convene so that it is received by 11:59 p.m. (GMT) of 7 April 2021**, a communication drafted according to the form available on the referred website, containing the electronic address the Shareholder wishes to use to pre-register on the electronic voting platform, as well as for the Company to send him/her the access credentials (to vote by electronic means before and during the General Meeting) and voting instructions, under the terms



referred to below.

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 code for access 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.

After confirmation of receipt of the relevant documentation by the Company, the Shareholder shall be able to **pre-register on the electronic voting platform available on the website www.ctt.pt by 11:59 p.m. (GMT) of 15 April 2021**, using for such purpose the e-mail address that was indicated in the communication made to CTT. The credentials to access the platform will be sent to the referred electronic address.

Only the use of the password defined at the time of the pre-registration, together with the referred credentials, will enable access to the electronic voting platform.

Shareholders who **wish to vote by electronic means prior to the General Meeting** may do so between **00:00 a.m. (GMT) on 7 April 2021 and 11:59 p.m. (GMT) on 15 April 2021**.

Shareholders **who wish to exercise their voting rights by electronic means during the General Meeting should do so in accordance with the participation instructions**, which will be sent to the Shareholder and will be available on the website www.ctt.pt.

The only votes by electronic means to be tallied are those of Shareholders in relation to which (i) the financial intermediary assigned to register the respective shares has received **by 11:59 p.m. (GMT) of 13 April 2021**, the Shareholder's statement in which he/she/it states his/her/its intention to participate in the General Meeting and (ii) the information to be provided by said financial intermediary regarding the number of shares registered under the name of its client, with reference to the Record Date, is sent **by 11:59 p.m. (GMT) of 14 April 2021** in such a way as to be received by the Chairman of the Board of the General Meeting in a timely manner and in a format adequate to the efficient organization of the General Meeting.

Participation, voting during the General Meeting and tallying of votes

To ensure the security and authenticity essential to hold the Annual General Meeting through telematic means in the current and still context of pandemic:

- (i) Participation in the Annual General Meeting on 21 April 2021, as well as the voting and possible change of vote by Shareholders or their representatives on that occasion will be ensured through a **remote broadcasting and communication system and the electronic voting platform available on the website www.ctt.pt**, following the detailed instructions to be included in the communication sent by CTT to the e-mail address of each Shareholder referred to in paragraphs above - "Voting by correspondence" and "Voting by electronic means";



- (ii) **Participation in the meeting** on 21 April 2021 by the Shareholder or representative, depends on **the prior authentication** in said system through a secret participant number assigned by CTT (to each Shareholder or representative, as applicable, which shall be given a reserved and confidential treatment), and sent together with the **instructions for participation** (also available on the website www.ctt.pt) **to the electronic address of each Shareholder referred to in paragraphs above** - "Voting by correspondence" and "Voting by electronic means";
- (iii) **To exercise their voting rights or change the vote previously casted by correspondence (electronic or physical) or by electronic means, during the meeting on 21 April 2021, the Shareholder must do a pre-registration on the electronic voting platform available at www.ctt.pt by 11:59 p.m. (GMT) of 15 April 2021. The credentials to access said platform (which shall be treated as confidential and reserved by the Shareholder or representative, as applicable) shall be sent to the e-mail address referred to in the paragraphs "Voting by correspondence" and "Voting by electronic means", as well as the respective voting instructions, that will also be made available on the website www.ctt.pt for such purpose. Only the use of the password defined at the pre-registration, together with the referred credentials, will enable access to the electronic voting platform.**
- (iv) **Shareholders are hereby reminded that the right to participate in the Annual General Meeting on 21 April 2021 (by means of such system directly or through representative) and to exercise their voting rights by electronic means, or, if intended, to change previously casted votes by correspondence (electronic or physical) or electronic means, is only conferred to Shareholders:**
 - a) in relation to which (1) the financial intermediary assigned to register the respective shares has received **by 11:59 p.m. (GMT) of 13 April 2021**, the Shareholder's statement in which he/she/it states his/her/its intention to participate in the General Meeting and (2) the information to be provided by said financial intermediary regarding the number of shares registered under the name of its client, with reference to the Record Date, is sent **by 11:59 p.m. (GMT) of 14 April 2021**, in such a way as to be received by the Chairman of the Board of the General Meeting in a timely manner and in a format adequate to the efficient organization of the General Meeting;
 - b) that authenticate themselves at the meeting through the remote broadcasting and communication system, and that access to the electronic voting platform available on the website www.ctt.pt using for such purpose the participant number and credentials, in accordance with the detailed instructions made available by CTT as referred to above (in order to expedite access and authentication, Shareholders **may test access to the remote broadcasting and communication system** on 21 April 2021 by following the referred instructions).
- (v) **Although the Shareholders may vote during the General Meeting, in order to expedite the course of the referred meeting, Shareholders are encouraged to vote by electronic correspondence or electronic means prior to the date of the meeting, under the terms described in the paragraphs above and in such a way that they are received by 11:59 p.m.**



(GMT) of 15 April 2021 (by expressly and unequivocally filling in the blanks for such purpose in the electronic platform on the website www.ctt.pt and in the ballots for electronic correspondence. Voting bulletins in which no vote is indicated in relation to one or more items on the agenda are considered null and void);

- (vi) Bearing in mind the still current pandemic context caused by COVID-19, we draw the attention to the fact that the mere participation by the Shareholder or its representative to said meeting through access to the abovementioned system does not entail the withdrawal of the votes cast by correspondence (electronic or physical) or electronic means, notwithstanding the possibility to change the votes cast in the terms explained in this Notice to Convene, provided that such change is carried out expressly and unequivocally following the terms set out in the instructions referred to above;**
- (vii)** We further clarify that votes cast by correspondence (electronic or physical) or by electronic means are deemed votes against in relation to **resolution proposals that may subsequently be submitted after the respective issuance**, without prejudice to the right to vote during the meeting in relation to proposals, that may be disclosed in the meantime, submitted within the periods of time indicated in this Notice to Convene;
- (viii)** The votes cast either by correspondence (electronic or physical) or by electronic means as described above, shall be considered **at the moment of tallying the votes** for each of the items on the agenda of the Annual General Meeting under analysis and discussion on 21 April 2021, and together with any votes that may be cast during the course of the meeting as described above;
- (ix)** The **voting results** in relation to each item on the agenda will be **disclosed** during the General Meeting in the item to which they respect to.

Personal Data

Under the applicable legal terms, the Company may record all communications and respective participants in relation to the General Meeting.

Given that the running of the General Meeting by exclusively telematic means implies sound and image recording, CTT assumes that Shareholders and representatives consent to the collection and processing of personal data when they access the remote broadcasting and communication system of the General Meeting.

Personal data shall be collected and processed by CTT with a view to the normal course of the General Meeting by telematic means, underpinning, in particular, the interventions and vote declarations of Shareholders and representatives, in strict compliance with the General Data Protection Regulation, and shall be kept for a maximum period of 30 days after collection.

The data subject shall be granted the rights of access, rectification, erasure, restriction and objection to the processing, for which purpose the request shall be addressed to CTT's Data Protection Officer, through the e-mail secretariageral@ctt.pt or at Av. D. João II, 13, 12^o - 1999-001 LISBOA, PORTUGAL.



Pedro Miguel Duarte Rebelo de Sousa – Chairman of the Board of CTT's General Meeting:
Registered Office: Av. D. João II, 13, 12.º – 1999-001 LISBOA, PORTUGAL
Telephone: + 351 210 471 826
Fax: + 351 210 471 994
E-mail: assembleiageral@ctt.pt
Company website: www.ctt.pt

Lisbon, 16 March 2021

The Chairman of the Board of the General Meeting
(Mr. Pedro Miguel Duarte Rebelo de Sousa)

(Illegible signature)



STATEMENT OF INTENTION TO PARTICIPATE ¹

Dear Sir
[Financial Intermediary] ²

SUBJECT: ANNUAL GENERAL MEETING OF 21 APRIL 2021

Full name / corporate name: -----
Tax identification number / corporate identification number -----
Address or registered office: -----
Telephone: ----- E-mail: -----

The Shareholder identified above, in his/her/its capacity as holder of ----- shares in CTT – Correios de Portugal, S.A. (“CTT”), hereby states, under the terms and for the purposes of article 23-C(3) of the Portuguese Securities Code, his/her/its intention to participate through telematic means in CTT’s Annual General Meeting called for **21 April 2021**.

For this purpose, the Shareholder requests you to submit to the Chairman of the Board of CTT’s General Meeting **by 11:59 p.m. (GMT) of 14 April 2021** information on the number of shares representing CTT’s share capital that are registered under the Shareholder’s name in the respective individual securities account, with reference to the record date corresponding to **00:00 a.m. (GMT) of 14 April 2021**.

Yours faithfully,

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(Signature(s))

¹ The present statement must be received by the Financial Intermediary **by 11:59 p.m. (GMT) of 13 April 2021**.
² To provide the corporate name and full address of the Financial Intermediary.
³ To provide signature identical to the signature registered with the respective Financial Intermediary.



REPRESENTATION LETTER ⁴

Dear Sir
Chairman of the Board of the General Meeting of
CTT – Correios de Portugal, S.A.
Av. D. João II, 13, 12.^o
1999-001 LISBOA

SUBJECT: ANNUAL GENERAL MEETING OF 21 APRIL 2021

Full name / corporate name: -----
Tax identification number / corporate identification number -----
Address or registered office: -----
Telephone: ----- E-mail: -----

in his/her/its capacity as Shareholder of CTT – Correios de Portugal, S.A. (“CTT”), holder of
----- shares of that Company, registered in the account no.
-----, with the Financial Intermediary
-----, appoints as his/her/its representative at CTT’s
Annual General Meeting, called for **21 April 2021**, Mr./Mrs.
-----, with the identification
number -----, to whom he/she/it confers the necessary powers to propose,
discuss, resolve and vote, as deemed convenient, on all matters discussed included in the Agenda of
that General Meeting, as well as all matters that may arise in the course of the General Meeting due to
unforeseen circumstances.

Yours faithfully,

-----/-----/-----

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(Signature(s))

⁴ The Representation Letter must be received by the Chairman of the Board of the General Meeting by **11:59 p.m. (GMT) of 16 April 2021**.
⁵ 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 code for access to the online permanent certificate of the legal person being represented, if registered in Portugal).



COMMUNICATION REQUESTING THE BALLOT FOR VOTING BY CORRESPONDENCE ⁶

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

Dear Sir
Chairman of the Board of the General Meeting of
CTT – Correios de Portugal, S.A.
Av. D. João II, 13, 12.^o
1999-001 LISBOA

SUBJECT: ANNUAL GENERAL MEETING OF 21 APRIL 2021

Full name / corporate name: -----
Tax identification number / corporate identification number -----
Address or registered office: -----
Telephone: ----- E-mail: -----

in his/her/its capacity as Shareholder of CTT – Correios de Portugal, S.A. ("CTT"), holder of ----- shares of that Company, registered in the account no. -----, with the Financial Intermediary -----, hereby states his/her/its intention to exercise the right to vote by correspondence (electronic or physical) at CTT's Annual General Meeting, called for **21 April 2021**, and requests that the respective voting ballots, the participant number for the purposes of authentication, as well as the instructions for participating in the Annual General Meeting, the credentials to access to the electronic voting platform available at www.ctt.pt and the instructions for voting, to modify the vote previously casted, if intended, are sent to the abovementioned e-mail address.

Yours faithfully,

-----/-----/-----

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(Signature(s))

⁶ The communication must be received by the Chairman of the Board of the General Meeting by **11:59 p.m. (GMT) of 7 April 2021**.

⁷ 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 code for access to the online permanent certificate of the legal person being represented, if registered in Portugal).



COMMUNICATION REQUESTING TO VOTE BY ELECTRONIC MEANS ⁸

Dear Sir
Chairman of the Board of the General Meeting of
CTT – Correios de Portugal, S.A.
Av. D. João II, n.º 13, 12.º
1999-001 LISBOA

SUBJECT: ANNUAL GENERAL MEETING OF 21 APRIL 2021

Full name / corporate name: -----
Tax identification number / corporate identification number -----
Address or registered office: -----
Telephone: ----- E-mail: -----

in his/her/its capacity as Shareholder of CTT – Correios de Portugal, S.A. (“CTT”), holder of ----- shares of the referred Company, registered in the account no. -----, with the Financial Intermediary -----, hereby states his/her/its intention to exercise the right to vote by electronic means, through the website www.ctt.pt, at CTT's Annual General Meeting called for **21 April 2021**, and requests that the credentials to access to the electronic voting platform and the participation number for the purposes of authentication, as well as the instructions for participating and voting, in the Annual General Meeting, are sent to the abovementioned e-mail address or registered mail.

Yours faithfully,

-----/-----/-----

-----⁹
(Signature(s))

⁸ This communication must be received by the Chairman of the Board of the General Meeting, by **11:59 p.m. (GMT) of 7 April 2021**.
⁹ 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 code for access to the online permanent certificate of the legal person being represented, if registered in Portugal).



VOTING BALLOT - VOTING BY CORRESPONDENCE ¹⁰
ANNUAL GENERAL MEETING OF 21 APRIL 2021
CTT – Correios de Portugal, S.A.

Full name / corporate name: _____
Tax identification number / corporate identification number: _____
Address or registered office: _____
Telephone: _____
E-mail: _____
Financial Intermediary: _____

Please show your vote with an X

Agenda	In Favour	Abstain	Against
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Item One: To resolve on the 2020 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), non-financial information, including sustainability, and other corporate, supervisory and audit information documents, which form the Integrated Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Two: To resolve on the profit allocation proposal for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Three: To generally appraise the Company's management and supervision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Four: Resolve on the approval of the remuneration policy of the members of the Company's management and supervisory bodies, including the stock options plan on CTT shares to be awarded to Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Five: To resolve on the granting of authorization to the Board of Directors for the acquisition and transfer of own shares by the Company and its subsidiaries	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The vote cast in this Voting Ballot refers to the proposals made available at CTT's registered office and on the website at www.ctt.pt

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¹⁰ The Voting Ballot must be sent to the Chairman of the Board of CTT's General Meeting by **11:59:00 p.m. (GMT) of 15 April 2021** by registered mail to Av. D. João II, 13, 12.º, 1999-001 LISBOA or electronic mail to assembleiageral@ctt.pt.

¹¹ 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 code for access to the online permanent certificate of the legal person being represented, if registered in Portugal)..



ITEM 1 OF THE AGENDA

To resolve on the 2020 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), non-financial information, including sustainability, and other corporate, supervisory and audit information documents, which form the Integrated Report

Under this item, CTT – Correios de Portugal, S.A.'s financial statements for the 2020 financial year, including the management report, the individual and consolidated accounts, the corporate governance report (that includes the report on remuneration), non-financial information, including sustainability, 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 approval to 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>



ITEM 2 OF THE AGENDA

To resolve on the profit allocation proposal for the 2020 financial year

The following proposal is hereby submitted for approval at the Annual General Meeting submitted by the Board of Directors of the Company:

“Under article 23 of the Articles of Association of CTT - Correios de Portugal, S.A. (“CTT” or “Company”), the annual net profits, duly approved, are allocated as follows:

- a) A minimum of 5% for the constitution of the legal reserve, until the required amount is reached;
- b) A percentage to be distributed to shareholders as dividends, as decided by the General Meeting;
- c) The remaining as resolved by the General Meeting in the interest of the Company.

Under article 295(1) of the Portuguese Companies Code, a minimum of 5% is intended for the creation of the legal reserve and, if necessary, its reintegration until this reserve reaches 20% of the share capital. Given the share capital is € 75,000,000.00, such 20% corresponds to € 15,000,000.00, whereby the legal reserve as at 31 December 2020 corresponds to the minimum global amount required by the Articles of Association and the Portuguese Companies Code.

Pursuant to article 294(1) of the Portuguese Companies Code, save otherwise provided in the Articles of Association or in a resolution passed with a 3/4 majority of votes corresponding to the share capital in a General Meeting called for such purpose, half of the financial year’s distributable, as determined by law, profits must be distributed to shareholders. CTT’s Articles of Association contain no provision contrary to the referenced legal provision.

Distributable profits are the financial year’s net profits after the creation or increase of the legal reserve and after negative retained earnings have been covered, if applicable. As at 31 December 2020, the legal reserve is fully constituted and retained earnings are positive. For the financial year ended on 31 December 2020, net profits for the year, in the individual accounts, amounted to € 16,720,995.00.

Given the accounting rules in force, the amount of € 2,840,951.00 is already reflected in the stated net profits regarding profit sharing with CTT’s employees.

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 financial year of 2020, totaling € 16,720,995.00, as per the individual financial statements, is allocated as follows:
Dividends* € 12,750,000.00
Retained Earnings..... € 3,970,995.00



- b) The allocation of a maximum amount of € 2,840,951.00 (already assumed in the individual financial statements) to CTT's employees as profit sharing.

* Distribution of an overall amount of € 12,750,000.00 as dividends, which corresponds to € 0.085 per share.

Lisbon, 16 March 2021

The Board of Directors,
(Illegible signatures)"



ITEM 3 OF THE AGENDA

To generally appraise the Company's management and supervision

The following proposal is hereby submitted for approval at the Annual General Meeting submitted on 15 March 2021 by the following entities: Manuel Champalimaud, SGPS, S.A. and Greenwood Builders Fund I, LP:

- "A) Under article 376(1)(c) and article 455(1) of the Portuguese Companies Code, the Annual General Meeting should generally appraise the management and supervision of the Company;
- B) In 2020, 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 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 by-laws with commitment, professionalism and diligence throughout the 2020 financial year, also contributing to the fulfilment of said interests.

Thus, it is hereby proposed that CTT's 2021 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 2020;
2. A vote of positive appreciation and praise for the supervisory bodies, and each of its members, referred to in recital C) above on the performance of their supervisory functions during the financial year of 2020."

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.



ITEM 4 OF THE AGENDA

Resolve on the approval of the remuneration policy of the members of the Company's management and supervisory bodies, including the stock options plan on CTT shares to be awarded to Executive Directors

The following proposal submitted by the Remuneration Committee is hereby submitted to the Annual General Shareholders Meeting for approval:

"Whereas:

- A) The amendments introduced by Law no. 50/2020, of 25 August, regarding the remuneration policy of the corporate bodies, contained in articles 26-A et seq. of the Portuguese Securities Code, as well as the recommendations in this regard arising from section V.2 of the Corporate Governance Code of the Portuguese Institute of Corporate Governance 2018 (revised in 2020);
- B) The reflection and work carried out by the Remuneration Committee of CTT - Correios de Portugal, S.A. ("**CTT**" or "**Company**") with a view to prepare the remuneration policy proposal for the members of the management and supervisory bodies for the current term of office (with the support of the Corporate Governance, Evaluation and Nomination Committee and including a benchmarking study), with the purpose of promoting the continued alignment with the Company's short, medium and long-term business goals and strategy, as well as with the best market practices and thus contributing to the sustainability of CTT's results and the creation of value for its shareholders;
- C) The relevance of the adoption by CTT of a remuneration model applicable to the Executive Directors of the Company that promotes the alignment of their interests with the long-term interests of CTT, stimulates their best performance and contributes to the creation of value of CTT in the long term, including a stock options plan over shares representing CTT's share capital; and
- D) The proposal of CTT's Board of Directors regarding the granting of authorisation for the acquisition of own shares by the Company subject to approval by the Annual General Shareholders Meeting of 21 April 2021, pursuant to item 5 of the Agenda,

the Remuneration Committee proposes that the General Shareholders Meeting resolves to approve (i) the remuneration policy of the members of CTT's management and supervisory bodies for the current term of office and (ii) the stock options plan over shares representing CTT's share capital to be awarded to CTT's Executive Directors, under the terms and conditions attached hereto, in this latter case subject to the condition of approval by the General Shareholders Meeting of the proposal referred to in Recital D) above (without prejudice to the acquisition and disposal of own shares after the term set out in the referred proposal being subject to the approval by the Shareholders General Meeting of a new authorization in similar terms).

Lisbon, 15 March 2021

For the Remuneration Committee,

(Illegible signatures)"



Remuneration Policy

of the

Members of the Management and Supervisory Bodies

of

CTT - Correios de Portugal, S.A.

Proposal of the Remuneration Committee

to the Annual General Shareholders Meeting on 21 April 2021



A. Introduction

This document sets out the proposed remuneration policy applicable to the members of the management and supervisory bodies of CTT - Correios de Portugal, S.A. ("CTT", "**Company**") in office in the 2020–2022 term of office, having been prepared by CTT's Remuneration Committee pursuant to and for the purposes of articles 26-A *et seq.* of the Portuguese Securities Code ("**Cód.VM**"), introduced by Law no. 50/2020 of 25 August, in particular for the purposes of its submission for approval at the Company's Annual General Shareholders Meeting to be held on 21 April 2021 (hereinafter the "**Remuneration Policy**" or "**Policy**").

The Company's Remuneration Committee elected at the last Annual General Shareholders Meeting prepared this Remuneration Policy taking into account a set of objectives aligned with CTT's mission and values, maintaining the purpose of promoting the continued alignment with the Company's business objectives and strategy, as well as with the best market practices and thus contributing to the sustainability of CTT's results and the creation of value for its shareholders.

In this context, under this Policy, Non-Executive Directors (including the members of the Audit Committee) of the Company receive exclusively a fixed annual remuneration.

In turn, in accordance with this Policy, the remuneration model for the Company's Executive Directors includes a fixed component and a variable component ("**VR**"), the latter consisting of:

- An annual component ("**Annual Variable Remuneration**" or "**AVR**"), dependent on the achievement, in each annual evaluation period, of financial and non-financial targets and paid in cash;
- A long-term component ("**Long-Term Variable Remuneration**" or "**LTVR**") arising from the participation in the stock options plan which grants the right to be awarded with shares representing CTT's share capital attached hereto ("**Plan**" or "**CTT Stock Options Plan**").

As detailed below, the referred remuneration components and the terms of this Policy were defined taking into account the following aspects:

- The economic and financial conditions of the Company, as well as its structure and dimension;
- The promotion of the alignment of management interests with CTT's current strategic goals (through performance evaluation criteria and targets of financial and non-financial nature) and with the pursuit of the long-term sustainability of the Company and the sustainable development of its businesses (including environmental sustainability);
- Consideration for the management of the interests of the different stakeholders of the Company, in particular the interests of the Company's employees (promoting measures towards balancing the remuneration conditions of the Company's employees and the remuneration of the corporate bodies) and the interests of the shareholders (contributing to the creation of value for the shareholders); and
- The efficient functioning and relationship of the various corporate bodies of CTT.

B. General principles of remuneration of the members of the management and supervisory bodies

This Remuneration Policy is based on the following pillars and principles in line with the best governance practices:



Remuneration mix	<ul style="list-style-type: none">• Exclusively fixed remuneration for Non-Executive Directors (including the members of the Audit Committee);• Balance between annual base remuneration (“ABR”) and VR for Executive Directors;• Combination of VR, including components in cash and in options for awarding Company shares, with net share (75%) and net cash (25%) settlements.
Performance measures	<ul style="list-style-type: none">• Combination of financial and non-financial objectives;• Performance measures that consider the Company’s strategy and are oriented towards the pursuit of the long-term sustainability of the Company and the sustainable development of its businesses, equally considering the interests of employees and shareholders.
Alignment of interests	<ul style="list-style-type: none">• Definition of minimum level of performance to access VR;• Definition of maximum performance level beyond which there is no additional VR payment (cap of AVR and fixed number of options awarded under the Plan as LTVR);• Deferral and retention mechanisms of VR;• Adjustment mechanisms determining the reduction or reversal of the VR awarding and/or payment (malus/clawback provisions);• Absence of dilution effect to the extent that, in accordance with the Plan, the delivery of CTT shares as LTVR is made following the purchase of own shares (the said Plan and the authorisation for the acquisition of own shares being subject to shareholders approval);• Prohibition for the Executive Directors to enter into contracts or other instruments, either with the Company or with third parties, that have the effect of mitigating the risk inherent in the variability of VR.
Transparency	<ul style="list-style-type: none">• Remuneration Committee composed of three members, mostly independent members, supported by specialised consultants and by the Corporate Governance, Evaluation and Nomination Committee;• Alignment with the strategic objectives of the Company;• Total remuneration fixed by CTT’s Remuneration Committee, in the event of the performance of duties in companies that have a controlling or group relationship with CTT;• Presence of the Chairman or, in his absence, another member of the Remuneration Committee, at the Annual General Shareholders Meeting, and at any other meetings, if the respective agenda includes a matter related to the remuneration of the members of the Company’s bodies and committees, or if such presence has been requested by the shareholders.

C. Components of fixed and variable remuneration

The remuneration of Non-Executive Directors (including the members of the Audit Committee, the Company’s supervisory body) corresponds exclusively to a fixed component, and, as further detailed, they receive no annual meal allowance, variable remuneration or any other benefit. The remuneration of the Company’s Statutory Auditor is defined by the Remuneration Committee, upon proposal of the Audit Committee, in view of the remuneration criteria and practices for this type of service under usual market conditions.



The remuneration of the Executive Directors includes a fixed component and a variable component, as further detailed.

1. Fixed Remuneration of Directors

This component includes:

Executive Directors

- ABR paid 14 times a year and annual meal allowance;
- The respective amount is fixed by the Remuneration Committee taking into account, in particular, the following criteria:
 - The Company's recent practice of reducing the ABR set by the Remuneration Committee in the previous term of office;
 - The sustainability of CTT's performance;
 - The nature and complexity of the functions, distinguishing between CEO, CFO and other Executive Directors;
 - The conclusions of the benchmarking analysis carried out;
 - The objective of higher balance in the remuneration conditions of employees and members of the corporate bodies;
 - The amount of the fixed component of the remuneration may be annually reviewed by the Remuneration Committee.

Non-Executive Directors

- ABR paid 14 times a year;
- The respective amount is fixed by the Remuneration Committee taking into account, in particular, the following criteria:
 - The Company's recent practice;
 - The responsibilities and dedication inherent to the performance of the chairman's duties;
 - The responsibilities and dedication inherent to the performance of the functions within the Audit Committee and specialized committees of the Board of Directors.

The amount of ABR to be applied, following the approval of this Policy and subject to the respective terms, is presented below:

Position	ABR (€)
<i>Chairman</i>	350.000
<i>CEO</i>	510.000
<i>CFO</i>	387.000
Each of the other executive Directors	360.000
Member of the Board of Directors and Chairman of the Audit Committee	90.000
Member of the Board of Directors and Chairman of the internal committee	75.000
Member of the Board of Directors and member of the Audit Committee	75.000
Member of the Board of Directors and member of the internal committee	65.000
Member of the Board of Directors who is not a member of any committee	50.000



2. Variable Remuneration of Executive Directors

The remuneration of the Executive Directors includes a portion of VR with the following two components, being subject to maximum limits and awarding and payment rules that consider short and long term objectives:

AVR	<ul style="list-style-type: none">• Dependent on the achievement, in each annual evaluation period, of financial (with a weight of 70%) and non-financial (with a weight of 30%) objectives;• Dependent on the satisfaction of a weighted average achievement of financial targets above 80%;• If the minimum attainment thresholds are not met, there is no AVR;• In a 100% target achievement scenario, each Executive Director will be entitled to an AVR in the amount of 55% of the respective ABR, and, for goals surpassed above this target, the maximum amount of the AVR which can be awarded to each Executive Director is 85% of the respective ABR;• Paid in cash, with a 50% deferment of the respective value, which is subject to positive performance.
LTVR	<ul style="list-style-type: none">• In the form of participation in the CTT Stock Options Plan;• Awarding, through the Plan and on the date of its approval by the Shareholders General Meeting, of a fixed number of options for each Participant in the Plan (differentiating between CEO, CFO and other Executive Directors);• Awarding, also through the Plan, of 5 tranches of options that differ exclusively by their different awarding or strike price;• Dependent on share price evolution and long-term positive performance under the terms defined in the Plan;• With exercise deferral (to 1 January 2023, given the end of the 3-year term 2020/2022) and retention period (throughout the period between the exercise date and the fifth trading day immediately following the end of the month after the approval of the accounts for 2024 in the annual general shareholders meeting in 2025 or 31 May 2025, whichever date occurs later) under the terms defined in the Plan;• As a rule, the Plan provides for a 25% net cash settlement and a 75% net share settlement of the options, without prejudice to the fact that, on an exceptional basis and in a scenario where the number of own shares held by CTT is not sufficient, the Plan provides for the Remuneration Committee to establish a remuneration mechanism through the awarding of a cash amount and the net cash settlement of the options whose net share settlement is not possible.

3. Balance between fixed and variable components

In case of achievement of the target of the AVR objectives, the fixed remuneration component will represent on average 65% of the total annual remuneration (without LTVR) for all the Executive Directors, being the remaining 35% awarded as AVR.

In turn, the LTVR model for Executive Directors, through participation in CTT's Stock Options Plan, promotes an alignment of interests with the Company's performance and provides for incentives to the pursuit of sustainable performance, namely:

- The Plan sets the number of awarded options and the awarding price with different tranches, which differ exclusively by their distinct awarding or strike price) establishing five different strike prices, with an



identical number of options attached to each strike price, in a gradual logic;

- The Plan also provides for mechanisms to defer the exercise of the options (the exercise date is 1 January 2023, given the end of the three-year term 2020/2022) and to retain part of the shares to be delivered (until the fifth trading day immediately following the end of the month after the approval of the accounts for 2024 at the annual general shareholders meeting to be held in 2025, or 31 May 2025, whichever date occurs later); and
- In the event of fulfilment of the target of the AVR objectives and the verification of an exercise price of €3.30 per CTT share (value assumed for illustrative purposes only, corresponding to the average CTT share price on 31 December 2017, 2018 and 2019), the fixed component of the annual remuneration will represent, on average, 53% and the annualised AVR and the LTVR will represent, on average, 47% of the total annual remuneration for all the Executive Directors.

D. Criteria for awarding variable remuneration (whether AVR in cash or LTVR through the Plan), including financial and non-financial criteria and, where applicable, criteria related to social responsibility of the Company and how these criteria contribute to the Company's business strategy, long-term interests and sustainability

1. Criteria for assessing performance at the AVR level

In accordance with this Policy, the amount of AVR to be earned by Executive Directors by reference to their performance in each evaluation period (calendar year), results from the assessment of the following quantifiable criteria (in 70% of financial nature and 30% of non-financial nature), with the following weights in the awarding and calculation of the AVR (set by the Remuneration Committee based on CTT Group business plan or budget for the relevant period):

Free Cash Flow per Share (30%)	<ul style="list-style-type: none"> • Quantifiable financial performance criterion related to the business capacity to generate cash flows (excluding amounts related to Financial Services and customer deposits and loans from the CTT Bank).
Recurring Consolidated EBIT (20%)	<ul style="list-style-type: none"> • Quantifiable financial performance criterion related to the operational performance of the business.
Earnings per Share (10%)	<ul style="list-style-type: none"> • Quantifiable financial performance criterion related to the capacity to pay out dividends per share.
Revenue (10%)	<ul style="list-style-type: none"> • Quantifiable financial performance criterion related to the income generated by sales and services.
Net Promoter Score (10%)	<ul style="list-style-type: none"> • Quantifiable non-financial performance criterion related to customer experience and capacity to grow the business.
Four Additional Non-Financial Targets (20%)	<ul style="list-style-type: none"> • 4 quantifiable non-financial performance criteria, with a weight of 5% each, to apply to each or to all the Executive Directors, in relation to each financial year or to the three-year period, by the Remuneration Committee (following a proposal by the Board of Directors and the opinion of the Corporate Governance, Evaluation and Nomination Committee) and aimed at promoting long-term performance and the interests of



the Company's stakeholders through performance criteria/objectives aligned with the business plan and budget of CTT Group for the relevant period, and related to:

- (i) objectives relating to the sustainability of the growth of the Company's business segments;
- (ii) operational or commercial performance goals of CTT's activity;
- (iii) objectives related to the implementation of strategic projects for CTT;
- (iv) environmental targets related to CTT's activity;
- (v) to the extent possible, the duties of each Executive Director.

The awarding of the AVR is also subject to the satisfaction of a weighted average achievement of the objectives of the above mentioned performance evaluation criteria of financial nature above 80%.

Once this condition is satisfied, the performance registered each year with regard to the mentioned criteria and objectives of financial and non-financial nature is remunerated by weighting them 70% and 30%, respectively, in the value of the AVR and in a gradual manner in accordance with the degree of achievement, in particular:

- If the performance recorded reaches less than 80% of the target set, no AVR will be awarded for that target;
- If the recorded performance falls between 80% and 130% of the target set, a value between 35% and 85% of the ABR of each Executive Director is due, on a linear basis;
- If the recorded performance meets the target by more than 130%, an amount corresponding to 85% of the ABR of each Executive Director is due.

2. Criteria for performance evaluation at the LTVR level under the CTT Stock Options Plan

The rights conferred by the options under the CTT Stock Options Plan are subject to the performance of the Company, to the extent that:

- The awarding of shares and the number of shares to be awarded, on the exercise date of the options, are subject to the evolution of the market price of the CTT share (considering the exercise price) under the terms referred to below and better defined in the Plan; and
- The awarding and the settlement of the LTVR under the awarded options are conditional upon the satisfaction of CTT's positive performance, between the awarding and exercise of the options and during the retention period of part of the shares awarded upon exercise, under the terms referred to below and better defined in the Plan.

E. Methods to determine the extent to which performance criteria have been met

With regard to the AVR, the Remuneration Committee is responsible for deciding each year on its awarding, calculation and payment, including:



- The satisfaction of the degree of achievement of the objectives associated with the quantifiable financial performance criteria described above, to be determined by the application of a formula to be approved by the Remuneration Committee based on this Policy and on the Company's financial statements;
- The satisfaction of the degree of achievement of the objectives associated with the performance criteria of non-financial nature, to be determined as follows: (i) in the case of the criterion of quantifiable non-financial nature relating to the Net Promoter Score, by application of a formula to be approved by the Remuneration Committee, based on this Policy and on the collection of customer experience feedback (to be obtained from a sample of customers during the reference year and to be classified on a reference scale between customers promoters, detractors and passives according to the level of customer satisfaction); and (ii) with regard to the other 4 quantifiable non-financial performance criteria, based on the goals, evaluation model and annual or triennial calculation formula defined by the Remuneration Committee, following a proposal from the Board of Directors and an opinion from the Corporate Governance, Evaluation and Nomination Committee;
- The satisfaction of the eligibility conditions and the possible application of the adjustment mechanisms referred to in this Policy.

With regard to the LTVR, the Remuneration Committee is responsible for supervising the implementation of the Plan, deciding on its awarding, calculation and settlement (without prejudice to the possibility of operational tasks relating to the said implementation being carried out by Company staff), in accordance with the terms of the Plan, which is based on the following principles:

- The number of shares to eventually award (by way of share or cash settlement under the Plan) to the Executive Directors, following the automatic exercise of the options on the exercise date provided for in the Plan, depends on the difference between the strike price and the exercise price (*i.e.*, the average price, weighted by the trading volume, of the transactions on Company shares carried out in the Euronext Lisbon regulated market, in the sessions carried out in the 45 days prior to the exercise date, *i.e.*, on 1 January 2023) and results from the application of the following formula (rounded down):
$$\text{No. of Shares} = \text{No. of Options Exercised} \times [(\text{Exercise Price} - \text{Awarding Price} / \text{Exercise Price})].$$
- Satisfaction of the Company's positive performance under the terms referred to below and better defined in the Plan;
- Satisfaction of the eligibility conditions and possible application of the adjustment mechanisms referred to in this Policy and in the Plan.

F. Deferral periods and the possibility for the Company to request the restitution of variable remuneration already delivered, including AVR and LTVR under the CTT Stock Options Plan

The payment of the AVR eventually awarded is to be made in cash and in two tranches, *i.e.*:

- The payment of 50% of the AVR occurs in the month following the date of approval by the General shareholders Meeting of the accounts relating to the financial year corresponding to the assessment period; and
- The payment of the remaining 50% of the AVR is proportionally deferred over a period of 3 years from the mentioned date of approval of the accounts and is subject to the positive performance of the Company and the sustainable financial situation of the Company, as well as the positive performance of each Executive Director, including the non-occurrence of situations that give rise to the application of the adjustment mechanisms in the terms mentioned below.

In turn, the CTT Stock Options Plan also establishes a deferral period for the exercise of the options and a retention period of part of the awarded shares, as LTVR, in accordance with the following principles detailed in the Plan:



- The automatic exercise date of all options is 1 January 2023, given the end of the three-year term 2020/2022;
- In the case of the awarding of shares depending on the stock market performance and satisfaction of the positive performance of the Company, the options will be subject to settlement over the deferral/retention period;
- 50% of the LTVR is settled on the fifth trading day immediately after the date of the annual general shareholders meeting of the Company approving the accounts for the financial year 2022 to be held in 2023, subject to the satisfaction of positive performance in respect of each of the financial years 2021 and 2022, half by way of cash settlement (*i.e.*, 25% of the options on a proportional basis in respect of each of its 5 tranches) and the other half (*i.e.*, 25% of the options also on a proportional basis with respect to each of its 5 tranches) by way of net share settlement through the delivery of CTT shares;
- The remaining 50% of the LTVR (*i.e.*, 50% of the options equally on a proportional basis with respect to each of its 5 tranches) are settled through the delivery of CTT shares (net share settlement), in 2 tranches of 1/2 of the retained shares, over the respective retention period (period during which the participant does not acquire the ownership nor social or economic rights inherent to the shares retained under the Plan): **(i)** retention of the first tranche until the fifth trading day immediately following the end of the month after the date of approval of the accounts for the financial year 2023 at the annual general shareholders meeting of the Company to be held in 2024, or on 31 May 2024 (whichever date occurs later) and subject to the positive performance of the Company in each of the financial years 2021 to 2023; and **(ii)** retention of the second tranche until the fifth trading day immediately following the end of the month after the date of approval of the accounts for the financial year 2024 at the annual general shareholders meeting of the Company to be held in 2025, or on 31 May 2025 (whichever date occurs later) and subject to the positive performance of the Company in each of the financial years 2021 to 2024, respectively to each tranche.

Furthermore, the awarding of the AVR and the exercise and settlement of the options relating to the LTVR are conditional (as a condition of eligibility) on the Executive Director remaining with the Company under the following terms:

- If the Executive Director leaves the Company for any reason, other than dismissal for just cause or the occurrence of another situation that gives rise to the application of an adjustment mechanism, after the evaluation period but before payment of the AVR, it shall be paid in full to the extent corresponding to that period;
- The payment of the AVR in respect to an evaluation period in which there is cessation of duties shall not be due, nor shall the settlement of the LTVR under the Plan be due in the event of early termination of duties, to the extent that its exercise and settlement require the conclusion of the term of office for which the Executive Director was appointed (continued performance), except in situations of termination by mutual agreement, retirement, death, disability or other case of early termination of the term of office for reasons not attributable to the Director (namely in case of change of control of the Company), in which case the Remuneration Committee will define a *pro-rata* awarding of the AVR and the *pro-rata* cancellation of the LTVR granted under the Plan;
- New Executive Directors starting their functions in the course the current term of office gives rise to an AVR on a *pro-rata* basis determined by the Remuneration Committee and to a LTVR under the Plan, taking into account the period of office exercised, during the term of office.

The AVR and LTVR are also subject to the following adjustment mechanisms:

- Reduction of the VR which awarding and/or payment/settlement does not yet constitute an acquired right (malus provision) and/or reversal by means of retention and/or repayment of the VR whose payment/settlement already constitutes an acquired right (clawback provision) as a supplementary mechanism to the reduction;
- Applicable to part or all of the VR (awardable, awarded and/or paid);
- The following situations are verified: **(i)** the Director, in the exercise of his duties, has participated, directly and decisively in, or was responsible for an action that resulted in significant losses; **(ii)** serious or fraudulent



breach of the code of conduct or internal regulations with significant negative impact, or situations that justify just cause for dismissal; and/or **(iii)** false statements and/or materially relevant errors or omissions in the financial statements to which an objective conduct of the Director has decisively contributed.

Therefore, the Remuneration Committee (after hearing the Corporate Governance, Evaluation and Nomination Committee) annually assesses whether the said adjustment mechanisms (conditions for eligibility of VR) may be applied, which can result, as the case may be, in the following events:

- No AVR shall be granted or paid to the Director concerned in respect of the relevant assessment period and the awarding of options to the Director in question as LTVR to be reverted (through the cancellation of the options which exercise is subject to the non-occurrence of the referred situations, under the terms set forth in the Plan);
- The AVR already awarded and/or paid to the Director concerned to be reverted, in whole or in part, under the terms of which: the right to the payment of the AVR amounts already awarded is subject to the non-occurrence during the deferral period of said situations and that the amounts paid as AVR shall be subject to this adjustment mechanism from the date of approval by the general shareholders meeting of the accounts relating to the financial year corresponding to the assessment period until the next annual meeting of the Remuneration Committee called to resolve on the application of these mechanisms;
- The LTVR already awarded to the Director concerned is reverted, and the exercise of the options and its settlement (in cash or by the delivery of shares) is subject to the non-occurrence of situations which give rise to the application of adjustment mechanisms or situations of material breach of the Plan, under which terms, should such situations occur until the meetings of the Remuneration Committee called to resolve on its application (to be held as from the exercise and prior to the settlement of the LTVR or to the retention period as set out in the Plan), the payment of the amount due as net cash settlement of the LTVR or the delivery of the retained shares may not take place or may give rise to their return, under the terms set forth in the Plan.

G. CTT's business strategy, long-term interests and sustainability

Six years after CTT's privatisation, the Company's Remuneration Committee drafted this Policy taking into account a set of objectives aligned with CTT's mission and values, maintaining the purpose of promoting the continued alignment with the Company's business objectives and strategy and thus contributing to the sustainability of CTT's results and the creation of value for its shareholders.

The pursuit of such objectives is reflected, in particular, in the changes to the remuneration model applicable to the Executive Directors, including **(i)** a reduction of the ABR in relation to that set by the Remuneration Committee in the previous term of office, **(ii)** new non-financial objectives for the AVR, which emphasise the sustainability of the Company's business and its growth, as well as environmental sustainability, and **(iii)** the CTT Stock Options Plan, by way of the LTVR, which rewards the sustained evolution of the Company's profitability and growth.

In particular, the incentives underlying the AVR described above will serve as an additional instrument to achieve the Company's financial and non-financial strategy, by rewarding performance through a combination of financial and non-financial objectives and adjusting these objectives to the Company's strategy, while also considering the individual responsibilities of each of the Executive Directors.

In accordance with this Policy, the awarding, amount and payment of the AVR meets:

- The degree of achievement of a set of objectives established according to performance evaluation criteria of financial and non-financial nature, focused either on the implementation of CTT's long-term strategic objectives or on the promotion of best ESG (Environmental, Social and Governance) practices;
- The balance between financial and non-financial evaluation criteria, bearing in mind that: **(i)** without a minimum threshold of achievement of criteria of financial nature, no AVR will be awarded; and that **(ii)** the criteria of non-financial nature are reinforced as they correspond to a quantifiable key performance indicator with a weight of 10% (Net Promoter Score) and 4 additional quantifiable targets with a weight of



20% (related to sustainability, operational, commercial and strategic performance and environmental objectives and, to the extent possible, the functions of each Director);

- The positive performance of the Company and the sustainable financial situation of the Company, as well as the positive performance of each Executive Director (including the non-occurrence of situations that give rise to the application of adjustment mechanisms) for the purposes of payment of the 50% of the deferred AVR.

In turn, the new CTT Stock Options Plan for the purposes of the LTVR was designed to reward sustained growth and added value for shareholders, reflected in the evolution of the Company's share price during the term of office, as well as the positive performance of the Company, given the following characteristics of the Plan:

- The Plan sets the number of options awarded to be exercised by the participants and their award or strike price;
- The number of shares to be received depends on the difference between the strike price and the exercise price (considering the market price), in the terms set forth in the Plan;
- The LTVR awarded under the Plan is subject to the positive evolution of the share price and the positive performance of the Company, and to eligibility conditions related to the non-occurrence of situations that give rise to the application of the adjustment mechanisms mentioned below and material breaches of the terms of the Plan;
- The Plan also provides for deferral and retention mechanisms that result from the combination of two aspects: **(i)** the exercise date of all options (1 January 2023, given the end of the 3-year term 2020/2022); and **(ii)** with a retention period of the allocated shares (during the period between the exercise date and the fifth trading day immediately following the end of the month after the approval of the accounts for 2024 at the annual general shareholders meeting to be held in 2025, or on 31 May 2025, whichever date occurs later).

H. Conditions of employment and remuneration of the Company's employees

The Company's concern with the employees, the protection of their remuneration and the balance between the remuneration of the Company's employees and the remuneration of the corporate bodies was present in the drawing up of this Remuneration Policy.

The same objectives were at the basis of other decisions taken recently by the Board of Directors of the Company, such as the option not to apply any cost cutting measures – such as the layoff or others – affecting the Company's employees in the context of the Covid-19 pandemic experienced in 2020 and 2021.

In this context, the reduction of the ABR of Executive Directors is a step towards convergence between the remuneration of Executive Directors and the average or median remuneration in CTT.

In addition, the new focus on non-financial objectives and the proposed variable remuneration model aim to strengthen the alignment of management interests with the interests of all stakeholders, including the company's employees.

I. Bonuses and other benefits, regardless of their form, which may be awarded to members of the management and supervisory bodies, and the respective proportion

The Company has not adopted any system of annual bonuses or other non-cash benefits, notwithstanding the stated in the following paragraph.

The Executive Directors receive the following additional non-pecuniary benefits, of a fixed nature, corresponding to an estimated average value of 7% in relation to the ABR of all the Executive Directors:

- Car free use (including fuel and tolls);



- Life and personal accident insurances (including travel insurance); and
- Access to the health benefits system - IOS - *Instituto de Obras Sociais* - under the same terms as the Company's employees.

The monthly fixed remuneration of the Executive Directors defined by the Remuneration Committee, in accordance with this Policy, includes an amount for a defined contribution pension plan or retirement savings plan (or other retirement savings instruments), the choice of which will be made by each Executive Director (totalling 10% of the ABR).

J. Amounts paid on any basis by other companies in a control or group relationship, or which are subject to a common control

Members of the management and supervisory bodies of CTT who hold positions in companies in a control or group relationship with the CTT consolidate any remuneration received in these positions in their overall remuneration, so that the total amount and method of payment correspond to that defined by CTT's Remuneration Committee.

K. Duration of the contracts or agreements with the members of the management and supervisory bodies, applicable notice periods, termination clauses and termination payments

The Company has not entered into any contracts or agreements with the members of the management and supervisory bodies, who were elected for the 2020/2022 term of office, as provided by law and the articles of association.

In the event of termination of office of members of the Board of Directors, the legally prescribed remuneration rules shall apply.

In case of dismissal without just cause, the remuneration legally due corresponds to remuneration for the damages suffered by them, which may not, however, exceed the amount of remuneration that the Director would presumably receive until the end of the period for which he was elected.

In the case of dismissal due to inadequate performance (not resulting from serious breach of duties or inability to carry out normal functions), the Company is obliged to pay remuneration only in the terms legally due.

In turn, the early termination of functions determines the following consequences concerning the awarding and the payment of the VR to the Executive Directors:

- If the Executive Director leaves the Company for any reason, other than dismissal for just cause or the occurrence of another situation that gives rise to the application of an adjustment mechanism, after the evaluation period but before payment of the AVR, it shall be paid in full to the extent corresponding to that period;
- The payment of the AVR in respect of an evaluation period in which there is cessation of duties will not be due, nor will the payment of the AVR under the Plan be due in the event of early termination of duties, since its exercise and settlement require the conclusion of the term of office for which the Executive Director was appointed (continued performance), except in situations of termination by mutual agreement, retirement, death, disability or other case of early termination of the term of office for reasons not attributable to the Director (namely in case of change of control of the Company), in which case the Remuneration Committee will define a *pro-rata* awarding of the AVR and the *pro-rata* cancellation of the LTVR awarded under the Plan.



L. Main characteristics of supplementary or early retirement pension schemes

No system of awarding of supplementary pensions is applicable, nor any remuneration in the case of early retirement of its Directors, without prejudice to that referred to in the following paragraph.

The monthly fixed remuneration of the Executive Directors defined by the Remuneration Committee, in accordance with this Policy, includes an amount for a defined contribution pension plan or retirement savings plan (or other retirement savings instruments), the choice of which will be made by each Executive Director (totalling 10% of the ABR).

M. Description of the decision-making process followed for remuneration policy determination, review and application, including the measures to avoid or manage conflicts of interest and, if applicable, the role of the remuneration committee or other committees involved and disclosure

This Policy was prepared by the Remuneration Committee, with the advice of the Corporate Governance, Evaluation and Nomination Committee and the support of specialised consultants.

The Remuneration Committee is composed of three members, the majority of whom are independent members vis-à-vis CTT's management bodies.

In turn, the Corporate Governance, Evaluation and Nomination Committee (an internal committee of the Board of Directors composed exclusively of Non-Executive Directors, the majority of whom are independent) has consultative powers in matters of performance evaluation and remuneration, providing support to the Remuneration Committee in setting remuneration.

The attribution of such advisory powers is in line with the best practices (namely in the financial sector) in the sense that the body defining remuneration should be supported by a committee within the Board of Directors, which contributes with its independence, knowledge and experience to the definition of a remuneration policy adjusted to the specificities of the sector and of the Company, in particular with detailed knowledge of its strategic and risk profile.

In addition, in defining this Policy, the Remuneration Committee has taken into account the best market practices, including:

- An updated benchmarking study of the remuneration practices of European companies in the sector (*i.e.*, Austrian Post, PostNL, bpost, Royal Mail, Deutsche Post and Kuehne+Nagel) and PSI-20 companies (*i.e.*, Altri, Millennium BCP, Corticeira Amorim, EDP, EDP Renováveis, Galp, Jerónimo Martins, Mota-Engil, NOS, Novabase, Pharol, REN, Semapa, Sonae, Sonae Capital and The Navigator), for the purposes of the proposed remuneration policy to be applied to the Company's Executive Directors;
- The recommendations of the Governance Code of the Portuguese Institute of Corporate Governance approved in 2018 and revised in 2020, in compliance with the recommendations V.2.1 to V.2.10.

This Policy and the attached Plan are submitted to the General Shareholders Meeting for approval, under the terms and for the purposes of articles 26-A *et seq.* of the Portuguese Securities Code, as well as the authorisation of the General Shareholders' Meeting to the Board of Directors in relation to the acquisition of own shares by the Company to allow for the execution of the Plan.

The setting of remuneration and the regulation and application of this Policy are the responsibility of the Remuneration Committee, under the terms of Article 9 of the Company's articles of association and in compliance with the terms of this Policy and the Plan.

Also under the terms of the Company's Articles of Association, the Remuneration Committee is responsible for reviewing and approving changes to this Policy, submitting such changes for the approval of the General Shareholders Meeting.



This Policy and any regulations thereunder that may be approved by the Remuneration Committee, in compliance with the terms of this Policy and the Plan, are fixed for the term 2020/2022, subject to the following:

- Following its election at the General Shareholders Meeting of 29 April 2020, the Remuneration Committee resolved to maintain in force the remuneration policy applicable to the members of the management and supervisory bodies for the term of office ending in 2019 until the approval of this Remuneration Policy;
- Since April 2020 there has been a 15% reduction in the fixed remuneration of the Chairman of the Board of Directors and the Chairman of the Executive Committee and a 10% reduction in the fixed remuneration of the other members of the Executive Committee, when compared to the policy approved by the Remuneration Committee then in office for the 2017/2019 term of office, reductions resulting from a partial resignation of the Directors concerned;
- The award and calculation of the annual variable remuneration in respect of performance in the 2020 financial year are subject to the remuneration policy in force in the 2017/2019 term of office, without prejudice to its payment being subject to the terms of this Policy;
- The review and possible amendment of this Policy taking into account, in particular, relevant changes to the nature and complexity and scope of CTT's activity, structure and/or size (including the evolution of its risk profile and long-term strategic objectives), as well as relevant regulatory and tax developments in these areas (including possible amendments for the purposes of compliance with mandatory legal or regulatory requirements), by the Remuneration Committee (without prejudice to the powers of the General Shareholders Meeting in this regard);
- The provisions applicable to the LTVR under the attached Plan, in particular under paragraphs 3, 11 and 15 thereof.

This Policy will be subject to review in the last year of the current term of office (2022) for the purpose of its possible amendment with effect on the following term of office, without prejudice to what may be approved on that date and to the provisions of Article 26-F of the Portuguese Securities Code. Within the scope of this review, the Remuneration Committee shall consider the impact of the remuneration policy on the Company's ability to fulfil its objectives and sustainable growth in a long-term perspective, seeking to align the interests of all the Company's stakeholders and avoid conflicts of interest.

This Remuneration Policy shall be disclosed on CTT's website, after the respective approval by the General Shareholders Meeting (containing reference to the voting results and respective approval date) and shall remain available to the public, free of charge, at least while it is in force.

Lisbon, 15 March 2021,

For the Remuneration Committee,

(Illegible signatures)



ANNEX

STOCK OPTIONS PLAN

1. Object

- 1.1.** The present plan establishes the general terms and conditions applicable to the granting of call option rights over the shares of the company CTT – Correios de Portugal, S.A. (the “**Company**” or “**CTT**”) to the executive members of the Board of Directors of the Company (the “**Stock Options Plan**” or the “**Plan**”), with such Options corresponding to the long term variable remuneration (the “**LTVR**”) of such Executive Directors under the terms of the remuneration policy approved by the Shareholders General Meeting of CTT (“**Remuneration Policy**”) and the regulation on the remuneration of members of the corporate bodies of the Company (the “**Regulation**”) approved by the Remuneration Committee of CTT (“**Remuneration Committee**”) in order to implement such Remuneration Policy.
- 1.2.** The Plan is a part of the Remuneration Policy and of the Regulation and is subject to the same principles underpinning such documents.

2. Definitions

- 2.1.** The following expressions and acronyms, when used with an initial capital letter, have the following meanings:
- i) **Adjustment Mechanisms:** the mechanisms of (a) reduction of LTVR, the allocation and/or payment of which do not yet constitute an acquired right (*malus*) and (b) reversal by means of retention and/or return of LTVR, the payment of which is already an acquired right (*claw-back*), the latter being a supplementary mechanism in case reduction is insufficient, to which the LTRV is subject in whole or in part in the following situations:
 - a. The Participant, in the exercise of his/her duties, directly and decisively participated in, or was responsible for, any action that resulted in significant losses to CTT;
 - b. Serious or fraudulent breach of the code of conduct or internal rules of CTT by the Participant with significant negative impact on CTT, or situations justifying a fair cause of dismissal of the Participant; and/or
 - c. False statements and/or material errors or omissions in the financial statements of CTT to which an objective action of the Participant has contributed decisively.
 - ii) **Annual Assessment Meeting** – the annual meeting of the Remuneration Committee convened to discuss and resolve on the allocation and settlement of the LTVR and the application of any Adjustment Mechanisms to the LTVR, as applicable;
 - iii) **Cash Payment Date** – the date when the cash amount corresponding to the Options that are subject to net cash settlement, pursuant to section 4.4.1 below, shall be paid to the Participants, as set out in section 9.1;
 - iv) **Exercise Date** – the date when the Options will be automatically exercised, pursuant to section 4.2 of the present Plan;
 - v) **Granting Date** – the date on which the Options will be deemed granted to the Participant, pursuant to section 3.6 below;



- vi) Options – the rights of acquiring Shares of the Company granted to the Participants as their LTVR pursuant to the Remuneration Policy, the Regulation and this Plan;
- vii) Participants – the executive members of the Board of Directors of the Company;
- viii) Plan – the current Stock Options Plan, pursuant to which the Participants are granted a right to receive Shares in the Company;
- ix) Retained Shares – the Shares corresponding to the Options exercised and subject to retention by the Company for the duration of the respective Retention Period after the Exercise Date, as set out in section 9 below;
- x) Retention Period – the period during which the Shares corresponding to the Options exercised hereunder will be held by the Company, corresponding to the period between (and both including) the Exercise Date and, for each tranche of Retained Shares, the following dates:
 - a. the fifth trading date (*dia de negociação*) immediately after the later of the following dates: (i) the end of the month following the date of adoption of the 2023 accounts by the Annual General Shareholders Meeting of the Company of 2024 or (ii) the 31 May 2024 (“**First Release Date**”), with the shares released on this date being the “**First Released Shares**”; and
 - b. the fifth trading date (*dia de negociação*) immediately after the later of the following dates: (i) the end of the month following the date of adoption of the 2024 accounts by the Annual General Shareholders Meeting of the Company of 2025; or (ii) the 31 May 2025 (“**Second Release Date**”), with the shares released on this date being the “**Second Released Shares**”;
- xi) Share Price – has the meaning set out in section 4.3 below;
- xii) Shares – the shares representative of the Company’s share capital held by the Company at each moment (as a result of the acquisition of treasury shares);
- xiii) Strike Price – the notional amount per share set out as a reference price for each Option, pursuant to section 3.4 below.

3. Granting of Options

- 3.1. The Options granted to the Participants pursuant the Plan consist on the right to acquire Shares.
- 3.2. Subject to the detailed rules applicable to the exercise of the Options set out in section 4 below, each Option is deemed to grant the right to acquire one Share of the Company, regardless of whether the Options are subject to net share settlement or net cash settlement.
- 3.3. The granting and exercise of the Options under the Plan shall not affect or amend the terms of the relationship between the Participants and the Company, which will remain subject to the relevant applicable legal, statutory and contractual rules.
- 3.4. Each Participant will be entitled to receive the following five different tranches of Options, each tranche subject to a different Strike Price:

Tranche	Number of Options per Participant			Strike Price
	CEO	CFO	Other executive Directors	
1	700.000	400.000	300.000	EUR 3.00
2	700.000	400.000	300.000	EUR 5.00
3	700.000	400.000	300.000	EUR 7.50
4	700.000	400.000	300.000	EUR 10.00
5	700.000	400.000	300.000	EUR 12.50

- 3.5. All the tranches of Options identified in section 3.4 above are deemed to comprise one single tranche for the purposes of their exercise; the respective Strike Price is provided for the purposes of calculating separately the Shares to be attributed as a result of the exercise of the Options.
- 3.6. All the tranches of Options identified in section 3.4 above are deemed to be granted to the Participants on the date of the approval of the Plan by the Shareholders General Meeting of the Company (the “**Granting Date**”).
- 3.7. In the case of an incoming Executive Director (co-opted or appointed during the ongoing term), the Executive Director will be entitled the Options granted under the Plan, based on the time spent of the whole term.

4. Exercise of the Options

- 4.1. Upon exercise, the Options granted hereunder shall give the right to receive Shares by means of both a net cash settlement and a net share settlement, calculated pursuant to the terms set out in section 4.3 below.
- 4.2. All Options will be automatically exercised on 1 January 2023 (the “**Exercise Date**”) and under no circumstances will the Options be exercisable prior to the Exercise Date.
- 4.3. The number of Shares to be settled for each tranche of Options shall be calculated (rounded off to the nearest lower whole number) in accordance with the following formula:

$$\text{No. of Shares} = \text{No. of Stock Options exercised} \times [(\text{Share Price} - \text{Strike Price}) / \text{Share Price}]$$

Where:

Strike Price – corresponds to the Strike Price set out in section 3.4 above; and

Share Price – corresponds to the average of the prices, weighted by the respective volume of trading, of the transactions over the Company shares occurred on the regulated market Euronext Lisbon, during the stock market sessions that take place during the 45 days prior to the Exercise Date



- 4.4.** Each Participant will be entitled to:
- 4.4.1.** In respect of 25% of the Options (prorated to each tranche of Options set out in section 3.4 above), each Participant will be entitled to the cash amount corresponding to the cash amount of the value of the Shares resulting from the calculation made under section 4.3 above (net cash settlement);
 - 4.4.2.** In respect of 25% of the Options (prorated to each tranche of Options set out in section 3.4 above), each Participant will be entitled to the corresponding number of Shares resulting from the sum of the net share settlement, and full title and rights over the relevant number of Shares will be transferred to each Participant in accordance with section 9.2. below;
 - 4.4.3.** In respect of the remaining 50% of the Options (also prorated to each tranche of Options set out in section 3.4 above), and subject to the application of the Retention Period, each Participant will be entitled to the corresponding number of Shares resulting from the sum of the net share settlement applied for each tranche pursuant to the calculation made under section 4.3 above (net share settlement).
- 4.5.** Prior to the Exercise Date and to the extent permitted by the applicable laws, the Company shall guarantee that it possesses the number of treasury shares deemed necessary for the granting of Shares set out in this Plan. In case the Company does not hold the number of Shares required to meet the granting of Shares, the Company must, as soon as possible and in accordance with the applicable legal provisions, acquire them in advance in the stock exchange in order to implement the respective granting of Shares to the Participants.
- 4.6.** Whenever the number of Company's treasury shares is not sufficient for the purposes above, the Remuneration Committee shall establish a compensation mechanism, consisting of the attribution of the cash amount corresponding to the amount of the Options that the Participants could not exercise by means of a net share settlement, and that is thus replaced with a net cash settlement.
- 5. Amendments to the Share Price and the Strike Price**
- 5.1.** According to good governance practices, no amendments to the Share Price or the Strike Price shall be approved by the Remuneration Committee during the term of this Plan other than in the cases described in the sections below.
 - 5.2.** To preserve the economic value of the Options, amendments may be made to the Share Price or the Strike Price upon the occurrence of any financial transactions carried out by the Company during the term of this Plan which are likely to significantly affect the value of the Shares. Such changes shall solely be authorized or made in order to neutralize the effects of the abovementioned financial transactions in the value of the Options. Any such amendments require a prior resolution of the Remuneration Committee, which must duly justify the resolution passed and that for these purposes, whenever the complexity of the transactions so justifies, may request the opinion of a reputable external entity with knowledge in financial matters.
 - 5.3.** Examples of financial transactions referred to above are reduction and increase in capital, stock splits, distribution of shareholders remuneration, issuance of warrants or other right to acquire assets of the Company or its subsidiaries, mergers and other corporate restructurings, etc.
 - 5.4.** It is further determined that whenever dividends are paid or assets are distributed to the shareholders, the Share Price and Strike Price will be adjusted as follows, in which case no prior resolution of the Remuneration Committee will be required:



5.4.1. The Strike Price shall be adjusted, in accordance with the following formula:

$$\text{Adjusted Strike Price} = \text{previous Strike Price} - \text{shareholder remuneration per share of the Company} \times (1 - \% \text{ treasury shares of the Company})$$

5.4.2. Should the distribution to shareholders take place during the period considered for the purposes of the calculation of the Share Price under section 4.3 above, said calculation must be adjusted, so that only on the daily average measured prices corresponding to the days within the 90 days prior to the Exercise Date and cumulatively prior to the ex-dividend date a deduction is made in order to emulate the impact of the value of the shareholder remuneration that is effectively distributed. For these purposes, the price of the shares in such days will be deducted of an amount corresponding to (i) the value of the individual shareholder remuneration per Share minus (ii) the shareholder remuneration that was not paid as it corresponds to the Company's treasury shares.

5.5. The adjustments set out in sections 5.2 and 5.3 shall also apply, *mutatis mutandis*, to Retained Shares, with the aim to neutralize the economic impact of any such financial transaction.

6. Transfer of the Options

6.1. The Options are not subject to transfer by any form, even between Participants.

6.2. In the event of a Participant's death, the Options already granted will be exercised on the Exercise Date by whoever legally succeeds the Participant.

6.3. The Participants may not enter into agreements or other instruments, either with the Company or with third parties, which have the effect of mitigating the risk inherent in the variability of the LTVR.

7. Conditions on Eligibility and the Exercise of the Options

7.1. The exercise of the Options is subject to the eligibility conditions applicable to the LTVR under the Remuneration Policy as follows: (a) no Adjustment Mechanisms being triggered from the Granting Date until the Annual Assessment Meeting occurring after the Exercise Date and prior to the settlement date referred in sections 9.1 and 9.2 below; and (b) the Participant not ceasing to be an Executive Director of the Company during the term of office for which he/she has been appointed, except in situations set out in section 8 (a) below (in which case the provisions set out in such section shall apply).

7.2. The rights granted under the Options are subject to the attainment of performance goals or targets by the Company, as (a) the granting of Shares upon the Exercise Date is conditional on the evolution of the market price of the Shares (to the extent that the number of Shares to be settled for each tranche of Options shall be calculated pursuant to the terms set out in section 4.3 above) and (b) the granting of the net cash settlement and of the Shares on the Exercise Date and the respective payment/delivery and release are subject to a positive performance of the



company from the Granting Date to the Exercise Date and during the Retention Period as set out in section 9 below.

8. Cancellation of the Options

The Options shall be cancelled, whether the Exercise Date has been reached or not, in the following circumstances:

- (a) The Participant ceasing to be an Executive Director of the Company during the term of office for which he/she has been appointed, except in situations of mutually agreed termination, retirement, death, invalidity or in any other case of early termination of the term of office, for a reason not imputable to the member of the Executive Board (in particular change of control) (e.g. following takeover bids or other events beyond the control of the member of the Executive Board), cases in which the Remuneration Committee will apply a pro rata cancellation of the stock options granted under the Plan (based on the time spent of the whole term).
- (b) A breach by the Participant of any material provision of the terms and conditions of this Plan and/or the Participant triggering any Adjustment Mechanism, as decided by the Remuneration Committee on its Annual Assessment Meeting, after hearing the Company's Corporate Governance, Evaluation and Nominating Committee.

9. Cash Payment and Retention and Transfer of the Shares

- 9.1. The payment of the cash amount corresponding to the Options subject to net cash settlement shall be made to the Participants on the fifth trading day (*dia de negociação*) immediately after the date of adoption of the 2022 accounts by the Annual General Shareholders Meeting of the Company to be held in 2023 (the "**Cash Payment Date**"), subject to the positive performance of the Company in each of the financial years 2021 and 2022 and to the terms set out in section 9.7 below.
- 9.2. Title and all rights over the Shares corresponding to 25% of the Options exercised under the Plan shall be transferred to each Participant, subject to the positive performance of the Company in each of the financial years 2021 and 2022 and to the terms set out in section 9.7 below, on the fifth trading day (*dia de negociação*) immediately after the date of adoption of the 2022 accounts by the Annual General Shareholders Meeting of the Company to be held in 2023, who will be entitled to freely trade them thereafter.
- 9.3. Title and all rights over the Shares corresponding to 50% of the Options exercised under the Plan shall be retained by the Company during the Retention Period and will be deemed Retained Shares, and be subject to the terms set out in sections 9.6 and 9.7 below.
- 9.4. The Retained Shares will be divided in two tranches based on their respective Retention Period, and the release of the Shares granted is subject to the positive performance of the company as set out in section 9.6 below, as decided by the Remuneration Committee on its Annual Assessment Meeting, after hearing the Company's Corporate Governance, Evaluation and Nominating Committee, as follows:

Tranche	Amount of Shares	End of Retention Period
First Released Shares	1/2 of the Retained Shares	First Release Date



Second Released Shares	1/2 of the Retained Shares	Second Release Date
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- 9.5. During the Retention Period, no Retained Shares may be acquired or registered in the name or on behalf of the Participants and the Participants will not be able to conclude contracts of disposal or pledge of the Retained Shares, nor, in any way, make use of them.
- 9.6. Subject to section 9.7 below, once the relevant Retention Period for each tranche of Retained Shares elapses, full title and rights over the relevant number of Shares will be transferred to each Participant - who will be entitled to freely trade them thereafter - , subject to the positive performance of the Company in each of the financial years in the periods from 2021 to 2023 and from 2021 to 2024, corresponding, respectively, to the First and Second Release Dates.
- 9.7. In addition, the payment of the net cash settlement shall not be due by the Company to the Participant or shall be returned by the Participant to the Company (as applicable in the situation referred in (b)), and the Retained Shares shall not be released to the Participants or shall be returned by the Participant to the Company (as applicable in the situation referred in (b)) in case any of the following circumstances occur:
- (a) The Participant ceasing to be an Executive Director of the Company during the term of office for which he/she has been appointed, except in situations set out in section 8 (a) above (in which case the provisions set out in such section shall apply);
 - (b) A breach by the Participant of any material provision of the terms and conditions of this Plan and/or the Participant triggering any Adjustment Mechanism, as decided by the Remuneration Committee on its Annual Assessment Meetings occurring after the Exercise Date and during the Retention Period (in any case before the payment/delivery of the LTVR and the First and Second Release Dates as per this section 9), after hearing the Company's Corporate Governance, Evaluation and Nominating Committee.
- 9.8. In the event of the Participant's death during the Retention Period, the Retained Shares shall be delivered to whoever legally succeeds the Participant at the end of the relevant Retention Period, pursuant to section 9.4 above.
- 10. Abuse of Inside Information**
- 10.1. Participants should comply with the rules established in Article 378 of the Portuguese Securities Code, as well as in EC Regulation 596/2014, of the European Parliament and of the Council of 16 April 2014 on market abuse. Therefore, it is expressly prohibited for the Participants to use inside information they may have access by any means, in particular but without limitation due to their roles as member of the Executive Board of the Company or any other entity of CTT Group, and derive, directly or indirectly, an advantage or profits from the information in question.
- 10.2. It is also expressly forbidden for the Participants to disclose inside information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties, or under any other circumstance that is admissible by law.
- 10.3. For the purposes of this Article, inside information shall comprise the information of a precise nature, which has not been made public, relating, directly or indirectly, to the Company and other entities of CTT Group, and which, if it were made public, would be likely to have a significant



effect on the prices of the shares of the Company, under the terms of EC Regulation 596/2014, of the European Parliament and of the Council of 16 April 2014 on market abuse.

11. Adherence to the Plan

11.1. For the purposes of adhering to the Plan, each Participant will have to serve a written notice to the Company stating the following:

“The undersigned hereby adheres as a Participant to the Stock Options Plan of CTT – Correios de Portugal, S.A. (the Company) that is comprised in the Plan, the Remuneration Policy and the Regulation on Remuneration of the Corporate Bodies of the Company for the term 2020–2022. The undersigned represents to fully acknowledge, understand and agree to the terms and conditions of the Plan, the Remuneration Policy and the Regulation, the LTVR (as defined therein) and the Stock Options Plan.”

11.2. The participation in the Plan entails the automatic and unconditional acceptance of the Plan from the Participant.

12. Costs and Expenses

All costs and expenses arising from the exercise of the Stock Options and/or Retained Shares, notably those related to the deposit and custody of the shares and its transfer, as well as any taxes and levies resulting from therein to the Participants shall be borne by the latter.

13. Withholding taxation

The Company will have the right to deduct or cause to be deducted in connection with this Plan any taxes required by law to be withheld and to require from the Participants any payments required to satisfy applicable withholding obligations.

14. Miscellaneous

14.1. The benefits potentially arising from this Plan for the Participants shall not be considered as remuneration for labor purposes (*retribuição*) and shall not be taken into consideration for the purposes of retirement pension, supplement retirement or other benefits directly or indirectly related with the remuneration of the Participants.

14.2. The Remuneration Committee will be responsible for overseeing the implementation of the Plan, without prejudice to the possibility of the operational tasks related to such implementation being carried out by the staff of the Company.

14.3. The Company may delegate to third parties, notably financial intermediaries, the practice of acts related to the management of the present Plan.

14.4. The granting of Options and Shares to Participants under the terms of the Plan as well as the disclosure thereof to the relevant addressees do not constitute a public offering of securities or any activity related thereto.

15. Term

15.1. The present Plan shall remain in full force and effect until either the Remuneration Committee decides to terminate or replace the Plan (without prejudice to the rights acquired under it) or all obligations arising from the Plan are fully discharged in compliance therewith.

15.2. Once the Options under this Plan have been granted, and without prejudice to the adjustments to the Options set out in section 5, the Plan may not be terminated, modified or suspended without the explicit written consent of all the Participants.”



ITEM 5 OF THE AGENDA

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

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

"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 Companies Code, the acquisition and disposal of own shares usually require, General Meeting's approval;
- III. The approval of the proposal of CTT's Remuneration Committee for a remuneration policy and plan to grant stock options on shares representing CTT's share capital to CTT's executive directors ("Plan") (pursuant to item 4 of the Agenda of the Annual General Meeting of 21 April 2021) may result in the Company being required to deliver shares representing its share capital to the referred Plan participants, as long term variable remuneration, and that Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April and Delegated Regulation (EU) No. 2016/1052 of the Commission of 8 March, establish an exemption regime from the general market abuse regime applicable to certain share buyback programs, namely those aimed at fulfilling obligations arising from stock option programs for workers 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, this same interest existing in relation to current and/or future subsidiary companies ("Subsidiary Companies"), aiming at practicing any acts necessary or convenient to the pursuit of the Company's interest;
- V. In the event that one or more decisions of the competent management body to approve or implement such transactions under this authorisation are to be taken, it is appropriate and/or necessary to further safeguard compliance with: (1) the rules and best practices applicable to share buy-back programmes over own shares, (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 and of the Delegated Regulation (EU) no. 2016/1052, of the Commission, of 8 March and in particular the objectives of such programmes provided for therein (including, inter alia, the reduction of the issuer's capital and compliance with stock option programs 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); as well as (3) other corporate and regulatory rules applicable to the Company (namely, and to the extent applicable, the restrictions and mandatory obligations to



which the universal postal service concessionaire is subjected pursuant to Decree-Law no. 448/99, of 4 November, as currently applicable to the Company).

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

1. Authorizing the acquisition of own shares, by the Company or any Subsidiaries of own shares, already issued or to be issued, in any of its forms, including rights to the purchase or allocation thereof, subject to a decision by the acquirer's managing body, and subject to 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 Companies Code 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, taking into account 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. Authorizing 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, taking into account 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, and in Delegated Regulation (EU) No. 2016/1052, of the Commission, of 8 March), 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 and Commission Delegated Regulation (EU) No 2016/1052 of 8 March, and/or the determinations of the competent supervisory authority, to authorize the Board of Directors (which may delegate such powers to the Executive Committee) to conform and set the exact terms and conditions of the buyback 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, 16 March 2021

For the Board of Directors,

(Illegible signatures)

CORPORATE BODIES

BOARD OF THE GENERAL MEETING¹:

Chairman:	Pedro Miguel Duarte Rebelo de Sousa
Vice-Chairwoman:	Teresa Sapiro Anselmo Vaz Ferreira Soares

BOARD OF DIRECTORS²:

Chairman	Raul Catarino Galamba de Oliveira
Members	João Afonso Ramalho Sopas Pereira Bento António Pedro Ferreira Vaz da Silva Guy Patrick Guimarães de Goyri Pacheco João Carlos Ventura Sousa João Miguel Gaspar da Silva Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia Steven Duncan Wood Duarte Palma Leal Champalimaud Isabel Maria Pereira Aníbal Vaz Jürgen Schroeder Margarida Maria Correia de Barros Couto María del Carmen Gil Marín Susanne Ruoff

EXECUTIVE COMMITTEE³:

Chairman:	João Afonso Ramalho Sopas Pereira Bento
Members:	António Pedro Ferreira Vaz da Silva Guy Patrick Guimarães de Goyri Pacheco João Carlos Ventura Sousa João Miguel Gaspar da Silva

AUDIT COMMITTEE⁴:

Chairwoman:	Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia
Members:	Steven Duncan Wood María del Carmen Gil Marín

¹ Members elected on the Annual General Meeting held on 29 April 2020.

² Members elected on the Annual General Meeting held on 29 April 2020. João Eduardo Moura da Silva Freixa, elected on that date as Non-executive Member of the Board of Directors tendered his resignation on 10 December 2020 with legal effect on 31 January 2021.

³ The Executive Committee was created, and its members were appointed, by resolution adopted by the Board of Directors at its meeting held on 29 April 2020.

⁴ Members elected on the Annual General Meeting held on 29 April 2020.



REMUNERATION COMMITTEE⁵:

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

STATUTORY AUDITOR⁶:

Effective Statutory Auditor:	KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A., with registered office at Edifício Monumental, Av. Praia da Vitória, 71-A, 11.º, 1069-006 Lisboa, with the taxpayer no. 502 161 078, registered with the Chamber of Chartered Accountants under no. 189 and with the Portuguese Securities and Exchange Commission under no. 20161489, represented by Paulo Alexandre Martins Quintas Paixão, married, with the citizen card no. 11220641 7 ZY7, with taxpayer no. 221 186 271, registered with the Chamber of Chartered Accountants under no. 1427, whose professional address is the aforementioned.
Alternate Statutory Auditor:	Vítor Manuel da Cunha Ribeirinho, married, with the citizen card no. 08037817 0 ZY3, with taxpayer no. 190 517 891, registered with the Chamber of Chartered Accountants under no. 1081, with professional address in Edifício Monumental, Av. Praia da Vitória, 71-A, 11.º, 1069-006 Lisboa.

COMPANY SECRETARY⁷:

Effective Company Secretary:	Maria da Graça Farinha de Carvalho
Alternate Company Secretary:	Isabel Maria Mateus Quintela

⁵ Members elected on the Annual General Meeting held on 29 April 2020.

⁶ At the Annual General Meeting held on 29 April 2020, were elected as CTT's Statutory Auditor and Alternate Statutory Auditor, for the term of office 2021/2023, with effect from 1 January 2021, respectively: Ernst & Young Audit & Associados – SROC, S.A., with registered office at Avenida da República, n.º 90, 6.º, 1600-206 Lisboa, and with the taxpayer no. 505988283, registered with the Chamber of Chartered Accountants under no. 178 and with the Portuguese Securities and Exchange Commission under no. 20161480, represented by Luís Pedro Magalhães Varela Mendes, married, with the citizen card no. 121506625, with taxpayer no. 222692439, registered with the Chamber of Chartered Accountants under no. 1841, or by Rui Abel Serra Martins, married, with the citizen card no. 09133435, with taxpayer no. 185813054, registered with the Chamber of Chartered Accountants under no. 1119, both with professional address is the aforementioned, and João Carlos Miguel Alves, with the citizen card no. 11875563, taxpayer no. 201621231, registered with the Chamber of Chartered Accountants under no. 896, with professional address at Avenida da República, n.º 90, 6.º, 1600-206 Lisboa.

⁷ Appointed by resolution adopted by the Board of Directors at its meeting held on 29 April 2020.



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:

- Pedro Miguel Duarte Rebelo de Sousa (Chairman of the Board of the General Meeting):
 - *Alternate member of the Supervisory Board of Mustard Seed Maze – Sociedade de Empreendedorismo Social, S.A.*
 - *Chairman of the Board of the General Meeting of the following entities: A. Santos Group, AMA – Associação Mares Navegados, CADIn – Core Capital Partners, S. A., Edisoft – Empresa de Serviços e Desenvolvimento de Software, S.A., PWN – Professional Women's Network, Refrigor, S.A., Swipe News, S.A., Tecnovia – Açores, Sociedade de Empreitadas S.A., Tecnovia – Madeira, Sociedade de Empreitadas S.A., Tecnovia – SGPS, S.A., Tecnovia – Sociedade de Empreitadas S.A., COSEC – Companhia de Seguro de Créditos, S.A., Associação Laurel, Millennium BCP, Associação Portugal India Business Hub, Grande Enseada Capital Partners, S. A., AICD – Associação para Inserção por Centros Digitais de Informação, Associação Turma do Bem Portugal e Atitude/SSE – Associação Pelo Desenvolvimento do Investimento Social*
 - *Chairman of the Board of Círculo Eça de Queiroz – Instituição de Utilidade Pública*
 - *Chairman of the General Council of Câmara de Comércio Portugal Moçambique*
 - *Member of the Remuneration Committee of Novabase, S.A.*
 - *Curator of Fundação Luso-Brasileira*
 - *Vice-Chairman of Associação do Prémio Infante D. Henrique*
 - *Chairman of the Supervisory Board of Amigos do Hospital de Santa Maria*
 - *Chairman of the General Council of Instituto Português de Corporate Governance*

- Teresa Sapiro Anselmo Vaz Ferreira Soares (Vice-Chairwoman of the Board of the General Meeting):
 - *Does not hold any office in other Companies*

BOARD OF DIRECTORS / EXECUTIVE COMMITTEE / AUDIT 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, Chairman of the 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.)*

- João Afonso Ramalho Sopas Pereira Bento (CEO):
 - *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 and Remuneration 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)*
- *Membro do Conselho de Administração da International Post Corporation (IPC)*
- *Managing Partner of QPDM Consulting, Lda.*
- *Member of the Board of Trustees of Fundação Alfredo de Sousa*
- *Member of the Advisory Council of 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)*
- *Vice-Chairman (acting President) of Academia de Engenharia*
- *Honorary President of ASECAP (European Association of Operators of Toll Road Infrastructures)*

- **António Pedro Ferreira Vaz da Silva (Executive Member of the Board of Directors):**
 - *Member of the Board of Directors of CTT Soluções Empresariais, S.A.*
 - *Member of the Board of Directors of Payshop (Portugal), 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 Banco CTT, S.A.*

- **Guy Patrick Guimarães de Goyri Pacheco (Executive Member of the Board of Directors (CFO)):**
 - *Member of the Board of Directors of CTT Soluções Empresariais, S.A.*
 - *Non-executive Member of the Board of Directors of Conselho de Administração do Banco CTT, S.A.*
 - *Member of the Board of Directors of CTT Expresso- Serviços Postais e Logística, S.A.*
 - *Member of the Board of Directors of New Finerge, S.A.*
 - *Member of the Board of AEM – Associação de Empresas Emitentes de Valores Cotados em Mercado*

- **João Carlos Ventura Sousa (Membro executivo do Conselho de Administração)**
 - *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 Moçambique, S.A. (CORRE)*
 - *Member of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.*

- **João Miguel Gaspar da Silva (Membro executivo do Conselho de Administração)**
 - *Member of the Board of Directors of CTT Soluções Empresariais, S.A.*
 - *Member of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.*
 - *Member of the Board of Directors of CTT Contacto, S.A.*

- **Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia (Non-executive Member of the Board of Directors and Chairwoman of the Audit Committee):**
 - *Chairwoman of the Fiscal Board of Centro Hospitalar Universitário de S. João, EPE*
 - *Non-executive Member of the Board of Directors of SFS – Gestão de Fundos, SGOIC, S.A. (formerly Sonaegest-Sociedade Gestora de Fundos de Investimento, 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, S.A.*
- *Member of the Scientific Council of Associação Fiscal Portuguesa*

- Steven Duncan Wood (Non-executive Member of the Board of Directors and Member of the Audit Committee)
 - *Founder and Managing Partner of Builders Institute, Inc.*
 - *Managing Partner of GreenWood Performance Investors, LLC.*
 - *Founder and Managing Partner of GreenWood Investors LLC.*
 - *Member of the Advisory Board of Cortland Associates, Inc.*

- Duarte Palma Leal Champalimaud (Non-executive Member of the Board of Directors and Member of the of the Corporate Governance, Evaluation and Nominating Committee)
 - *Manager of Sotaque – Assessoria de Comunicação e Traduções, Lda.*
 - *Vice-Chairman of the Board of Directors of Manuel Champalimaud, SGPS, S.A.*
 - *Chairman of the Strategy and Investment Committee of Manuel Champalimaud Group*
 - *Chairman of the Board of the General Meeting of APIP – Associação Portuguesa da Indústria de Plásticos*

- Isabel Maria Pereira Anibal Vaz (Non-executive Member of the Board of Directors and Member of the of the Corporate Governance, Evaluation and Nominating Committee)
 - *Member of the Board of Directors of Sonae Capital, SGPS, S.A.*
 - *Member of the Board of Directors of S. C. H. – Sociedade de Clínica Hospitalar S.A.*
 - *Member of the Board of Directors of Genomed-Diagnósticos de Medicina Molecular, S.A.*
 - *Chairwoman of the Board of Directors of the following entities: Capital Criativo HealthCare Investments II, Hospital da Luz – Coimbra S.A., H.M.E. – Gestão Hospitalar, S.A., Hospital da Luz – Guimarães, S.A., GLSMED Learning Health, S.A., Luz Saúde – Serviços, A.C.E., Hospital da Luz – Centro Clínico da Amadora, S.A., SGHL – Sociedade Gestora do Hospital de Loures, S.A., Casas da Cidade – Residências Sénior, S.A., CRB – Clube Residencial da Boavista, S.A., Hospital da Luz – Oeiras, S.A., Hospital da Luz, S.A. (LISBOA), Surgicare – Unidades de Saúde, S.A., Vila Lusitano – Unidades de Saúde, S.A., Hospital Residencial do Mar, S.A., Hospor – Hospitais Portugueses, S.A., Casas da Cidade – Residências Sénior de Carnaxide, S.A., RML – Residência Medicalizada de Loures, SGPS, S.A., Hospital da Arrábida – Gaia, S.A., Luz Saúde – Unidades de Saúde e de Apoio à Terceira Idade, S.A., Hospital da Luz – Aveiro, S.A.*
 - *Vice –Chairwoman the Board of Directors and Chairwoman of the Executive Committee of Luz Saúde, S.A.*
 - *Member of the International Advisory Board of The Lisbon MBA da Nova School of Business and Economics da Universidade Nova de Lisboa*

- Jürgen Schröder (Non-executive Member of the Board of Directors)
 - *Executive Partner of JS-Rat & Tat GmbH*
 - *Member of the Board of ISR (International School on the Rhine) (Germany)*
 - *Member of the Board of Marketing Club Düsseldorf (Germany)*

- Margarida Maria Correia de Barros Couto (Non-executive Member of the Board of Directors and Chairwoman of the Ethics Committee)
 - *Chairwoman of GRACE – Empresas Responsáveis*
 - *Member of the Board of Directors and Chief Executive Officer (CEO) da Fundação Vasco Vieira de Almeida*



- *Secretary of the General Assembly of Fórum Oceano – Associação da Economia do Mar*
- *Secretary of the General Assembly of BCSD Portugal – Business Council for Sustainable Development*
- *Secretary of the General Assembly of VdA Academia*

- **María del Carmen Gil Marín (Non-executive Member of the Board of Directors and Member of the Audit Committee)**
 - *Executive Member of the Board of Directors of Novabase, SGPS, S.A., Novabase IMS2, S.A. e da Novabase Capital, Sociedade de Capital de Risco, S.A.*
 - *Member of the General Board of AEM – Associação de Empresas Emitentes de Valores Cotados em Mercado*
 - *Chairwoman of the Board of the General Meeting of Celfocus – Soluções Informáticas para Telecomunicações, S.A.*
 - *Chairwoman of the Board of the General Meeting of Novabase Enterprise Applications – Sistemas de Informação de Gestão Empresarial, S.A.*
 - *Chairwoman of the Board of the General Meeting of GLOBALEDA – Telecomunicações e Sistemas de Informação, S.A.*
 - *Member of the Board of Fórum de Investor Relations (FIR) – Associação Portuguesa de Responsáveis pelas Relações com Investidores*
 - *Member of the Advisory Committee of FCRISTART I*

- **Susanne Ruoff (Non-executive Member of the Board of Directors)**
 - *Member of the Board and of the Organisation & Compensation Committee of Eldora AG (Switzerland)*
 - *Chief Executive Officer (CEO) of Ruoff Advisory GmbH (Switzerland)*
 - *Member of the Strategic Advisory Board of EPFL – École Polytechnique Fédérale de Lausanne (Switzerland)*

REMUNERATION COMMITTEE:

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

- **Fernando Paulo de Abreu Neves de Almeida (Chairman of the Remuneration Committee):**
 - *Manager of Neves de Almeida Consultores, Unipessoal, Lda.*
 - *Member of the University Council of Universidade Europeia*
 - *Member of the Remuneration Committee of REN – Redes Energéticas Nacionais, SGPS, S.A.*
 - *Managing Partner of the Lisbon office of Boyden Global Executive Search*

- **Manuel Carlos de Melo Champalimaud (Member of the Remuneration Committee):**
 - *Manager of Sealion Finance, Lda.*
 - *Chairman of the Board of Directors of Manuel Champalimaud SGPS, S.A.*
 - *Deputy Manager of Agrícola São Barão – Unipessoal, Lda.*
 - *Chairman of the Nominating and Remunerations Committee of Manuel Champalimaud Group*

- **Christopher James Torino (Member of Remuneration Committee):**
 - *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):
 - *Member of the Selection Committee of Payshop (Portugal), S.A.*
 - *Member of the Selection Committee of 321 Crédito – Instituição Financeira de Crédito, S.A.*
 - *Member of the Selection and Remuneration Committee of Banco CTT, S.A.*
 - *Chairwoman of the Board of the General Meeting of CTT Soluções Empresariais, S.A.*
 - *Chairwoman of the Board of the General Meeting of Mktplace – Comércio Eletrónico, S.A.*
 - *Effective Company Secretary of CTT Expresso – Serviços Postais e Logística, S.A.*

- Isabel Maria Mateus Quintela (Alternate Company Secretary):
 - *Secretary of the Board of the General Meeting of CTT Soluções Empresariais, S.A.*
 - *Secretary of the Board of the General Meeting of Correio Expresso de Moçambique, S.A. (CORRE)*
 - *Alternate Company Secretary of CTT Expresso – Serviços Postais e Logística, S.A.*
 - *Chairwoman of the Board of the General Meeting of Farmácia do Carmo, S.A.*



SHARES AND VOTING RIGHTS

The share capital of CTT – Correios de Portugal, S.A., in the amount of €75,000,000.00, is represented by 150,000,000 shares, with an equal number of voting rights.

At the present date, CTT holds 1 own share, with the nominal value of €0.50, representing 0.000% of the respective share capital, being all rights inherent thereto suspended pursuant to article 324 of the Companies Code.