



NOS, SGPS, S.A.

**Registered Office: Rua Actor António Silva, 9 - Campo Grande, Lumiar,
1600-404 Lisbon**

**Registered at the Companies Register in Lisbon under Tax Identification Number 504.453.513
Share Capital: EUR 5,151,613.80**

PRELIMINARY NOTE TO THE NOTICE TO CONVENE

Whereas:

1. The current situation that recommends a prudent approach regarding the concentration, in a single location, of a large number of people, to safeguard the safety of all Shareholders' Representatives, members of NOS' corporate bodies and employees; and
2. The experience of the last two years in holding General Meetings of Shareholders by exclusively telematic means, which shows that this method does not prevent or hinder the attendance and participation of Shareholders,

the Company's Annual General Shareholders' Meeting will be **held exclusively by telematic means**, promoting voting by electronic means and replacing postal voting by email, in the terms better detailed in this Notice.

Always aiming at enabling Shareholders to exercise their rights in the manner they consider most appropriate to their interests and circumstances, the Company will provide Shareholders whose voting right has been exercised in advance with two modalities:

- (i) To follow the works as invited guests, in which case they will not cast new votes during the course of the Meeting, maintaining the votes previously cast;
- (ii) To participate in the Meeting as a Shareholder, in which case their presence will mean the revocation of the votes previously exercised, being necessary to cast the vote in the course of the works.



NOTICE TO CONVENE

ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given to Shareholders of NOS, SGPS, S.A. ("Company" or "NOS") to attend the Annual General Meeting on 21 April 2022 at 3.30pm, **exclusively by telematic means in the terms below described**, with the following Agenda:

Item one: To approve the individual and consolidated Annual Report, Financial Statements and other documents, including the Company's Corporate Governance Report (which incorporates the remuneration report) and consolidated non-financial statements for the year 2021;

Item two: To approve the distribution and allocation of profits relating to the financial year of 2021;

Item three: To deliberate the increase of the Company's total share capital by 850,016,277.00 euros by incorporating the Share Premium Reserves reflected in the Company accounts for 2021, that remains after the allocation of net results for the year. The proposal implies a 1.65 euro increase in the nominal value of all shares to 1.66 euro and, consequently, an amendment of paragraphs (1) and (2) of Article 4 of the Company's Articles of Association;

Item four: To assess the Company's management and supervisory bodies;

Item five: To authorise the Board of Directors to acquire and dispose of own shares on behalf of the Company and its subsidiaries;

Item six: To authorise the Board of Directors to acquire and dispose of own bonds on behalf of the Company and its subsidiaries;

Item seven: To approve the amendment to Article 10 of the Company's Articles of Association, modifying the current number 6, adding two new numbers 7 and 8 and renumbering the current number 7;



Item eight: To elect new members for the Board of Directors, the Board of the General Meeting, and the Statutory Audit Board, for the three-year term 2022/2024;

Item nine: To elect the Statutory Auditor, effective and alternate, for the 2022/2023 biennium;

Item ten: To appoint the Remuneration Committee for the three-year period 2022/2024 and to approve remuneration for the members of this committee.

The above proposals for resolution will be available for consultation on the Company's website, www.nos.pt/AssembleiaGeral2022, and on the Portuguese Securities Market Commission website, www.cmvm.pt, from the date of issue of this Notice. From the same date, all other preparatory information for the General Meeting, as required by Article 289(1) of the Portuguese Companies Code and in Article 21-J(1) of the Portuguese Securities Code, will also be available for consultation, on the Company's website at www.nos.pt/AssembleiaGeral2022.

In order to streamline procedures, the Company will accept all documentation pertaining to the participation of Shareholders and/or their representatives in the Annual General Meeting to be exclusively submitted by email. This includes shareholding certificates to be issued by financial intermediaries, certificates of authenticity, legitimacy certificates and/or any other additional documentation. It is the sole responsibility of Shareholders and/or their representatives to guarantee the authenticity and security of the documents submitted electronically, and whenever possible, these documents should include a qualified digital signature or equivalent.

In order to ensure that the Shareholders' right to information is met, documentation may be requested in advance of the General Meeting thus more consistently supporting the exercise of each Shareholder's right to vote by electronic means and by e-mail.



Shareholders may also, under the terms set out below, request such information during the course of the General Meeting, to enable them to acquire an informed opinion on the matters being discussed.

In general, the Company may refuse to disclose any information that it deems could cause serious harm to the Company, to any related company, or which could imply a breach of confidentiality, as imposed by law.

In order to encourage electronic voting and by e-mail, Shareholders will also be (i) provided with clarifications on the matters subject to resolution since the date of publication of this notice, through the e-mail address assembleia@nos.pt, (ii) and the time limits for voting will be extended, making it possible to vote between 7 April and 18 April.

Requirements for participation and exercise of voting rights

In accordance with the law and the Company's Articles of Association (in particular Article 11):

- The General Meeting of Shareholders may only be attended by Shareholders with voting rights and persons who have been authorised or invited by the Chairman of the Board of the General Meeting.
- Every 100 shares correspond to one vote.
- Shareholders are entitled to attend, discuss and vote at the General Meeting provided that, as of midnight (GMT) on 12 April (the "Record Date", corresponding to the fifth trading day prior to the General Meeting) they hold shares that grant them, according to the law and the Company's Articles of Association, at least one vote. Shareholders holding fewer shares may combine their shares in order to jointly reach or exceed the required quantity of shares to vote as a Shareholder group, represented by one of the group members.
- The right to participate and vote at the General Meeting by the Shareholders is not affected by any transfer of shares after the Record Date, or by any block on trading of these shares that may be imposed between the Record Date and the date of the General Meeting.
- Shareholders must state their intent to participate in the General Meeting, in writing and no later than 11.59 pm (GMT) on 11 April, to the financial intermediary where their share account is registered, and may, for this purpose, use the form available at www.nos.pt/AssembleiaGeral2022.



- Financial intermediaries that are informed of their clients' intent to participate in the General Meeting must submit information on the number of shares registered in the name of their client on the Record Date, to the Chairman of the Board of the General Meeting, by 11.59 pm (GMT) on the Record date (i.e. 12 April 2021), using the following email address: assembleia@nos.pt.
- Shareholders who have declared their intent to attend the General Meeting, and who transfer any ownership of their shares at a time between the Record Date and the end of the General Meeting, must immediately inform the Chairman of the Board of the General Meeting and the Portuguese Securities Commission (CMVM). This will not affect the exercise of their right to participate and vote at the General Meeting.
- Regardless of the form in which they do so, Shareholders may only participate and vote in the General Meeting if **(i)** their declaration stating their intention to participate in the General Meeting is received by the financial intermediary entrusted with the registration service of the relevant shares no later than 11:59 pm (GMT) on 11 April, and **(ii)** the information on the number of shares registered in the client's name on the Record Date is submitted by the above mentioned financial intermediary, in a suitable format for the organisation and process of the General Meeting, to the Chairman of the Board of the General Meeting, no later than 11:59 pm (GMT) on 12 April.
- Shareholders who, on a professional basis, hold shares in their own name but on behalf of clients, may vote differently with their shares, provided that, in addition to the information from their financial intermediary as referred to above, they submit to the Chairman of the Board of the General Meeting, until 11.59 pm (GMT) of 12 April, using sufficient and proportional means of proof: a) identification of each client and the number of shares to be voted on his behalf; and b) the specific voting instructions for each item on the agenda, as provided by each client.

Participation in the General Meeting

The General Meeting shall be held exclusively by telematic means.

To participate in the General Meeting, Shareholders or their Representatives must register, until 11.59 p.m. (GMT) on 12 April, at:

- (i) www.nos.pt/AssembleiaGeral2022, and thereafter,



- (ii) <https://nospt.webex.com> in accordance with the information and instructions to be provided in due course by the Company.

By registering in www.nos.pt/AssembleiaGeral2022 referred to in (i) above, and after confirmation of the data contained therein by the General Secretary of NOS, a communication will be sent to the Shareholder or Representative, to the email address provided at the time of that registration, indicating the username and password to access the personal area.

The corresponding personal area on www.nos.pt/AssembleiaGeral2022 will contain the identification and contact details of the Shareholder and, where applicable, of its Representative, the number of shares held and the financial intermediary where the respective individualized register account is opened.

Registration under (i) and (ii) above allows Shareholders or their Representatives to access, respectively, the electronic voting platform and the videoconference application for the General Meeting.

Under the applicable legal terms, the Company will register the content of the communications and the respective parties involved.

The Shareholders who **have exercised their vote in advance by electronic means or by email** may follow the works of the meeting as guests: if this is their choice, the Shareholder will not participate in the Meeting and will not be allowed to vote or, therefore, change their vote previously issued, but only to follow the works.

Differently, votes cast in advance by electronic means or by email shall be revoked if the Shareholder chooses to participate, in that capacity and by the means referred to above, in the General Meeting: in this case, the Shareholder shall exercise his/her voting right exclusively in the course of the General Meeting, and only the votes cast in the course of the meeting may be considered.

Shareholder Representation

Shareholders, whether individuals or corporate entities, may be represented by a third party at the General Meeting, in accordance with the provisions of Article 380 of the Portuguese Companies Code and Article 23 of the Portuguese Securities Code. A signed power of attorney, sent by email to the Chairman of the Board of the General Meeting, will suffice as power of attorney.



Any Shareholder may appoint different representatives in respect of shares held in different securities accounts. However, considering the legal principle of unanimity, all of their representatives must vote unanimously on each proposal. Failing this, all votes cast on behalf of the Shareholder will be considered null and void. If any of the representatives do not attend the General Meeting, the votes of the representatives' present will be considered, provided that they all vote unanimously.

The above mentioned Shareholders' powers of attorney, as well as any information relating to Shareholder groups as mentioned above, must be submitted to the Chairman of the Board of the General Meeting, no later than 5:00 pm (GMT) on 14 April, using the following email address: assembleia@nos.pt. Shareholders can also submit these documents via the forms available at www.nos.pt/AssembleiaGeral2022.

Shareholders' Rights

Any Shareholder(s) holding shares representing a minimum of 2% of the total share capital may request inclusion of items in the agenda and/or the inclusion of proposals for resolution on matters referred to in, or subsequently added to, the Notice to Convene. Such request(s) must be submitted in writing to the Chairman of the Board of the General Meeting, within 5 days of the date of publication of the (original or subsequent) Notice to Convene, accompanied by a proposal for resolution for each item, and any information relating to that proposal.

During the course of the General Meeting, any Shareholder may request that true, complete and explicit details be provided, to enable them to form an informed opinion on the matters to be resolved. The information requested should be provided by the Company entity that is best qualified to do so. The request may be refused if its disclosure could cause serious harm to the Company or to another related company, or could imply a breach of confidentiality, as imposed by law.



Votes by correspondence

Given the current context, **votes by correspondence will only be received by email.**

Shareholders with voting rights may, in accordance with Article 22 of the Portuguese Securities Code and Article 11 of the NOS Articles of Association (in particular, numbers 6 to 10), exercise such rights by correspondence, through a signed statement, whereby they unequivocally declare their vote in relation to each of the items on the Agenda of the Meeting. Ballot papers for this purpose are available to Shareholders on the Company's website, www.nos.pt/AssembleiaGeral2022. These forms may also be requested via email, as long as such request, addressed to the Chairman of the Board of the General Meeting is received no later than 5:00 pm (GMT) on 7 April, includes a digital signature, or a simple signature accompanied by a photocopy of the relevant identification document belonging to the Shareholder or Shareholder's representative, and indicates the email address to which the forms should be sent.

The completed ballot(s) must include a digital signature, or a simple signature accompanied by a photocopy of the respective identification document of the Shareholder or Shareholder's representative (as the case may be). It must be addressed to the Chairman of the Board of the General Meeting at the following email address: assembleia@nos.pt, and received no later than 5:00 pm (GMT) on 18 April.

Voting by electronic means

Shareholders entitled to vote under the terms mentioned above may also do so by electronic means, before or during the General Meeting, on the electronic voting platform available on the website www.nos.pt/AssembleiaGeral2022.

Only Shareholders and/or representatives who register up to 11.59 pm (GMT) on 12 April, as mentioned in the sections relating to Participation in the General Meeting above, may vote electronic means.



Shareholders wishing to vote online in advance of the Meeting, by electronic means may do so between midnight (GMT) on 7 April and 11:59 pm (GMT) on 18 April. After this date, they will only be able to vote by electronic means during the course of the General Meeting.

Pursuant to Article 22-A(2) of the Portuguese Securities Code, the Company will confirm by email, to the email address provided at the time of registration at www.nos.pt/AssembleiaGeral2022, that votes have been validly received, registered and accounted for.

Scrutiny of the vote

It is the responsibility of the Chairman of the Board of the General Meeting to verify the authenticity and good standing of any votes submitted by email, or cast electronically, as well as to guarantee their confidentiality, up until the casting of the votes at the Meeting.

Votes cast by email or telematic means shall be considered as negative votes in relation to proposals for resolutions that may be presented after such votes have been cast.

Lisbon, 29 March 2022

Chairman of the Board of the General Meeting

(Pedro Maia)