DRE
DIÁRIO DA REPÚBLICA ELETRÓNICO

Commercial Companies Code

Decree-Law no. 262/86 - Official Gazette no. 201/1986, Series I of 2 September 1986

Approves the Commercial Companies Code

1. The Commercial Companies Code corresponds, as a fundamental basis, to the urgent need of reform of the Portuguese commercial legislation. In fact, the wise, yet outdated, Commercial Code of 1888 remains into force, complemented by several parcelled diplomas. The evolution incurred by the national and international economy throughout a century manifestly requires its update.

2. At the beginning of preparation of the current Civil Code, the Decree-Law no. 33908, of 4 September 1944, featured the possibility to include, in this Civil Code, the commercial law. But it was then opted to maintain the formal distinction between the two private law's segments.

When the Civil Code was concluded in 1966, a committee was assigned, chaired by Adriano Vaz Serra, only to review the legislation on the commercial companies. Several pre-projects prepared by this committee, which remained operational until 25 April 1974, were published. Others were used for parcelled diplomas on matters which lacked legal regulation, such as the inspection, merge and division of companies, or similar institutes, such as the complementary companies' groups, and, in 1981, the consortium agreement and the participative association.

After April 1974, a prolonged oscillation between the immediate and general reform of the companies' law and a parcelled and successive reform was observed, for which beginning the subject of the private limited companies was always pinpointed.

The effort of Raul Ventura to complete and recast into a single and systematized project, the several previous contributions of renowned commercial lawyers, among which is fair to highlight António Ferrer Correia, was highly decisive and valuable.

The urgent need to adapt the Portuguese legislation to the EEC directives, to which Portugal accepted to be bound, made the publication of the Code unavoidable, also advancing the preparation of a new Commercial Registry Code.

3. The Commercial Companies Code corresponds to the crucial objective of updating the scheme of the main private law's economic agents - the commercial companies.

The Commercial Code of 1888, prepared in the midst of the industrial revolution, was based on an individualist and liberal conception.

The now approved Code cannot fail to reflect the rich and diverse experience of almost a century, characterized by a profound technological and computational revolution. Acknowledging the unreplaceable contribute of the private economic initiative for the process, within a market competition scope, it is crucial to answer to the social justice's irrefusable requirements.

Therefore, the Code regulates, in more detail, situations which were not until now legislated, stopping countless doubts and controversies. It clearly defines the rights and duties of the shareholders, the directors and the members of the supervisory bodies and significantly reinforces the protection of the minority shareholders and company creditors, among which are included, namely, the employees. This protection

cannot waiver certain formalities which were, nevertheless, reduced to the essential, in order not to hinder the necessary business dynamism. The most frequent use of IT instruments shall certainly ease its pursuit.

Naturally respecting our legal tradition, such as extracted from the homeland doctrine and jurisprudence, the teachings of foreign laws, with which we were best related, were attempted to be used. In fact, the frequency of corporate relationships between Portuguese and foreign citizens, mainly European, asserts a progressive harmonization of the legal frameworks.

Along these lines, the Code not only executes the current community directives and imperatives and collects the solutions deemed as most appropriate, when applicable, but also expands some community rules, established for certain type of companies, to other types or even all commercial companies and answers, where possible, the preparatory works of new directives, even though their approval may make future amendments indispensable, as well as on other Member-States.

4. Following the traditional approach and assuming the scheme of article 980 of the Civil Code, the new Code is primordially applied to the commercial companies, that is, the companies with a commercial object and nature, which the article 13 of the current Commercial Code deems as a type of traders.

It is believed that an immediate alteration of this concept of commercial company would raise deep implications, not only for the tax matters but (and mainly) for the delimitation of the commercial law against the civil law; an eventual re-ponderation of this perspective may be carried out when reforming the Commercial Code itself which, in a preparatory stage, has already began.

Likewise, the principle of the commercial companies' application to the commercial civil companies, is maintained. These companies continue, thus, not to be deemed as traders pursuant to article 13 of the Commercial Code. As mentioned by José Tavares, the mercantile legislation's standards "which regulate the commercial companies in the quality of traders and only those who regulate them as companies" (Sociedades e Empresas Comerciais [Companies and Commercial Companies], 2nd edition, p. 247) are not applied.

On the first stage, the eventual orientation procedure which points towards the form criterion to define the company's commercial nature is not ignored; that is, at least, regarding the public limited companies and the private limited companies. Such criterion would be warranted in a comparative plan by the French commercial companies' law (Law of 24 July 1966), as well as by the German system (in the sense to make it applicable for the public limited companies and for the private limited companies). In fact, it would remove the difficulties that frequently derive from the qualification of a company's object as civil or commercial; it would happen that, through the simple option of commercial form, the company would automatically be subject to the adopted type's subject.

Nevertheless, the solution now advocated is deemed, at least for now, as more cautious; by considering the current normative answer structures, it shall avoid what could be seen as a "leap to the unknown".

5. The Code accommodates a wide range of significant innovations, both generally, regarding all type of companies, and on the titles consecrated in each of them.

6. In the general part, a precept about the subsidiary law is included, which highlights the general principles of the Code itself and the informative principles of the adopted type (article 2), as well as conflicts standard which adopts, as a connective element, the main and effective registered office of the board of directors (article 3), in line with the Civil Code (article 33).

7. For the acquisition of the companies' legal personality, the commercial registry becomes decisive (article 5) and the public deed is no longer sufficient, as it was until now. But the prior and provisional registry of the articles of association is admitted (article 18, no. 1 to 3), which shall certainly ease its incorporation. The need to publish the articles in the Official Gazette remains, which shall now, however, be promoted by the commercial registry registrar, eliminating the requirement of publication in a local paper.

The participation of the spouses in the commercial companies is allowed, provided that only one of the spouses assumes the unlimited liability (article 8), therefore amending the scheme of article 1714 of the Civil Code.

The limitation of the company's capacity through contract's clauses is prevented, pursuant to the 1st Community Directive.

Although under limited terms, the survival, as well as incorporation, of unipersonal companies is admitted and regulated (article 7, no. 2, article 142, no. 1, paragraph a) and articles 143 and 482.).

An important mandatory nature principle is consecrated, upon the shareholders' ordinary deliberation, on the precepts, even if only on devices, of the law which do not expressly admit such derogation - even though they may derogate by the contract or by an amending deliberation (article 9, no. 3).

The shareholders agreements are expressly regulated (article 17), stopping a lively doctrinaire debate on the voting unions.

The Code regulates, in detail, the shareholders' obligation to contribute and the capital maintenance (articles 25 to 35), pursuant to the 2nd Community Directive, strictly regulating the supervision of the contributions (article 28), the acquisition of goods to the shareholders (article 29), the allocation of goods to the shareholders (articles 32 and 33) and the loss of half the capital (article 35).

The discussed and complex problem of the irregular companies is the subject of articles 36 to 52 which, pursuant to the 1st Community Directive, overall solve the doubts that have been worrying the doctrine and the jurisprudence.

8. The possibility of the shareholders' deliberations to be made in written and not only in a general meeting is generalized to all type of companies and, on the general part, are included several precepts which, together with the ones provided for each type of company, clarify countless doubts derived from the law in force. For instance, the nullity of the deliberations in certain adamantly enumerated cases is admitted (article 56), although maintaining the biased deliberations' nullity rule (article 58).

9. Several important provisions on the annual assessment of the company's situation are included (articles 65 to 70), which must be conjugated with the provisions regarding the private (articles 263 and 264) and public limited companies (articles 445 to 450), however relegating, to a special diploma, the accountability regulation, while considering the 4th Community Directive, as applicable.

10. The provisions on the civil liability (articles 71 to 84) re-establish the articles 17 to 35 of the Decree-Law no. 49381, of 15 November 1969, extending it to the other companies' types. This is innovative regarding the liability for the company's incorporation (article 71), regarding the joint liability of the shareholders (article 83) and the liability of a single shareholder (article 84).

11. The precepts on the amendments of the general contract (articles 85 and 86) and, particularly, on the capital increase and reduction (articles 87 to 96) clearly aim to reinforce the protection of the shareholders and company creditors. For this purpose, it must be emphasized that the precepts of the 2nd Community

Directive on the capital increase and reduction of the public limited companies were transposed to the Code, being widely extended to the private limited companies and creating a legal right of preference on the subscription of shares and participations (articles 266 and 452 to 454).

12. The companies' merge and division matter re-establish the provisions on the Decree-Law no. 598/73, of 8 November, with some adaptations required by the 3rd and 8th EEC Directives.

13. The transformation of companies, which essence and outlines were ruefully determined by the Portuguese doctrine and jurisprudence, is subject to developed legislative treatment (articles 130 to 140), for the first time, oriented towards the defence of the minority shareholders and of the company creditors.

14. The termination, according to the traditional lines, are regulated, adopting the position of Ferrer Correia, regarding the unipersonal companies, and considering the provisions on the 2nd EEC Directive.

15. The liquidation continues to be regulated by the traditional moulds, however establishing a maximum deadline of five years for the extra-legal liquidation (article 150) and the rules regarding the supervenient liabilities and assets (articles 163 and 164).

16. Regarding the advertisement, some principles are included on the Code. This matter shall naturally be the subject of regulation developed on the Commercial Registry Code, which shall adopt the principles of the 1st EEC Directive.

17. In the general part, the supervising intervention of the Public Prosecution (articles 172 and 173) and the prescription, overall of five years, of rights regarding the company, the founders, the shareholders, the board of directors' and the supervisory body's shareholders and the liquidators (article 174), are also envisaged.

18. The system adopted on title II, regarding the collective companies, does not greatly differ from the provisions on the Commercial Code, considering the amendments introduced by the Decree-Law no. 363/77, of 2 September. However, it was necessary to harmoniously integrate it within the Code.

As an amendment which must be registered, we emphasize that, in the case of death of a shareholder and if the successor is deemed as disabled, the transformation of the company must be deliberated, in order for the disabled individual to become a limited liability shareholder. If this deliberation is not taken, the remaining shareholders must opt between the termination of the company and the liquidation of the decease shareholder's share. If none of the above-mentioned deliberations are taken within the term provided by law, the disabled individual's representative may legally request the exoneration of their represented and, if it is not legally possible, the termination of the company (article 184, no. 4 to 6).

19. In title III, regarding the private limited companies, the teachings of the national jurisprudence and doctrine, prepared and attached to the Law of 11 April 1901, are used, without forgetting the valuable contribution of the recent German reform of the limited liability companies, a scheme born and developed in Germany. Together with the necessary and justified protection of the creditors and of the minority shareholders, the legal subject of the private limited companies is granted a great malleability, a characteristic which is certainly the most important diffusion factor of this type of companies.

20. The minimum share capital is fixed at 400000$00 (article 201), an amount which, although equal to eight times the current minimum, is far from meeting, in real terms, the 5000$00 required on the original version of the Law of 11 April 1901. A period of three years is envisaged for the companies incorporated before this diploma's entry into force to elevate their capital to this amount and, for this purpose, they may proceed to

the reassessment of their assets (article 512). Correlatively, the minimum nominal amount of the share is now 20000$00 (article 219).

21. The shareholders' right to information is regulated in great detail, aiming to ensure the possibility of effective knowledge on the way the company businesses are conducted and on the company's status (articles 214 to 216).

Half of the annual profit is reserved for allocation between the shareholders, without prejudice to the diverse contractual provision (article 217).

The shareholders' exoneration and exclusion are envisaged and regulated (articles 240 and 242).

22. The supply agreement is regulated, in order to grant greater guarantees to the non-shareholding creditors and to, subsequently, encourage the shareholders to provide the own capital required by the management economic-financial principles to the company (articles 243 to 245).

23. Regarding the binding of the company by the managers, an important amendment to the current system is adopted, which derives from the 1st EEC Directive. The actions practiced by the managers on behalf of the company and within the powers granted by law binding it before third-parties, regardless of the limitations envisaged on the articles of association or derived from the shareholders' deliberations. The company may enforce, to third-parties, limitations of the powers derived from the company object if it is proven that the third-party was aware that the practiced act did not respect this clause and if, meanwhile, the party-party had not assumed the act, through an express or tacit deliberation of the shareholders, but such awareness cannot be proven only through the publicity granted to the articles of association (article 260). Obviously, the manager who disrespects the limitations derived from the contract or from the shareholders' deliberations is liable for the damaged caused before the company (article 72).

24. Pursuant to the provisions on the 4th EEC Directive, the statutory audit by a certified public accountant is envisaged, inasmuch as the company's dimension, verified by certain indexes, justifies it (article 262).

25. The public limited companies' system is part of title IV which is, naturally, the longest, as this is the type preferably adopted by the big companies, including the several interests: of the shareholders, of the savers, of the creditors and of the State itself. This was certainly the most outdated chapter of the previous company's law, which needed a reform the most, despite the several sporadic diplomas which were published, and which remodelled it. It is enough to saw that, to this day, the minimum capital for the incorporation of a public limited company was not yet legally fixed.

On the other hand, there were many and important subjects which, in this domain, had not been subject of preliminary studies nor theoretical or practical treatment. Therefore, the need to use the example of the European legislations, the most important of which are recent or under an advanced revision stage, all guided by overall coinciding principles, mostly due to the legislative harmonization effort carried out within the community.

Thus, it is not surprising that, besides solving difficulties and mitigating shortcomings of the law in force, several regulation news arises here.

26. Therefore, the minimum number of shareholders is reduced from ten to five (article 273).

The public limited companies' denominations are now only followed by "S.A.", instead of "S.A.R.L." (article 275), regardless of the statutory amendment (article 511).

The minimum capital of the public limited company is fixed at 5000000$00 (article 276), pursuant to the provisions on the 2nd Community Directive.

27. The shareholders are granted a broader right to information, both on the general meetings and outside, therefore being given efficient means to be involved in the company's life (articles 288 to 293).

28. The public supply of shares' acquisition, which is now a mandatory procedure, when certain circumstances are met, is regulated and the beginners' operations in the same context are prohibited, aiming to defend the small shareholders against the exploitation of privileged information (articles 306 to 315).

Also pursuant to the 2nd EEC Directive, the company's possibility to acquire own shares is limited, in order to guarantee the creditor's rights (articles 316 to 325).

The possibility that the restrictions to the transfer of shares are stipulated on the articles of association is envisaged and, therefore, the company is bound to acquire them through a third-party, without denying the contractually required consent (articles 328 and 329).

Regarding the shares' registry and deposit system (articles 330 to 340), the possibility of such scheme to result from a special legal diploma or from the holders' will is faced and the fundamental rules for both cases are established, meanwhile maintaining the Decree-Law no. 408/82, of 29 September, into force.

The preferential shares without a vote (articles 341 to 344), the redeemable preferential shares (article 345) and the amortisation of shares (articles 346 and 347) are regulated.

29. For a better defence of the debentures' rights, the creation of debentures' meetings (article 355) and of the common representative figure (articles 357 and 358) is envisaged.

30. Regarding the administration and supervision, the shareholders may choose between two different structures (article 278). The first comprises a board of directors and an audit committee, in the traditional way (articles 390 to 423). The second, inspired by the German model, already adapted in the French commercial companies law of 1966, is based on the division of these functions between three bodies: board of directors, general board and certified public accountant, and the general board is competent, among other acts, for the assignment and dismissal of the directors and for the accounts' approval, after revised by the certified public accountant (articles 424 to 446).

Regardless of the structure adopted, the law envisages the possibility to elect the minorities' representatives for the board of directors or for the general board, according to the cases, which is a mandatory system in the public subscription companies and optional on the remaining companies (articles 392 and 435, no 3).

Besides, a binding scheme of the public limited company through the acts of their board of directors similar to the above-mentioned is established regarding the private limited companies (articles 409 and 431, no. 3).

Aiming to prevent the speculative operations on the company's shares, the shareholders of the correspondent board of directors or audit committee, as well as certain others, are bound to communicate to the company all shares' acquisition, disposal or encumbrance shares, which must be published in an annex to the annual report (articles 447 and 448).

On the other hand, these individuals are prohibited to carry out operations on shares, taking advantage of the information obtained during the exercise of their functions which did not acquire a public status (article 449).

31. The shareholders' right of preference on the capital increases is confirmed (articles 458 to 460), pursuant to the provisions on the above-mentioned 2nd Directive.

32. In title V, regarding the limited partnerships, the traditional distinction between simple partnership and partnership by shares is maintained, introducing some innovations to make this type of company more appealing, an instrument uniquely adequate to the association of the capital with the work.

33. Given the importance granted to the associations between companies in the form of a company, the affiliated companies are regulated in title VI, which are divided into simple participation companies, companies with a relationship of mutual participations, companies in a domain relationship and companies in a group relationship. These are realities which cannot be ignored by law, as demonstrated by the latest foreign laws and projects, particularly the German private limited companies' law. The matter is regulated in Portugal for the first time.

This chapter highlights the possibility offered to a company headquartered in Portugal to incorporate a public limited company, of which shares it is the single holder (article 488).

34. Title VIII contains several relevant final and transitional provisions.

35. The penal and infraction provisions are relegated to a special diploma.

Therefore:

The Government decrees, pursuant to paragraph a) of no. 1 of article 201 of the Constitution, the following:

Amendments• Rectified by Article 2 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 1

(Approval of the Commercial Companies Code)

The Commercial Companies Code is approved, which is part of this decree-law.

Article 2

(Beginning of the validity)

1 - The Commercial Companies Code enters into force on 1 November 1986, without prejudice to the provision on the following number.

2 - The entry into force of article 35 shall be established by a legal diploma.

Article 3

(Revocation of the previous law)

1 - All legislation regarding the matters regulated in the Commercial Companies Code is revoked, namely:

a) Articles 21 to 23 and 104 to 206 of the Commercial Code;

b) Law of 11 April 1901;

c) Decree no. 1645, of 15 June 1915;

d) Decree-Law no. 49381, of 15 November 1969;

e) Decree-Law no. 1/71, of 6 January;

f) Decree-Law no. 397/71, of 22 September;

g) Decree-Law no. 154/72, of 10 May;

h) Decree-Law no. 598/73, of 8 November;

i) Decree-Law no. 389/77, of 15 September.

2 - The provisions of the Commercial Companies Code do not revoke the legal precepts which consecrate special schemes for certain companies.

Amendments• Amended by Article 3 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 4

(Remissions to revoked provisions)

When legal or contractual provisions remit to legal precepts revoked by this law, it must be understood that the remission is valid for the correspondent provisions of the Commercial Companies Code, except if their interpretation imposes a different solution.

Article 5

(Special diploma)

The Decree-Law no. 408/82, of 29 September, corresponds to a special diploma, for the purposes of article 331, no. 1 of the Commercial Companies Code.

Amendments• Repealed by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series I-A of 13 November 1999, in force since 1 March 2000

Read and approved by the Council of Ministers on 12 June 1986. - Aníbal António Cavaco Silva - Miguel José Ribeiro Cadilhe - Mário Ferreira Bastos Raposo - Fernando Augusto dos Santos Martins.

Promulgated on 24 July 1986.

Published.

The President of the Republic, MÁRIO SOARES.

Ratified on 30 July 1986.

The Prime-Minister, Aníbal António Cavaco Silva.

Annex

COMMERCIAL COMPANIES CODE

Title I

General Part

Chapter I

Scope of application

Article 1

(General scope of application)

1 - This law is applied to the commercial companies.

2 - As commercial companies are deemed the ones which have as object the practice of trade acts and adopt the type of partnership, private limited company, public limited company, simple limited partnership or limited partnership by shares.

3 - The companies which have as object the practice of trade acts must adopt one of the types mentioned on the previous number.

4 - The companies which exclusively have as object the practice of non-trade acts may adopt one of the types mentioned in no. 2, in which case this law is applicable.

Article 2

(Subsidiary law)

The cases not included in this law are regulated according this law's standard applicable to similar cases and, in its absence, according to the Civil Code's rules on the articles of association when not against the general principles of this law and the informative principles of the adopted type.

Article 3

(Personal law)

1 - The commercial companies have as personal law the law of the State in which their main and effective registered office is located. A company which has its registered office in Portugal cannot, however, enforce to third-parties their subjection to a law different from the Portuguese law.

2 - A company which transfers its effective registered office to Portugal maintains the legal personality, if so, envisaged by the previous governing law, but must adapt the correspondent articles of association to the Portuguese law.

3 - For the purposes of the previous number, a representative of the company must promote the registry of the articles by which the company is now governed.

4 - A company which has its effective registered office in Portugal may transfer it to another country, maintaining its legal personality, if so envisaged by the law of that country.

5 - The deliberation of the registered office's transfer foreseen on the previous number must obey the requirements for the amendments to the articles of association and it may never be taken by less than 75% of the votes corresponding to the share capital. The shareholders which did not vote in favour of the deliberation may be exonerated from the company by notifying their decision at least 60 days after the publication of the above-mentioned deliberation.

Amendments• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 4

(Functional companies in Portugal)

1 - A company which does not have its effective registered office in Portugal, but which wishes to exercise their activity here for more than a year, must establish a permanent representation and comply with the Portuguese law on the commercial registry.

2 - A company which does not comply with the previous number is, nevertheless, bound for the acts practiced in its behalf in Portugal and answer jointly with the individuals who practiced the act, as well as with the company's managers or directors.

3 - Notwithstanding the provisions of the previous number, the court may, upon request of any stakeholder or of the Public Prosecution, order that the companies which do not comply with the provisions in no. 1 terminate their activity in the country and decree the liquidation of the assets located in Portugal.

4 - The provisions of the previous numbers are not applied to the companies which exercise an activity in Portugal under the provision of services' freedom, pursuant to the Directive no. 2006/123/EC, of the European Parliament and Council, of 12 December.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

Article 4-A

(Written form)

The requirement or envisioning of a written form, of a written document or of a signed document, present in this Code regarding any legal act, is deemed as complied with or verified even if the paper support or the signature are replaced by other support or by other authenticated mean, namely through the electronic signatures, provided that it ensures an equivalent intelligibility and durability.

Amendments
• Amended by Article 2 of the Decree-Law no. 79/2017 - Official Gazette no. 125/2017, Series I of 30 June 2017, in force from 1 July 2017

• Added by Article 3 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Chapter II

Personality and capacity

Article 5

(Personality)

The companies shall have legal personality and exist as such from the date of the final registry of the articles of association, without prejudice to the provisions regarding the incorporation of companies by merge, division or transformation of others.

Article 6

(Capacity)

1 - The capacity of a company comprises the necessary and convenient rights and obligations for the pursuit of its purpose, except those which are prohibited by law or inseparable from the single personality.

2 - The liberalities that may be deemed as usual, according to the period's circumstances and to the company's conditions, do not go against its purpose.

3 - As contrary to the company's purpose are deemed the provision of real or personal guarantees to debts of other entities, except in the case of the company's justified self-interest or in the case of companies in a domain and group relationship.

4 - The contractual clauses and the company deliberations which establish a certain object to the company or prohibit the practice of certain acts do not limit the company's capacity, but impose, to the company's bodies, the obligation to not surpass that object or practice those acts.

5 - The company has civil liability for the acts or omissions of its legal representative, pursuant to the terms under which the principals are responsible for the acts or omissions of the agents.

Chapter III

Articles of association

Section I

Entering and registry

Article 7

(Form and parties of the articles)

1 - The articles of association must be prepared in written form and the signatures of the undersigned must be recognized in person, except if a more formal procedure is requested for the transfer of the commodities with which the shareholders contribute to the company, in which case the articles of association must cover this procedure, without prejudice of the provisions on a special law.

2 - The minimum number of parties of the articles of association is two, except when the law requires a higher number or allows the company to comprise just one individual.

3 - For the purposes of the previous number, as one single party are deemed the individuals which company participation was acquired under a joint ownership scheme.

4 - The company's incorporation by merge, division or transformation of other companies is governed by the correspondent provisions of this law.

Amendments

• Amended by Article 29 of the Decree-Law no. 247-B/2008 - Official Gazette no. 251/2008, 1st Supplement, Series I of 30 December 2008, in force from 31 December 2008

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 8

(Participation of the spouses in the companies)

1 - The incorporation of companies between spouses is allowed, as well as their participation in the companies, provided that only one of them assumes the unlimited liability.

2 - When a company participation is, due to the matrimonial property regime, common to both spouses, the one who has entered the articles of association, in the case of relationship with the company, or the one who has brought the participation to the couple, in the case of acquisition after the articles of association, shall be deemed as shareholder.

3 - The provisions of the previous number do not prevent the exercise of the administrative powers granted by the civil law to the shareholder's spouse who is prohibited, for any reason, to exercise such powers nor does it prejudice the rights the spouse holds regarding the participation in the case of the shareholder's death.

Article 9

(Elements of the articles)

1 - The articles of association of any type of company must comprise:

a) The names or denominations of all the founding-shareholders and other identification data;

b) The type of company;

c) The company's denomination;

d) The company's object;

e) The company's registered office;

j) The share capital, except in the case of partnerships, in which all the shareholders only contribute with their industry;

g) The capital ratio and the contribution's nature of each shareholder, as well as the payments carried out regarding each share;

h) If the contribution is not in cash, its description and the specification of the correspondent amounts.

i) When the fiscal year is different from the civil year, the corresponding closing date, which must coincide with the last day of a calendar month, without prejudice to article 7 of the Corporate Income Tax Code.

2 - The stipulations of the articles of association regarding contributions in kind which do not comply with the requirements on paragraphs g) and h) of no. 1 are deemed as ineffective.

3 - The provisions of this law may only be derogated by the articles of association, unless it expressly admits the derogation upon shareholders' deliberation.

Amendments

• Amended by Article 1 of the Decree-Law no. 328/95 - Official Gazette no. 283/1995, Series I-A of 9 December 1995, in force from 8 January 1996

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 10

(Requirements of the denomination)

1 - The characteristic elements of the companies' denominations may not suggest an activity different from the one on the company object.

2 - When the company's denomination is composed entirely of names or denominations of all, one or some shareholders, it must be completely different from the already registered ones.

3 - The company's denomination composed of a particular denomination or of a shareholder's denomination or name cannot be identical to the registered denomination of another company or similar to the extent it may be misleading.

4 - Denominations composed entirely of current use words, which allow to identify or are related to the activity, technique or product, as well as any place names or any geographical origin's indication, are not accepted.

5 - The companies' denominations cannot include:

a) Expressions which may be misleading regarding the company's legal nature, namely commonly use expressions on the designation of public bodies or non-profit legal bodies;

b) Expressions prohibited by law or which may offend the moral and the good customs.

Amendments
• Amended by Article 17 of the Decree-Law no. 111/2005 - Official Gazette no. 130/2005, Series I-A of 8 July 2005, in force from 13 July 2006

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 20/93 - Official Gazette no. 21/1993, Series I-A of 26 January 1993, in force from 31 January 1993

• Rectified by the Statement - Official Gazette no. 276/1986, Supplement no. 1, Series I of 29 November 1986, in force from 29 November 1986

Article 11

(Object)

1 - The indication of the company's object must be correctly worded in Portuguese.

2 - The activities the shareholders intend for the company to exercise must be indicated as the company's object in the articles.

3 - The shareholders must deliberate on the activities comprised on the contractual object which the company shall effectively exercise, as well as on the suspension or termination of an activity that has been exercised.

4 - The company's acquisition of participations in limited liability companies covered by this law, which object is equal to the one exercised by the company, pursuant to the previous number, does not depend of an authorization in the articles of association nor of the shareholders' deliberation, except if indicated otherwise.

5 - The articles of association may also authorize, free or conditionally, the company's acquisition of participations as an unlimited liability shareholder of participations in companies with an object different from the above-mentioned, in companies governed by special laws or in complementary companies' groups.

6 - The management of the company's securities portfolio may constitute its object.

Amendments
• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 12

(Registered office)

1 - The company's registered office must be located in a specifically defined location.

2 - Except indicated otherwise in the articles of association, the board of directors may transfer the company's registered office within the national territory.

3 - The company's registered office constitutes its domicile, without prejudice to the stipulation of a specific domicile for certain businesses in the articles.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 13

(Local forms of representation)

1 - Independently from the contractual authorization, but also without prejudice to the articles' different provisions, the company may incorporate branches, agencies, delegations or other local forms of representation, within the national territory or abroad.

2 - The incorporation of branches, agencies, delegations or other local forms of representation depends of the shareholders' deliberation, except when waivered by the articles.

Article 14

(Expression of the capital)

The share capital's amount must always and only be expressed in the currency legally used in Portugal.

Amendments
• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series I-A of 6 November 1998, in force from 11 November 1998

Article 15

(Duration)

1 - The company lasts for an indefinite period if its duration is not established in the articles.

2 - The company's duration established in the articles may only be extended upon a deliberation taken before the end of this period; after this period, the prorogation of the dissolved company may only be delivered pursuant to article 161.

Article 16

(Advantages, indemnities and retributions)

1 - The articles of association must precise, with the indication of the correspondent beneficiaries, the advantages granted to shareholders in connection with the company's incorporation, as well as the global amount due to the shareholders or third-parties as an indemnity or retribution for the services provided during this stage, except the fees, the official services' taxes and the fees of professionals under a liberal activity scheme.

2 - The non-compliance with the provisions of the previous number makes these rights and agreements inefficient for the company, without prejudice to eventual rights against the founders.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 17

(Shareholder agreements)

1 - The shareholder agreements entered between all or some shareholders under which, in this quality, they are bound to a conduct not prohibited by law, has effects between the parties, but cannot constitute the basis to impugn the acts of the companies or of the shareholders for the company.

2 - The agreements mentioned on the previous number may regard the exercise of the voting right, but not the conduct of the parties or other individuals in the exercise of the administrative or supervisory functions.

3 - As void are deemed the agreements through which a shareholder is bound to vote:

a) Always following the company's or its bodies' instructions;

b) Always approving the proposals submitted by them;

c) Exercising the voting right or abstaining from exercising it in return of special advantages.

Article 18

(Registry of the articles)

1 - When no contributions in kind or acquisition of commodities by the company were agreed, the stakeholders of the company's incorporation may submit, in the competent commercial registry office, a request for the prior registry of the articles, together with a full project of the articles of association.

2 - The articles of association must be worded pursuant to the terms of the previously registered project.

3 - Within 15 days from the entering of the articles, an authenticated copy of the articles for the constitution of the final registry must be submitted to the registrar by one of the undersigning shareholders or, if the articles were entered by a public deed, by the notary.

4 - The provisions of the previous numbers are not applicable to the incorporation of public limited companies, when carried out by a public subscription.

5 - If the stakeholders did not adopt the process allowed by no. 1 to 3, the articles of association, after legally entered, must be registered in the commercial registry, pursuant to the correspondent law.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 19

(Assumption of businesses prior to the registry by the company)

1 - With the final registry of the articles, the company fully undertakes:

a) The rights and obligations derived from the legal businesses mentioned in article 16, no. 1;

b) The rights and obligations derived from the normal exploitation of an establishment which are the object of a contribution in kind or which had been acquired by the company, in compliance with the preparation of the articles of association;

c) The rights and obligations derived from legal businesses completed before the act of incorporation and which are specified and expressly ratified;

d) The rights and obligations derived from legal businesses entered by the managers or directors under the authorization granted by all shareholders at the act of incorporation.

2 - The rights and obligations derived from other legal businesses carried out on behalf of the company, prior to the articles' registry, may be undertaken through the board of directors' decision, which must be communicated to the counterparty within 90 days after the registry.

3 - The company's assumption of the businesses indicated in no. 1 and 2 applies its effects at the date of the correspondent entering and frees the individuals indicated in article 40 from the envisaged liability, unless they remain liable pursuant to the law.

4 - The company cannot undertake obligations derived from legal businesses not mentioned in the articles of association which indicate special advantages, incorporation expenses, and contributions in kind or the acquisition of commodities.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Section II

Shareholders' obligations and rights

Subsection I

General shareholders' obligations and rights

Article 20

(Shareholders' obligations)

All shareholders are bound to:

a) Enter the company with commodities which may be subject to lien, in the type of companies in which it is allowed, with industry;

b) Distribute the losses, except the provisions regarding the industry's shareholders.

Article 21

(Shareholders' rights)

1 - The shareholder is entitled to:

a) Distribute the profits;

b) Participate on the shareholders' deliberations, without prejudice to the restrictions provided by law;

c) Obtain information on the company's life, pursuant to the law and to the articles;

d) Be assigned for the company's administrative and supervisory bodies, pursuant to the law and to the articles.

2 - All stipulations through which a shareholder must receive interests or other precise amount for the retribution of his/her capital or industry are prohibited.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 22

(Participation on the profit and losses)

1 - In the absence of a special precept or unless determined otherwise, the shareholders may participate on the profit and shares of the company, according to the value proportion of the correspondent capital participations.

2 - If the articles exclusively establish the part of each shareholder on the profit, it shall be assumed that the part on the losses is the same.

3 - A clause which excludes shareholders from the communion on the profits or which exempts them from the participation on the company's losses is void, except the provisions regarding the industry's shareholders.

4 - A clause through which the division of the profits or losses is defined by a third-party is void.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Article 23

(Usufruct and lien of participations)

The constitution of the usufruct of the company participations, after the articles of association, is subject to the form required and to the limitations established for their transfer.

2 - The usufructuary's rights are the ones established on articles 1466 and 1467 of the Civil Code, with the amendments provided for in this law, and the further rights assigned therein.

3 - The lien of the company participations may only be constituted in the form required and within the limitations established for the transfer of such participations between alive individuals.

4 - The rights inherent to the participation, specially the rights to the profits, may only be exercised by the secured creditor when agreed by the parties.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 237/2001 - Official Gazette no. 201/2001, Series I-A of 30 August 2001, in force from 4 September 2001

• Rectified by the Statement - Official Gazette no. 276/1986, Supplement no. 1, Series I of 29 November 1986, in force from 29 November 1986

Article 24

(Special rights)

1 - The special rights of any shareholder may only be created if stipulated on the articles of association.

2 - In the partnerships, the special rights granted to the shareholders are untransferable, unless determined otherwise.

3 - In the private limited companies, and unless determined otherwise, the special rights with a patrimonial nature are transferable with the correspondent share and the remaining rights are untransferable.

4 - In the public limited companies, the special rights may only be granted to categories of shares and are transferred with them.

5 - The special rights cannot be suppressed or restricted without the consent of the correspondent holder, unless determined otherwise by a general rule or by an express contractual stipulation.

6 - In the public limited companies, the consent mentioned on the previous number is granted upon a deliberation in the special meeting of shareholders who hold the shares of the correspondent category.

Amendments
• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

Subsection II

Obligation to contribute

Article 25

(Contribution value and participation value)

1 - The nominal value of the part, share or shares granted to a shareholder in the articles of association cannot exceed the value of the contribution, therefore considering the correspondent amount in cash or the value assigned to the commodities on the certified public accountant’s report, required by article 28.

2 - In the case an error is found on the assessment made by the accountant, the shareholder is responsible for the difference which may exist, up to the nominal value of their participation.

2 - In the case of shares with no nominal value, the shareholder’s contribution value must be, at least, equal to the amount of the share capital issued.

3 - In the case an error is found on the assessment made by the account, the shareholder is responsible for the difference which may exist, up to the nominal value of their participation or, in the case of shares with no nominal value, up to their issuance value.

4 - If the company is private, through a legitimate act by a third-party, the good provided by the shareholder or if the provision becomes impossible, as well as if the stipulation regarding a contribution in kind is ineffective, pursuant to article 9, no. 2, the shareholder must pay-up the participation in kind, without prejudice to the eventual company's dissolution, upon shareholders' deliberation or if this possibility is provided for in article 142, no. 1, paragraph b).

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Article 26

(Time of the contributions)

1 - The shareholders' contributions may only be paid-up until the moment the articles are entered, without prejudice to the provisions of the following numbers.

2 - Whenever permitted by law, the contributions may be paid-up until the end of the first fiscal year, starting from the date of the articles of association's final registry.

3 - In the cases and terms permitted by law, the shareholders may contractually stipulate the deferral of the contributions in cash.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 27

(Compliance with the obligation to contribute)

1 - The administrative acts and the shareholders' deliberations which fully or partially exempt the shareholders from the obligation to pay stipulated contributions, except in the case of capital reduction, are void.

2 - The payment in lieu of the obligation to exempt the contribution in cash may be deliberated as an amendment to the articles of association, observing the above-mentioned on the contributions in kind.

3 - The articles of association may establish penalties for the non-compliance with the obligation to contribute.

4 - The profits correspondent to the non-exempt parts, shares or parts cannot be paid to the shareholders under a delay situation, but they must be credited for the compensation of the contribution's debt, without prejudice to the execution, in general or special terms, of the company's credit.

5 - Outside the case envisaged in the previous number, the obligation to contribute cannot be extinguished by compensation.

6 - The lack of a punctual payment of a provision regarding a contribution imports the maturity of all other provisions due by the same shareholder, even if they regard other parts, shares or parts.

Article 28

(Verification of the contributions in kind)

1 - The contributions in commodities different from money must be subject of a report prepared by a certified public accountant with no interest on the company, assigned appoint shareholders' deliberation in which the shareholders which pay the contributions cannot vote.

2 - The accountant who prepares the report required in the previous number cannot, for two years after the articles of association's date of registry, exercise any professional positions or functions in that company or in companies which the first is under a relationship of domain or group.

3 - The accountant's report must, at least:

a) Describe the commodities;

b) Identify the holders;

c) Assess the commodities, indicating the criteria used for the assessment;

d) Declare if the values found meet or do not meet the nominal value of the part, share or shares granted to the shareholders which make the contributions, accrued with the share premium, if applicable, or the return to be paid by the company;

e) In the case of shares with no nominal value, declare if the values found meet or do not meet the amount of the correspondent share capital issued.

4 - The report must refer to a date less than 90 days from the articles of association's date, but its author must inform the company's founders of relevant alterations on the values, which he/she knows occurred during that period.

5 - The accountant's report must be made available to the company's founders at least fifteen days before the entry of the articles; the same happens to the information mentioned on no. 4 until the entry.

6 - The accountant's report, including the information mentioned in no. 4, is part of the documentation subject to the publicity formalities prescribed by this law and may only be published through a deposit indicate on the commercial registry report.

Amendments

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 29

(Acquisition of commodities to shareholders)

1 - The acquisition of commodities by a public limited company or by a limited partnership by shares must be previously approved upon deliberation by the general meeting, provided that the following requirements are cumulatively observed:

a) It is carried out, directly or through an intermediary, to a company's founder or individual which becomes a shareholder on the period mentioned on paragraph c);

b) The countervalue of the commodities acquired to the same person during the period on paragraph c) exceeds 2% or 10% of the share capital, according if it is equal or higher than 50000 euros or lower than this amount, at the moment of the contract from which the acquisition derives;

c) The contract from which the acquisition derives is completed before the entering of the articles of association, simultaneously with it or on the two years after the articles of association's registry or capital increase.

2 - The provisions of the previous number are not applicable to the acquisitions in the stock market or in an executive legal process or comprised on the company's object.

3 - The deliberation of the general meeting mentioned in no. 1 must be preceded by the verification of the commodities' value, pursuant to article 28, and must be registered and published; the founder to whom the commodities were acquired shall not vote in it.

4 - The contract from which the acquisitions mentioned in no. 1 derive must be worded in written, under a penalty of nullity.

5 - The acquisitions of commodities mentioned in no. 1, when the correspondent contracts were not approved by the general meeting, are inefficient.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series I-A of 6 November 1998, in force from 11 November 1998

Article 30

(Creditors' rights regarding the contributions)

1 - The creditors of any company may:

a) Exercise the company's rights regarding the non-paid-up contributions, from the moment they become payable;

b) Legally promote the contributions before they become payable, pursuant to the articles, provided that it is necessary for the conservation or satisfaction of their rights.

2 - The company may circumvent these creditors' request, compensating for their credits with default interests, when paid-up, or through the correspondent discount to the anticipation, when paid-up, and with the added expenses.

Subsection III

Capital maintenance

Article 31

(Deliberation for the distribution of commodities and its compliance)

1 - Except in the cases of earlier distribution of profits and others expressly provided for in the law, no distribution of company commodities, even as a distribution of profits for the year or reserves, may be made to the shareholders without being the subject of a shareholders' deliberation.

2 - The shareholders' deliberations mentioned on the previous number must not be complied with by the board of directors' shareholders if they have reasons to believe that:

a) Amendments to the company assets would deem the deliberation illicit, pursuant to article 32;

b) The shareholders' deliberation breaches the provisions in articles 32 and 33;

c) The deliberation of the distribution of profits for the year or reserves was based on company's accounts approved by the shareholders, but with vices which correction would imply the alteration of the accounts, therefore the deliberation of distribution would not be licit, pursuant to articles 32 and 33.

3 - The board of directors' shareholders who, due to the provisions of the previous number, deliberated to not carry out distributions deliberated by the general meeting must, within the eight days following the deliberation, request, on behalf of the company, a legal inquiry for the verification of the facts provided for in some paragraphs of the previous number, unless the company was cited for the deliberation's invalidity action for reasons coinciding with the above-mentioned resolution.

4 - Without prejudice to the provisions on the Civil Procedure Code on the precautionary procedure of suspension of the company deliberations, from the citation of the company for the deliberation's invalidity action of approval of the balance or distribution of reserves or profits, the board of directors' shareholders cannot carry out the distribution based on that deliberation.

5 - The authors of the action provided for in the previous number, in the case of its dismissal and proving that it was litigated foolhardily and in bad faith, shall be jointly liable for the damages the distribution's delay caused to the other shareholders.

Amendments
• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 32

(Limit of the distribution of commodities to the shareholders)

1 - Without prejudice to the provisions regarding the share capital reduction, the company's commodities cannot be distributed to the shareholders when the share capital, including the fiscal year's net profit, as derived from the accounts prepared and approved pursuant to the legal terms, is lower than the sum of the share capital and the reserves that the law or the articles allow to distribute to the shareholders or if it becomes lower than this sum as a result of the distribution.

2 - The increments derived from the fair value application through the equity components, including their application through the fiscal year's net profit, are highlighted to distribute the company's commodities to the shareholders, mentioned on the previous number, when the originating elements and rights are sold, exercised, extinct, liquidated or, when its use is also verified, in the case of tangible and intangible assets.

3 - The income and other positive asset variations recognized pursuant the use of the asset equivalence method, pursuant to the accounting and financial reporting standards, are only highlighted to be distributed to the shareholders, as mentioned by no. 1, when they are paid-up.

Amendments

• Amended by Article 5 of the Decree-Law no. 98/2015 - Official Gazette no. 106/2015, Series I of 2 June 2015, in force from 7 June 2015, in force from 1 January 2016

• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 1 January 2010.

Article 33

(Non-distributable profits and reserves)

1 - The profits of the fiscal year which are necessary to cover retained losses or to form or reconstitute reserves demanded by law or by the articles of association cannot be distributed to the shareholders.

2 - The profits of the fiscal year cannot the distributed to the shareholders while the incorporation, investigation and development expenses are not fully settled, unless the amount of the free reserves and of the retained profit is, at least, equal to the non-settled expenses.

3 - The reserves which existence and which amount are not expressly present on the balance cannot be used for the distribution to the shareholders.

4 - The deliberation must expressly indicate which reserves are distributed, in full or partially, either as an isolated act or jointly with the profits of the fiscal year.

Article 34

(Return of unduly received commodities)

1 - The shareholders must return to the company the commodities which were received while breaching the law, but the ones received as profit or reserves which distribution was not permitted by law, namely by the articles 32 and 33, are only bound to return if they were aware of the distribution's irregularity or, given the circumstances, were not supposed to be ignored.

2 - The provisions of the previous number are applicable to the transferor of the shareholder's right, when they are the ones receiving the above-mentioned amounts.

3 - The company creditors may suggest an action for the return of the amounts mentioned in the previous numbers to the company, pursuant to the same terms as an action is granted against shareholders of the board of directors.

4 - The company or the company creditors are responsible to prove the awareness or the right to not ignore the irregularity.

5 - The receipt provided for in the previous numbers is equivalent to any fact which may benefit the assets of the above-mentioned individuals of unduly assigned amounts.

Article 35

(Loss of half the capital)

1 - If the results of the fiscal year's accounts or of the interim accounts, as prepared by the board of directors, show that half of the share capital is lost or if, at any moment, there are grounded reasons to admit the observance of this loss, the managers should immediately convene the general meeting or the directors should immediately request its convocation, in order to inform the shareholders of this situation and take the measures deemed as convenient.

2 - Half of the share capital is deemed as lost when the company's equity is equal or lower than half the share capital.

3 - In the general meeting's convening notice shall be included, at least, the following matters for deliberation by the shareholders:

a) The company's dissolution;

b) The share capital reduction to an amount not lower than the company's share capital, considering, if applicable, the provisions in no. 1 of article 96;

c) The execution of contributions by the shareholders to reinforce the capital coverage.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 19/2005 - Official Gazette no. 12/2005, Series I-A of 18 January 2005, in force from 23 January 2005, takes effect from 31 December 2004.

• Amended by Article 1 of the Decree-Law no. 162/2002 - Official Gazette no. 158/2002, Series I-A of 11 July 2002, in force from 12 July 2002

Section III

Legal status of the company before the registry. Nullity of the articles

Article 36

(Relationships prior to the entering of the articles of association)

1 - If two or more individuals, either through the use of a common denomination or through any other mean, create the false appearance that there are articles of association between them, they shall jointly and unlimitedly answer for the obligations undertook under those terms by either of them.

2 - If the incorporation of a commercial company is agreed but, before the entering of the articles of association, the shareholders begin their activity, to relationships established between them and third-parties are applicable the provisions on civil companies.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 37

(Relationships between the shareholders before the registry)

1 - In the period between the entering of the articles of association and its final registry, to the relationships between the shareholders are applicable, with the necessary amendments, the rules established in the articles and in this law, except those which entail the final registered articles.

2 - Regardless of the type of company intended by the parties, the transfer of ownership of the company participations and of the amendments to the articles of association always require the unanimous consent of the shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 38

(Relationships of the partnerships not registered with third-parties)

1 - For the businesses conducted on behalf of a partnership, with the express or tacit agreement by all shareholders, in the period comprised between the entering of the articles of association and its final registry, all shareholders jointly and unlimitedly answer, their consent being assumed.

2 - If the businesses conducted were not authorized by all shareholders, pursuant to no. 1, the actors or authorizers answer personally and jointly for the obligations derived.

3 - The articles' clauses which assigns the representation to some of the shareholders or limits the correspondent powers of representation are not enforceable to third-parties, except when provided that they were aware before the entering the articles.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 39

(Relationships of the limited partnerships not registered with third-parties)

1 - For the businesses conducted on behalf of a simple limited partnership, with the express or tacit agreement by all limited shareholders, in the period comprised between the entering of the articles of association and its final registry, all limited shareholders jointly and personally answer, their consent being assumed.

2 - The limited shareholder who consents at the beginning of the company activities is subject to the same liability, except if proven that the creditor was aware of their quality.

3 - If the businesses conducted were not authorized by all limited shareholders, pursuant to no. 1, the actors or authorizers answer personally and jointly for the obligations derived.

4 - The articles' clauses which assigns the representation to some of the limited shareholders or limits the correspondent powers of representation are not enforceable to third-parties, except when provided that they were aware before the entering the articles.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 40

(Relationships of the private or public limited companies and limited partnerships by shares not registered with third-parties)

1 - For the businesses conducted on behalf of a private and public limited companies or limited partnerships by shares, in the period comprised between the entering of the articles of association and its final registry, all representatives on the business, as well as all shareholders who authorize the businesses, answer unlimitedly and jointly, and the remaining shareholders answer according to the amount of their contributions, accrued with the amounts received as profit or distribution of reserves.

2 - The provision in the previous number is discontinued if the businesses are expressly conditioned to the company's registry and to its assumption of the correspondent facts.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 41

(Nullity of the articles before the registry)

1 - When the articles of association are not definitely registered, the nullity of the articles or of one of its business statements is governed by the provisions applicable to the null or annullable legal businesses, without prejudice to the provision in article 52.

2 - The nullity derived from the enforceable capacity by the incapable party or their legal representative, both to other parties and third-parties; the nullity derived from the vice of will or usury is only enforceable to the other shareholders.

Amendments• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 42

(Nullity of the registered articles of private or public limited companies or limited partnerships by shares)

1 - Upon the completion of the final registry of the articles of association of private and public limited companies or of limited partnerships by shares, the articles may only be deemed as null due to some of the following vices:

a) Absence of at least two founding shareholders, unless the law permits the incorporation of the company by one single individual;

b) Absence of the indicate of the denomination, registered office, object or capital of the company, as well as of the contribution's value of some shareholder or of instalments carried out;

c) Mention of an illicit object or contrary to the public order;

d) Non-compliance with the legal precepts which demand the minimum liberation of the share capital;

e) Non-observance of the legal manner required for the articles of association.

2 - Upon deliberation by the shareholders, pursuant to the terms established for the deliberations on the amendments to the articles, the vices derived from the absence or nullity of the denomination and registered office of the company, as well as of the contribution's value of some shareholder or of instalments carried out, are remediable.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 43

(Nullity of the articles of partnerships and limited partnerships)

1 - In the partnerships and limited partnerships, besides the constitutive vices, the general nullity causes of the legal businesses pursuant to the civil law are deemed as grounds to the nullity of the articles.

2 - For the purposes of the previous number, the constitutive vices are the ones mentioned in no. 1 of the previous article and also the absence of the name or denomination of some of the shareholders with unlimited liability.

3 - Upon deliberation by the shareholders, pursuant to the terms established for the deliberations on the amendments to the articles, the vices derived from the absence or nullity of the denomination, registered office, object and share capital of the company, as well as of the contribution's value of some shareholder or of instalments carried out, are remediable.

Article 44

(Declaration of nullity and notification for regularization)

1 - The declaration of nullity may be instituted, within three years from the registry, by any member of the company's board of directors, of the audit committee or of the general and supervisory board or by any shareholder, as well as by any third-part with a relevant and serious interest in the action and, in the case of a remediable vice, the action cannot be proposed at least 90 days before the interpellation to the company to remedy the vice.

2 - The same action may be instituted, at all times, by the Public Prosecution.

3 - The shareholders of the board of directors must communicate, as soon as possible, to the shareholders with unlimited liability, as well as to the shareholders of the private limited companies, the proposal of the declaration of nullity action and, in the public limited companies, this communication must be forwarded to the audit committee or to the general and supervisory board, according to the specific case.

Amendments
• Rectified by the Rectification no. 28-A/2006 - Official Gazette no. 102/2006, 1st Supplement, Series I-A of 26 March 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 45

(Vices of will and incapacity in the private and public limited companies and in the limited partnerships by shares)

1 - In the private and public limited companies and in the limited partnerships by shares, the error, the wilful misconduct, the duress and the usury may be invoked as a fair cause for the exoneration of the affected or impaired shareholder, provided that the circumstances, including the time, from which, according to the civil law, the relevance for the annulment of the legal business would derive are observed.

2 - In the same companies, the incapacity of one of the parties make the legal business annullable regarding the incapable.

Article 46

(Vices of will and incapacity in the partnerships and in the limited partnerships)

In the partnerships and in the limited partnerships, the error, the wilful misconduct, the duress, the usury and the incapacity determine the annullability of the articles regarding the incapable party or the party which was the victim of a vice of will or usury; nevertheless, the business may be annulled regarding all shareholders if, considering the criterion established in article 292 of the Civil Code, the reduction to the participations of others is not possible.

Article 47

(Effects of the annulment of the articles)

The shareholder which obtains the annulment of the articles, pursuant to no. 2 of article 45 and 46, is entitled to recover all provisions and cannot be bound to complete his/her participation but, if the annulment is based on a vice of will or usury, he/she shall not be exempt, before third-parties, of the liability provided for by law regarding the obligations of the company prior to the registry of the action or judgement.

Article 48

(Shareholders admitted to the company after the incorporation)

The provisions in articles 45 to 47 are also valid, as applicable and with the necessary adjustments, if the incapable shareholder or the shareholder whose consent was tempered has been admitted to the company through a legal business entered with the latter after its incorporation.

Article 49

(Notification of the shareholder to cancel or confirm the business)

1 - If a shareholder is entitled to the right of annulment or exoneration provided for in articles 45, 46 and 48, any stakeholder may notify the shareholder to exercise their right, under penalty of the vice being remedied. This notification shall be informed to the company.

2 - The vice is deemed as remedied if the notified party does not institute an action within 180 days from the day the notification was received.

Article 50

(Fulfilment of the claimant's interest in other way)

1 - After an action to exercise the right granted by articles 45, 46 and 48 is proposed, the company or one of the shareholders may request, to the court, the homologation of the measures deemed as appropriate to fulfil the claimant's interest, in order to avoid the legal consequence of the action.

2 - Without prejudice to the following article, the measures proposed must be previously approved by the shareholders; the correspondent deliberation, in which the claimant shall not intervene, must obey the requirements demanded, in the correspondent company, by the nature of the proposed measures.

3 - The court homologates the alternative solution if it is deemed that, given the circumstances, it constitutes a fair composition of the conflicted interests.

Article 51

(Acquisition of the claimant's share)

1 - If the proposed measure is the acquisition of the claimant's company participation by one of the shareholders or by a third-party indicated by one of the shareholders, the latter must uniquely justify that the company does not intend to present other solutions and, besides, the requirements provided for by law or by the articles of association which govern the transfer of company participations between associates or third-parties, respectively, are met.

2 - If the parties do not agree the acquisition's price, the assessment of the participation pursuant to article 1021 of the Civil Code shall be carried out.

3 - In the cases foreseen by articles 45, no. 2, and 26, the price indicated by the experts shall not be homologated if it is lower than the nominal value of the claimant's share.

4 - After the price to pay is determined by the court, the share's acquisition must be homologated as soon as the payment is made or the correspondent amount is deposited to the order of the court or as soon as the acquiror provides enough guarantees that this payment will be made within the period stipulated by the judge, using prudent discretion; the resolution is valid as a security for the participation's acquisition.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 52

(Effects of the nullity)

1 - The declaration of nullity and the annulment of the articles of association determine the company's declared liquidation, pursuant to article 165, and this effect must be mentioned on the resolution.

2 - The efficiency of the legal businesses previously concluded on behalf of the company is not affected by the declaration of nullity or by the annulment of the articles of association.

3 - Nevertheless, if the nullity derives from the simulation, object's illegality or from the breach of the public order or offense to the good customs, the provision in the previous number is only applicable to third-parties in good faith.

4 - The nullity of the articles does not dispense the shareholders from the obligation to make or complete their contributions nor does it exempt them from the personal or joint liability before third-parties for which, according to the law, they may be eventually charged.

5 - The provision in the previous number is only applicable to the shareholder which incapacity is caused by the annulment of the articles or enforceable through the exemption of the company, other shareholders or third-parties.

Chapter IV

Shareholders' deliberation

Article 53

(Types of deliberation)

1 - The shareholders' deliberations may only be taken through some types permitted by law to each type of company.

2 - The provisions of the law and of the articles of association regarding the deliberations taken at a general meeting comprise any type of shareholders' deliberation provided for by law for this type of company, except when its interpretation imposes a different solution.

Amendments• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 54

(Unanimous deliberations and universal meetings)

1 - The shareholders may, in any type of company, take unanimous deliberations in written as well as meet in a general meeting, without observing the prior formalities, provided that all shareholders attend and manifest the will for the meeting to be convened and deliberate on a certain matter.

2 - In the possibility provided for in the last part of the previous number, once all shareholders manifest the will to deliberate, all legal and contractual precepts regarding the meeting's operation are applied; however, this meeting may only deliberate on the matters consented by all shareholders.

3 - The representative of a shareholder may only vote in the deliberations taken pursuant to no. 1 if duly authorized for this purpose.

Article 55

(Shareholders' lack of consent)

Unless determined otherwise, the deliberations taken on the matter for which the law requires the consent of a certain shareholder shall be deemed as overall inefficient if the stakeholder does not express or tacitly consent.

Article 56

(Null deliberations)

1 - The following shareholders' deliberations are null:

a) The deliberations taken in a non-convened general meeting, unless all shareholders were present or were represented;

b) The deliberation taken through a written vote when not all shareholders with a voting right were called to exercise this right, unless all voted in written;

c) The deliberations which content is not, by nature, subject to the shareholders' deliberation;

d) The deliberations which content, directly or through acts of other bodies which determine or allow, is deemed as offensive of the good customs or of the legal precepts which may not be derogated, not even through the unanimous will of the shareholders.

2 - The meetings which convening notice is signed by a non-competent individual, the ones which convening notice does not include the day, hour and place of the meeting and the ones which meet on a day, hour or place different from the ones on the notice, are not deemed as convened.

3 - The nullity of a deliberation on the cases provided for in paragraphs a) and b) of no. 1 may not be invoked when the absent and non-represented shareholders or the shareholders who do not participate on the deliberation in written had previously given their consent, in written, to the deliberation.

Article 57

(Initiative of the supervisory body regarding null deliberations)

1 - The company's supervisory body must inform the shareholders, in a general meeting, of the nullity of any previous deliberation, in order for them to renew, if possible, or promote, if willingly, the correspondent legal statement.

2 - If the shareholders do not renew the deliberation or if the company is not cited for the above-mentioned action within two months, the supervisory body must immediately promote the legal statement of nullity of this deliberation.

3 - The supervisory body which establishes this legal action must immediately propose, to the court, the assignment of a shareholder to represent the company.

4- In the companies without a supervisory body, the provisions in the previous numbers are applicable to any manager.

Article 58

(Annullable deliberations)

1 - As annullable are deemed the deliberations which:

a) Breach the provisions of the law, when the nullity is not applicable, pursuant to article 56, or of the articles of association;

b) Are appropriate to meet the purpose of a shareholder to achieve, through the exercise of the voting right, special advantages for himself/herself or to third-parties, detrimentally to the company or other shareholders or simply detrimental, unless proven that the deliberations were taken even without the abusive votes;

c) Were not preceded by the provision of the minimum information elements to the shareholder.

2 - When the contractual stipulations only reproduce the legal precepts, these are deemed as directly breached, pursuant to this article and article 56.

3 - The shareholders who were a majority on the deliberation covered by paragraph b) of no. 1 answer jointly before the company and other shareholders for the damages caused.

4 - For the purposes of this article, as minimum information elements are deemed:

a) The mentions required by article 377, no. 8;

b) The provision of documents for consultation by the shareholders in the place and for the time prescribed by law or by the articles.

Article 59

(Annulment action)

1 - The annullability may be accused by the supervisory body or by any shareholder who has not voted as decided nor has subsequently, express or tacitly, approved the deliberation.

2 - The term for the proposal of the annulment action is 30 days from:

a) The general meeting's closing date;

b) The 3rd day following the sending of the written vote's deliberation minute;

c) The date in which the shareholder was informed of the deliberation, if it regards a matter not present on the notice.

3 - If a general meeting is interrupted for more than fifteen days, the annulment action of a deliberation prior to the interruption may be proposed on the 30 days after the date of deliberation.

4 - The proposal of the annulment action does not depend on the submission of the correspondent minute, but if the shareholder invokes the impossibility to obtain it, the judge shall require the notification of the individuals who, pursuant to this law, must sign the minute to submit it to the court, within a period to be established, up to 60 days, and the panel is suspended until its submission.

5 - Even though the law requires the signing of the minute by all shareholders, for the purpose of the previous number, the signature of all voting shareholders, as decided, is deemed as sufficient.

6 - If the vote was secret, it is deemed that only the shareholders who, in the meeting itself or before a notary, within the five days following the assembly, claim that they voted against the deliberation taken are considered as non-voting.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 60

(Common provisions to the nullity and annulation actions)

1 - Both the declaration of nullity and the annulment are proposed against the company.

2 - In the case of several nullity actions against the same deliberation, these must be combined, observing the rule in no. 2 of article 275 of the Civil Procedure Code.

3 - The company shall bear all charges of the actions proposed by the supervisory body or, in its absence, by any manager, even if they are considered unfounded.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, Supplement no. 1, Series I of 29 November 1986, in force from 29 November 1986

Article 61

(Res judicata efficiency)

1 - The judgement which deems as null or annuls a deliberation is efficient against and in favour of all shareholders and company's bodies, even if they were not part or did not intervene in the action.

2 - The declaration of nullity or the annulment do not prejudice the rights acquired by third-parties in good faith, based on acts practiced upon the deliberation's execution; the awareness of the nullity or annullability excludes the good faith.

Article 62

(Deliberation's renewal)

1 - A null deliberation pursuant to paragraphs a) and b) of no. 1 of article 56 may be renewed by another deliberation and it may be granted a retroactive efficiency, safeguarding the rights of third-parties.

2 - The annullability is discontinued when the shareholders renew the annullable deliberation through another deliberation, provided that it does not derive from the vice of the previous one. However, the shareholder with a credible interest may obtain the annulment of the first deliberation, regarding the period prior to the renewing deliberation.

3 - The court in which a deliberation has been impugned may grant a period for the company, upon its request, to renew the deliberation.

Article 63

Minutes

1 - The shareholders' deliberations may only be proven by the meetings' minutes or, when the deliberations in written are accepted, by the documents in which they are comprised.

2 - The minute must contain, at least:

a) The identification of the company, place, day and hour of the meeting;

b) The name of the chairperson and, if applicable, of the secretaries;

c) The names of the attending or represented shareholders and the nominal value of the company parts, shares and shares of each, except when the law requires the organization of an attendance sheet, which must be annexed to the minute;

d) The agenda on the convening notice, except when it is annexed to the minute;

e) The reference to the documents and reports submitted to the meeting;

f) The content of the deliberations taken;

g) The voting results;

h) The sense of the shareholders' statements, if required.

3 - When the minute must be signed by all shareholders who participated in the meeting and one of them does not sign, when it is possible to do so, the company shall legally notify them so that, at the earliest eight days, he/she signs it; after this period, the minute has the evidential value mentioned in no. 1, provided that it is signed by the majority of shareholders who participated in the meeting, without prejudice to the rights of the ones who did not signs to invoke the minute's falseness.

4 - When the shareholders' deliberations constitute a public deed, an instrument external to the notes or an independent individual document, the management, the board of directors or the executive board of directors must register the indicate of its existence in the correspondent book.

5 - Whenever the minutes are registered in single sheets, the management or the board of directors, the general meeting's chairperson and secretary, if applicable, must take the necessary precautions and measures to prevent its falsification.

6 - The minutes are drawn up by a notary, in an independent document, when, at the beginning of the meeting, the meeting so deliberates or when a shareholder so requests in written to the management, to the board of directors or to the executive board of directors of the company and submits the request five business days before the general meeting's date; the requesting shareholder bears the notary fees.

7 - The minutes only present in independent individual documents are an evidence, even though they are signed by all shareholders who participated in the meeting.

8 - No shareholder has the obligation to sign the minutes which are not consigned in the correspondent book or in the single sheets, duly numbered and signed.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Chapter V

Administration and supervision

Amendments
• Amended by Article 4 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 64

(Fundamental obligations)

1 - The company's managers or directors must observe:

a) Duty of care, showing the appropriate availability, technical competence and knowledge of the company's activities for their functions and, within this scope, exercising the diligence of a careful and organized manager; and

b) Duty of loyalty, pursuant to the company's interest, meeting the long-term interests of the shareholders and considering the interests of other individuals relevant for the company's sustainability, such as the employees, customers and creditors.

2 - The holders of social bodies with supervisory functions must observe the duty of care, using, for this purpose, high professional diligence standards and duty of loyalty, pursuant to the company's interest.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Chapter VI

Annual assessment of the company's situation

Article 65

(Obligation to report the management and submit accounts)

1 - The shareholders of the board of directors must prepare and submit, to the company's competent bodies, the management report, including the non-financial statement or the separated report with this information, both mentioned in articles 66-B and 508-G, when applicable, the accounts for the fiscal year and the other accountability documents provided for by law, regarding each fiscal year.

2 - The preparation of the management report, including the non-financial statement or the separated report, when applicable, the accounts for the fiscal year, as well the other accountability documents must obey to the legal provisions; the articles of association may complement, but not derogate, these legal provisions.

3 - The management report, the separated report with the non-financial information, when applicable, and the accounts for the fiscal year must be signed by all shareholders of the board of directors; the refusal to sign by any of them must be justified in the correspondent document and explained by the individual before the body competent for its approval, even if the functions were already terminated.

4 - The management report, the separated report with the non-financial information, when applicable, and the accounts for the fiscal year are prepared and signed by the managers or directors who were operational at the time of its submission, but the previous shareholders of the board of directors must provide all information requested for this purpose, regarding the period in which they exercised those functions.

5 - The management report, the separated report with the non-financial information, when applicable, the accounts for the fiscal year and other accountability documents must be submitted to the competent body and assessed, except in the specific cases provided for by law, within three months from the closing date of each fiscal year or within five months from the sane dare in the case of companies which must submit consolidated accounts or which apply the equity equivalence method.

Amendments
• Amended by Article 2 of the Decree-Law no. 89/2017 - Official Gazette no. 145/2017, Series I of 28 July 2017, in force from 2 August 2017, in force from 1 January 2017

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 328/95 - Official Gazette no. 283/1995, Series I-A of 9 December 1995, in force from 8 January 1996

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 65-A

(Adoption of the fiscal year)

The first fiscal year of the companies which adopt a fiscal year different from the civil year cannot have a duration shorter than 6 months and longer than 18 months, without prejudice to the provisions of article 7 of the Corporate Income Tax Code.

Amendments
• Added by Article 2 of the Decree-Law no. 328/95 - Official Gazette no. 283/1995, Series I of 9 December 1995, in force from 8 January 1996

Article 66

(Management report)

1 - The management report must contain, at least, a precise and clear presentation on the business evolution and on the company's situation.

1 - The management report must contain, at least, a precise and clear presentation on the business evolution and on the company's situation, as well as a description of the main risks and uncertainties faced.

2 - The presentation provided for in the previous number must consist of a balanced and global analysis of the business evolution, of the company's results and of its position, in conformity with its activity's size and complexity.

3 - As appropriate to the understand of the businesses evolution, of the performance and of the company's position, the analysis provided for in the previous number must cover the financial aspects as well as, when appropriate, relevant non-financial performance references for the specific activities of the company, including information on environmental matters and matters regarding the workers.

4 - In the presentation of the analysis provided for in no. 2, the management report must, when appropriate, include a indicate to the amounts registered in the accounts for the year and additional explanations regarding these amounts.

5 - The report most indicate, particularly:

a) The evolution of the management in the different sectors in which the company operated, namely regarding the market conditions, investments, costs, gains and research and development activities;

b) The relevant facts occurred after the end of the fiscal year;

c) The foreseeable evolution of the company;

d) The number and the nominal value or, in the absence of a nominal value, the accounting value of the self-shares and shares acquired or disposed during the period, the fraction of the paid-up capital represented, the reasons for these acts and the correspondent price, as well as the number and nominal or accounting value of all shares and shares held at the end of the year;

e) The authorizations granted to the businesses between the company and its directors, pursuant to article 397;

f) A duly grounded proposal for the application of the results;

g) The existence of company's branches;

h) The company's objectives and policies concerning the management of financial risks, including the coverage policies of each of the main categories of envisaged transactions to which the counting of the coverage is used and the company's exposure to the price, credit, liquidity and cash flow risks, when materially relevant for the assessment of the asset and liability elements, of the financial position and results, regarding the use of financial instruments.

6 - From the obligation to prepare a management report are exempt the micro-entities, as established by no. 1 of article 9 of the Decree-Law no. 158/2009, of 13 July, amended by Law no. 20/2010, of 23 August, by the Decree-Law no. 36-A/2011, of 9 March and by the Laws no. 66-B/2012, of 31 December, and 83-C/2013, of 31 December, provided that they proceed to the disclosure, whenever applied, at the end of the fiscal year, of the information mentioned in paragraph d) of no. 5 of this article.

Amendments

• Amended by Article 5 of the Decree-Law no. 98/2015 - Official Gazette no. 106/2015, Series I of 2 June 2015, in force from 7 June 2015, in force from 1 January 2016

• Amended by Article 8 of the Decree-Law no. 35/2005 - Official Gazette no. 34/2005, Series I-A of 17 February 2005, in force from 22 February 2005, takes effect from 1 January 2005.

• Amended by Article 9 of the Decree-Law no. 88/2004 - Official Gazette no. 93/2004, Series I-A of 20 April 2004, in force from 25 April 2004, takes effect from 1 January 2004.

• Amended by Article 1 of the Decree-Law no. 225/92 - Official Gazette no. 243/1992, Series I-A of 21 October 1992, in force from 26 October 1992

• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 66-A

(Annex to the accounts)

1 - The companies must provide information, in the annex to the accounts:

a) On the nature and commercial objective of the operations not included on the balance and the correspondent financial impact, when the risks or benefits derived from these operations are relevant and inasmuch as the disclosure of such risks of benefits is necessary for the purpose of assessment of the company's financial situation;

b) Separately, on the total fees invoiced during the fiscal year by the certified public accountant or by the company of certified public accountants regarding the legal review of the annual accounts, and the total fees

invoiced regarding other services of reliability assurance, the total fees invoiced for financial consultancy and the total fees invoiced as other services which do not concern a review or audit.

2 - The companies which do not prepare their accounts according to the international accounting standards adopted pursuant to the Community regulation must also proceed to the disclosure, in the annex to the accounts, of the information on the operations carried out with related parties, including, namely, the amounts of these operations, the nature of the relationship with the related party and other information necessary for the assessment of the company's financial situation, if such operations are relevant and were not carried out under normal market conditions.

3 - For the purposes of the previous number:

a) The expression "related parties" has the meaning established in the international accounting standards adopted pursuant to the Community regulation;

b) The information on the different operations may be aggregated according to their nature, except when separate information is necessary to understand the effects of the operations with related parties on the company's financial situation.

Amendments
• Added by Article 11 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009

Article 66-B

(Non-financial statement)

1 - The big companies, which are public interest companies, which to the closing date of their balance exceed an average number of 500 workers during the fiscal year, must include a non-financial statement in their management report, pursuant to this article.

2 - The non-financial statement mentioned in the previous number must contain sufficient information to understand the evolution, performance, position and the impact of the activities regarding, at least, the environmental, social, workers, gender equality, non-discrimination, respect for the human rights, fight against corruption and bribery attempts matters, including:

a) A brief description of the company's business model;

b) A description of the policies followed by the company regarding these matters, including the duly diligence processes applied;

c) The results of these policies;

d) The main risks associated to these matters, connected with the company's activities, including, if relevant and appropriate, its business relationships, its products or services susceptive to have negative impacts in such domains and the way these risks are managed by the company;

e) Key performance indicators relevant for its specific activity.

3 - If a company does not apply policies regarding one or more issues mentioned in the previous number, the non-financial statement must include a clear and grounded explanation for this fact.

4 - The non-financial statement mentioned in no. 1 must also include, if appropriate, a reference to the amounts registered in the annual financial statements and additional explanations regarding these amounts.

5 - In exceptional cases, information regarding imminent facts or ongoing business matters may be omitted if there is a duly grounded and signed opinion by the shareholders of the boards of directors, management or supervisory board pursuant to no. 3 and 4 of article 65, considering that the disclosure of such information is susceptive to severely damage the company's commercial position and provided that this omission is not an obstacle for the correct and balanced understanding of the company's evolution, performance, position and activities' impact.

6 - For the compliance with this article, the company may use national, community and international system and the system used must be, therefore, specified.

7 - A company which is a branch is exempt from the obligation in no. 1, provided that the non-financial information on this company and correspondent branches is included on the consolidated management report, prepared pursuant to article 508-C of this article or under equivalent provisions provided for in legal orders of other European Union's Member-States.

8 - A company which prepares a separated report from the management report, corresponding to the same fiscal year, which includes the information required for the non-financial statement provided for in no. 2 and is prepared pursuant to no. 3 and 6, is exempt from the obligation to prepare the non-financial statement provided for in no. 1.

9 - The separate report mentioned in the previous number must be:

a) Published together with the management report; or

b) Made available to the public on the company's website, within six months after the closing date of the balance and be mentioned on the management report.

10 - A company which submits the non-financial statement mentioned in no. 1 or the separated report mentioned in no. 8 is exempt from the submission of the non-financial performance references provided for in no. 3 of article 66.

11 - For the purposes of this articles, are deemed as:

a) Public interest activities, the ones qualified as such by article 3 of the Legal Scheme of Audit Supervision, approved pursuant to article 2 of Law no. 148/2015 of 9 September;

b) Big companies, the ones which exceed at least two of the three limits established in no. 3 of article 9, pursuant to article 9-A, both from the Decree-Law no. 158/2009 of 13 July, with the wording given by the Decree-Law no. 98/2015 of 2 June.

Amendments

• Added by Article 3 of the Decree-Law no. 89/2017 - Official Gazette no. 145/2017, Series I of 28 July 2017, in force from 2 August 2017, in force from 1 January 2017

Article 67

(Non-submission of accounts and deliberation on them)

1 - If the management report, the accounts for the year and the other accountability documents are not submitted within two months from the end of the term established in article 65, no. 5, any shareholder may request the opening of an inquiry to the court.

2 - The judge, after hearing the managers or directors and considering well-founded the reasons invoked by them for the non-submission of accounts, establishes an adequate term, according to the circumstances, for its submission, assigning, otherwise, a manager or director exclusively charged, within the term established, with the preparation of the management report, accounts for the year and other accountability documents provided for by law and with its submission to the company's competent body, and the legally assigned individual may convene the general meeting, if that is the competent body.

3 - If the accounts for the year and the other documents prepared by the manager or director assigned by the court are not approved by the company's competent body, it may, as the outcome of the inquiry, submit the divergence to the judge for a final decision.

4 - When, without blame to the managers or administrations, nothing has been deliberated, within the term mentioned in no. 1, on the accounts and other documents submitted, any of them or any shareholder may request the convocation of the general meeting for this purpose to the court.

5 - If, in the legally convened meeting, the accounts are not approved or are rejected by the shareholders, any stakeholder may request their assessment by an independent certified public accountant; the judge, when there are no reasons to dismiss the request, shall assign this accountant and, pursuant to his/her report and to the diligences to order, shall approve the accounts or refuse its approval.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 68

(Refusal to approve the accounts)

1 - If the proposal of the board of directors' shareholders regarding the approval of the accounts is not approved, the general meeting must deliberate the full elaboration of new accounts or the reform, in specific points, of the ones submitted.

2 - The board of directors' shareholders, within eight days from the deliberation which request the preparation of new accounts or its reform, may request a legal inquiry in which the reform of the submitted accounts shall be decided, unless the deliberated reform falls on judgements for which the law does not impose criteria.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 69

(Special deliberations' nullity system)

1 - The breach of the legal precepts regarding the preparation of the management report, the accounts for the year and the other accountability documents makes the shareholders' deliberations annullable.

2 - The deliberation which approves irregular accounts is equally annullable, but the judge, in cases of mild severity or easy correction, may only decree such annulment if the accounts are not reformed within the term established.

3 - However, the breach of the legal precepts regarding the constitution, reinforcement or use of the statutory reserve, as well as of precepts which exclusively or main purpose is the protection of the creditors and of the public interest, implies the nullity.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 70

(Accountability)

1 - The information regarding the accounts for the year and the other accountability documents, duly approved, is subject to the commercial registry, pursuant to the correspondent law.

2 - The company may provide to the stakeholders, free of charge, on the correspondent website, when applicable, and at its registered office, the full copy of the following documents:

a) Management report;

b) Report on the structure and practices of the corporate government, when it does not form part of the document mentioned in the previous paragraph;

c) Legal accounts certificate;

d) Opinion of the supervisory body, when applicable.

Amendments
• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 1 January 2010

• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Amended by Article 1 of the Decree-Law no. 328/95 - Official Gazette no. 283/1995, Series I-A of 9 December 1995, in force from 8 January 1996

Article 70-A

(Deposits for partnerships and limited partnerships)

1 - The partnerships and the simple limited partnerships are only subject to the obligation provided for in the previous article when:

a) All shareholders with unlimited liability are limited liability companies or companies not subject to the legislation of a European Union's Member-State, but which legal form is equal or equivalent to the companies with limited liability;

b) All shareholders with unlimited liability are organized as limited liabilities or pursuant to one of the forms provided form in the previous paragraph.

2 - The obligation mentioned in the previous number is waivered when the companies thereto do not exceed two of the limits established by no. 2 of article 262.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 6 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

• Added by Article 2 of the Decree-Law no. 328/95 - Official Gazette no. 283/1995, Series I of 9 December 1995, in force from 8 January 1996

Chapter VII

Civil liability for the company's incorporation, administration and supervision

Article 71

(Liability regarding the company's incorporation)

1 - The founders, managers or directors answer jointly before the company for the inaccuracy and deficiency of the indications and statements provided aimed for its incorporation, namely regarding the payment of contributions, the acquisition of commodities by the company, the special advantages and indemnities or the compensations due for the company's incorporation.

2 - From the liability provided for in the previous number are exempt the founders, managers or directors who ignore, without any fault, the originating facts.

3 - The founders also answer jointly for all the damages caused to the company with the payment of contributions, acquisitions of commodities before the articles of association's registry or pursuant to article 29 and with the incorporation expenses, provided that they acted with wilful misconduct or gross negligence.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 72

(Liability regarding the company's administrative shareholders)

1 - The managers or directors answer before the company for the damages caused to it by acts or omissions practiced against the legal or contractual obligations, unless it is proven that they acted without any fault.

2 - The liability is excluded if any of the above-mentioned individuals prove that they act under informed terms, free of any personal interest and according to business rationality criteria.

3 - The managers and directors which had not participated or voted in a deliberation are not equally liable for the damages derived from it and they may prepare, within five days, their voting statement, either on the minutes´ books or in written and sent to the supervisory board, if applicable, or before a notary or registrar.

4 - The manager or director who did not exercise the right to oppose granted by law, when they were able to, answer jointly for the acts to which he/she could have opposed.

5 - The liability of the managers or directors before the company is not applicable when the act or omission is based on the shareholders' deliberation, even if annullable.

6 - In the companies with a supervisory board, its favourable opinion or consent does not exonerate the shareholders of the board of directors from any liability.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 73

(Joint liability)

1 - The founders, managers or directors' liability is joint.

2 - The right of recourse exists proportionally to the correspondent faults and derived consequences and the fault of the liable individuals are deemed as equal.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 74

(Void clauses. Resignation and transaction)

1 - The clause, inserted or not in the articles of association, which excludes or limits the liability of the founders, managers or directors, or which subordinates the exercise of the company liability action, instituted by article 77 and pursuant to a prior opinion or deliberation by the shareholders, or which makes the exercise of the social action depend on the prior legal decision on the existence of liability or resignation of the responsible individual, is deemed as void.

2 - The company may only waiver its right to compensation or compromise upon it through an express deliberation by the shareholders, without the vote against from a minority which represents at least 10% of the share capital; the possible responsible individual cannot vote in this deliberation.

3 - The deliberation through which the general meeting approves the accounts, or the management of the managers or directors does not imply the waiver of the company's rights to compensation, except if the liability's constitutive facts were expressly informed to the shareholders before the approval and obeyed the voting requirements provided for in the previous number.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Rectified by the Statement - Official Gazette no. 276/1986, Supplement no. 1, Series I of 29 November 1986, in force from 29 November 1986

Article 75

(Company's action)

1 - The liability action proposed by the company depends on the shareholders' deliberation, taken by a simple majority, and must be proposed within six months from this deliberation; for the exercise of the right to compensation, the shareholders may assign special representatives.

2 - In the meeting which assesses the accounts for the year and even though such matters are not included on the call, it is possible to take deliberations on the liability action and on the dismissal of the managers or directors who are deemed as liable by the meeting, who cannot be assigned again during the pending of such action.

3 - Those whose liability is at stake cannot vote on the deliberations provided for in the previous numbers.

Article 76

(Special representatives)

1 - If the company deliberates the exercise of the right to compensation, the court, upon request of one or more shareholders who hold, at least, 5% of the share capital, shall assign, on the correspondent process, as a company's representative one or more individuals which shall be responsible for its representation, when the shareholders had not made such assignment or if the replacement of the representative assigned by the shareholders is justified.

2 - The legal representatives assigned pursuant to the previous number may demand, to the company within the same process, if necessary, the reimbursement of the expenses made and a remuneration, established by the court.

3 - If the company fully declines the action, the minority which requests the assignment of legal representatives is bound to reimburse the company for the legal costs and other expenses incurred by the above-mentioned assignment.

Article 77

(Liability action proposed by the shareholders)

1 - Regardless of the individual damages caused by the compensation request, one or more shareholders who hold, at least, 5% of the share capital, or 2% in the case of a company which issues shares for negotiation in a regulated market, may propose a company liability action against the managers or directors, aiming to repair, in favour of the company, the damages suffered, when it has not been requested by the company.

2 - The shareholders may, to mutual benefit, charge, at their own expense, one or more to represent them for the purpose of the exercise of the social right provided for in the previous number.

3 - The fact that one or more shareholders mentioned in the previous number lose such quality or resign, during the process, does not hinder its pursuit.

4 - When the social liability action is proposed by one or more shareholders pursuant to the previous numbers, the company must be called through its representatives.

5 - If the defendant claims that the author proposes the action provided for in this article to fundamentally pursuit interest different from the ones protected by law, the defendant may request that a prior decision or a deposit made by the author shall fall on the raised issue.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 78

(Liability towards the company creditors)

1 - The managers or directors answer before the company's creditors when, upon faulty non-compliance with the legal or contractual provisions aimed for their protection, the company assets become insufficient for the meeting of the correspondent credits.

2 - Whenever the company or the shareholders are non-compliant, the company creditors may exercise, pursuant to articles 606 to 609 of the Civil Code, the right to compensation held by the company.

3 - The obligation to compensate mentioned in no. 1 is not, regarding the creditors, excluded by the resignation or transaction of the company nor by the fact that the act or omission is based on a general meeting's deliberation.

4 - In the case of company's bankruptcy, the creditors' rights may be exercised, during the bankruptcy proceeding, by the administration of the liquidation mass.

5 - To the right to compensation provided for in this article is applicable the provision in no. 2 to 6 of article 72, article 73 and in no. 1 of article 74.

Amendments
• Rectified by the Rectification no. 28-A/2006 - Official Gazette no. 102/2006, 1st Supplement, Series I-A of 26 March 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 79

(Liability towards the shareholders and third-parties)

1 - The managers or directors also answer, in general terms, before the shareholders and third-parties for the damages directly caused to them within the exercise of their functions.

2 - To the right to compensation provided for in this article is applicable the provision in no. 2 to 6 of article 72, article 73 and in no. 1 of article 74.

Amendments
• Rectified by the Rectification no. 28-A/2006 - Official Gazette no. 102/2006, 1st Supplement, Series I-A of 26 March 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 80

(Liability of other individuals with administrative functions)

The provisions regarding the liability of managers or directors are applicable to other individuals charged with the administrative functions.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 81

(Liability of the members of the supervisory board)

1 - The members of the supervisory board answer pursuant to the previous provisions.

2 - The members of the supervisory board answer jointly with the company's managers or directors for their acts and omissions throughout the execution of the correspondent positions when the damage could have been prevented in the supervisory obligations had been complied with.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 82

(Liability of the certified public accountants)

1 - The certified public accounts answer before the company and before the shareholders for the damages caused with their faulty conduct, the article 73 being applied.

2 - The certified public accounts answer before the company's creditors pursuant to article 78.

Article 83

(Joint liability of the shareholder)

1 - The shareholder who, by himself/herself or jointly with others to whom he/she is bound by shareholding agreements, is entitled, pursuant to the articles of association's provisions, to the right to assign a manager without all others shareholders deliberating on this assignment, answers jointly with the assigned individual, whenever the latter is liable, pursuant to this law, before the companies or its shareholders and the fault in the assigned individual's selection is observed.

2 - The provisions of the previous numbers are also applicable to the legal persons assigned for company positions, regarding the assignors or representatives.

3 - The shareholder who, by the number of votes held, by himself/herself or jointly with others to whom he/she is bound by shareholding agreements, is able to assign a manager, director or member of the supervisory body, answers jointly with the assigned individual, when the latter is deemed as guilty and liable, pursuant to this law, before the company or the shareholders, provided that the deliberation has been taken by the votes of the above-mentioned shareholder(s) and of less than half the votes of the other shareholders present or represented in the meeting.

4 - The shareholder who, pursuant to the contractual provisions or by the number of votes held, by himself/herself or jointly with others to whom he/she is bound by shareholding agreements, is able to resign or promote the resignation of a manager, director or member of the supervisory body, and by the use of his/her influence orders that such individual practices or omits as act, answers jointly with the latter, when such act or omission incurs a liability before the company or the shareholders, pursuant to this law.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 84

(Liability of the sole shareholder)

1 - Without prejudice to the application of the previous article and also of the provisions on the affiliated companies, if a company with a sole shareholder is deemed as bankrupt, the latter shall unlimitedly answer for the company obligations agreed previously to the concentration of the shares or parts, provided that it is proven that the legal precepts which establish the assignment of the company's assets to the compliance with the correspondent obligations, for this period, were not observed.

2 - The provision of the previous number is applicable to the duration period of the above-mentioned concentration; in case the bankruptcy occurs after the plurality of shareholders is replenished.

Chapter VIII

Amendments to the articles

Section I

General amendments

Article 85

(Amendment's deliberation)

1 - The amendments to the articles of association, either through an alteration or omission of one of the clauses or through the introduction of a new clause, may only be deliberated by the shareholders, except when the law allows to cumulatively assign this competence to another body.

2 - The deliberation for the amendments to the articles of association shall be taken according to the provisions for each type of company.

3 - The amendments to articles of association must be in written.

4 - For the purposes of the previous number, the minute of the correspondent deliberation is sufficient, unless it, the law or the articles of association require another document.

5 - In the case provided for in the final part of the previous number, any member of the board of directors is bound to, as soon as possible and without depending on the shareholders' special assignment, practice the acts necessary for the amendment to the articles.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 36/2000 - Official Gazette no. 62/2000, Series I-A of 14 March 2000, in force from 1 May 2000

Article 86

(Protection of the shareholders)

1 - A retroactive effect to the amendments to the articles of association may only be assigned by unanimity and on the relationships between shareholders.

2 - If the amendment implies the increase of the contributions required by the articles to the shareholders, this increase is inefficient for the shareholders who did not consent.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section II

Capital increase

Article 87

(Deliberation's requirements)

1 - The deliberation of the capital increase must expressly indicate:

a) The modality of the capital increase;

a) The amount of the capital increase;

c) The nominal amount of the new participations;

d) The nature of the new contributions;

e) The gain, if applicable;

f) The periods within which the contributions must be made, without prejudice to the provisions in article 89;

g) The individuals who shall participate in this increase.

2 - For the compliance with paragraph g) of the previous number, according to the cases, it shall be enough to indicate that the shareholders who exercise their right or preference shall participate, or that only the shareholders, although without this right, shall participate or even that the public subscription shall be carried out.

3 - The capital increase in the modality of new contributions cannot be deliberated while a previous increase is not definitely registered and while all capital instalments, initial or from the previous increase, are not due.

4 - The shareholder of a private limited companies who, by himself/herself or jointly with others, holds the majority of votes necessary to deliberate the amendments to the articles of association may communicate to the managers or directors the share capital increase through a conversion of the shareholder loans registered on the last approved balance held.

5 - The board of directors proceeds to the communication in written, within 10 days, to the shareholders who did not participate in the increase mentioned in the previous number, with a indicate that the increase's efficiency depends on the non-opposition of any shareholder, in written, within 10 days from the conversion's communication.

Amendments
• Amended by Article 2 of the Decree-Law no. 79/2017 - Official Gazette no. 125/2017, Series I of 30 June 2017, in force from 1 July 2017

Article 88

(Internal efficiency of the capital increase)

1 - Except for the provision of no. 5 of the previous article, it is deemed, for all internal purposes, that the capital is increased and that the contributions constituted on the deliberation date, if the correspondent minute mentions which contributions are already made and that it, the law or the articles do not require the execution of other contributions.

2 - If the deliberation does not include the facts mentioned in the final part of the previous number, and pursuant to no. 5 of the previous article, the capital is deemed as increased and the contributions are deemed as constituted on the date that any member of the board of directors states, in written and under their liability, which contributions are already made and that it, the law or the articles do not require the execution of other contributions.

Amendments
• Amended by Article 2 of the Decree-Law no. 79/2017 - Official Gazette no. 125/2017, Series I of 30 June 2017, in force from 1 July 2017

• Rectified by the Rectification no. 28-A/2006 - Official Gazette no. 102/2006, 1st Supplement, Series I-A of 26 May 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 89

(Contributions and acquisition of commodities)

1 - To the contributions on the capital increase are applied the provisions regarding contributions of the same kind in the company's incorporation, except the provisions in the following numbers.

2 - If the deliberation omits the collectability of the contributions in cash that the law defers, these are collectable from the final registry of the capital increase.

3 - The deliberation of the capital increase expires within a year, if the statement provided for in no. 2 of article 88 may not be issued within this period due to the lack of contributions, without prejudice to the compensation due by the faulty subscribers.

4 - For the purposes of verification of the contributions, in the case of conversion of the shareholder loans, the statement from the certified accountant or by the certified public accountant is sufficient, provided that the accounts review is legally required, mentioning that the amount is registered in the accounting schemes, as well as its origin and date.

5 - The statement provided for in the previous number is part of the documentation subject to the publicity formalities prescribed by this Code and may only be published through a deposit indicate on the commercial registry.

Amendments
• Amended by Article 2 of the Decree-Law no. 79/2017 - Official Gazette no. 125/2017, Series I of 30 June 2017, in force from 1 July 2017

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 90

(Supervision)

1 - The notary who prepares the deed must verify, through the deliberation minute and subsequent documents, if the capital increase was legally deliberated and if it is being regularly executed.

2 - The member of the board of directors who ceases to represent the company in the deed must state, under their liability, which contributions are already made and that it, the law or the articles do not require the execution of other contributions.

Amendments

• Repealed by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 91

(Increase through incorporation of reserves)

1 - The company may increase its capital through the incorporation of the reserves available for this purpose.

2 - This capital increase may only be carried out after the accounts of the fiscal year prior to the deliberation are approved but, if there has been more than six months from this approval, the existence of reserves to incorporate may only be approved by a special balance, organized and approved pursuant to the terms established for the annual balance.

3 - The company's capital cannot be increase through the incorporation of reserves when not all capital instalments, initial or increased, are due.

4 - The deliberation must expressly indicate:

a) The modality of the capital increase;

b) The amount of the capital increase;

c) The reserves that shall be incorporated in the capital.

Article 92

(Increase of the shareholders' participations)

1 – The increase of the share capital by incorporation of reserves corresponds to the increase of the participation of each shareholder, in proportion to its nominal value or its accounting value, unless, if a different criterion of profit allocation is agreed, the contract shall have it applied to the incorporation of reserves or for it to stipulate some special criteria.

2 - If shares without nominal value, the capital increase may be carried out without changing the number of shares.

3 - The company's shares or parts participate in this type of capital increase, unless otherwise agreed by the shareholders.

4 - The resolution to increase the capital must indicate whether new shares or parts are created or if the nominal value of existing ones is increased, if any, and in the absence of an indication, the number of shares is unchanged.

5 - In the event of shareholdings subject to usufruct, the same shall apply to new or existing shares.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Article 93

(Supervision)

1 - The request for registry of capital increase by incorporation of reserves must be accompanied by the balance sheet that served as the basis for the deliberation, if it is not already deposited in the registry office.

2 - The board of directors and, when it should exist, the supervisory body must declare in writing that it is not aware that, during the period between the day of the balance sheet that served as the basis for the determination and the date on which was taken, there has been a decrease in equity that hinders the capital increase.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section III

Capital reduction

Article 94

(Call of the meeting)

1 - The call of the general meeting for reduction of capital shall indicate:

a) The purpose of the reduction, indicating at least whether it is intended to cover losses, the release of excess capital or special purpose;

b) The form of the reduction, mentioning whether the nominal value of the participations will be reduced or if there will be regrouping or extinction of participations.

2. The shares to which the transaction relates shall also be specified if it does not apply equally to all shares.

Article 95

Capital reduction deliberation

1 – The capital reduction can't be decided if the net worth of the company does not exceed the new capital by at least 20%.

2 - It is allowed to decide on the reduction of capital to an amount lower than the minimum established in this law for the corresponding type of company if such reduction is expressly conditioned to the increase of capital for an amount equal to or greater than the minimum, to be realized in the next 60 days to that deliberation.

3 - The provisions of this law on minimum capital shall not prevent the reduction resolution being valid if, at the same time, the transformation of the company into a type that could legally have capital of the reduced amount is deliberated.

4 - The reduction of capital does not exempt the shareholders from their obligations to release the capital.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 96

Creditor's Guardianship

1. Without prejudice to the provisions of the following paragraph, a company creditor may, within one month of the publication of the capital reduction registry, request the court that the distribution of available reserves or of the exercise profits be prohibited or limited during a period to be fixed, unless the claim of the claimant is satisfied, if it is already due, or adequately guaranteed, in all other cases.

2 - The power granted to the creditors in the previous number can only be exercised if they have asked the company to satisfy their credit or the provision of adequate guarantee for at least 15 days, without their request has been met.

3 - Before the expiration of the term granted to the company creditors in the previous numbers, the company can't make the distributions mentioned therein, the same prohibition being valid from the knowledge by the company of the application of some creditor.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

Chapter IX

Merge of companies

Section I

Amendment
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 97

(Notion of modalities)

1 - Two or more companies, although of a different type, may merge in one.

2 - The dissolved companies may merge with other companies, dissolved or not, even if the liquidation is made judicially, if they fulfill the requirements on which the return to the exercise of the company activity depends.

3 - A company shall not be allowed to merge from the date of the application for insolvency or the application for a declaration of insolvency.

4. The merger may take place:

a) Through the global transfer of the assets of one or more companies to another and the attribution to the shareholders of those of parts, shares or parts thereof;

b) By means of the formation of a new company, to which the assets of the merged companies are transferred in their entirety, to the shareholders of which the new company is a shareholder.

5 - In addition to the shares, shares or parts of the acquiring company or the new company referred to in the preceding paragraph, the shareholders of the merged company or the merged companies may receive cash sums not exceeding 10% of the nominal value of the shares attributed to them.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 98

(Merge project)

1 - The management of the companies wishing to merge together prepare a draft of a merger containing, in addition to other elements necessary or convenient for the perfect knowledge of the transaction, both in legal and economic aspects, the following elements:

a) The modality, reasons, conditions and objectives of the merger, regarding all the participating companies;

b) The type, designation, registered office, amount of capital and registration number in the commercial register of each company, as well as the registered office of the company resulting from the merger;

c) The participation that one of the companies has in the capital of another;

d) The balance sheet of each of the intervening companies, showing in particular the value of the assets and liabilities to be transferred to the acquiring company or to the new company;

e) The parts, shares or parts to be attributed to the shareholders of the company to be incorporated pursuant to paragraph a) of no. 4 of the preceding article or of companies to be merged pursuant to paragraph b) of said number and, if amounts to be attributed to the same shareholders, specifying the exchange ratio of the shareholdings;

f) The draft amendment to be inserted in the contract of the acquiring company or the draft contract of the new company;

g) Measures to protect the rights of non-member third parties to participate in the company's profits;

h) Arrangements for the protection of the creditors' rights;

i) The date from which the operations of the merged company or merging companies are considered, from an accounting point of view, as being carried out on behalf of the acquiring company or the new company;

j) The rights guaranteed by the acquiring company or by the new company to shareholders of the merged company or merging companies with special rights;

l) Any special advantages attributed to the experts involved in the merger and to the shareholders of the administrative or supervisory bodies of the companies participating in the merger;

m) In mergers where the acquiring company or the new company are public limited companies, the methods of delivery of the shares of those companies and the date from which those shares give rise to profits and the terms of that right.

2 - The balance referred to in paragraph d) of the previous number may be:

a) The balance sheet of the last fiscal year, provided that it has been closed within six months of the date of the proposed merger;

b) A balance sheet reported at a date not earlier than the quarter prior to the date of the proposed merger; or

c) The balance sheet for the first half of the year in progress at the date of the proposed merger, if the company is required to disclose half-yearly accounts in accordance with article 246 no. 1 of the Portuguese Securities Code.

3. The draft or an annex thereto shall indicate the evaluation criteria adopted and the terms of reference for the exchange ratio referred to in no. 1 e).

4 - The draft of the merger can be prepared by means of an electronic template available on the Internet page that allows the delivery of all necessary documents and the immediate promotion of the registration of the project, under the terms to be defined by the order of the member of the Government responsible for the area of justice.

5 - When the attribution of securities, on the occasion of a merger, is classified as a public offer, the content of the proposed merger must also comply with the provisions of Commission Regulation (EC) No 809/2004 of 29 April, or, alternatively, contain information considered by the CMVM equivalent to that of a prospectus, for the purposes of paragraph a) of no. 2 of article 134 of the Portuguese Securities Code.

Amendments

• Amended by Article 2 of the Decree-Law no. 53/2011 - Official Gazette no. 73/2011, Series I of 13 April 2011, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009

• Amended by Article 3 of the Decree-Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

• Rectified by the Rectification Statement no. 28-A/2006 - Official Gazette no. 102/2006, 1st Supplement, Series I-A of 26 May 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 99

(Supervision of the project

1. The management of each company participating in the merger with a supervisory body must notify it of the draft terms of merger and its annexes in order to obtain an opinion on them.

2 - In addition to the communication referred to in the preceding paragraph, or in replacement thereof, in the case of a company that does not have a supervisory body, the management of each company participating in the merger shall promote the consideration of the draft merger by a statutory auditor or by an independent auditing firm of all participating companies.

3 - If all or some of the companies participating in the merger so wish, the examinations referred to in the previous number may be made, for all or some of the companies that have agreed thereto, by the same statutory auditor or by an independent auditing firm; in this case, the reviewer or the company must be appointed, at the joint request of the interested companies, by the Chamber of Auditors.

4. The auditors shall prepare reports containing their reasoned opinion on the adequacy and reasonableness of the exchange ratio of the shareholdings, indicating at least:

a) The methods followed in the definition of the proposed exchange ratio;

b) The justification for applying the methods used by the board of directors or the auditors themselves to the particular case, the figures found by each of these methods, the relative importance given to them in determining the proposed values and the special difficulties with that they have encountered in evaluations.

5 - Each of the auditors may request from the participating companies the information and documents they deem necessary, as well as carry out the examinations necessary for the performance of their duties.

6. The examination of the draft terms of merger referred to in no. 2 and the reports provided for in no. 4 shall not be required if all the shareholders and holders of other securities conferring the right to vote of all the companies participating in the merger exempt them.

Amendments
• Amended by Article 3 of the Decree-Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 100

Registry and publication of the project and call of the meeting

1. The draft terms of the merger shall be registered and published immediately.

2 - The draft of the merger shall be submitted to a resolution of the shareholders of each of the participating companies, at a general meeting, regardless of the type of company, and the meetings shall be convened, after registration, to meet at least, one month from the date of publication of the call.

3 - The call must indicate that the project and the attached documentation can be consulted, at the head office of each company, by the corresponding shareholders and company creditors and the date designated for the meeting.

4 - The call for proposals is automatically published without charge simultaneously with the publication of the project registry, if the elements mentioned in the previous number are indicated in the project registry application.

5. The publication of the project registry shall be officiously and automatically promoted by the registry service and shall indicate that creditors may object to the merger pursuant to Article 101-A.

6 - The provisions of paragraphs 2 and 3 shall not preclude the use of other forms of communication to the shareholders, in accordance with the terms established for each type of company, as well as the decision taken pursuant to article 54.

Amendments

• Amended by Article 2 of the Decree-Law no. 53/2011 - Official Gazette no. 73/2011, Series I of 13 April 2011, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 15 September 2009

• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 17 of the Decree-Law no. 111/2005 - Official Gazette no. 130/2005, Series I-A of 8 July 2005, in force from 1 January 2006

Article 101

(Consultation of documents)

1. From the date of publication of the registry of the project, shareholders, creditors and representatives of the employees or, where these do not exist, the employees of any of the companies participating in the merger shall have the right to consult, at the registered offices, the following documents and to obtain, free of charge, a copy of the following documents:

a) The draft terms of merger;

b) Report and opinions prepared by corporate bodies and experts;

c) Accounts, reports of the management bodies, reports and opinions of supervisory bodies and resolutions of general meetings on these accounts, for the last three fiscal years.

2 - If, by the date fixed for the meeting of the general meeting, under the terms of the previous article, the company's management receives an opinion from the employees' representatives regarding the merger process, this opinion should be appended to the report prepared by the company's bodies and by the experts.

3. Copies referred to in no. 1 may be provided by email to the shareholders who have previously informed the company of their consent to the use of electronic means for the communication of information concerning the company.

4 - The company is not bound to provide copies of the documents referred to in no. 1, nor to the corresponding sending by email under the terms of the previous number, if it makes them available on its website from the time of registration of the draft terms of merger and up to one year after the holding of the general meeting for the assessment of the merger, in an electronic format that allows for its reliable consultation, recording and printing.

5 - The provisions of the preceding paragraph shall not affect the right of the persons referred to in no. 1 to consult the documents referred to therein at the registered office of the company.

6 - In case of unavailability of access to the documentation through the website for technical reasons, the company, without prejudice to the right of consultation provided for in the previous number, must provide copies of the documents in accordance with no. 1.

Amendments
• Amended by Article 2 of the Decree-Law no. 53/2011 - Official Gazette no. 73/2011, Series I of 13 April 2011, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 15 September 2009

• Amended by Article 27 of the Decree-Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 101-A

Opposition of the Creditors

Within one month from the publication of the registration of the project, the creditors of the participating companies whose claims predate such publication may file legal opposition to the merger, on the basis of the damage caused by the merger in order to exercise their rights, to the satisfaction of their credit or the provision of adequate guarantee, for at least 15 days, without their request having been met.

Amendments
• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 15 September 2009

• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Added by Article 3 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 101-B

Effects of the opposition

1 - The judicial opposition deducted by any creditor prevents the definitive registry of the merger in the commercial registry until one of the following facts occurs:

a) It has been rejected by decision with finality or, in case of acquittal of the instance, the opponent did not bring a new action within 30 days;

b) There has been withdrawal from the opponent;

c) The company has satisfied the opponent or provided the bond established by agreement or by judicial decision;

d) The opponent has consented to the registry;

e) The amount owed to the opponent has been deposited.

2 - If the opposition is upheld, the court determines the reimbursement of the opponent's credit or, if it does not require it, the provision of collateral.

3. The provisions of the preceding article and paragraphs 1 and 2 of this article shall not preclude the application of contractual clauses which give the creditor the right to immediate satisfaction of his claim if the debtor company merges.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 101-C

Bondholders

1. The provisions of Articles 101-A and 101-B shall apply to bond creditors, with the amendments set out in the following paragraphs.

2 - Meetings of the bondholders of each company must be held to pronounce on the merger, regarding the possible losses for these creditors, being the decisions taken by an absolute majority of the bondholders present and represented.

3 - If the meeting does not approve the merger, the right of opposition must be exercised collectively through a representative elected by it.

4 - Holders of bonds or other securities convertible into shares or bonds with the right to subscribe to shares shall enjoy, with respect to the merger, the rights assigned to them in such a case, and shall enjoy the right of opposition under this article if no specific right has been allocated to them.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 101-D

Holders of other bonds

Holders of securities other than shares but to which special rights are attached shall continue to enjoy at least equivalent rights in the acquiring company or in the new company unless:

a) It is deliberated in a special meeting of the bondholders and by an absolute majority of the number of each type of securities that the said rights can be altered;

b) All holders of each type of securities individually consent to the modification of their rights, if there is no provision in the law or in the articles of association, the existence of a special meeting;

c) The proposed merger provides for the acquisition of such securities by the acquiring company or by the new company and the conditions of such acquisition are approved, in a special meeting, by the majority of the holders present and represented.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 102

(Assembly meeting)

1 - Once the meeting is concluded, the administration will start by expressly declaring whether there has been a relevant change in the facts on which it was based since the merger was drawn up and, if so, what modifications of the project have become necessary.

2 - In the event of a material change, in accordance with the preceding paragraph, the meeting shall decide whether the merger process should be renewed or if it is to proceed with the consideration of the proposal.

3 - The proposal submitted to the several meetings must be strictly identical; any modification introduced by the meeting shall be deemed to be rejection of the proposal, without prejudice to its renewal.

4 - Any shareholder may, at the meeting, request information on the participating companies which are indispensable for clarifying the proposed merger.

5 - The management bodies of the participating companies shall, prior to the date of the corresponding general meeting, provide each other with information on any relevant change in the facts on which the proposed merger was based.

Amendments
• Amended by Article 2 of the Decree-Law no. 53/2011 - Official Gazette no. 73/2011, Series I of 13 April 2011, in force from 30 June 2006

Article 103

(Deliberation)

1 - The deliberation is taken, in the absence of a special provision, in the terms prescribed for the amendment of the articles of association.

2 - The merger can only be registered after obtaining the consent of the impaired shareholders when:

a) To increase the obligations of all or some of the shareholders;

b) To affect special rights that are owned by some shareholders;

c) To change the proportion of its shareholdings vis-à-vis other shareholders of the same company, except to the extent that such change results from payments required to comply with legal provisions imposing a minimum or certain amount of each unit.

3. If one of the participating companies has several categories of shares, the resolution to merge the corresponding general meeting is effective only after it has been approved by the special meeting of each category.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 104

(Participation of a company in the capital of another)

1 - In the event that one of the companies has a participation in the capital of another, it can't have a number of votes higher than the sum of those that compete for all other shareholders.

2 - For the purposes of the preceding paragraph, the votes of the company shall be added to the votes of other companies that are in a controlling or group relationship, as well as the votes of persons acting in their own name, but on behalf of some of these companies.

3 - By merger by incorporation, the acquiring company does not receive parts, shares or parts of itself in exchange for parts, shares or parts in the incorporated company of which the company or company is owned or persons acting in its own name, but on behalf of one or other of those companies.

Article 105

(Right of exoneration of shareholders)

1 - If the law or the articles of association award to the shareholder who has voted against the merger project the right to exonerate, the shareholder may demand, within one month from the date of the resolution, that the company acquires or does acquire their company participation.

2 - Unless otherwise stipulated in the articles of association or agreement of the parties, the consideration for the acquisition must be calculated in accordance with article 1021 of the Civil Code, with reference to the moment of the merger resolution, by a certified accountant designated by mutual agreement or, failing this, by an independent auditor designated by the corresponding Association, at the request of any interested party.

3 - It is lawful for either party to request a second assessment for the calculation of the consideration for the acquisition referred to in the preceding paragraph, under the terms of the Code of Civil Procedure.

4 - The provision in the final part of the previous number is also applicable when the company has not offered a consideration or has not offered it on a regular basis; the period will start counting, in these cases, after twenty days have elapsed since the date on which the shareholder requires the company to acquire its shareholding.

5 - The right of the shareholder to otherwise dispose of its shareholding is not affected by what was established in the previous numbers or to such alienation, when carried out within the term established therein, obstruct the limitations prescribed by the articles of association.

Amendments
• Amended by Article 2 of the Decree-Law no. 53/2011 - Official Gazette no. 73/2011, Series I of 13 April 2011, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 106

Form and applicable provisions

1. The merger shall take the form required for the transfer of the assets of the merged companies or, in the case of the formation of a new company, of the companies participating in the merger.

2 - Without prejudice to the provisions of the preceding paragraph, if the merger is made by means of the formation of a new company, the provisions governing such incorporation must be observed, unless otherwise due to its own reason to be.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 107

(Advertising of the merger and opposition of creditors)

1 - The management of each of the participating companies must promote the endorsement of the draft resolution approving it, as well as its publications.

2. Within 30 days following the last of the publications ordered in the preceding paragraph, creditors of the participating companies whose credits are prior to such publication may file a legal opposition to the merger, on the basis of the damage caused by it to the realization of their rights.

3 - The creditors referred to in the previous number shall be advised of their right of objection in the publication provided for in no. 1 and, if their credits appear in books or documents of the company or are otherwise known by the company, by registered letter with acknowledgment of receipt.

Amendments
• Repealed by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 108

(Opposition effects)

1 - The judicial opposition deducted by any creditor prevents the definitive registry of the merger in the commercial registry until one of the following facts occurs:

a) It has been rejected by decision with finality or, in the case of acquittal of the court, the plaintiff did not bring a new action within 30 days;

b) The opponent has withdrawn;

c) The company satisfied the opponent or provided the bond established by agreement or by judicial decision;

d) The opponents consent to the registration;

e) The sums due to the opponents have been deposited.

2 - If the opposition is upheld, the court shall order the repayment of the opponent's credit or, if it does not require it, the provision of collateral.

3. The provisions of the preceding article and paragraphs 1 and 2 of this article shall not preclude the application of contractual clauses which give the creditor the right to immediate satisfaction of his credit if the debtor company merges with another.

Amendments
• Repealed by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 109

Bondholders

1 - The provisions of Articles 107 and 108 shall apply to bondholders, with the amendmentsestablished in the following paragraphs.

2 - Meetings of the bondholders of each company shall be held in order to express their views on the merger, with respect to possible losses to such creditors; resolutions shall be taken by an absolute majority of the bondholders present and represented.

3 - If the assembly does not approve the merger, the right of opposition must be exercised collectively through a representative elected by it.

4 - Holders of bonds or other securities convertible into shares or bonds with the right to subscribe to shares enjoy, in respect of the merger, the rights that have been assigned to them in that event; if no specific rights have been assigned to them, shall enjoy the right of objection under this Article.

Amendments
• Repealed by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 229-B/88 - Official Gazette no. 152/1988, 1st Supplement, Series I of 4 July 1988, in force from 9 July 1988

Article 110

(Holders of other Securities)

Holders of securities other than shares but to which special rights are attached shall continue to enjoy at least equivalent rights in the acquiring company or in the new company unless:

a) It is deliberated in a special meeting of the holders of securities and by an absolute majority of the number of each type of securities that the said rights can be altered;

b) All holders of each type of securities individually consent to the modification of their rights, if there is no provision in the law or in the articles of association, the existence of a special meeting;

c) The proposed merger provides for the acquisition of such securities by the acquiring company or by the new company and the conditions of such acquisition are approved, in a special meeting, by the majority of the holders present and represented.

Amendments
• Repealed by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 111

(Merger registry)

Once all the participating companies have been merged without opposition within the period provided for in Article 101-A or, if it has been deduced, any of the events referred to in Article 101-B no. 1 , the merger must be registered in the commercial register by any of the directors of the companies participating in the merger or the new company.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 112

(Effects of the registry)

With the registry of the merger in the commercial registry:

a) The merged companies or, in the case of the formation of a new company, are extinguished all the merged companies, transmitting their rights and obligations to the acquiring company or to the new company;

b) The shareholders of the extinct companies become shareholders of the acquiring company or of the new company.

Article 113

(Condition or term)

If the effectiveness of the merger is subject to a suspensive condition or term and relevant changes in the factual circumstances on which the decisions were based, prior to their examination, the shareholders' meeting of either company may decide that a resolution or modification of the effectiveness of this deferred until the final judgment of the decision to be rendered in the proceedings.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 114

(Liability arising from the merger)

1. The shareholders of the board of directors and the members of the supervisory body of each of the participating companies shall be jointly and severally liable for damages caused by the merger of the

company and its shareholders and creditors, provided that, in the verification of the companies' conclusion of the merger, have not observed the diligence of an orderly and judicious manager.

2 - The extinction of companies caused by the merger does not prevent the exercise of the rights of indemnification provided for in the previous number, as well as the rights that result from the merger in favor of them or against them, considering those existing companies for that purpose.

Article 115

(Effective liability in case of extinction of the company)

1. The rights provided for in the preceding article, in relation to the companies referred to in no. 2 thereof, shall be exercised by a special representative whose appointment may be applied for by any shareholder or creditor of the company concerned.

2 - The special representative shall invite the shareholders and creditors of the company, by means of the publication of notice, to claim their rights of compensation, within the period fixed by him, which can't be less than 30 days.

3. The compensation awarded to the company shall be used to satisfy the corresponding creditors, insofar as they have not been paid or secured by the acquiring company or by the new company, dividing the surplus among the shareholders in accordance with the rules applicable to the sharing of settlement assets.

4 – The shareholders and creditors who have not claimed their rights in a timely manner are not included in the allocation ordered in the preceding paragraph.

5 - The special representative shall be entitled to reimbursement of the expenses that he has reasonably incurred and to remuneration of his activity; the court shall, in its discretion, determine the amount of expenses and remuneration and the extent to which they must be borne by the shareholders and creditors concerned.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 116

Incorporation of a company held at least 90% by another

1 - The provisions of the previous articles shall apply, with the exceptions set forth in the following paragraphs, to the incorporation by another company of whose parts, shares or parts it is the holder of at least 90%, directly or by persons holding such shares, on behalf of it but in its own name.

2. The provisions relating to the exchange of shares, the reports of the corporate bodies and of experts and the liability of these bodies and experts shall not apply in this case.

3 - The merger may be registered without prior resolution of the general meetings, provided that the following requirements are cumulatively met:

a) In the draft of the merger it is indicated that there is no previous resolution of general meetings, if the corresponding call is not requested in the terms provided for in letter d) of this number;

b) (Repealed.)

c) at the registered office, the shareholders have been able to take note of the documentation referred to in Article 101 from at least the 8th day following the publication of the registration of the proposed merger and have been notified in the same draft or simultaneously with the communication thereof;

d) In the 15 days following the publication of the registration of the merger project, shareholders have not been required by the shareholders holding 5% of the share capital to call the general meeting to decide on the merger.

4 - Shareholders holding 10% or less of the capital stock of the merged company, who have voted against the proposed merger at a meeting convened under the terms of point d) of the preceding paragraph, may exempt themselves from the company.

5 - The exemption requested in the terms of the previous paragraph shall apply the provisions of article 105.

Amendment

• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 15 September 2009

• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Rectified by the Rectification Statement no. 28-A/2006 - Official Gazette no. 102/2006, 1º Supplement, Series I-A of 26 May 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Rectification - Official Gazette no. 276/1986, Supplement no. 1, Series I of 29 November 1986, in force from 29 November 1986

Article 117

(Nullity of the merger)

1 - The nullity of the merger can only be declared by judicial decision, based on non-compliance with the form legally required or on the previous declaration of nullity or annulment of any of the deliberations of the general meetings of the participating companies.

2 - The action declaring nullity of the merger can only be proposed until the existing defects have been remedied, but no later than six months after the publication of the merger definitively registered or the publication of the final judgment that declares null or void any of the deliberations of said general meetings.

3 - The court shall not declare the merger invalid if the defect that produces it is remedied within a period established by it.

4 - The judicial declaration of nullity is subject to the same publicity required for the merger.

5. The effects of acts carried out by the acquiring company after the merger has been registered in the commercial register and before the decision declaring a declaration of invalidity are not affected by it, but the merged company shall be jointly and severally liable for the obligations assumed by the acquiring company during that period; the merged companies also respond to the obligations assumed by the new company if the merger is declared void.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

Section II

Cross-border mergers

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-A

Concept and scope

1. The cross-border merger shall be carried out by means of a meeting in one of two or more companies provided that one of the companies participating in the merger has its registered office in Portugal and one of the companies participating in the merger has been established in accordance with the law of a Member State, pursuant to Directive 2005/56 / EC of the European Parliament and of the Council of 26 October and having its registered office, central administration or principal place of business within the territory of the Community.

2. Joint-limited partnerships and limited partnerships shall not participate in a cross-border merger.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-B

Applicable law

The provisions of this section and, in the alternative, the provisions on internal mergers, in particular as regards the decision-making process relating to the merger, the protection of creditors' merged companies, bondholders and workers' rights that are not regulated by a special law.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-C

Common cross-border merger projects

The common draft terms of cross-border merger shall contain the elements referred to in Article 98 and:

a) The rules for the transfer of shares or other securities representing the share capital of the company resulting from the cross-border merger;

b) The date of closure of the accounts of the merging companies used to define the conditions of the cross-border merger;

c) Where appropriate, information on the procedures under which the provisions governing the involvement of employees in determining their rights to participate in the company resulting from the cross-border merger are laid down;

d) The likely repercussions of the merger on employment.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-D

Appointment of experts

1. The provisions of Article 99 no. 1, no. 2 and no. 4 to 6 shall apply to the monitoring of the common project in companies having their registered office in Portugal participating in a cross-border merger.

2. If all the companies participating in the merger so wish, the expert examination of the joint draft of the merger may be carried out in respect of all of them by the same reviewer or the company of revisers, which prepares a single report for all the shareholders of the participating companies.

3 - In the cases provided for in the preceding paragraph, when the choice of the participating companies falls to a Portuguese accountant or a Portuguese accounting company, their designation will be carried out by the Certified Accountants Association, which appoints the joint request of the interested companies.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-E

Form and advertising

The participation of companies established in Portugal in a cross-border merger shall be subject to the formal requirements and registration and publication provided for internal mergers, without prejudice to Article 117-H.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-F

Approval of the merger project

1. The joint draft of cross-border mergers shall be approved by the general meeting of each of the participating companies.

2 - The provisions of articles 102 and 103 shall apply to the approval of the common draft terms of merger by the general meetings of the participating companies with headquarters in Portugal.

3. The general meeting of any of the participating companies may make the cross-border merger subject to the condition that the provisions relating to the participation of employees in the company resulting from the cross-border merger are approved in that meeting.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-G

Pre-registry and registry of the merger

1. The competent authorities for the control of the legality of cross-border mergers are the commercial register services.

2 - The control of legality foreseen in the previous number covers the practice of the following acts:

a) The issue of a prior certificate, in respect of each of the participating companies which have their registered office in Portugal and at their request, attesting to the performance of the acts and formalities prior to the merger;

b) The supervision of the legality of the cross-border merger within the scope of its registration, provided that the company resulting from the merger is headquartered in Portugal.

3. The issuance of the certificate referred to in point a) of the preceding paragraph requires verification of completion of the pre-merger formalities, in accordance with applicable legal provisions, of the joint registered and published draft and reports of company bodies and experts, in this case, they should exist.

4. The control referred to in no. 2 b) shall be carried out, in particular, by checking the following elements:

a) Approval of the common draft terms of cross-border merger, on the same terms, by the companies participating in it;

b) To lay down provisions on employee participation, in accordance with the applicable legal rules, where this is necessary.

5. For the purposes of the control referred to in no. 2 b), the application for registration of the cross-border merger shall be submitted to the commercial register service by the participating companies together with the certificate referred to in no. 2 a) and the draft approved by the general meeting, within six months of the issue of the certificate.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-H

Effects of cross-border merger registry

With the registry of the cross-border merger in the commercial register, the effects foreseen in article 112 will take place.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-I

Incorporation of a company fully owned by another

1. The provisions of this section shall apply, with the exceptions set forth in the following paragraphs, to the incorporation by a company of another whose shares or parts are the sole owner, directly or by persons holding such holdings on behalf of own name.

2. The provisions relating to the exchange of shares or expert reports of the acquired company shall not apply in this case and the shareholders of the acquired company shall not become shareholders of the acquiring company.

3 - In these cases, the approval of the joint project of merger by the general meetings of the merging companies is not mandatory, and such approval may also be waived by the general meeting of the acquiring company provided that the requirements of Article 116 no. 3 are fulfilled.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-J

Merger by acquisition for total dominance

In cases where the acquiring company with shares or parts corresponding to at least 90% of the capital of the merged companies undertakes a cross-border merger by acquisition, expert reports as well as the documents necessary for in cases where the legislation governing the acquiring company or the acquiring companies having their head office in another State exempts such requirements from acquisitions that are wholly owned.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Article 117-L

Validity of the merger

A merger which has already begun to take effect pursuant to Article 117-H can't be declared void.

Amendments
• Added by Article 28 of the Law no. 19/2009 - Official Gazette no. 91/2009, Series I of 12 May 2009, in force from 11 June 2009

Chapter X

Demerger of companies

Article 118

(Notion of modalities)

1 - A company is allowed:

a) To highlight part of its assets in order to form another company;

b) To dissolve and divide up its assets, each of the resulting parties being intended to form a new company;

c) To highlight parts of its assets or to dissolve it, dividing its assets into two or more parts, to merge them with existing companies or parts of the assets of other companies, separated by the same processes and for the same purpose.

2 - The companies resulting from the demerger may be of a different type from the spreading company.

Article 119

(Demerger project)

It is the liability of the company's management to split up or, in the case of a merger-merger, to the administrations of the participating companies, jointly, to prepare the demerger project, which includes,

besides other elements necessary or convenient for a perfect knowledge of the operation, both in legal and economic aspects, the following elements:

a) The mode, reasons, conditions and objectives of the demerger for all participating companies;

b) The name, address, capital and registration number of each of the companies;

c) The participation that one of the companies has in the capital of another;

d) The complete list of assets to be transmitted to the acquiring company or to the new company and the values attributed to them;

e) In the case of a demerger, the balance sheet of each of the participating companies, prepared in accordance with Article 98 no. 1 d) and 98 no. 2;

f) The shares, shares or parts of the acquiring company or of the new company and, if applicable, the cash sums to be allocated to the shareholders of the company to be split up, specifying the exchange ratio of the shares and the shares bases of this relationship;

g) The arrangements for the delivery of the shares representing the capital of the companies resulting from the division;

h) The date from which the new participations grant the right to participate in profits, as well as any particularities relating to this right;

i) The date from which the operations of the split company are considered, from an accounting point of view, as being carried out on behalf of the company or companies resulting from the division;

j) The rights guaranteed by the companies resulting from the demerger to the shareholders of the spun-off company holding special rights;

l) Any special advantages attributed to the experts involved in the demerger and to the shareholders of the administrative or supervisory bodies of the companies participating in the demerger;

m) The draft amendments to the contract of the acquiring company or the draft contract of the new company;

n) Measures to protect creditors' rights;

o) Measures protecting the right of non-shareholders to participate in the company's profits;

p) The attribution of the contractual position of the company or companies involved, resulting from the employment contracts concluded with its employees, which are not extinguished due to the split.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 120

(Applicable provisions)

The provisions relating to the merger are applicable to the demerged of companies, with the necessary adaptations.

Article 121

(Exclusion of novation)

The attribution of debts of the demerged company to the acquiring company or to the new company does not require novation.

Article 122

(Liability for debt)

1 - The demerged company is jointly and severally liable for debts which, as a result of the demerge, were attributed to the acquiring company or to the new company.

2 - The companies receiving the income resulting from the demerger are jointly and severally liable, up to the value of those entries, for the debts of the demerged company prior to the registry of the division in the commercial registry; it may nevertheless be agreed that liability is merely joint.

3 - A company that, due to the solidarity prescribed in the preceding paragraphs, pays debts that have not been assigned to it, has a right of recourse against the principal debtor.

Article 123

(Simple demerger requirements)

1. The demerger provided for in Article 118 no. 1 a) may not:

a) If the value of the assets of the demerged company becomes less than the sum of the capital stock and the statutory reserve, and the corresponding capital reduction is not carried out prior to the demerge or together with it;

b) If the capital of the company to be demerged is not fully released.

2 - In the public limited companies, for the purposes of point a) of the preceding paragraph, the amount of supplementary payments made by the shareholders and not yet reimbursed shall be added.

3 - The verification of the conditions required in the preceding numbers shall be expressly stated in the opinions and reports of the administrative and supervisory bodies of the companies, as well as the statutory auditor or audit firm.

Article 124

(Detachable assets and liabilities)

1 - In the simple demerger, only the following elements can be assigned to the new company:

a) Investments in other companies, whether they constitute all or part of those held by the company to be demerged, for the formation of a new company whose exclusive purpose consists of the management of shareholdings;

b) Goods which in the assets of the company to be demerged are grouped, so as to form an economic unit.

2 - In the case of paragraph b) of the preceding paragraph, debts may be attributed to the new company which are economically related to the formation or operation of the unit referred to therein.

Article 125

(Capital reduction of the Company to demerge)

The reduction of the capital of the company to be demerged is subject only to the general scheme in so far as it is not contained in the total capital of the new companies.

Article 126

Demerger-dissolution - Extension

1 - The demerger-dissolution provided for in Article 118 no. 1 b) shall cover the entire assets of the company to be demerged.

2 - Since the decision on a demerger has not established the criterion for the attribution of assets or debts that are not included in the final demerge project, the assets will be divided among the new companies in proportion to the result of the demerger project; for debts will be jointly and severally liable to the new companies.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 127

(Participation in the new company)

Unless otherwise agreed upon by the parties concerned, the shareholders of the company dissolved by demerge-dissolution shall participate in each of the new companies in proportion to their first.

Article 127-A

Waiver of information requirements

In the demerger dissolution to be carried out in accordance with the provisions of the final part of the previous article, the preparation and provision of the balance sheet referred to in article 98, no. 1, point d) and of the reports of the corporate bodies and experts are not required.

Amendments
• Added by Article 3 of the Decree-Law no. 53/2011 - Official Gazette no. 73/2011, Series I of 13 April 2011, in force from 30 June 2011

Article 128

(Special demerger-merger requirements)

The requirements to which, by law or contract, are subject the transfer of certain assets or rights are not waived in the case of a demerger-merger.

Article 129

(Incorporation of new companies)

1 - In the incorporation of new companies, by simultaneous demerger-mergers of two or more companies, only those companies may intervene.

2 - The participation of the shareholders of the demerged company in the formation of the capital of the new company can't be higher than the value of the detached assets, net of the debts that conventionally accompany them.

Chapter XI

Transformation of companies

Article 130

(Notion and modalities)

1. Companies incorporated according to one of the types listed in Article 1 no. 2 may subsequently adopt one of these types, except where prohibited by law or contract.

2 - Companies incorporated pursuant to Article 980 et seq. of the Civil Code may subsequently adopt any of the types listed in article 1, no. 2, of this law.

3 - The transformation of a company, under the terms of the previous numbers, does not matter the dissolution of it, unless it is so decided by the shareholders.

4 - The provisions of this chapter apply to the two types of transformation allowed by the preceding paragraph.

5 - In case the dissolution has been deliberated, the legal or contractual provisions that regulate it will apply, if they are more demanding than the precepts related to the transformation. The new company automatically and globally succeeds the former company.

6 - The Company incorporated by transformation, in accordance with no. 2, automatically and totally succeeded the previous company.

Article 131

(Impediments to transformation)

1 - A company cannot become:

a) If the capital is not fully released or if the inputs agreed in the contract are not fully realized;

b) If the balance sheet of the company to be transformed shows that the value of its assets is less than the sum of the capital and statutory reserve;

c) If it opposes shareholders holding special rights that can't be maintained after the transformation;

d) If, in the case of a limited company, it has issued bonds convertible into shares which have not yet been fully reimbursed or converted.

2. The opposition provided for in paragraph c) of the preceding paragraph shall be deducted in writing, within the period established in article 137 no. 1, by the shareholders holding special rights.

3 - Corresponding special rights to certain categories of shares, the opposition can be deducted in the double of the period referred to in the previous number.

Article 132

(Report and call)

1 - The company's management shall organize a report justifying the transformation, which shall be accompanied by:

a) The balance sheet of the last fiscal year, provided that it has been closed in the six months prior to the date of the transformation resolution or a balance sheet reported to a date that does not precede the 1st day of the 3rd month prior to the transformation;

a) The balance sheet of the company to be transformed, which shall be the balance sheet of the last fiscal year, duly approved, closed less than six months before the processing resolution, or a balance sheet drawn up for that purpose;

b) The draft contract by which the company will be governed.

2 - In the report referred to in the preceding paragraph, the management shall ensure that the company's financial position has not changed significantly since the date on which the balance sheet in question is reported or, if not, indicate what has occurred.

3 - The provisions of articles 99 and 101 shall apply, with the necessary adaptations, and the documents shall be available to shareholders as from the date of the convening of the general meeting.

4 - The provisions of the preceding paragraphs shall not preclude approval of the transformation in accordance with Article 54, in which case the documents shall be available to the shareholders in advance for the convocation of the meeting.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 133

(Deliberative quorum)

1 - The transformation of the company must be deliberated by the shareholders, in the terms prescribed for the corresponding type of company, in this Code or in article 982 of the Civil Code.

2 - In addition to the requirements of the preceding paragraph, processing decisions that require all or some of the shareholders to assume unlimited liability are only valid if they are approved by the shareholders who must assume this liability.

Article 134

(Content of the deliberations)

The following must be deliberated separately:

a) The approval of the balance sheet or of the financial position, in accordance with paragraphs 1 and 2 of article 132;

b) The approval of the processing;

c) The approval of the agreement by which the company will be governed.

Article 135

(Public deed of transformation)

1 - The transformation must be recorded in a public deed, granted by the company's management.

2 - The deed shall indicate the transformation resolution, indicate the shareholders that have been exonerated and the amount of the liquidation of the corresponding shares or parts, as well as the value attributed to each share and the total amount paid to the exonerated shareholders, and will reproduce the new agreement , identifying the shareholders that remain in the company and the participation of each of them in the capital, according to what is determined by the rules applicable to the type of company adopted.

3 - The grantors of the deed shall declare under their liability that:

a) The rights of the exonerated shareholders may be satisfied without capital allocation, in accordance with article 32;

b) There was no objection within the time limits established in Article 131 no. 2 and no. 3.

4 - The deed may not be granted if, in the meantime, the assets of the company have become inferior to the capital.

Amendments
• Repealed by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 136

(Participations of the shareholders)

1 - Unless otherwise agreed by all interested shareholders, the nominal amount of each member's interest in the share capital and the proportion of each shareholding in respect of capital may not be changed in the transformation.

2 - The shareholders of industry, if applicable, will be allocated the participation of the capital that is agreed, reducing proportionally the participation of the remaining.

3 - The provisions of the preceding paragraphs do not prejudice the legal precepts that impose a minimum amount for the shareholders' interests.

Article 137

Right of exoneration of the shareholders

1 - If the law or the articles of association attribute to the shareholder who has voted against the transformation resolution the right to be exonerated, the shareholder may require, within one month of approval of the resolution, that the company acquires or does acquire their company participation.

2 - Shareholders who exonerate themselves from the company, in accordance with no. 1, shall receive the value of their participation calculated in accordance with article 105.

3 - (Repealed.)

4 - (Repealed.)

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 138

(Bondholders)

Whatever type the transformed company adopts, the rights of previously existing bondholders remain and continue to be governed by the rules applicable to such creditors.

Article 139

(Unlimited liability of shareholders)

1 - The transformation does not affect the personal and unlimited liability of the shareholders for the company debts previously contracted.

2 - The personal and unlimited liability of the shareholders, created by the transformation of the company, does not cover the company debts previously contracted.

Article 140

(Rights on the participations)

The real rights of enjoyment or security which, at the date of transformation, relate to shareholdings are maintained in the new participations.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 140-A

Registry of the transformation

1 - For the purpose of recording processing, any member of the administration shall declare in writing, under his liability and without dependence on special designation by the shareholders, that there has been no opposition to the transformation, in accordance with Article 131 no. 2 and no. 3 as well as, if necessary, reproduce the new contract.

2 - Without prejudice to the provisions of the preceding paragraph, if any shareholder exercises the right to exonerate, in accordance with article 137, the member of the administration shall:

a) Declare which shareholders have been discharged and the amount of liquidation of the corresponding shares or parts, as well as the value attributed to each share and the total amount paid to the shareholders exonerated;

b) Declare that the rights of the exonerated shareholders can be satisfied without capital allocation, in accordance with article 32;

c) Identify the shareholders that remain in the company and the participation of each one of them in the capital, according to what is determined by the rules applicable to the type of company adopted.

Amendments
• Rectified by the Rectification no. 28-A/2006 - Official Gazette no. 102/2006, 1st Supplement, Series I-A of 26 March 2006, in force from 30 June 2006

• Added by Article 3 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Chapter XII

Dissolution of the company

Article 141

Cases of immediate dissolution

1 - The company dissolves in the cases provided for in the contract and also:

a) By the expiry of the period laid down in the contract;

b) By resolution of the shareholders;

c) For the complete accomplishment of the contractual object;

d) For the illegality supervenient of the object contractual;

e) For the declaration of insolvency of the company.

2 - In cases of immediate dissolution referred to in points a), c) and d) of the preceding paragraph, the shareholders may resolve, by a simple majority of the votes produced at the meeting, the recognition of dissolution and any shareholder, successor of a shareholder, company creditor or unlimited liability shareholder creditor to promote notarial justification or simplified justification procedure.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 19/2005 - Official Gazette no. 12/2005, Series I-A of 18 January 2005, in force from 23 January 2005, takes effect from 31 December 2004.

• Amended by Article 1 of the Decree-Law no. 162/2002 - Official Gazette no. 158/2002, Series I-A of 11 July 2002, in force from 12 July 2002

Article 142

Causes of administrative dissolution or by resolution of the shareholders

1. The administrative dissolution of the company may be requested on the basis of the law or the contract and when:

a) For a period exceeding one year, the number of shareholders is less than the minimum required by law, unless one of the shareholders is a public legal person or entity treated as such by law for that purpose;

b) The activity constituting the contractual object becomes in fact impossible;

c) The company has not carried out any activity for two consecutive years;

d) The company actually carries out an activity not included in the contractual object.

2 - If the law says nothing about the effect of a predicted case as a ground for dissolution or doubtful the meaning of the contract, it is understood that dissolution is not immediate.

3 - In the cases provided for in no. 1, shareholders may, by an absolute majority of the votes cast at the meeting, dissolve the company, based on the event that occurred.

4 - The company is considered dissolved from the date of the resolution provided for in the previous number, but, if the resolution is judicially challenged, the dissolution occurs on the date of the sentence of res judicata.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 143

Causes of official dissolution

The competent registry office must initiate the administrative procedure for dissolution, if it has not yet been initiated by the parties concerned, where:

a) For two consecutive years, the company has not deposited the accounting documents and the tax administration has informed the competent registry office of the omission of delivery of the tax return for the same period;

b) The tax administration has notified to the competent registry service the absence of effective activity of the company, verified in accordance with the tax legislation;

c) The tax administration has communicated to the competent registry service the unofficial declaration of the cessation of the company's activity, under the terms established in the tax legislation.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 144

Scheme of the administrative procedure for dissolution

The administrative procedure for dissolution shall be governed by a specific instrument.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 145

Form and registry of dissolution

1 - The dissolution of the company does not depend in a special way in the cases in which it was decided by the general meeting.

2 - In the cases referred to in the preceding paragraph, the management of the company or liquidators shall request the registration of the dissolution in the competent registry service and any shareholder has that right, at the company's expense.

3 - (Repealed)

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 36/2000 - Official Gazette no. 62/2000, Series I-A of 14 March 2000, in force from 1 May 2000

Chapter XIII

Liquidation of the company

Article 146

(General rules)

1 - Unless otherwise provided by law, the dissolved company shall immediately be liquidated, in accordance with the following articles of this chapter, in the cases of insolvency and in the cases expressly provided for in the law of liquidation, corresponding laws of process.

2. The company in liquidation shall maintain its legal personality and, unless otherwise provided by the subsequent provisions or by the method of liquidation, the provisions governing undissolved companies shall continue to apply to it, mutatis mutandis.

3 - Upon dissolution, the words 'company in liquidation' or 'in liquidation' shall be added to the company's name.

4 - The articles of association may stipulate that the liquidation is made by administrative means, and the shareholders may also decide to do so with the majority required for the amendment of the contract.

5 - The articles of association and the resolutions of the shareholders may regulate the liquidation in all that is not provided in the following articles.

6 - In cases in which administrative dissolution has taken place by means of an unofficial procedure, the liquidation is also promoted on its own initiative by the competent registry service.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 147

(Immediate share)

1 - Without prejudice to the provisions of article 148, if, at the time of dissolution, the company does not have debts, the shareholders may immediately proceed to the sharing of company assets, in the manner prescribed in article 156.

2 - Debts of a fiscal nature not yet due at the date of dissolution do not preclude sharing under the terms of the preceding paragraph, but for such debts all shareholders are unlimited and jointly liable, although they reserve in any way the amounts they estimate for their payment.

Article 148

(Global settlement)

1 - The articles of association or a resolution of the shareholders may determine that all the assets and liabilities of the dissolved company be transmitted to some or some shareholders, others being informed by money, provided that the transfer is preceded by written agreement of all the creditors of company.

2. The provisions of Article 147 no. 2 shall apply.

Article 149

(Preliminary liquidation operations)

1 - Before beginning the liquidation, the documents of the company's accounts, as of the date of dissolution, must be organized and approved, in accordance with this law.

2 - The administration must comply with the provisions of the previous number within 60 days after the dissolution of the company; if it does not do so, that duty lies with the liquidators.

3 - The refusal to deliver to the liquidators all books, documents and assets of the company constitutes an impediment to the exercise of the position, for the purposes of articles 1500 and 1501 of the Code of Civil Procedure.

Article 150

(Duration of the liquidation)

1 - The liquidation must be closed, and the share approved within two years from the date on which the company is considered dissolved, without prejudice to a shorter term agreed in the agreement or fixed by resolution of the shareholders.

2 - The period established in the previous number can only be extended by resolution of the shareholders and for a period not exceeding one year.

3 - After the deadlines provided for in the previous paragraphs have not been applied for, the competent registry office shall, of its own motion, institute liquidation by administrative means.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 151

(Liquidators)

1 - Except as otherwise provided in the articles of association or deliberation to the contrary, the shareholders of the company's management shall become liquidators of said company from the moment it is considered dissolved.

2 - At any time and without dependence on due cause, the shareholders may decide to dismiss liquidators, as well as appoint new liquidators, in addition to or in place of existing ones.

3 - The audit board, any shareholder or creditor of the company may request the dismissal of the liquidator by administrative means, based on due cause.

4 - In the absence of any liquidator, the audit board, any member or creditor of the company may request the corresponding appointment by administrative means to the competent registry service, with liquidation continuing the terms set forth in this Code.

5 - A legal person may not be appointed liquidator, except law firms or statutory auditors.

6 - Without prejudice to a clause of the articles of association or to a decision to the contrary, where there is more than one liquidator, each has equal and independent powers for the acts of liquidation, except for those of alienation of assets of the company, for which it is necessary intervention of at least two liquidators.

7 - Decisions on the appointment or removal of liquidators and the granting of any of the powers referred to in Article 152 no. 2 shall be registered with the competent registry office.

8 - The functions of liquidators shall end with the extinction of the company, without prejudice, however, to the provisions of Articles 162 to 164.

9 - Remuneration of liquidators shall be determined by resolution of the shareholders and shall be the liability of the liquidation.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 152

(Obligations, powers and liability of the liquidators)

1 - Subject to the provisions of the law applicable to them and limitations resulting from the nature of their duties, liquidators generally have the obligations, powers and liability of the shareholders of the company's board of directors.

2 - By resolution of the shareholders, the liquidator may be authorized to:

a) Continue temporarily the previous activity of the company;

b) Borrow loans necessary for the liquidation;

c) Proceed to the global disposal of the assets of the company;

d) Proceed to the transfer of the establishment of the company.

3. The liquidator shall:

a) Finalize the pending business;

b) Fulfill the obligations of company;

c) Charge the credits of the company;

d) Reduce residual assets to cash, except as provided for in Article 156 no. 1;

e) Suggest the sharing of company assets.

Article 153

(Requirement of debits and credits of the company)

1 - Except in cases of bankruptcy or a different agreement between the company and its creditor, the dissolution of the company does not make debts of the company payable, but liquidators may anticipate their payment, although the deadlines have been established for the benefit of creditors.

2 - Claims on third parties and on shareholders for debts not included in the following number shall be claimed by the liquidators, although the deadlines have been established for the benefit of the company.

3 - The clauses of deferment of the supply of entries expire on the date of dissolution of the company, but liquidators may only demand from these debts of the shareholders the sums that are necessary to satisfy the liabilities of the company and the expenses of liquidation, after exhausting the assets security, but not including claims in litigation or considered uncollectible.

Article 154

(Liquidation of company liabilities)

1 - Liquidators shall pay all debts of the company for which the company asset is sufficient.

2 - In case the circumstances provided for in article 841 of the Civil Code are verified, the liquidators must deposit in the object of the service; this consignment can’t be revoked by the company, unless it proves that the debt was extinguished by another fact.

3 - In relation to debts in dispute, liquidators must protect the creditor's possible rights by means of a bond, provided under the terms of the Civil Procedure Code.

Article 155

(Annual accounts of liquidators)

1. The liquidators shall provide liquidation accounts in the first three months of each calendar year, which shall be accompanied by a detailed report on the status of the liquidation.

2 - The report and the annual accounts of the liquidators shall be organized, appraised and approved in accordance with the terms prescribed for the administrative accounts, with the necessary adaptations.

Article 156

(Sharing of the remaining assets)

1 - The remaining assets, after being satisfied or handled in accordance with article 154, the rights of the company's creditors, may be shared in kind, if so provided in the contract or if the shareholders unanimously decide it.

2 - The remainder of the assets shall be used first to reimburse the amount of the actual receipts; this amount is the proportion of capital corresponding to each shareholder, without prejudice to the provisions of the contract in case the assets with which the shareholder made the entry have a value greater than that nominal fraction.

3 - If the full reimbursement can't be made, the existing asset is distributed by the shareholders, so that the difference for less falls on each of them in proportion to the share that competes in the losses of the company; to that end, account shall be taken of the part of the income due from the shareholders.

4 - If, after the full refund has been made, the balance is recorded, it must be apportioned in proportion to the distribution of profits.

5. The liquidators may exclude from the sharing the estimated amounts for liquidation charges until the extinction of the company.

Article 157

(Report, final accounts and resolution of the shareholders)

1 - The final accounts of the liquidators shall be accompanied by a complete report on the liquidation and a project for the sharing of the remaining assets.

2. The liquidators shall expressly state in the report that all the rights of the creditors are satisfied or safeguarded and that the corresponding receipts and evidentiary documents may be examined by the shareholders.

3 - The final accounts shall be organized in such a way as to distinguish the results of liquidation transactions carried out by the liquidators and the distribution map according to the submitted project.

4 - The report and the final accounts of the liquidators must be submitted to a resolution of the shareholders, who designate the depositary of the books, documents and other elements of the bookkeeping of the company, which must be kept for a period of five year.

Article 158

(Liability of liquidators to company creditors)

1 - Liquidators who, by fault, in the documents presented to the assembly for the purposes of the previous article falsely indicate that the rights of all the creditors of the company are satisfied or handled, under the terms of this law, are personally liable if the sharing takes place, to creditors whose rights have not been satisfied or handled.

2 - Liquidators whose liability has been undertaken, under the terms of the previous number, shall enjoy a right of recourse against the former shareholders, unless they have acted with intent.

Article 159

(Delivery of shared goods)

1 - After liquidation of the shareholders and in accordance therewith, the liquidators shall deliver the assets that are shared by each one of them, and such liquidators shall perform the necessary procedures for the transfer of the assets assigned to the shareholders, when such formalities are required.

2 - The deposit shall be admitted in accordance with the general terms.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 160

(Commercial registry)

1 - Liquidators shall request the registry of the closure of the liquidation.

2 - The company shall be deemed to be extinguished, even between the shareholders and without prejudice to the provisions of Articles 162 to 164, by recording the closure of the liquidation

Article 161

(Resume of the activity)

1 - The shareholders may deliberate, in compliance with the provisions of this article, that the liquidation of the company ends, and the company resumes its activity.

2 - The deliberation shall be taken by the number of votes that the law or the articles of association require for the resolution of dissolution, unless a higher majority or other requirements have been stipulated for this purpose.

3 - The deliberation can't be taken:

a) Before the liability has been settled in accordance with Article 154, with the exception of claims whose repayment on liquidation is expressly waived by the corresponding holders;

b) As long as some cause of dissolution persists;

c) If the settlement balance does not cover the capital stock, unless it is reduced.

4 - For the purposes of point b) of the preceding paragraph, the same resolution may take the necessary measures to terminate some cause of dissolution; in the cases provided for in Articles 142 no. 1 a) and 464 no. 3, the determination is effective only when the legal number of shareholders has actually been reconstituted; in the case of dissolution on death of the member, the concurring vote of the successors in the deliberation referred to in no. 1 is not enough, but necessary.

5 - If the decision is taken after the commencement of the share, the shareholder whose shareholding is significantly reduced in relation to the one previously held by the shareholder may be exonerated from the company.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 162

(Pending shares)

1. The shares in which the company is a part shall continue after its extinction, which shall be deemed to be replaced by the majority of the shareholders represented by the liquidators, in accordance with Articles 163, paragraphs 2, 4 and 5 and 164 , paragraphs 2 and 5.

2 - The instance is not suspended nor is it necessary to enable.

Article 163

(Supervening liabilities)

1 - Upon liquidation and extinction of the company, the former shareholders shall be liable for the unsatisfied or disallowed company liabilities, up to the amount they received in the share, without prejudice to the provisions for unlimited liability shareholders.

2 - The actions necessary for the purposes referred to in the preceding paragraph may be proposed against the generality of the shareholders, in the person of the liquidators, who are considered legal representatives of those for this purpose, including citation; any of the shareholders may act as an assistant; without prejudice to the exceptions provided for in article 341 of the Code of Civil Procedure, the judgment rendered in respect of the generality of the shareholders shall be the case with respect to each of them.

3 - The former shareholder who satisfies some debt, under the provisions of no. 1, has the right to return against the others, in order to respect the proportion of each one in profits and losses.

4. The liquidators shall inform the former shareholders of the action as quickly as possible and may require such an adequate provision for judicial charges.

5 - Liquidators may not exonerate themselves from the duties assigned in this article, these functions being exercised, when deceased, by the last managers or administrators or, in the event of their death, by the shareholders, in descending order of their participation in the company's capital.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 164

(Supervening assets)

1 - Once the liquidation is closed and the company is extinguished, the existence of non-shared assets, it is the liability of the liquidators to propose additional sharing by the former shareholders, reducing the assets to money, if the sharing in kind is not unanimously agreed.

2 - The actions for recovery of credits of the company covered by the previous number can be proposed by the liquidators, who, for this purpose, are considered legal representatives of the generality of the shareholders; any of these may, however, propose action limited to their interest.

3 - The judgment rendered in respect of the generality of the shareholder shall be a matter of res judicata for each of them and may be executed individually, to the extent of their interests.

4. The provisions of Article 163 no. 4 shall apply.

5 - In case of death of the liquidators, the provisions of article 163, no. 5 shall apply.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 165

(Liquidation in the case of invalidity of the contract)

1 - Once the articles of association have been declared null and void, the shareholders must proceed to the liquidation, in accordance with the previous articles, with the following specialties:

a) Liquidators shall be appointed, unless the company has not commenced its activity;

b) The extrajudicial liquidation period is two years from the declaration of nullity or annulment of the contract, and can only be extended by the court;

c) The resolutions of the shareholders shall be taken in the manner prescribed for companies in a collective name;

d) Sharing will be done according to the rules stipulated in the contract, unless such rules are in themselves invalid;

e) Only a document will be registered if the incorporation of the company is registered.

2 - In the cases provided for in the preceding paragraph, any member, creditor of the company or creditor of unlimited liability may request the liquidation before the liquidation by the shareholders has begun, or the judicial continuation of the liquidation initiated, if it has not ended in legal time.

Chapter XIV

Publication of company events

Article 166

(Acts subject to registry)

Acts related to the company are subject to registry and publication in accordance with the correspondent law.

Article 167

(Mandatory publications)

1 - Mandatory publications must be made, at the company's expense, on a publicly accessible website, regulated by an order of the Minister of Justice, in which the information that is the object of publicity can be accessed, in particular chronological order.

2 - (Repealed).

Amendments

• Amended by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 17 of the Decree-Law no. 111/2005 - Official Gazette no. 130/2005, Series I-A of 8 July 2005, in force from 1 January 2006

• Rectified by Article 13 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series I-A of 13 November 1999, in force from 1 March 2000

Article 168

(Absence of registry or publication)

1 - Third parties may take advantage of acts whose registry and publication have not been carried out, unless the law deprives them of all effects or specify for what purpose third parties may take advantage of them.

2 - The company may not oppose third parties whose publication is mandatory without its being done, unless the company proves that the act is registered and that the third party has knowledge of it.

3 - In respect of transactions carried out before the publication of sixteen days have elapsed, the acts are not enforceable by the company to third parties who prove that they were unable during that period to become aware of the publication.

4 - Acts that are subject to registry, but which must not be published, can't be opposed by the company to third parties until such time as the registry is carried out.

5 - Actions to declare nullity or annulment of company proceedings cannot be continued until there is proof that registry has been requested; in proceedings for the suspension of such deliberations, the decision shall not be rendered until such evidence is provided.

Article 169

(Liability for advertising disagreements)

1 - The company is liable for damages caused to third parties by the discrepancies between the content of the acts practiced, the content of the registry and the content of the publications, when attributable to managers, administrators, liquidators or representatives.

2 - The persons who have the duty to request the registry and to make the publications must also take the necessary measures to solve, as soon as possible, the disagreements between the act practiced, the registry and the publications.

3 - In the event of a discrepancy between the content of the act contained in the publications and that contained in the registry, the company may not oppose the published text to a third party, but the latter may prevail over it, unless the company proves that the text of the registry.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 170

(Effectiveness of acts towards the company)

The effectiveness of a company which, according to the law, must be notified or communicated to it does not depend on registry or publication.

Article 171

Mentions in external acts

1 - Notwithstanding other particulars required by special laws, in all contracts, correspondence, publications, advertisements, websites and, in general, in all external activity, companies shall clearly indicate, in addition to the signature, the type, the registered office, the registry office where they are registered, their registration number and the identification number of the legal person and, where appropriate, the indication that the company is in liquidation.

2 - Joint-stock companies, anonymous and limited by shares, must also indicate the share capital, the amount of paid-up capital, if different, and the amount of equity, according to the last approved balance sheet, whenever this is equal to or less than half of the share capital.

3 - The provisions of no. 1 shall apply to the branches of companies established abroad, which shall, in addition to the elements mentioned therein, also indicate the registry of the registry in which they are registered and their registration number in that registry.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 17 of the Decree-Law no. 111/2005 - Official Gazette no. 130/2005, Series I-A of 8 July 2005, in force from 13 July 2006

• Rectified by the Rectification Statement no. 7/2005 – Official Gazette no. 35/2005, Series I-A de of 18 February 2005, in force from 23 January 2005

• Amended by Article 1 of the Decree-Law no. 19/2005 - Official Gazette no. 12/2005, Series I-A of 18 January 2005, in force from 23 January 2005, takes effect from 31 December 2004.

• Amended by Article 1 of the Decree-Law no. 225/92 - Official Gazette no. 243/1992, Series I-A of 21 October 1992, in force from 26 October 1992

Chapter XV

Inspection by the Public Prosecution

Article 172

(Legal liquidation request)

If the articles of association were not legally concluded or their subject matter is or becomes unlawful or contrary to public policy, the Public Prosecution must request, without being dependent on a declaratory action, the legal liquidation of the company, if the liquidation initiated by the shareholders or is not completed within the legal deadline.

Article 173

(Regularization of the company)

1 - Before taking the measures determined in the previous article, the Public Prosecution must notify the company or the shareholders by legal means, in a reasonable time, to regularize the situation.

2 - The situation of companies may also be regularized until the final judgment of the action brought by the Public Prosecution is final.

3 - The provisions of the previous numbers do not apply to companies that are null and void because their subject matter is unlawful or contrary to public order.

Chapter XVI

Prescription

Article 174

(Prescription)

1. The rights of the company against the founders, shareholders, managers, administrators, members of the supervisory board and of the general and supervisory board, statutory auditors and liquidators, as well as their rights against the company, shall lapse within a period of five years from the verification of the following facts:

a) The beginning of the default, as regards the obligation to raise capital or additional benefits;

b) The termination of the deceitful or guilty conduct of the founder, manager, administrator, member of the supervisory board, supervisory board, auditor or liquidator or its disclosure, if it has been concealed, and the production of the damage, without necessity that it has been fully verified, in relation to the obligation to indemnify the company;

c) The date on which the transfer of shares or parts becomes effective with the company as to the liability of the transferors;

d) The maturity of any other obligation;

e) The practice of the act in relation to acts performed in the name of an irregular company due to lack of form or registration.

2 - The rights of shareholders and third parties, due to liability of founders, managers, administrators, members of the supervisory board or of the general council and of the shareholders of the board of directors, shall be prescribed within five years from the moment referred to in point b) statutory auditors, as well as shareholders, in the cases provided for in Articles 82 and 83.

3 - The credit rights of third parties against the company, exercisable against the former shareholders and those demanded by them against third parties, shall be established within a period of five years from the date of the company's extinction registration, in accordance with Articles 163 and 164 If, due to other precepts, they do not prescribe before the end of that period.

4 - The rights of compensation referred to in Article 114 shall be imposed within five years from the date of definitive registration of the merger.

5 - If the unlawful act resulting from the obligation constitutes a crime for which the law establishes a period of time subject to a longer period, this shall be the applicable period.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Title II

Partnership

Chapter I

Characteristics and articles

Article 175

(Characteristics)

1 - In a partnership, the shareholder, in addition to being individually liable for his/her entry, shall be liable for the obligations contracted to the company and jointly and severally with the other shareholders.

2 - The shareholder does not respond to the obligations of the company contracted after the date of leaving but responds to the obligations contracted prior to the date of its entry.

3. A shareholder who satisfies the obligations of the company shall have the right of recourse against the other shareholders insofar as the payment made exceeds the amount that would be payable under the rules applicable to his participation in the loss of rights.

4 - The provisions of the previous number also apply in the case of a shareholder having fulfilled obligations of the company, in order to avoid that it is attempted against execution.

Article 176

(Content of the articles)

1 - The articles of association in a partnership shall include in particular:

a) The type and characterization of the entry of each shareholder, in industry or goods, as well as the value attributed to the goods;

b) The value attributed to the industry with which the shareholders contribute, for the effect of the distribution of profits and losses;

c) The capital part corresponding to the entry with assets of each shareholder.

2 - Securities representative of units may not be issued.

Article 177

(Denomination)

1 - The denomination of the partnership must, when not all shareholders are identified, contain at least the name or designation of one of them, with the addition, abbreviated or in words, "and Company" or any other that indicates the existence of other shareholders.

2 - If anyone who is not a shareholder of the company includes his name or company name in the company, he will be subject to the liability imposed on the shareholders in article 175.

Article 178

(Shareholders of industry)

1 - The value of the contribution in the shareholder's industry is not included in the share capital.

2 - The shareholders of industry do not respond, in internal relations, by the company losses, unless clause to the opposite of the agreement of company.

3 - When, according to the final part of the preceding paragraph, the shareholder of industry accounts for company losses and therefore contributes with capital, it will be composed, by proportional reduction of the other social units, a share of capital corresponding to that contribution.

4 - (Repealed).

Amendments
• Amended by Article 61 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 179

(Liability for the value of the contributions)

The verification of the contributions in kind, determined in article 28, may be substituted by express assumption by the shareholders, in the articles of association, of joint and several liability, but not subsidiary, by the value attributed to the assets.

Article 180

(Prohibition of competition and participation in other companies)

1 - No shareholder may exercise, on his own or another's behalf, an activity concurrent with that of the company nor be a member of unlimited liability in another company, except with the express consent of all other shareholders.

2 – A shareholder who violates the provisions of the preceding paragraph shall be liable for damages caused to company; in lieu of compensation for that liability, the company may require that the business carried out by the shareholder on his own account be considered to be carried out on behalf of the company and that the shareholder shall deliver the own profits resulting from the business carried out by him, on behalf of others, or assign him his rights to such benefits.

3 - A competitor is understood to be any activity covered by the object of the company, although in fact it is not being exercised by it.

4 - The self-employed exercise shall include the participation of at least 20% in the capital or in the profits of a company in which the member assumes limited liability.

5 - Consent is presumed if the exercise of the activity or participation in another company is prior to the entry of the shareholder and all other shareholders are aware of these facts.

Article 181

(Shareholders' right to information)

1 – The managers must provide any shareholder who requests true, complete and informative information about the management of the company, as well as providing the company with its books, books and documents at its registered office. The information will be given in writing, if so requested.

2 - Information may be requested on acts already carried out or on acts whose practice is expected, when they are likely to cause its perpetrator to incur liability, in accordance with the law.

3 - The consultation of books, books or documents must be done personally by the shareholder, who can be assisted by a statutory auditor or another expert, as well as using the faculty recognized by Article 576 of the Civil Code.

4 - The shareholder can inspect the company assets in the conditions referred to in the previous numbers.

5 - A shareholder who uses the information obtained in a way that unfairly damages the company or other shareholders is liable, in general terms, for the damages caused to them and is subject to exclusion.

6 - In the event that the shareholder is refused the exercise of the rights granted in the previous numbers, he may request a judicial inquiry under the terms of article 450.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 182

Transfer between live social parts

1 - The share of a shareholder can only be transmitted, by act between living partners, with the express consent of the other shareholders.

2 - The transfer of the part of a shareholder must be registered in writing.

3 - The provisions of the preceding paragraphs shall apply to the constitution of the rights of real enjoyment on the part of the member.

4 - The transfer of the share of the shareholder becomes effective with the company as soon as it is communicated to him in writing or recognized by it expressly or tacitly.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 237/2001 - Official Gazette no. 201/2001, Series I-A of 21 October 1992, in force from 26 October 1992

Article 183

(Execution on a member’s share)

1 - The creditor of the shareholder can’t execute the share of the shareholder in the company, but only the right to profits and the liquidation share.

2. Once the rights referred to in the previous paragraph have been seized, the creditor may, within a period of fifteen days following the notification of this fact, request that the company be notified within a reasonable period of time not to exceed 180 days, to liquidate the party.

3 - If the company demonstrates that the debtor member has other assets sufficient to satisfy the debt, the execution will continue on those assets.

4. If the company proves that the share of the shareholder can't be liquidated pursuant to Article 188, execution on the right to profits and the liquidation share shall continue, but the creditor may request that the company be dissolved.

5 - In the sale or adjudication of the rights referred to in the preceding paragraph, the other shareholders shall enjoy the preemptive rights and, when more than one wishes to exercise them, they shall be allocated in proportion to the value of their corresponding shares.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement – Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 184

(Death of a shareholder)

1 - In the event of the death of a shareholder, if the articles of association stipulate otherwise, the other shareholders or the company must satisfy the successor to whom the rights of the deceased fit the corresponding value, unless they choose to dissolve the company and communicate it to the successor within 90 days of the date on which they became aware of that fact.

2 - The surviving shareholders may also continue the partnership with the successor of the deceased, if he lends his express consent to this, which can't be exempted in the articles of association.

3 - Being several successors on the part of the deceased, they can freely divide it among themselves or head it in some or in some of them.

4 - If any of the successors on the part of the deceased is unable to assume the status of shareholder, the remaining shareholders may resolve within 90 days after the knowledge of the fact the transformation of the company, so that the incapable become a member of limited liability.

5 - In the absence of the resolution provided for in the preceding paragraph, the remaining shareholders must take a new resolution within the next 90 days, choosing between the dissolution of the company and the liquidation of the part of the deceased shareholder.

6 - If the shareholders do not take any of the deliberations provided for in the previous number, the representative of the inability to request the judicial exoneration of his represented or, if this is not legally possible, the dissolution of the company by administrative means.

7 - Once the company is dissolved or if the deceased shareholder's share is to be liquidated, it is understood that from the date of death of the shareholder, all rights and obligations inherent to the company are extinguished, with succession operating only in relation to the right to the product of liquidation of said party, reported on that date and determined in accordance with the provisions of article 1021 of the Civil Code.

8 - The provisions of this article apply to the case that the part of the deceased shareholder composes the mediation of his/her spouse.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 185

(Exoneration of a shareholder)

1 - Every shareholder has the right to exonerate from company in the cases provided for by law or contract and also:

a) If the duration of the company is not fixed in the contract or if it has been established for the whole life of a shareholder or for a period of more than 30 years, provided that the exonerated shareholder has been a shareholder for at least ten years;

b) When due cause occurs.

2 - It is understood that there is due cause of exoneration of a shareholder when, against his/her express vote:

a) The company does not deliberate to remove a manager, having due cause for it;

b) The company does not deliberate to exclude a shareholder, due cause of exclusion;

c) The said shareholder is removed from the management of the company.

3 - When the shareholder wishes to be exonerated based on the occurrence of due cause, he/she must exercise his/her right within a period of 90 days from the one in which he/she became aware of the fact that allows the exoneration.

4 - The exoneration will only become effective at the end of the year in which the corresponding communication is made, but never before three months after this communication.

5 - The exonerated shareholder is entitled to the value of his social part, calculated in accordance with the provisions of article 105, no. 2, with reference to the moment when the exoneration becomes effective.

Article 186

(Exclusion of a shareholder)

1 - The company may exclude a shareholder in the cases provided by law and contract and also:

a) When it is attributed a serious breach of its obligations to the company, namely the prohibition of competition prescribed by article 180, or when it is dismissed from management on grounds of due cause that consists of a wrongful act that could cause harm to company ;

b) In case of follow-up of an adult, when this results from the judicial decision of monitoring, or occurrence of declaration of insolvency;

c) When, as the shareholder of industry, it is impossible to provide the company with the services to which it was obligated.

2. The exclusion shall be decided by three quarters of the votes of the remaining shareholders if the contract does not require a higher majority within 90 days after the one in which one of the managers took cognizance of the fact that allows the exclusion.

3 - If the company has only two shareholders, the exclusion of any of them, based on some of the facts provided for in paragraphs a) and c) of no. 1, can only be decreed by the court.

4 - The excluded shareholder is entitled to the value of its share, calculated in accordance with Article 105 no. 2, with reference to the moment of the exclusion decision.

5 - If, due to the provisions of article 188, the social part can't be liquidated, the shareholder retakes the right to the profits and the liquidation share until payment is made.

Amendments
• Amended by Article 10 of the Decree-Law no. 49/2018 - Official Gazette no. 156/2018, Series I of 14 August 2018, in force from 10 February 2019

• Rectified by the Statement – Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 187

(Destination of the extinct social part)

1 - If the extinction of the social part is not accompanied by the corresponding reduction of capital, the corresponding nominal value is added to the other parties, according to the ratio between them, and the articles of association must be amended accordingly.

2 - However, it may be stipulated in the articles of association or the shareholders may unanimously decide that one or more shares, whose total nominal value is equal to the one that has been extinguished, but always for immediate transfer to shareholders or to third parties.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Article 188

(Liquidation of the part)

1 - In any case it is lawful the liquidation of the part in a company not yet dissolved if the net situation of the company becomes for that reason inferior to the amount of the social capital.

2. The part shall be liquidated in accordance with Article 1021 of the Civil Code and it shall be assessed in accordance with Article 105 no. 2, with reference to the moment of occurrence or effectiveness of the determining factor of the liquidation.

Article 188-A

Registry of social parts

To the registry of shares shall be applied, mutatis mutandis, the provisions on the registry of shares.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

Chapter II

Resolutions of the shareholders and management

Article 189

(Resolutions of the shareholders)

1 - The provisions for companies by shares in all that the law or the articles of association do not dispose differently to the decisions of the shareholders and to the convening and operation of the general meetings.

2 - Decisions shall be taken by a simple majority of the votes cast, when the law or contract does not have different provisions.

3 - In addition to other matters mentioned in the law or in the contract, the shareholders of the board of directors must determine the management report and the financial statements, the application of the results, the resolution on the proposition, transaction or withdrawal of shares of the company against shareholders or managers, the appointment of trade managers and the consent referred to in Article 180 no. 1.

4 - In general meetings, the shareholder can only be represented by his/her spouse, by an ascendant or descendant or by another shareholder, suffice for that purpose a letter addressed to the company.

5 - The minutes of the meetings of the general meetings shall be signed by all the shareholders or their representatives who participated in them.

Article 190

(Voting right)

1 - Each shareholder has one vote, unless another criterion is determined in the articles of association, without, however, the right to vote being able to be deleted.

2 - The shareholder of industry shall always have at least votes equal to the lowest number of votes attributed to shareholders.

Article 191

Composition of the management

1 - In the absence of a stipulation to the contrary and except as provided for in no. 3, all shareholders are managers, whether they have formed the company or acquired that quality later.

2 - By unanimous deliberation of the shareholders, third parties may be assigned as managers.

3 - A corporate legal person may not be a manager, but, except in the case of a contractual prohibition, may appoint a natural person to hold that position in his or her own name.

4 - The shareholder who has been designated manager by special clause of the company contract can only be removed from the management in action brought by the company or another shareholder, against him and against the company, based on due cause.

5 - A shareholder who exercises management under the provisions of no. 1 or who has been designated manager by resolution of the shareholder may only be removed from management by resolution of the shareholders, based on due cause, except when the company contact differently.

6 - Non-shareholding managers may be removed from management by resolution of the shareholders, regardless of due cause.

7 - If the company has only two shareholders, the dismissal of any of them from management, based on due cause, only by the court can be decided, in action brought by the other against the company.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 192

Competences of the managers

1 – The managers shall be responsible for the management and the representation of the company.

2 - The competence of managers, both to manage and to represent the company, must always be exercised within the limits of the corporate object and, under the contract, may be subject to other limitations or constraints.

3 - The company can't contest business celebrated in its name, but lack of powers, by the managers, if such businesses have been confirmed, expressly or tacitly, by unanimous decision of the shareholders.

4 - The businesses referred to in the previous number, when not confirmed, are not susceptible of challenge by the third parties in them that were aware of the infraction committed by the manager; registration or publication of the contact does not presume this knowledge.

5 - Management is presumed to be remunerated; the amount of the remuneration of each manager, when not excluded by the contract, shall be fixed by resolution of the shareholders.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 193

Operation of the management

1 - Unless otherwise agreed, with more than one manager, all have equal and independent powers to manage and represent the company, but any one of them may oppose the acts that others intend to perform, and most managers have to decide on the opposition merit.

2 - The opposition referred to in the preceding paragraph is ineffective towards third parties, unless they have been aware of it.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Chapter III

Amendments to the articles

Article 194

(Amendments to the articles)

1 - Only by unanimity can any amendments be made to the articles of association, or the merger, demerger, transformation and dissolution of the company may be deliberated, unless the agreement authorizes a majority decision, which may not be less than three-fourths of all shareholders' votes.

2 - Also by unanimity can be deliberated the admission of new shareholder.

Chapter IV

Dissolution and liquidation of the company

Article 195

(Dissolution and liquidation)

1 - In addition to the cases provided by law, the company may be dissolved:

a) At the request of the successor of the deceased shareholder, if the liquidation of the company cannot be undertaken pursuant to the provisions of Article 188 no. 1;

b) At the request of the shareholder wishing to be exonerated under Article 185 no. 2 a) and b), if the share can't be liquidated pursuant to Article 188 1.

2 - Under the terms and for the purposes of article 153, no. 3, liquidators must claim from shareholders, in addition to the debts of income, the amounts necessary to satisfy social debts, in proportion to the share of each in losses ; if, however, any shareholder is insolvent, his/her share will be divided by the others, in the same proportion.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A/2006 - Official Gazette no. 63/2006, 1st Supplement, Series I-A of 29 March 2006, in force from 30 June 2006

• Rectified by Article 13 of the Decree-Law no. 257/96 – Official Gazette no. 302/1996, Series I-A of 31 December 1996, in force from 5 January 1997

Article 196

(Return to activity. Opposition of creditors)

1 - The shareholder's creditor may oppose the return to the activity of a company in liquidation, provided that it does so within 30 days of the publication of the corresponding resolution.

2 - The opposition is made by means of a special judicial notification, requested within the period established in the previous number; received, the company may, within 60 days, exclude the shareholder or decide to continue the liquidation.

3 - If the company does not take any of the deliberations provided for in the final part of the previous number, the creditor may demand in court the liquidation of the part of its debtor.

Title III

Private limited companies

Chapter I

Characteristics and articles of association

Article 197

(Characteristics of the company)

1 - In the private limited companies, the capital is divided into shares and the shareholders are jointly liable for all the entries agreed in the articles of association, in accordance with the provisions of article 207.

2 - The shareholders are only obliged to other benefits when the law or the contract, authorized by law, so establish it.

3 - Only the company assets respond to the creditors for the debts of the company, except the provisions of the following article.

Article 198

(Direct liability of shareholders to company creditors)

1 - It is lawful to stipulate in the articles of association that one or more shareholders, besides responding to the company in the terms defined in no. 1 of the previous article, also respond to the company creditors up to a certain amount; this liability can be jointly with the company, as a subsidiary in relation to it and to be effective only in the liquidation phase.

2 - The liability governed by the preceding paragraph covers only the obligations assumed by the company as long as the shareholder belongs to it and is not transferred on its death, without prejudice to the transfer of the obligations to which the shareholder was previously related.

3 - Unless otherwise provided in the articles of association, a member who pays company debts under the terms of this article shall have the right of recourse against the company for all that has been paid, but not against the other shareholders.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 199

(Content of the articles of association)

The articles of association must specifically indicate:

a) The amount of each share of capital and the identification of the corresponding holder;

b) the amount of contributions made by each shareholder at the time of the incorporation or to be carried out up to the end of the first fiscal year, which may not be less than the minimum nominal value of the share fixed by law and the amount of deferred contributions.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

Article 200

(Designation)

1 - The designation of these companies must be composed, with or without an acronym, by the name or designation of all or some of the shareholders, or by a particular name, or by the combination of both these elements, but in any case it will end with the word "Limitada" or the abbreviation "Lda".

2 - In the designation can't be included or maintained expressions indicating a corporate object that is not specifically provided for in the corresponding clause of the articles of association.

3 - In case the contractual object of the company is changed, not including activity specified in the designation, the change of the object must be accompanied simultaneously with the modification of the designation.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 201

Free share capital

The amount of the share capital is freely set out in the articles of association, corresponding to the sum of the shares subscribed by the shareholders.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Chapter II

Shareholders' obligations and rights

Section I

Obligation to contribute

Article 202

Contributions

1 - Industry contributions are not allowed.

2 - (Repealed.)

3 - (Repealed.)

4 - Notwithstanding a contractual stipulation that provides the deferral of the realization of cash inflows, the shareholders must declare in the incorporation act, under their liability, that they have already delivered the value of their contributions or that they undertake to deliver, until the end of the first fiscal year, their contribution into the company's coffers.

5 - (Repealed.)

6 - Members who, pursuant to no. 4, have committed themselves in the incorporation act to make their entries until the end of the first fiscal year, must declare, under their liability, at the company's first annual general meeting after the end of have already delivered their value in the company's coffers.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 237/2001 - Official Gazette no. 201/2001, Series IA of 21 October 1992, in force from 26 October 1992

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 203

(Schedule of contributions)

1 - The payment of deferred entries must be made on certain dates or be dependent on certain facts, and in any case the benefit may be demanded from the moment the five-year period of the contract, the resolution of the capital increase or the term equivalent to half the duration of the company, if this limit is lower.

2 - Unless otherwise agreed, the benefits on behalf of the shares of the different shareholders shall be simultaneous and shall represent equal installments of the corresponding amount.

3 - Notwithstanding the establishment of deadlines in the articles of association, the shareholder will only fall into arrears after being called by the company to make the payment, within a period that can vary between 30 and 60 days.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

Article 204

(Notice to defaulting shareholder and exclusion)

1 - If the shareholder does not perform the service to which he is obligated within the period fixed by the notice, the company must notify him by registered letter that, from the 30th day following the reception of the letter, he is subject to exclusion and the total or partial loss of the share.

2 - If the payment is not made within the period referred to in the preceding paragraph and the company decides to exclude the member, it must notify it by registered letter of its exclusion, with the consequent loss to the company of its share and payments already made, unless the shareholders, acting on their own initiative or at the request of the losing shareholder, decide to limit the loss to that part of the share corresponding to the non-payment; in this case, the declarations addressed to the shareholder shall indicate the nominal values of the part lost by the latter and of the part conserved by it.

3 - (Repealed).

4 - If, in accordance with no. 2 of this article, only part of the share has been declared lost by the defaulting shareholder, it shall apply to the sale of that share, to the liability of the shareholder and to the previous

holders of the same share, as well as to the destination of the amounts obtained, the provisions of the following Articles.

Amendments
• Amended by Article 6 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Article 205

(Sale of shares of excluded shareholders)

1 - The company may sell by auction the lost share in its favor, if the shareholders do not decide that it is sold to third parties in different ways, but in this case, if the adjusted price is less than the sum of the amount owed the provision already made on account of the share, the sale can only take place with the consent of the excluded shareholder.

2 - The shareholders may also decide:

a) That the share lost in favor of the company be divided in proportion to those of the other shareholders, with each party being sold the share that competes with it, without prejudice to the provisions of article 219 no. 3;

b) That the same share be sold undivided, or after division not proportional to the remaining shares, to all, some or one of the shareholders; this determination shall comply with the provisions of article 265, no. 1, and other requirements that the articles of association may prescribe. Any member may, however, require a proportionate share of its share to be allocated to it.

3 - In the cases foreseen in the previous number, the company must communicate by registered letter to the excluded shareholder the price for which the other shareholders intend to acquire the share. If the total price offered was less than the sum of the amount owed with that already provided, the excluded shareholder can declare the company within 30 days that opposes the execution of the decision, provided that the price does not reach the actual value of the share, calculated in accordance with article 1021 of the Civil Code, with reference to the moment the decision was taken.

4 - In the case provided for in the second part of the previous paragraph, the decision can't be executed before the expiration of the deadline set for the objection of the excluded shareholder and, if this is deducted, before a decision that, at the request of any shareholder, declares such opposition to be ineffective.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 206

(Liability of the shareholder and previous shareholders)

1 - The excluded shareholder and the previous shareholders shall be jointly liable to the company for the difference between the proceeds of the sale and the part of the debt. No compensation is allowed against the company's credit.

2 - The previous holder who pays to the company or to a member subrogated under the terms of the following article has the right to have the member excluded and any of the predecessors of the shareholder reimbursed the amount paid, after deducting the part that competes. The obligation dealt with in this paragraph is joint.

Article 207

(Liability of other shareholders)

1 - Excluding one member, or declared lost in favor of the company part of its share, are the other shareholders jointly obligated to pay the part of the entry that is in debt, whether or not the share has already been sold under the terms of the previous articles; in internal relations, these shareholders shall respond in proportion to their shares.

2 - In the case of a capital increase, former shareholders are obliged, under the terms of the preceding paragraph, to pay the installments due in respect of the new shares, and the new shareholders to pay the installments in arrears related to the old shares, but the former member, who has released his share, may be released and made available to the company within 30 days of the request for payment. This right can’t be excluded or limited in the articles of association.

3. A member who has made a payment under this article may subrogate himself in the right of the company against the excluded and his predecessors pursuant to article 206, in order to obtain reimbursement of the amount pay.

4 - If the company does not make any of the declarations referred to in no. 2 of article 204 and, by way of execution against the losing shareholder, it is not possible to obtain the amount owed, the applicable part of no. 1 of this Article.

5 - In order to determine the other responsible shareholders, the time of the deliberation provided for in no. 1 and the date of the executive action provided for in no. 4 shall be taken into account.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 208

(Application of the amounts obtained from the sale of the shares)

1 - The sums arising from the sale of the share of the excluded shareholder, less the corresponding expenses, belong to the company up to the limit of the amount of the debt.

2 - By force of the surplus, if any, the company must return to the other shareholders the amounts paid by them in proportion to the payments made; the remainder will be delivered to the excluded shareholder up to the limit of the part of the entry that he / she lends. The remnant belongs to company.

Section II

Obligations of additional payments

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 209

(Obligations of additional payments)

1. The articles of association may impose on all or some of the shareholders an obligation to provide payments other than the initial contribution, provided that it sets out the essential elements of this obligation and specifies whether the services must be provided onerous or free of charge. When the content of the obligation corresponds to that of a typical contract, the legal regulation of this type of contract applies.

2 - If the stipulated payments are non-pecuniary, the company's right is non-transferable.

3 - In the event that the charge is agreed, the consideration can be paid regardless of the existence of exercise profits.

4 - Unless otherwise provided in the contract, failure to comply with additional obligations does not affect the status of the shareholder as such.

5 - The additional obligations are extinguished with the dissolution of the company.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section III

Supplementary payments

Article 210

(Obligations of supplementary payments)

1 - If the articles of association allow it, the shareholders may decide that supplementary payments are required.

2 - The supplementary payments always have money by object.

3 - The articles of association providing for supplementary payments shall fix:

a) The aggregate amount of the supplementary payments;

b) Shareholders who are obliged to perform such services;

c) The criterion of the allocation of supplementary payments among the shareholders obliged to them.

4 - The indicate referred to in paragraph a) of the previous paragraph is always essential; in the absence of the indication referred to in point b), all shareholders shall be obliged to perform additional services; or c), the obligation of each shareholder is proportional to its share of capital.

5 - The supplementary payments do not bear interest.

Article 211

(Requirement of obligation)

1 - The requirement of the supplementary payments always depends on the resolution of the shareholders that establishes the amount become due and the term of service, which can't be less than 30 days from the communication to the shareholders.

2 - The resolution referred to in the preceding paragraph may not be taken before all shareholders have been contacted for full release of their capital shares.

3 - Additional benefits may not be required after the company has been dissolved for any reason.

Article 212

(Obligation to provide supplementary payments)

1. The provisions of articles 204 and 205 shall apply to the obligation to provide supplementary payments

2 - The credit of the company for additional services can't be offset against compensation.

3 - The company can't exempt shareholders from the obligation to perform additional services, whether or not they are already required.

4 - The right to claim additional benefits is non-transferable and the creditors of the company can't be subrogated.

Article 213

(Repayment of supplementary payments)

1 - Supplementary payments may only be refunded to the shareholders provided that the net position is not less than the sum of the capital and the statutory reserve and the member has already released its share.

2 - The restitution of the supplementary payments depends on the decision of the shareholders.

3 - The supplementary payments can't be refunded after the bankruptcy of the company has been declared.

4 - The reimbursement of supplementary payments shall respect the equality between the shareholders who have performed them, without prejudice to the provisions of no. 1 of this article.

5 - In order to calculate the amount of the existing obligation to provide supplementary payments, the benefits repaid shall not be taken into account.

Section IV

Right to information

Article 214

(Shareholders' right to information)

1 - Managers must provide any member who requests, the true, complete and comprehensive information about the management of the company, as well as providing the company with its deeds, books and documents at its registered office .The information will be given in writing, if so requested.

2 - The right to information may be regulated in the articles of association, provided that its scope is not effectively or unjustifiably limited; in particular, that right can't be excluded where, for the purpose of exercising it, suspicion is invoked of practices liable to cause its perpetrator to incur liability under the law, or

when the purpose of the consultation is to judge the accuracy of the service documents accounts or to enable the member to vote in a general meeting already called.

3 - Information may be requested on acts already performed or on acts whose practice is expected, when they are liable to cause the author to incur liability in accordance with the law.

4 - The consultation of books, books or documents must be done personally by the shareholder, who may be assisted by a statutory auditor or another expert, as well as using the faculty recognized by Article 576 of the Civil Code.

5 - The shareholder can inspect the company assets in the conditions referred to in the previous numbers.

6 - A member who uses the information obtained in a way that unfairly damages the company or other shareholders is liable, in general terms, for the damages caused to them and is subject to exclusion.

7 - The provision of information in general meeting shall be subject to the provisions of article 290.

8 - The right to information conferred in this section is also the liability of the usufructuary when, by law or convention, he or she is entitled to exercise the right to vote.

Article 215

(Impediment to the exercise of the right of shareholder)

1 - Except as otherwise provided in the articles of association, as permitted by article 214 no. 2, information, consultation or inspection may only be refused by managers when it is feared that the shareholder will use them for other purposes to company and to the loss thereof and, as well, when the service results in violation of secrecy imposed by law in the interest of third parties.

2 - In case of refusal of information or provision of information that is presumably false, incomplete or not, the interested shareholder may cause the shareholders to deliberate for the information to be provided or corrected.

Article 216

(Judicial Inquiry)

1 - The member to whom the information has been refused or who has received information that is presumably false, incomplete or not may request the court to inquire into the company.

2. The investigation shall be governed by Article 292 no. 2 and following.

Section V

Right to profits

Article 217

Right to profits for the year

1 - Except as otherwise provided in a contractual clause or a decision taken by a majority of three-fourths of the votes corresponding to the share capital in a general meeting for that purpose, no less than half of the profit for the year that, pursuant to this law, may be distributed.

2 - The credit of the member to his share of the profits is due after 30 days on the determination of the attribution of profits, except deferment consented by the shareholder; the shareholders may, however, decide, on the basis of an exceptional situation of the company, to extend the period up to a further 60 days.

3 - If, under the articles of association, the managers or supervisors are entitled to a share in the profits, it can only be paid after paying the profits of the shareholders.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 218

(Statutory reserve)

1 - The constitution of a statutory reserve is mandatory.

2 - The provisions of articles 295 and 296 shall apply, except for the minimum statutory reserve limit, which shall never be less than 2500 euros.

Amendments
• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Chapter III

Shares

Section I

Unit, amount and division of shares

Article 219

Unit and amount of shares

1 - In the company incorporation, to each shareholder will only belong a share, which corresponds to its initial contribution.

2 - In case of division of shares or of increase of capital, each member can only have a new share. In the latter case, however, it can be attributed to the shareholder as many shares as were already possessed.

3 - The nominal values of the shares may be different, but none may be less than (euro) 1.

4 - The original share of a member and those that later acquire are independent. The holder may, however, unify them, provided that they are fully released and do not correspond, according to the articles of association, different rights and obligations.

5 - The unification must be registered in writing, communicated to the company and registered.

6 - The measure of the rights and obligations inherent to each share shall be determined according to the ratio between the nominal value of the share and that of the capital, unless the law or the contract must be different.

7 - Securities representative of shares may not be issued.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

• Rectified by the Rectification Statement no. 28-A / 2006 - Official Gazette no. 102/2006, 1st Supplement, Series IA of 26 May 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 237/2001 - Official Gazette no. 201/2001, Series IA of 30 August 2001, in force from 4 September 2001

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 220

(Acquisition of own shares)

1 - The company may not acquire own shares not fully released, except in case of loss to the company, provided for in article 204.

2 - Own shares may only be acquired by the company free of charge, or in executive action brought against the shareholder, or if, to that end, it has free reserves amounting to not less than twice the value to be provided.

3 - The acquisition of own shares in violation of the provisions of this article are null and void.

4 - The provisions of Article 324 shall apply to own shares.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement -Official Gazette no. 276/1986, 1st Supplement, Series of 29 November 1986, in force from 29 November 1986

Article 221

Division of shares

1 - A share may only be divided by partial repayment, split or partial transfer, sharing or division among joint owners, each of the shares resulting from the division having a nominal value in accordance with Article 219 no. 3.

2 - Acts that affect the division of shares must be written down.

3 - The contract may prohibit the division of shares, provided that prohibition does not impede the sharing or division between collectors for a period of more than five years.

4 - In the case of division by means of partial or partial transfer and unless otherwise provided in the articles of association, the division of shares shall not affect the company until it has given its consent; in the case of the transfer of part of the share, the consent shall relate to both the transfer and the division.

5 - The provisions in the final part of no. 2 of article 228 apply to the division.

6 - Consent to the division must be given by resolution of the shareholders.

7 - If the articles of association are amended in the sense that the division is excluded or difficult, the amendment is effective only with the consent of all the shareholders affected by it.

8 - The share may also be divided by resolution of the company, taken pursuant to article 204, no. 2.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 237/2001 - Official Gazette no. 201/2001, Series IA of 30 August 2001, in force from 4 September 2001

Section II

Ownership of shares

Article 222

(Rights and obligations inherent to an indivisible share)

1 - Shareholders shall exercise the rights inherent thereto by common representative.

2 - Communications and declarations of the company that interest the joint owners must be addressed to the common representative and, failing this, to one of the joint owners.

3 - The joint owners are jointly liable for the legal or contractual obligations inherent in the share.

4. In the case of the impediment of the joint representative or if the latter can be appointed by the court in accordance with Article 223 no. 3, but has not been, if more than one holder is present to exercise the right to vote and there is no agreement between them on the meaning of the vote, the opinion of the majority of the present shareholders shall prevail, provided that they represent at least half of the total value of the share and in the case the consent of all the joint holders is not required, in Article 224 no. 1

Article 223

(Common Representative)

1 - The common representative, when not appointed by law or testamentary provision, is appointed and may be dismissed by the joint owners. The corresponding resolution is taken by majority vote, pursuant to article 1407, no. 1, of the Civil Code, unless otherwise agreed and communicated to the company.

2 - The joint owners may designate one of them or the spouse of one of them as common representative; the designation can only fall on a stranger if the articles of association expressly authorize it or allow the shareholders to be represented by stranger in the social deliberations.

3 - Since it is not possible to obtain, in accordance with the provisions of the preceding paragraphs, the appointment of the common representative, it is lawful for any of the petitioners to request it from the court of the district of the company's headquarters; to the same court may any title claim the dismissal, based on due cause, of the common representative who is not directly designated by law.

4 - Appointment and dismissal must be communicated in writing to the company, which may, even tacitly, dispense with the communication.

5 - The common representative may exercise before the company all the powers inherent to the indivisible share, except as provided in the following number; any reduction of such powers shall be enforceable only if it is communicated to it in writing.

6 - Except where the law, testament, all the joint owners or the court assigns to the common representative powers of disposal, it is not lawful to do acts that extinguish, alienate or encumber the share, increase obligations and renounce or reduce the rights of shareholders. The attribution of such powers by the shareholders shall be communicated in writing to the company.

Article 224

(Determination of the joint owners)

1 - The decision of the joint owners on the exercise of their rights may be taken by majority, under the terms of article 1407, no. 1, of the Civil Code, unless it has as its object the extinction, transfer or encumbrance of the share, increase obligations, waiver or reduction of the rights of the shareholders; in such cases, the consent of all joint owners is required.

2 - The resolution provided for in the first part of the previous paragraph shall not affect the company, only binding the joint owners between themselves and, with them, the common representative.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section III

Transfer of shares

Article 225

(Transfer by death)

1 - The articles of association may establish that, when a member dies, the corresponding share will not be transferred to the successors of the deceased, and may condition the transfer to certain requirements, but always in compliance with the provisions of the following paragraphs.

2 - Where, due to contractual provisions, the share is not transferred to the successors of the deceased shareholder, the company shall amortize it, acquire it or acquire it by shareholder or third party; if none of these measures is taken within 90 days of the knowledge of the death of the shareholder by any of the managers, the share is deemed transmitted.

3 - In case of choosing to acquire the share by shareholder or third party, the corresponding agreement is granted by the company representative and by the acquirer.

4 - Except as otherwise stipulated in the articles of association, in determining and paying the consideration due by the acquirer, the corresponding legal or contractual provisions relating to the amortization apply, but the effects of the sale of the share shall be suspended until such time as the consideration is paid .

5 - In the absence of timely payment of the consideration, the interested parties may choose between the payment of their credit and the ineffectiveness of the sale, considering in the latter case the share is

transferred to the successors of the deceased member to whom the right to that consideration has been assigned.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 226

(Transfer depending on the will of the successors)

1 - Where the contract gives the successors of the deceased shareholder the right to demand the redemption of the share or in some way condition the transfer of the share at the will of the successors and they do not accept the transfer, they must declare it in writing to the company, at 90 days after the death.

2 - Upon receipt of the declaration provided for in the preceding paragraph, the company shall, within 30 days, amortize the share, acquire it or acquire it by shareholder or third party, otherwise the successor of the deceased shareholder may request the dissolution of the company by administrative means.

3 - The provisions in no. 4 of the previous article and in paragraphs 6 and 7 of article 240 are applicable.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 227

(Pending amortization or acquisition)

1 - The amortization or acquisition of the share of the deceased member undertaken in accordance with the provisions of the previous articles retroacts its effects to the date of death.

2 - The rights and obligations inherent to the share shall be suspended until the amortization or acquisition thereof has been undertaken in accordance with the terms set forth in the preceding articles or while the periods established therein have not elapsed.

3 - During the suspension, the successors may, however, exercise all the necessary rights to safeguard their legal position, namely, to vote in deliberations on alteration of the contract or dissolution of the company.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 228

Transfer between living persons and assignment of shares

1 - The transfer of shares between living people must be registered in writing.

2 - The assignment of shares shall not affect the company until it is consented to by the company, unless it is a transfer between spouses, ascendants and descendants or between shareholders.

3. The transfer of shares between living people will become effective with the company as soon as it is communicated to it in writing or recognized, expressly or tacitly.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 229

(Contractual clauses)

1 - The clauses prohibiting the assignment of shares are valid, but in this case the shareholders will have the right to exemption, after ten years after they have joined the company.

2 - The articles of association may exempt the consent of the company, in general, or for certain situations.

3 - The articles of association may require the consent of the company for all or some of the assignments referred to in article 228, no. 2, final part.

4 - The effectiveness of the resolution to amend the articles of association prohibiting or hindering the transfer of shares depends on the consent of all the shareholders affected by it.

5 - The articles of association may not subordinate the effects of the assignment to a requirement other than the consent of the company, but may condition such consent to specific requirements, provided that the assignment is not dependent:

a) The individual will of one or more shareholders or of a foreign person, except in the case of a creditor and in order to comply with a contract clause in which the permanence of certain shareholders is assured;

b) Of any benefits to be made by the transferor or the transferee for the benefit of the company or of shareholders;

c) Assumption by the transferee of obligations not foreseen for the generality of the shareholders.

6 - The articles of association may contain penalties in case the assignment is made without the prior consent of the company.

Article 230

(Request and provision of consent)

1 - The consent of the company is requested in writing, indicating the transferee and all conditions of the assignment.

2 - The express consent is given by resolution of the shareholders.

3 - The consent can’t be subordinated to conditions, being irrelevant those that stipulate.

4 - If the company does not decide on the request for consent within 60 days of its receipt, the effectiveness of the assignment ceases to depend on it.

5 - The consent given to a subsequent assignment to a non-consented assignment makes it effective, to the extent necessary to ensure the legitimacy of the assignor.

6 - The consent of the company shall be deemed to have been granted when the transferee has participated in the resolution of the shareholders and no one has challenged it on this basis, proving the tacit consent for the record of the assignment by the minutes of the deliberation.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 231

(Refusal of consent)

1 - If the company refuses the consent, the corresponding communication addressed to the shareholder will include a proposal for amortization or acquisition of the share; if the transferor does not accept the proposal within a period of fifteen days, it shall be without effect and the refusal of consent shall continue.

2 - The assignment for which the consent was requested becomes free:

a) If the proposal referred to in the previous number is omitted;

b) If the proposal and acceptance do not comply with the written form and the business is not executed in writing within 60 days of acceptance, for reasons imputable to the company;

c) If the proposal does not cover all the shares for which the shareholder has simultaneously requested the consent of the company;

d) If the offer does not offer a cash consideration equal to the value resulting from the business dealt by the assignor, unless the assignment is free or the company proves that there has been a value simulation, in which case it must propose the actual value of the pursuant to article 1021 of the Civil Code, with reference to the moment of deliberation;

e) If the proposal entails deferral of payment and is not in the same act offered adequate guarantee.

3 - The provisions of the previous numbers shall only apply if the share has been for more than three years in the ownership of the transferor, his or her spouse or the person to whom they have, one or the other, succeeded by death.

4 - If the company decides to acquire the share, the right to acquire it is attributed to the shareholders who declare that it intends to do so at the moment of the corresponding resolution, in proportion to the shares they hold at that time; if the shareholders do not exercise this right, it will belong to the company.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Section IV

Amortization of shares

Article 232

(Amortization of shares)

1 - The amortization of shares, when permitted by law or by the articles of association, may be carried out in accordance with the provisions of this section.

2 - The amortization has the effect of the extinction of the share, without prejudice, however, to the rights already acquired and the obligations already matured.

3 - Except in case of reduction of capital, the company may not amortize shares that are not fully released.

4 - If the articles of association give the member the right to the amortization of the share, the provisions on exoneration of shareholders apply.

5 - If the company has the right to amortize the share, it may, instead, acquire it or acquire it by shareholder or third party.

6 - If the acquisition is chosen, the provisions of paragraphs 3 and 4 and the first part of no. 5 of article 225 shall apply.

Article 233

(Amortization assumptions)

1 - Notwithstanding a legal provision to the contrary, the company may only write off a share without the consent of the corresponding owner when a fact occurred that the articles of association considers compulsory amortization basis.

2. The amortization of a share is permitted only if the permissive event was already included in the articles of association at the time of acquisition of that share by its current owner or by the person who succeeded him in death or if the introduction of that fact in the contract was unanimously decided by the shareholders.

3 - The amortization can be accepted by the shareholder or in the deliberation itself or by a document before or after it.

4 - If the right to usufruct or pledge is affected on the amortized share, consent must also be given by the holder of that right.

5 - Only with the consent of the member can a share be partially amortized, except in cases provided for by law.

Article 234

(Form and term of amortization)

1 - The amortization is made by resolution of the shareholders, based on the verification of the corresponding legal and contractual assumptions, and becomes effective through communication addressed to the shareholder affected by it.

2 - The deliberation must be taken within 90 days, counted from the knowledge by some manager of the company of the fact that allows the amortization.

Article 235

(Amortization charge)

1 - Unless otherwise stipulated in the articles of association or agreement of the parties, the following provisions shall apply:

a) The counterpart of the amortization is the settlement value of the share, determined in accordance with article 105, no. 2, with reference to the moment of the determination;

b) Payment of the consideration is divided into two installments, to be made within six months and one year, respectively, after the definitive settlement of the consideration.

2 - If the amortization falls on shares listed, arrested, seized or included in insolvent or bankruptcy, the determination and payment of the consideration shall comply with the terms set forth in a) and b) of the previous number, unless the stipulated in the contract are less favorable to company.

3 - In the absence of timely payment of the consideration and outside the hypothesis provided for in Article 236 no. 1, may the person concerned choose between the payment of his credit and the application of the rule established in the first part of no. 4 of same article.

Article 236

(Capital reserve)

1 - The company may only write off its shares when, at the date of the resolution, its net position, once the amortization counterpart is satisfied, is not less than the sum of the capital and the statutory reserve, unless it simultaneously decides to reduce its capital.

2 - The resolution of amortization must expressly indicate the verification of the requirement required by the previous number.

3 - If, upon the expiration of the obligation to pay the consideration for the amortization, it is established that, after making this payment, the net worth of the company would be less than the sum of the capital and the statutory reserve, amortization will not be effective and the shall return to the company the sums already received.

4 - In the case referred to in the preceding paragraph, however, the interested party may choose to partially amortize the share in proportion to what he has already received and without prejudice to the minimum legal amount of the share. You can also choose to wait until payment has been fulfilled until the conditions required by the previous number are met, and the amortization is maintained in this case.

5 - The option referred to in the previous number must be declared in writing to the company within 30 days after the one in which the shareholder is informed that it is impossible to pay for said reason.

Article 237

(Internal and external effects on capital)

1. If the redemption of a share is not accompanied by a corresponding reduction in capital, the shares of the other shareholders shall be increased proportionately.

2 - The shareholders must fix by determination the new nominal value of the shares.

3 - The articles of association may, however, stipulate that the share is included in the balance sheet as a depreciated share, and that, subsequently and by resolution of the shareholders, instead of the amortized share, one or more shares sold to one or more shareholders or to third parties.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 238

(Joint ownership and amortization)

1 - In the case of one of the joint owners of the share, which constitutes a basis for amortization by the company, the shareholders may decide that the share is divided, in accordance with the title from which the joint ownership has taken place, without prejudice to the Article 219 no. 3

2 - Divided the share, the repayment will be on the share of the merchant in relation to which the basis of the amortization has occurred; in the absence of division, the entire share may not be amortized.

Amendments
• Amended by Article 3 of the Decree-Law no. 33/2011 - Official Gazette no. 46/2011, Series I of 7 March 2011, in force from 6 April 2011

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Section V

Execution of shares

Article 239

(Execution of shares)

1 - The attachment of a share includes the inheritance rights inherent thereto, with the exception of the right to profits already attributed by resolution of the shareholders at the date of the attachment and without prejudice to the attachment of this credit; the right to vote shall continue to be exercised by the holder of the seized share.

2 - The transfer of shares in an executive proceeding or liquidation of assets can't be prohibited or limited by the articles of association nor is it dependent on the consent of the company. However, the contract may give the company the right to amortize shares in case of attachment.

3 - The company or the shareholder that satisfies the creditor is subrogated to the credit, in accordance with article 593 of the Civil Code.

4 - The judicial decision that determines the sale of the share in process of execution, bankruptcy or insolvency of the shareholder must be notified to the company of its own motion.

5 - In the sale or in the judicial adjudication first preference will be the shareholders and then the company or a person designated by the latter.

Section VI

Exoneration and exclusion of shareholders

Article 240

(Exoneration of member)

1 - A member may be exonerated from company in the cases provided for by law and contract and also when, contrary to the express vote of that member:

a) The company decides a capital increase to be subscribed wholly or partially by third parties, the change of corporate purpose, extension of the company, the transfer of the head office abroad, return to the business of the company dissolved;

b) If there is due cause of exclusion of a shareholder, the company does not decide to exclude it or not to promote its judicial exclusion.

2 - The exoneration can only take place if all the shares of the member are fully released.

3 - A member who wishes to use the faculty assigned by no. 1 must, within 90 days of becoming aware of the fact that he is entitled to do so, declare in writing to the company the intention to exonerate.

4 - Upon receiving the declaration of the shareholder referred to in the preceding paragraph, the company shall, within 30 days, amortize the share, acquire it or acquire it by shareholder or third party, otherwise the shareholder may request the dissolution of the company by administrative means.

5 - The consideration to be paid to the shareholder is calculated in accordance with Article 105 no. 2, with reference to the date on which the member declares to the company the intention to exonerate; payment of the consideration shall be subject to Article 235 no. 1 b).

6 - If the consideration can't be paid under the provisions of no. 1 of article 236 and the shareholder does not choose to wait for payment, he has the right to request the dissolution of the company by administrative means.

7 - The shareholder may also request the dissolution of the company by administrative means in case the acquirer of the share does not pay the consideration in a timely manner, without prejudice to the company being substituted, in accordance with no. 1 of article 236.

8 - The articles of association may not, directly or through the establishment of any criterion, set a value lower than that resulting from no. 5 for the cases of exemption provided for in the law nor admit the exoneration by arbitrary will of the shareholder.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 241

(Exclusion of shareholder)

1 - A member may be excluded from the company in the cases and terms provided for in this law, as well as in cases concerning his person or his behavior fixed in the contract.

2. Where the exclusion is undertaken due to the contract, the provisions relating to the depreciation of shares shall apply.

3 - The articles of association may, in the case of foreclosure, set a value or a criterion for determining the value of the share other than that established for the cases of depreciation of shares.

Article 242

(Judicial exclusion of shareholder)

1 - A member who, by his unfair or seriously disruptive behavior of the company, may have caused or could cause him or her harm, may be excluded by judicial decision.

2 - The proposition of the exclusionary action must be deliberated by the shareholders, who may appoint special representatives for this purpose.

3 - Within 30 days after the final res judicata of the exclusion decision, the company must amortize the share of the member, acquire it or acquire it, otherwise the exclusion will not be effective.

4 - In the absence of a clause in the articles of association in a different sense, the member excluded by judgment is entitled to the value of his share, calculated with reference to the date of the proposition of the action and paid in the prescribed terms for the amortization of shares.

5 - In the case of the option to acquire the share, the provisions of paragraphs 3 and 4 and the first part of no. 5 of article 225 shall apply.

Section VII

Registration of shares

Amendments
• Added by Article 4 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 242-A

Efficacy of facts regarding the shares

The facts relating to shares are ineffective before the company as long as it is not requested, when necessary, the promotion of their registration.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 242-B

Promotion of registration

1 - The company shall promote records relating to facts in which, in any way, it has had intervention or at the request of a person entitled to it, pursuant to the following paragraph.

2 - They have the legitimacy to request the company to promote registration:

a) The transferee, the transferor and the member exempted;

b) The usufructuary and the secured creditor.

3 - The request to the company for the promotion of registration must be accompanied by the documents that record the fact to be registered and the fees, fees and other amounts due.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 242-C

Priority of registration promotion

1 - The promotion of registrations must comply with the order of the corresponding applications.

2 - If, on the same date, the registration of several facts relating to the same share is requested, the records must be requested in the order of antiquity of the facts.

3 - In case the facts mentioned in the previous number have been titled on the same date, the registration must be promoted in the order of their corresponding dependence.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 242-D

Succession of registrations

In order for the company to promote the registration of acts modifying ownership of shares and rights over them, it is necessary that the registered owner intervened in them.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 242-E

Company duties

1 - The company shall not promote registration if the application is not feasible, in view of the applicable legal provisions, of the documents presented and the previous registrations, and must verify in particular the legitimacy of the interested parties, the formal regularity of the titles and the validity of the acts in them contained.

2 - The company shall not promote the registration of an act subject to fiscal charges without these being paid, but the assessment of the settlement of tax expenses by the tax administration is not subject to its assessment.

3 - The documents that certify the facts concerning shares or their holders must be filed at the company's headquarters until the settlement is closed, after which the provisions regarding the company's bookkeeping documents must be observed.

4 - The company must provide access to the documents referred to in the preceding paragraph to any person who demonstrates a reasonable interest in its consultation, within a period of five days from the request, and to issue a copy of those documents, at the request of the interested parties. The payment of an amount which can’t be disproportionate to the costs of issuing the copy.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 242-F

Civil liability

1 - Companies shall be liable for damages caused to the right holders of shares or to third parties as a result of omission, irregularity, error, insufficiency or delay in the promotion of registrations, unless they prove that the injured party was at fault.

2 - Companies are jointly liable for compliance with tax obligations if they promote a registration in violation of no. 2 of the previous article.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Chapter IV

Supply agreement

Article 243

(Supply agreement)

1 - A supply agreement is considered to be the contract by which the shareholder lends to the company money or other fungible thing, being obliged to return another of the same kind and quality, or by which the shareholder agrees with the company the deferment of the maturity of credits on it, provided that, in any case, the credit is of a permanence nature.

2 - It is an index of the character of permanence the stipulation of a repayment period of more than one year, whether this stipulation is contemporaneous with the constitution of the credit or after it. In the event of deferment of the maturity of a credit, the time elapsed from the constitution of the credit to the deferral business is calculated within that period.

3 - It is also an index of the character of permanence not to use the power to demand repayment owed by the company for a year, counting from the constitution of the credit, whether no term has been stipulated, or if a shorter term has been agreed; in the case of distributed and unrealized profits, the term of one year shall be counted from the date of the resolution that approved the distribution.

4 - The company creditors can prove the character of permanence, although the reimbursement was made before the period of one year mentioned in the previous numbers. The interested shareholders can refute the presumption of permanence established in the previous numbers, demonstrating that the deferral of credits corresponds to circumstances related to business entered into with the company, regardless of the status of shareholder.

5 - The credit of supply is subject to the credit of a third party against the company that the shareholder acquires by business between the living, provided that at the time of acquisition one of the circumstances provided for in paragraphs 2 and 3 is verified.

6 - The validity of the supply or business agreement on the advance of funds by the shareholder to the company or of agreement of deferment of shareholders credits does not depend in a special way.

Article 244

(Obligation and permission of supplies)

1 - The obligation to make provisions stipulated in the articles of association shall apply the provisions of article 209 regarding ancillary obligations.

2 - Such obligation may also be constituted by resolution of the shareholders voted by those who assume it.

3 - The conclusion of supply agreements does not depend on the previous resolution of the shareholders, unless contractual provision to the contrary.

Article 245

(Supply agreement regime)

1 - If no deadline has been stipulated for the reimbursement of supplies, the provisions of no. 2 of article 777 of the Civil Code shall apply; in fixing the time-limit, the court shall, however, take account of the consequences which the reimbursement will have on the company and may, in particular, order the payment to be split into a number of installments.

2 - The creditors for supplies can't apply, for these credits, the bankruptcy of the company. However, the composition of bankruptcy proceedings takes effect in favor of and against the creditors of supplies.

3 - Entitled to bankruptcy or dissolved for any reason the company:

a) Supplies may be reimbursed only to their creditors after they have fully satisfied their debts to third parties;

b) It is not permissible to offset credits of the company with credits of supplies.

4 - The priority of reimbursement of third-party credits established in paragraph a) of the previous number can be stipulated in concordat concluded in the process of bankruptcy of the company.

5 - The reimbursement of supplies made in the year preceding the declaration of insolvency is resolvable under the terms of articles 1200, 1203 and 1204 of the Code of Civil Procedure.

6 - The real guarantees provided by the company related to obligations to repay the supplies are null and void, and those of other obligations, when they are subject to the supply regime, are null and void.

Chapter V

Shareholders' deliberation

Article 246

(Competence of the shareholders)

1 - The following acts, as well as others that the law or the contract indicate:

a) Call and refund of supplementary payments;

b) The amortization of shares, the acquisition, sale and encumbrance of own shares and the consent for the division or transfer of shares;

c) The exclusion of shareholders;

d) The removal of managers and members of the supervisory body;

e) The approval of the management report and accounts for the year, the allocation of profits and the treatment of losses;

f) Exemption from liability of the managers or members of the supervisory body;

g) The proposition of actions by the company against managers, shareholders or members of the supervisory organ, as well as the withdrawal and transaction in these actions;

h) The amendment of the articles of association;

i) The merger, spin-off, transformation and dissolution of the company and the return of a dissolved company to the business;

2 - If the articles of association do not have different provisions, it is also the liability of the shareholders to deliberate on:

a) The appointment of managers;

b) The appointment of members of the supervisory body;

c) The sale or encumbrance of real estate, the sale, encumbrance and lease of an establishment;

d) The subscription or acquisition of shares in other companies and their disposal or encumbrance.

Article 247

Forms of deliberation

1 - In addition to the resolutions taken pursuant to article 54, the shareholders may take decisions by written vote and resolutions at a general meeting.

2 - If there is no provision of law or contractual clause prohibiting it, it is lawful for the shareholders to agree, under the terms of the following numbers, that the decision is taken by written vote.

3 - The consultation addressed to the shareholders by the managers for the purposes foreseen in the final part of the previous number must be done by registered letter, which will indicate the object of the deliberation to be taken and the recipient will be warned that the lack of answer within the fifteen days following the dispatch of the letter shall be taken as an assent to the dispensation of the assembly.

4 - When, in accordance with the previous number, a written vote can be taken, the manager will send to all the shareholders the concrete proposal of deliberation, accompanied by the necessary elements to clarify it, and will fix for the voting term not less than ten days.

5 - The written vote must identify the proposal and contain the approval or rejection of it; any modification of the proposal or conditioning of the vote implies rejection of the proposal.

6 - The manager shall draw up minutes, in which he shall indicate the verification of the circumstances that allow the determination by written vote, transcribe the proposal and the vote of each member, declare the decision taken and send a copy of this minutes to all shareholders.

7 - The deliberation is considered to be taken on the day the last response is received or at the end of the established term, if any member does not respond.

8 - A written vote can't be taken when any member is prevented from voting, in general or in the case of a species.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 248

General Meetings

1 - General shareholders' meetings of public limited companies shall apply to general meetings of private companies in all matters not specifically regulated for public companies.

2 - The rights granted in public limited companies to a minority of shareholders regarding the calling and inclusion of subjects on the agenda can always be exercised by any shareholder of limited companies.

3 - The convening of general meetings is the liability of any of the managers and must be made by registered letter, issued at least fifteen days in advance, unless the law or the articles of association require other formalities or establish a longer period.

4 - Except as otherwise provided in the articles of association, the chairman of each general meeting shall belong to the member present who holds or represents a larger fraction of the capital, with the oldest being preferred, under the same circumstances.

5 - No member may be deprived, even by contract provision, of participating in the meeting, even if he is prevented from exercising the right to vote.

6 - The minutes of the general meetings shall be signed by all the shareholders who have participated in them.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 249

(Representation in deliberation of shareholders)

1 - Voluntary representation in deliberations by written vote is not allowed.

2 - Instruments of voluntary representation that do not indicate the forms of deliberation covered are valid only for deliberations to be taken at regularly convened general meetings.

3 - Instruments of voluntary representation that do not indicate the duration of the powers conferred are valid only for the corresponding calendar year.

4 - For representation at a general meeting, whether it meets on the first or second date, a letter addressed to the corresponding chairman is enough.

5 - The voluntary representation of the shareholder can only be conferred to his spouse, an ascendant or descendant or another shareholder, unless the articles of association expressly allow other representatives.

Article 250

Votes

1 - One vote is counted for each cent of the nominal value of the share.

2 - However, the articles of association may, as a special right, allocate two votes for each cent of the nominal value of the share or shares of shareholders that, in total, do not correspond to more than 20% of the capital.

3 - Except as otherwise provided by law or contract, resolutions shall be deemed to have been taken if they have obtained a majority of the votes cast, and abstentions shall not be considered as such.

Amendments
• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 251

(Voting restriction)

1 - The member may not vote for himself, nor for a representative, nor on behalf of another, when, in relation to the subject matter of the deliberation, he is in a situation of conflict of interests with company. It is understood that said situation of conflict of interest occurs in particular in the case of a resolution that falls on:

a) Release of an obligation or liability of the shareholder, either as manager or member of the supervisory body;

b) Litigation on the claim of the company against the shareholder or against it, in any of the qualities mentioned in the previous paragraph, both before and after the appeal to court;

c) Loss of part of its share by the member, in the case provided for in Article 204 no. 2;

d) Exclusion of the shareholder;

e) Consent provided for in article 254, no. 1;

f) Removal, for due cause, of the management that is exercising or member of the supervisory body;

g) Any relationship, established or to be established, between the company and the shareholder foreign to the articles of association.

2 - The provisions in the paragraphs of the previous number can't be deprecated in the articles of association.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Chapter VI

Management and supervision

Article 252

(Management Composition)

1 - The company is managed and represented by one or more managers, who may be chosen from strangers to the company and must be natural persons with full legal capacity.

2 - Managers are appointed in the articles of association or subsequently elected by resolution of the shareholders, if no other form of designation is provided in the contract.

3 - The management attributed in the contract to all the shareholders is not considered conferred to those who only later acquire this quality.

4 - The management is not transferable by act between alive or by death, neither isolated nor with the share.

5 - Managers may not be represented in the exercise of their duties, without prejudice to the provisions of no. 2 of article 261.

6 - The provisions of the preceding paragraphs do not exclude the ability of management to appoint agents or attorneys-in-fact of the company to perform certain acts or categories of acts, without the need for an express contractual clause.

Article 253

(Replacement of managers)

1 - If all the managers are permanently absent, all the shareholders assume due to the law the management powers, until the managers are appointed.

2 - The provision in the previous number is also applicable in case of temporary absence of all managers, being an act that can't wait for the cessation of the absence.

3 - When a manager whose intervention is required due to the contract for the representation of the company is definitively absent, the contract clause shall be deemed to have lapsed if the requirement has been nominal; in the other case, if the vacancy has not been filled within 30 days, any member or manager may request the court to appoint a manager until the situation is settled, under the terms of the contract or the law.

4 - Judicially appointed managers are entitled to compensation for the reasonable expenses they incur and the remuneration of their activity; in the absence of agreement with company, compensation and remuneration shall be fixed by the court.

Article 254

(Prohibition of competition)

1 - Managers may not, without the consent of the shareholders, exercise, for their own account or for others, an activity competing with that of the company.

2 - It is understood as competing with that of the company any activity covered by its object, provided that it is being exercised by it or its exercise has been decided by the shareholders.

3 - The self-employment exercise includes participation, by itself or by interposed person, in a company that implies assumption of unlimited liability by the manager, as well as the participation of at least 20% in the capital or the profits of the company in that he assumes limited liability.

4 - The consent is presumed if the activity is prior to the appointment of the manager and known to shareholders having a majority of the capital, as well as, if such knowledge of the manager's activity exists, the manager continues to exercise his or her functions more than 90 days after the new activity of the company with which he competes for which he was exercised has been deliberated.

5 - Infringement of the provisions of no. 1, in addition to being due cause of dismissal, obliges the manager to compensate the company for the damages that it suffers.

6 - The rights of the company mentioned in the previous number shall lapse within 90 days from the moment when all the shareholders are aware of the activity carried out by the manager or, in any case, within five years from the beginning of that activity.

Article 255

(Remuneration)

1 - Except as otherwise provided in the articles of association, the manager is entitled to remuneration, to be set by the shareholders.

2 - The remuneration of the managing shareholders may be reduced by the court, at the request of any member, in the course of a judicial inquiry, when they are seriously disproportionate to the work performed or to the situation of the company.

3 - Except as expressly provided in the articles of association, managers' remuneration may not consist wholly or in part of the profits of the company.

Article 256

(Term of management)

The functions of the managers remain as long as they do not end by dismissal or resignation, without prejudice to the articles of association or the act of designation can determine the duration of them.

Amendments

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 257

(Removal of managers)

1 - The shareholders may decide at any time to dismiss managers.

2 - The articles of association may require a qualified majority or other requirements for the resolution of dismissal; if, however, the dismissal is based on due cause, it can always be deliberated by a simple majority.

3 - The clause of the articles of association that assign a member a special right to management can’t be changed without the consent of the same shareholder. However, the shareholders may decide that the company requires the suspension and dismissal of the manager for due cause and appoint a special representative to it.

4 - If there is due cause, any member may request the suspension and dismissal of the manager, in action brought against the company.

5 - If the company has only two shareholders, the dismissal of the management based on due cause only by the court can be decided in action brought by the other.

6 - A serious violation of the duties of the manager and his inability to carry out his normal duties are a fair cause of dismissal.

7 - In the absence of stipulated contractual indemnity, the manager dismissed without due cause shall be entitled to compensation for the losses suffered, provided, however, that he shall not hold office for more than four years or of the time remaining to complete the period by which he had been appointed.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 258

(Waiver of managers)

1 - The resignation of managers shall be communicated in writing to the company and shall become effective eight days after receipt of the communication.

2 - The resignation without due cause obliges the renouncing person to indemnify the company for the damages caused, unless it is advised with the appropriate advance.

Article 259

(Management Competency)

Managers must perform such acts as are necessary or convenient for the achievement of the corporate purpose, with respect for the resolutions of the shareholders.

Article 260

Company bonding

1 - Acts performed by managers, in the name of the company and within the powers conferred by law, bind it to third parties, notwithstanding the limitations contained in the articles of association or resulting from the deliberations of the shareholders.

2 - The company may, however, oppose to third parties the limitations of powers deriving from its corporate purpose, if it proves that the third party knew or could not ignore, taking into account the circumstances that the act did not respect this clause and if, in the meantime, the company did not assume, by express or implied resolution of the shareholders.

3 - The knowledge referred to in the previous number can’t be proven only by the publicity given to the articles of association.

4 - Managers bind the company, in written acts, signing their name with this quality.

5 - The notifications or declarations of a manager whose addressee is the company should be directed to another manager, or, if there is no other manager, to the supervisory body, or, if not, any member.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 261

(Plural management operation)

1 - When there are several managers and except for a clause of the articles of association that dispose of different ways, the corresponding powers are exercised jointly, considering that the resolutions that have the votes of the majority and the company bound by the legal business concluded by the majority of the managers are valid or ratified by it.

2 - The provisions of the preceding paragraph do not prevent managers from delegating some or all of them competence to certain businesses or types of business, but even in these businesses, the delegated managers only bind the company if the delegation expressly attributes such power to them.

3. The notifications or declarations of third parties to the company may be addressed to any of the managers, and any contrary provision of the articles of association shall be null and void.

Article 262

(Supervision)

1 - The articles of association may determine that the company has a supervisory board, which is governed by the provisions in this respect for public limited companies.

2 - Companies that do not have supervisory boards must appoint a statutory auditor to carry out legal review provided that, for two consecutive years, two of the following three limits are exceeded:

a) Balance sheet total: 1500000 euros;

b) Total net sales and other income: 3000000 euros;

c) Number of employees employed on average during the year: 50

3 - The appointment of the statutory auditor is no longer necessary if the company has a supervisory board or if two of the three requirements set out in the previous number do not occur for two consecutive years.

4 - It is the liability of the shareholders to decide on the appointment of the statutory auditor, and in the absence of a designation, the provisions of Articles 416 to 418 shall apply.

5 - The incompatibilities established for the members of the supervisory board shall apply to the statutory auditor.

6 - The provisions in this regard apply to the review by the reviewer and to the report thereof, regarding public limited companies, whether or not they have a supervisory board.

7 - The amounts and number referred to in the three points of no. 2 may be modified by order of the Ministers of Finance and Justice.

Amendments
• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Article 262-A

Duty of prevention

1 - In quasi-corporations where there is a statutory auditor or supervisory board, it is incumbent upon the statutory auditor or any member of the supervisory board to communicate immediately, by registered letter, the facts that he considers to be serious difficulties in the pursuit of the company's object.

2 - The management must, within 30 days of receipt of the letter, respond via the same route.

3 - In the absence of a response or if it is not satisfactory, the statutory auditor must request the convening of a general meeting.

4 - The duty of supervision in public limited companies shall apply to the duty of prevention in private companies in everything that is not specifically regulated for those companies.

Amendments
• Added by Article 4 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Chapter VII

Annual assessment of the company's situation

Article 263

(Annual Report and Accounts)

1. The management report and the financial statements shall be made available to shareholders, under the conditions set out in Article 214 no. 4, at the registered office of the company and during working hours, from the day on which the convocation of the meeting to be examined shall be issued; the shareholders will be advised of this in the call itself.

2 - There is no need for any other form of assessment or deliberation when all the shareholders are managers and all of them sign, without reservation, the management report, the accounts and the proposal on the application of profits and treatment of losses, except for companies covered by n .s 5 and 6 of this article

3 - If there is a tie in the vote on the approval of accounts or on the attribution of profits, any member may request the judicial convocation of the meeting for a new appreciation of those. The judge shall appoint a suitable person, outside the company, preferably a statutory auditor, to whom he shall confer the power to decide, if the tie is reconvened, and determine the costs of designation, which are of the company's account.

4 - The designee may require the management or supervisory body to be provided with the social documents that he or she considers necessary, as well as to provide him with the information he requires.

5 - In companies subject to legal review in accordance with article 262, no. 2, the accounting documents and the management report shall be submitted to a resolution of the shareholders, accompanied by legal certification of the accounts and the report of the statutory auditor.

6 - The examination of the accounts by the supervisory board and its report shall apply to public limited companies.

Amendments
• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 264

(Presentation of accounts)

The filing of the management report and the financial statements referred to in Article 70 shall be exempted for limited companies which do not exceed two of the limits laid down in Article 262 no. 2, whether or not they have advice Supervisor.

Amendments
• Repealed by Article 6 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Chapter VIII

Amendments to the articles

Article 265

(Required majority)

1 - Decisions to alter the contract may only be made by a majority of three quarters of the votes corresponding to the share capital or by an even higher number of votes required by the articles of association.

2 - It is permitted to stipulate in the articles of association that this can only be changed, in whole or in part, with the favorable vote of a certain member, while it remains in the company.

3 - The provisions of no. 1 of this article shall apply to the decision to merge, split and transform the company.

Amendments
• Rectified by the Rectification no. 117-A / 2007 - Official Gazette no. 250/2007, 3rd Supplement, Series I of 28 December 2007, in force from 5 November 2007

• Amended by Article 19 of the Decree-Law no. 357-A / 2007 - Official Gazette no. 210/2007, 2nd Supplement, Series I of 31 October 2007, in force from 5 November 2007

Article 266

(Preemptive right)

1 - Members shall enjoy preference in capital increases to be made in cash.

2 - Between shareholders, the calculation of the distribution of the capital increase will be made:

a) Assigning to each member the importance proportional to the share that he holds on that date or the amount lower than that that the shareholder has requested;

b) Satisfactory requests exceeding the amount referred to in the first part of point a), to the extent that it results from one or more apportionment of the excess amounts, in proportion to the excess of the sums requested.

3 - The part of the increase which, for each shareholder, is not enough to form a new share, shall be added to the nominal value of the old share.

4 - The right of first refusal conferred by this article may be limited or abolished only in accordance with Article 460.

5 - The shareholders shall exercise the right referred to in no. 1 until the meeting that approves the capital increase, and for this purpose they shall be informed of the conditions of such increase in the convocation of the meeting or in communication made by the managers with at least 10 days prior to the date of the meeting.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Rectification - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 267

(Alienation of the right to contribute to the capital increase)

1 - The right to participate preferentially in a capital increase may be sold, with the consent of the company.

2 - The consent required in the preceding paragraph is waived, granted or refused in accordance with the terms prescribed for the consent of assignment of shares, but the resolution of a capital increase may grant such consent for all such increase.

3 - In the case foreseen in the final part of the previous number, the acquirers should exercise the preference in the meeting that approves the capital increase.

4 - In case the consent is expressly refused, the company must submit a proposal for acquisition of the right by shareholder or stranger, applying with the necessary adaptations, the provisions of article 231.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 268

(Obligations and rights of previous and new shareholders in the increase of capital)

1 - The shareholders who approve the resolution of capital increase to be carried out by themselves are, without further obligation, to make the corresponding entries in the proportion of their initial right of preference, if they have so.

2 - Since the capital increase is destined to the admission of new shareholders, they must declare that they agree to associate themselves under the terms of the current contract and the resolution to increase the capital.

3 - The declaration provided for in no. 2 of article 88 may only be rendered after all new shareholders have complied with the provisions of the preceding paragraph.

4 - In case of cash or cash entry, the registered person can notify the company to make the declaration provided for in the previous number in a period of not less than 30 days, after which it can demand the refund of the entry made and the compensation in this case.

5 - The decision to increase the capital shall lapse if the company has not issued the declaration, in the case provided for in the preceding paragraph, or if the interested party does not comply with the provisions of no. 2 of this article, by registered letter, at least 20 days in advance.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 269

(Capital increase and usufruct right)

1 - If the share is subject to usufruct, the right to participate in the capital increase shall be exercised by the owner of the root or by the usufructuary or by both, in the terms that agree among each other.

2 - In the absence of an agreement, the right to participate in the capital increase shall belong to the holder of the root, but if the latter does not declare that he intends to subscribe the new share in a deadline equal to half that fixed in no. 5 of article 266. , that right shall be returned to the usufructuary.

3 - The communication required by article 266 no. 5 shall be sent to the root holder and to the usufructuary.

4. The new share shall be fully owned by the person who has exercised the right to participate in the capital increase, unless the parties concerned have agreed that it is also subject to usufruct.

5 - If the owner of the root and the usufructuary agree on the sale of the preemptive right and the company consenting thereto, the amount obtained will be distributed among them, in proportion to the values that at that moment have the corresponding rights.

Chapter IX

Dissolution of company

Article 270

(Dissolution of the company)

1 - The dissolution resolution of the company must be taken by a majority of three quarters of the votes corresponding to the share capital, unless the contract requires a higher majority or other requirements.

2 - The mere wish of a member or shareholders, when not expressed in the resolution provided for in the previous number, can't constitute a contractual cause of dissolution.

Chapter X

Single-member companies

Amendments
• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 270-A

Incorporation

1 - The single-member company consists of a sole shareholder, a natural or legal person, who owns the entire share capital.

2. The single-member company may result from the concentration in the ownership of a single shareholder of a limited company, regardless of the cause of the concentration.

3. The transformation provided for in the preceding paragraph shall be made by means of a declaration of the sole member in which he manifests his intention to transform the company into a single-member company by shares, and that declaration may appear on the document itself that assigns shares.

4 - By virtue of the transformation provided for in no. 3, all the provisions of the articles of association which presuppose the plurality of shareholders shall cease to apply.

5 - The individual establishment of limited liability may, at any time, become a single-member company by means of a written declaration of the interested party.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 36/2000 Official Gazette no. 62/2000, Series IA of 14 March 2000, in force from 1 May 2000

• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 270-B

Designation

The name of these companies must be formed by the expression ‘sociedade unipessoal’ or by the word 'unipessoal' before the word 'Limitada' or the abbreviation 'Lda.'

Amendments
• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 270-Cc

Effects of single-member companies

1 - A natural person may only be a member of a single sole shareholder association.

2 - A limited company may not have a single-member company as a sole shareholder.

3 - In case of violation of the provisions of the previous numbers, any interested party may request the dissolution of the companies by administrative means.

4 - The competent registry service shall grant a period of 30 days to regularize the situation, which may be extended to up to 90 days at the request of the interested parties.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 270-D

Plurality of shareholders

1 - The sole shareholder of a single-member company may modify that company in a pluralistic partnership by dividing and assigning the share or increasing the share capital by entering a new member, and in that case, expression ‘sociedade unipessoal, or the word 'unipessoal', contained therein.

2 - The document that records the division and transfer of share or the increase of capital is title enough for the registration of the modification.

3 - If the company has previously adopted the type of company by shares, it will be governed by the provisions of the articles of association that, pursuant to no. 4 of article 270-A, were inapplicable to it as a consequence of single-member company.

4 - In the case of a concentration provided for in no. 2 of article 270-A, a sole member may avoid single-member company if, within the legal term, re-establishing the plurality of shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 36/2000 Official Gazette no. 62/2000, Series IA of 14 March 2000, in force from 1 May 2000

• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 270-E

Decisions of the shareholder

1 - In single-member companies by shares, the sole member exercises the powers of general meetings, and may, in particular, appoint managers.

2 - Decisions of the member of a nature equal to the deliberations of the general meeting shall be recorded in the minutes signed by him.

Amendments
• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 270-F

Contract of the shareholder with the single-member company

1 - The legal transactions concluded between the sole member and the company must serve the pursuit of the object of the company.

2 - The legal transactions between the sole member and the company obey the legally prescribed form and, in all cases, must observe the written form.

3 - The documents of the legal business concluded by the sole member and the company must be patented together with the management report and the documents of accountability; any interested party may at any time consult them at the registered office of the company.

4 - The violation of the provisions in the previous numbers implies the nullity of the legal business entered into an unlimited liability to the member.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 270-G

Subsidiary provisions

Single-member companies apply the rules governing limited companies, except for those that imply the plurality of shareholders.

Amendments
• Added by Article 2 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Title IV

Public limited liability companies

Chapter I

Characteristics and articles of association

Article 271

(Characteristics)

In a public limited liability company, the capital is divided into shares and each shareholder limits its liability to the value of the shares subscribed.

Article 272

Mandatory content of the articles of association

The articles of association must include:

a) The number of shares and, if any, their nominal value;

b) The particular conditions, if any, subject to the transfer of shares;

c) The categories of shares that may be created, with an explicit indication of the number of shares and rights allocated to each category;

d) The registered nature of the shares;

e) The amount of the paid-in capital and the time of realization of the subscribed capital only;

f) The authorization, if it is given, for the issuance of bonds;

g) The structure adopted for the administration and supervision of the company.

Amendments
• Amended by Article 5 of the Decree-Law no. 15/2017 - Official Gazette no. 85/2017, Series I of 3 May 2017, in force from 4 May 2017

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Article 273

(Number of shareholders)

1 - The corporation can't be composed of a number of shareholders less than five, except when the law allows it.

2 - The provisions of no. 1 shall not apply to companies in which the State, directly or through public undertakings or other entities assimilated by law for this purpose, holds a majority of the capital, which may constitute only with two shareholders.

Article 274

(Acquisition of status of shareholder)

The status of shareholder arises with the conclusion of the articles of association or with the capital increase, not depending on the issue and delivery of the share certificate or, in the case of book-entry shares, the registration in the individualized account.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 275

(Designation)

1 - The designation of these companies shall composed, with or without an acronym, by the name or designation of one or more shareholders or by a particular name, or by the junction of both these elements, but in any case shall be terminated by the expression "sociedade anónima" or by the abbreviation "S.A.".

2 - In the designation can't be included or maintained expressions indicative of a corporate object that is not specifically provided for in the corresponding clause of the articles of association.

3 - In case the contractual object of the company is changed, not including activity specified in the designation, the change of the object must be accompanied simultaneously with the modification of the designation.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 276

(Nominal value of capital and shares)

1 - Shares of public limited companies may be shares with nominal value or shares without par value.

2 - In the same company, shares with nominal value and shares with no par value can't co-exist.

3 - The minimum nominal value of the shares or, failing that, the issue value, shall not be less than 1 cent.

4 - All shares must represent the same fraction in the share capital and, if they have a nominal value, must have the same nominal value.

5 - The minimum capital shall be 50,000

6 - The share is indivisible.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Article 277

Contribution

1 - Industry contributions are not allowed.

2 - In cash contributions, only 70% of the nominal value or the issue value of the shares can be deferred, and the issue of shares, when foreseen, can't be deferred.

3 - The sum of cash contributions already paid must be deposited with a credit institution in an account opened in the name of the future company until the contract is concluded.

4 - The shareholders must declare in the incorporation act, under their liability, that they made the deposit referred to in the previous number.

5 - Only withdrawals may be made from the account referred to in no. 3:

a) After the contract has been definitively registered;

b) After the contract is concluded, if the shareholders authorize the directors to perform them for specific purposes;

c) For liquidation caused by the non-existence or nullity of the contract or by the lack of registration;

d) For the refund provided for in Articles 279 no. 6 paragraph h) and 280.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 237/2001 - Official Gazette no. 201/2001, Series IA of 30 August 2001, in force from 4 September 2001

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 278

(Structure of administration and supervision)

1 - The management and supervision of the company may be structured in one of three ways:

a) Board of Directors and Fiscal Council;

b) Board of Directors, comprising an audit committee, and a statutory auditor;

c) Executive Board of Directors, general and supervisory board and Statutory Auditor.

2 - In cases provided for by law, instead of a board of directors or an executive board of directors there may be a single director and instead of a supervisory board there may be a single supervisor.

3 - In companies that are structured according to the modality provided in paragraph a) of no. 1, in the cases provided by law, the existence of a statutory auditor is not a member of the supervisory board.

4 - In companies that are structured according to the modality provided for in paragraph c) of no. 1, in the cases provided for by law, the existence of a commission for financial matters in the general and supervisory board.

5 - Companies with a single administrator may not follow the modality provided for in no. 1 b).

6 - At any moment the contract may be changed to the adoption of another structure admitted by the previous numbers.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 279

(Constitution with call for public subscription)

1 - The constitution of public limited company with an appeal for the public subscription of shares must be promoted by one or more persons who assume the liability established in this law.

2 - Promoters shall fully subscribe for and carry out shares whose sum of the nominal values or whose sum of the emission values of each share pertain to at least the minimum capital prescribed in Article 276 no. 3, which shall be inalienable during two years from the definitive registration of the company and the obligatory businesses entered into during that time on encumbrance or sale of null shares.

3 - The promoters must draw up the complete draft of the articles of association and request their provisional registration.

4 - The project will specify the number of shares not yet subscribed for, respectively, private subscription and public subscription.

5 - The object of the company must consist of one or more perfectly specified activities.

6 - Once the provisional registration has been made, the promoters will place the shares intended for private subscription and will prepare an offer of shares for the public subscription, signed by all of them, which must include:

a) Draft contract provisionally registered;

b) Any advantage that, within the limits of the law, is attributed to the promoters;

c) The term, place and formalities of the subscription;

d) The period within which the constituent assembly will meet;

e) A technical, economic and financial report on the prospects of the company, organized on the basis of true and complete data and forecasts justified by the circumstances known at that date, containing the information necessary for the clarification of any interested parties;

f) The rules to be followed by the apportionment of the subscription, if this is necessary;

g) The indication that the definitive company incorporation will be dependent on the total subscription of the shares or the conditions in which that constitution is admitted, if the subscription is not complete;

h) The amount of the entry to be made at the time of subscription, the period and the method of repayment of that amount, if the company does not become a company.

7 - The cash contributions made by all the subscribers shall be directly deposited by them in the account opened by the promoters and referred to in no. 3 of article 277.

8 - Promoters may not be granted any advantage other than the reserve of a percentage not exceeding one tenth of the company's net profits, for a time not exceeding one-third of the duration of the company and never exceeding five years, which can’t be paid without the approval of the annual accounts.

Amendments

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force since 1 March 2000

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 280

(Incomplete subscription)

1 - If all the shares assigned are not subscribed by the public and the provisions of no. 3 of this article are not applicable, the promoters must request the cancellation of the provisional registration and publish a notice informing the subscribers that they must their inputs. Second notice shall be published after one month if, however, all entries have not been withdrawn.

2 - The credit institution where the account referred to in Article 277 no. 3 is opened shall only refund amounts deposited upon presentation of the document of subscription and deposit and after the provisional registration has been canceled or has expired.

3 - The program for the offering of shares to public subscription may specify that in the case of incomplete subscription, the constituent assembly may decide to set up the company, provided that at least three quarters of the shares intended for the public have been subscribed.

4 - If the company does not arrive, all expenses incurred are borne by the promoters.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986

Article 281

(Constituent Assembly)

1 - Once the subscription has ended and the company can be formed, the promoters must call a meeting of all the subscribers.

2 - The call shall be made in accordance with the terms prescribed for general meetings of public limited companies and the meeting shall be presided over by one of the promoters.

3 - All documents relating to subscriptions and, in general, to the incorporation of the company must be visible to all subscribers as from the publication of the notice, which should indicate this, indicating the place where they can be consulted.

4 - At the meeting, each promoter and each subscriber shall have one vote, regardless of the number of shares subscribed.

5 - On the first date set the meeting can only meet when half of the subscribers are present or represented, not including the promoters; in which case the deliberations shall be taken by a majority of the votes, including those of the promoters.

6 - If on the second set date half of the subscribers are not present or represented, not including the promoters, the deliberations are taken by two thirds of the votes, including those of the promoters.

7 - The Assembly shall deliberate:

a) On the company incorporation, in the precise terms of the registered project;

b) About the appointments to the corporate bodies.

8 - With the unanimous vote of all promoters and subscribers, amendments may be made to the draft articles of association.

9 - In the case of private subscription, with entries that do not consist of cash, the effectiveness of the decision to constitute the company is dependent on the entry of those entries.

10 - In the case provided for in Article 280 no. 3, the resolution referred to therein shall determine the amount of the capital and the number of shares, in accordance with the subscriptions made.

11 - The minutes must be signed by the promoters and by all the subscribers who have approved the incorporation of the company.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 282

(Special regime of invalidity of deliberation)

1 - The decision to constitute the company and the complementary resolutions thereof may be declared void in the general terms or may be annulled at the request of a subscriber who has not approved them, in their case, the approved agreement or the process since the provisional registration violate legal precepts.

2. The annulment may also be requested on the basis of material falsity of the data or serious error of forecasts referred to in Article 279 no. 6 e).

3 - The legal provisions on suspension and cancellation of corporate resolutions shall apply.

Article 283

Articles of association

1 - The articles of association must be signed by two promoters and by the subscribers who enter with goods other than cash.

2 - All documentation, including the minutes of the constituent assembly, shall be filed in the conservatory of the competent registry, where it must be submitted together with the request for conversion of the definitive registration.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 284

(Companies with public subscription)

1 - Unless otherwise provided by law, the expression "company with public subscription" includes companies constituted with the purpose of public subscription, those which, in a capital increase, have resorted to public subscription and companies whose shares are listed on the Stock Exchange.

2 - The subscription is public, although it is indirectly made through a credit institution or another equivalent by law for this purpose.

Amendments
• Repealed by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Chapter II

Obligations and rights of shareholders

Section I

Obligation to contribute

Article 285

Realization of initial contribution

1 - The articles of association may not differ from the realization of cash contributions for more than five years.

2 - Notwithstanding the fixing of deadlines in the articles of association, the shareholder will only be in default after being called by the company to make the payment.

3 - The interpellation can be made by means of announcement and will set a period between 30 and 60 days for the payment, from which the delay begins.

4 - Directors may notify, by registered letter, shareholders in arrears that they are granted a new term of not less than 90 days, in order to pay the amount owed, plus interest, otherwise the shares in respect of which default occurs and payments made in respect of such shares, the notice being repeated during the second of those months.

5 - The losses referred to in the previous number must be communicated, by registered letter, to the interested parties; in addition, a notice must be published stating, without reference to the holders, the numbers of shares lost in favor of the company and the date of loss.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 286

(Liability of predecessors)

1 - All those who precede in the ownership of a share the shareholder in default are jointly liable with each other and with that shareholder, for the amounts owed and corresponding interest, at the date of loss of the share in favor of the company.

2 - After announced the loss of the share in favor of the company, those predecessors whose liability is not prescribed will be notified, by registered letter, that they can acquire the share by paying the amount owed and interest, in no less time to three months. The notification shall be repeated during the second of those months.

3 - When more than one predecessor is present to acquire the action, the order of its proximity to the last owner shall be considered.

4 - Not being the amount owed and interest paid by any of the predecessors, the company must proceed with the greatest urgency to sell the share, through broker, stock exchange or public auction.

5 - If the sale price is not enough to cover the amount of debt, interest and expenses incurred, the company shall require the difference between the last owner and each of his predecessors; if the price obtained exceeds that amount, the excess shall belong to the last owner.

6 - The company shall take each of the measures permitted by law or contract simultaneously for all shares of the same shareholder in relation to which the arrears occur.

Section II

Obligation of additional payments

Amendments
• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 287

(Obligation of supplementary payments)

1. The articles of association may impose on all or some of the shareholders the obligation to provide payments other than the initial contribution, provided that it sets out the essential elements of this obligation and specifies whether the services must be provided onerous or free of charge. Where the content of the obligation corresponds to that of a typical contract, the legal regulation of that contract shall apply.

2 - If the stipulated payments are not pecuniary, the company's right is non-transferable.

3 - In the event that a charge is agreed, the consideration can be paid regardless of the existence of profits for the year but may not exceed the value of the corresponding benefit.

4 - Unless otherwise provided in the contract, failure to comply with additional obligations does not affect the status of the shareholder as such.

5 - The additional obligations are extinguished with the dissolution of the company.

Amendments
• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Section III

Right to information

Article 288

Minimum right to information

1 - Any shareholder who holds shares corresponding to at least 1% of the share capital may consult, at a justified reason, at the company's headquarters:

a) the management reports and the accounting documents provided for by law for the last three fiscal years, including the opinions of the supervisory board, the audit committee, the supervisory board or the committee for financial matters, and such as the reports of the statutory auditor subject to publicity, in accordance with the law;

b) The notices, minutes and attendance lists of the meetings of the general and special shareholders' meetings and of the assemblies of debentures held in the last three years;

c) The total remuneration paid, for each of the last three years, to the shareholders of the governing bodies;

d) the aggregate amounts of the sums paid, for each of the last three years, to the ten or five employees of the company receiving the highest remuneration, depending on whether or not the number of staff exceeds 200;

e) The share registration document.

2 - The accuracy of the elements referred to in paragraphs c) and d) of the previous paragraph must be certified by the statutory auditor, if the shareholder so requests.

3 - The consultation may be done in person by the shareholder or by a person who may represent him at the general meeting, being allowed to attend a statutory auditor or another expert, as well as to use the faculty recognized by article 576 of the Civil Code.

4 - If not prohibited by the articles of association, the elements referred to in paragraphs a) to d) of no. 1 are sent by e-mail to the shareholders under the conditions therein that require them or, if the company has a website, on its website.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 289

Preparatory information for the general meeting

1 - During the 15 days prior to the date of the general meeting, shareholders must be consulted at the company's headquarters:

a) The full names of the shareholders of the administrative and supervisory bodies, as well as the board of the general meeting;

b) The indication of other companies in which the shareholders of the corporate bodies hold social positions, with the exception of companies of professionals;

c) Proposals for deliberation to be submitted to the meeting by the board, as well as the reports or justification that should accompany them;

d) When the election of shareholders of the corporate bodies is included in the agenda, the names of the persons to be proposed, their professional qualifications, the indication of the professional activities carried out in the last five years, in particular with regard to positions held in other companies or in the company itself, and the number of company shares held by them;

e) In the case of the annual general meeting provided for in no. 1 of article 376, the management report, the accounts for the fiscal year, other accounting documents, including legal certification of accounts and the opinion of the supervisory board , the audit committee, the general and supervisory board or the committee for financial matters, as the case may be, as well as the annual report of the supervisory board, the audit committee or the general and supervisory board and the committee for matters financial institutions.

2 - The requests for inclusion of matters on the agenda, as provided for in article 378, shall also be made available to the shareholders at the company's headquarters.

3 - The documents provided for in the previous numbers must be sent, within a period of eight days:

a) By letter, to holders of shares corresponding to at least 1% of the share capital, who so request;

b) By electronic mail, to the holders of shares that require it, if the company does not disclose them on its website.

4. If the company has a website, the documents provided for in paragraphs 1 and 2 shall also be available, as from the same date and for one year, in the case referred to in points c), d) and e) of no. 1 and no. 2, and in all other cases, unless otherwise prohibited by the articles of association.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 290

(Information in the general meeting)

1 - At the general meeting the shareholder may request that he be provided with true, complete and insightful information that enables him to form a reasoned opinion on the matters subject to deliberation. The duty of information covers the relations between the company and other related companies.

2 - The information covered by the previous number shall be provided by the company body that is authorized to do so and may only be refused if its provision could cause serious damage to the company or another company associated with it or breach of secrecy imposed by law.

3 - The unjustified refusal of the information is cause of cancellation of the deliberation.

Article 291

(Collective right to information)

1 - Shareholders whose shares reach 10% of the share capital may request, in writing, the board of directors or executive board of directors to be provided, also in writing, information on social matters.

2 - The board of directors or the executive board of directors may not refuse the information if it is mentioned in the request that it is intended to establish liability for shareholders of that body, the supervisory board or the general and supervisory board, unless, at least its contents or other circumstances, it is clear that this is not the purpose of the request for information.

3 - Information may be requested on facts already practiced or, where they may result in liability referred to in no. 2 of this article, acts whose practice is expected.

4 - Outside the case mentioned in no. 2, the information requested in general terms may only be refused:

a) When it is to be feared that the shareholder will use it for purposes other than the company and to the detriment of this or of a shareholder;

b) When disclosure, although not for the purposes mentioned in the previous paragraph, is liable to materially harm the company or the shareholders;

c) When it causes a violation of secrecy imposed by law.

5. Information shall be deemed to be refused if it is not provided within fifteen days of receipt of the request.

6 - A shareholder who uses the information obtained in order to cause the company or other shareholders unfair damages is responsible, in general terms.

7 - The information provided, either voluntarily or by judicial decision, shall be available to all other shareholders at the company's headquarters.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 292

Judicial investigation

1 - A shareholder who has been refused information requested under articles 288 and 291 or who has received information that is presumably false, incomplete or not may ask the court to inquire into the company.

2 - The judge may order that the requested information be provided or may, according to the provisions of the Code of Civil Procedure, order:

a) The removal of persons whose liability for acts performed in the exercise of social positions has been ascertained;

b) The appointment of an administrator;

c) The dissolution of the company, if it is established facts that constitute a cause of dissolution, according to the law or the contract, and it has been requested.

3 - The administrator appointed in accordance with paragraph b) of the preceding paragraph shall, as determined by the court:

a) Propose and follow, on behalf of the company, actions of liability, based on facts found in the process;

b) Ensure the management of the company, if, because of dismissals based on item a) of the previous number, if applicable;

c) Practice the acts necessary to restore legality.

4 - In the case provided for in point c) of the previous number, the judge may suspend the remaining administrators who remain in office or prohibit them from interfering in the tasks entrusted to the appointed person.

5. The functions of the administrator appointed under no. 2 b) shall terminate:

a) In the cases provided for in points a) and c) of no. 3, when, after hearing the interested parties, the judge deems it unnecessary to continue;

b) In the case provided for in paragraph b) of no. 3, when the new administrators are elected.

6 - The investigation may be requested without precedence of request of information to the company if the circumstances of the case presume that the information will not be provided to the shareholder, according to the law.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 293

(Other holders of right to information)

The right to information conferred in this section is also incumbent upon the common representative of bondholders and also on the usufructuary and the creditor of shares when, by law or convention, they have the right to vote.

Section IV

Right to profits

Article 294

Right to profits for the Year

1 - Except as otherwise provided in a contractual clause or a decision taken by a majority of three-fourths of the votes corresponding to the share capital in a general meeting convened for this purpose, half of the profit for the year that, pursuant to this law, may be distributed .

2 - The shareholder's credit to his share of the profits is due after 30 days of the allocation of profits, except for deferment by the shareholder and without prejudice to legal provisions prohibiting payment before certain formalities are observed and may deliberate, on the basis of an exceptional situation of the company, the extension of that period to 60 days if the shares are not admitted to trading on a regulated market.

3 - If, by the articles of association, shareholders of the corresponding bodies are entitled to share in the profits, it can only be paid after paying the profits of the shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 295

Statutory reserve

1 - A percentage of not less than one-twentieth of the company's profits shall be allocated to the constitution of the statutory reserve and, if necessary, to its reintegration, until the latter represents a fifth of the capital stock. In the articles of association, a higher percentage and minimum amount may be set for the statutory reserve.

2 - The reserves of the following securities are subject to the statutory reserve regime:

a) Gains arising on the issue of shares, bonds with the right to subscribe for shares, or bonds convertible into shares, in exchange for shares and in cash;

b) Positive balances of monetary revaluations that are allowed by law, insofar as they are not necessary to cover losses already accounted in the balance sheet;

c) Amounts corresponding to goods obtained free of charge, when they have not been imposed different destination, as well as accessions and premiums that may be attributed to securities belonging to the company.

d) Difference between the profit and loss attributable to financial holdings recognized in the income statement and the number of dividends already received or the payment of which may be required in respect of the same holdings.

3 - The gains referred to in paragraph a) of the preceding paragraph consists of:

a) The issue of shares, in the difference between the nominal value and the amount that the shareholders have disbursed to acquire them or, in the case of shares without par value, the amount of the capital correspondingly issued;

b) Regarding the issue of bonds with the right to subscribe for shares or convertible bonds, the difference between the issue value and the amount for which they were reimbursed;

c) The exchange of bonds with the right to subscribe for shares or bonds convertible into shares, the difference between the value of the issue thereof and the nominal value thereof or, in the case of shares without par value, the capital amount correspondingly issued;

d) For contributions in kind, the difference between the value of the assets in which the entry consists and the nominal value of the corresponding shares or, in the case of shares without a par value, the capital amount correspondingly issued.

4 - By means of an order of Ministers of Finance and Justice, the reserves established by the amounts referred to in point a) of that paragraph may be waived, in whole or in part, from the regime established in no. 2.

Amendments

• Amended by Article 5 of the Decree-Law no. 98/2015 - Official Gazette no. 106/2015, Series I of 2 June 2015, in force from 7 June 2015, in force from 1 January 2016

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

• Amended by Article 1 of the Decree-Law no. 229-B / 88 - Official Gazette no. 152/1988, 1st Supplement, Series I of 4 July 1988, in force from 9 July 1988

Article 296

(Use of statutory reserve)

The statutory reserve can only be used:

a) To cover the part of the loss recorded in the balance sheet for the year which can’t be covered by the use of other reserves;

b) To cover the part of the losses carried over from the previous year that can’t be covered by the profit for the year or by the use of other reserves;

c) For incorporation in capital.

Article 297

Advances on profits during the year

1 - The articles of association may authorize, in the course of a fiscal year, the shareholders to make advances on profits, provided that the following rules are observed:

a) The board of directors or the executive board of directors, with the consent of the supervisory board, the audit committee or the supervisory board, shall resolve the advance;

b) The resolution of the board of directors or of the executive board of directors shall be preceded by an interim balance sheet, drawn up at the latest 30 days in advance and certified by the statutory auditor, showing that there were amounts available for the aforementioned advances, which shall observe, where applicable, the rules of Articles 32 and 33, taking into account the results of the part already carried out in the year in which the advance is made;

c) A single advance is made in the course of each fiscal year and always in the second half of the fiscal year;

d) The sums to be allocated as an advance do not exceed half of those that would be distributable, as referred to in point b).

2 - If the articles of association are amended in order to be granted the authorization provided for in the previous paragraph, the first advance may only be made in the year following that in which the contractual amendment occurs.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I-A of 31 December 1996 of 1, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Chapter III

Shares

Section I

Generalities

Article 298

(Issue value of shares)

1 - It is prohibited to issue shares below its nominal value or, in the case of shares without nominal value, below their issue value.

2 - The provisions of the previous number do not prevent the expenses of placing a designation by a credit institution or other equivalent by law for this purpose in the amount of a share issue.

3 - If the issue of shares without a nominal value is made at an issue value lower than the issue value of shares previously issued, the board of directors must prepare a report on the amount fixed and on the financial consequences of the issue to the shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Article 299

Nominative shares

The shares are nominative, and no bearer shares are permitted.

Amendments
• Amended by Article 5 of the Decree-Law no. 15/2017 - Official Gazette no. 85/2017, Series I of 3 May 2017, in force from 4 May 2017

• Amended by Article 4 of the Decree-Law no. 280/87 - Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 300

(Conversion)

1 - Bearer shares may always be converted into nominative shares; nominative shares may be converted into bearer shares if the law does not prohibit conversion and the articles of association permit bearer shares.

2 - The conversion is carried out by the company, at the request and at the expense of the shareholder.

3 - The company can make the conversion by replacing the existing titles or modification in the corresponding text.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 301

Coupons

Shares may be provided with coupons intended to collect dividends.

Amendments
• Amended by Article 5 of the Decree-Law no. 15/2017 - Official Gazette no. 85/2017, Series I of 3 May 2017, in force from 4 May 2017

Article 302

(Categories of shares)

1 - The rights attaching to the shares issued by the same company may be different, in particular as regards the allocation of dividends and the sharing of the assets resulting from the liquidation.

2 - Shares involving equal rights compose a category.

Article 303

(Ownership of the shares)

1 - The joint owners of a share shall exercise the rights inherent therein through a common representative.

2 - Communications and declarations of the company must be addressed to the common representative and, failing this, to one of the joint owners.

3 - The joint owners are jointly liable to the company for the legal or contractual obligations inherent to the action.

4 - Articles 223 and 224 shall apply to this co-locality.

Article 304

Provisional securities and issue of definitive securities

1 - Before issuing the definitive securities, the company may deliver to the shareholder a provisional nominative security.

2 - Provisional securities replace for all purposes the definitive securities, while they are not issued and must contain the indications required for the latter.

3 - Definitive securities shall be delivered to the shareholders within six months of the definitive registration of the company agreement or of the capital increase.

4 - (Repealed).

5 - (Repealed).

6 - (Repealed).

7 - Shares shall remain tradable after the dissolution of the company until the liquidation is closed.

8 - The documents proving the subscription of shares do not in themselves constitute interim securities, and the provisions for these are not applicable to them.

Amendments
• Amended by Article 61 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 305

Share registration book

1 - A register of shares, of an officially approved model, shall be held at the registered office of the company.

2 - The book should be presented in the finance department of the municipality or district of the company's headquarters before used, so that the corresponding head signs the terms of opening and closing, number and initial the sheets.

3 - The register of shares shall include:

a) The numbers of all shares;

b) The dates of delivery of provisional or definitive certificates;

c) The name and address of the first owner of each action;

d) The payments made for the release of the action;

e) The nominative or bearer species of the action;

f) Conversions made;

g) The transfer of bearer shares to the deposit regime;

h) Transfers of nominative shares as well as bearer shares subject to the registration regime;

i) Charges or charges levied on shares under registration;

j) Non-voting preference shares;

l) Remittable shares and redemption dates;

m) The depreciated shares and the amounts of the depreciation;

n) The shares of fruition.

4 - The register of shares may be replaced by a computerized record, under the terms to be set by an order of the Ministers of Finance and Justice.

5 - The provisions of no. 3 of this article shall apply to the computerized record provided for in the preceding paragraph.

Amendments

• Repealed by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2011

• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by the Statement - Official Gazette no. 199/1987, Series I of 31 August 1987, in force from 13 July 1987

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section II

Public offer for acquisition of shares

Article 306

(Addressees and conditions of the offer)

1 - The public offer for the acquisition of shares is contemporaneously addressed to all shareholders or holders of a category of shares that are not, in addition to the offeror itself, companies in a controlling or group relationship with a bidding company.

2 - The offer may be conditioned to its acceptance by holders of a certain minimum number of shares and may be limited to a maximum number of shares.

3 - The Board of Directors of the Stock Exchange may prohibit an offer if it considers that the number of shares to be acquired does not justify it or, in the case of an offer competing with another that has already been tendered, understands that there are no significant differences between the two shareholders.

4 - The board of directors of the stock exchange may order that an offer already launched be withdrawn when, with respect to the offeree company or the offeror, changes have occurred that justify such order.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

Article 307

(Supervisory Authority)

1 - The Board of Directors of the Lisbon Stock Exchange or the Stock Exchange, as the company's registered office, is responsible for supervising public offers for the acquisition of shares.

2 - The two committees shall propose the regulations necessary to complete the tender offer regime, which shall be approved by an order of the Minister of Finance.

Amendments
• Repealed by Article 24 of the Decree-Law no. 142-A / 91 - Official Gazette no. 83/1991, 1st Supplement, Series IA of 10 April 1991, in force from 9 June 1991

Article 308

(Release of the public offer)

1 - The public offer is released by a credit institution or assimilated by law for this purpose, acting in the interest of the offeror.

2 – The release is made by the communication of the offer to the board of directors or management of the offeree company and from it the offer can't be revoked, except in the case of a competing offer.

3 - Within eight days, the board of directors or management shall submit to the offeror its comments on the offer.

4 - The offer and comments will be submitted to the Board of Directors of the Exchange, which, if it is not forbidding the offer, will authorize the publication of the corresponding announcement.

5 - Until the announcement is published, the offer may only be modified in the light of the comments referred to in no. 3 or to comply with instructions from the board of the Exchange.

6. Once the notice has been published, the offeror may modify the nature and amount of the consideration offered once, provided that two-thirds of the offer period has not yet elapsed.

7 - The period of the offer may vary between 30 and 40 days, counted from the publication of the advertisement, but, since the offer has been modified in accordance with the law, the period initially set is increased by one third.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

Article 309

(Content of the public offer)

The public offering, when launched and announced, must contain at least the following information:

a) The name of the offeror;

b) The indication of the shares that are the object of the offer, with the identification of the target company;

c) The nature of the consideration;

d) The indication of the purpose that the offeror intends to achieve with the acquisition;

e) Indication of the factors relevant for determining the consideration offered;

f) The indication of the shares directly or indirectly held by the offeror in the offeree company;

g) Indication of the holdings directly or indirectly held by the offeree company in an offering company;

h) The period of the offer;

i) The possible conditioning of the offer to its acceptance by holders of a certain minimum number of shares;

j) The possible indication of the maximum number of shares that the offeror proposes to acquire and the criterion of the apportionment, when necessary;

l) The indicate of the right of the shareholder to withdraw acceptance if, by the closing of the offer, another offer of a third party is made under more advantageous conditions;

m) The cases in which the offer may be without effect;

n) The date on which the payment in cash will be made or the securities representing the consideration will be delivered;

o) The place where the shares are to be delivered or exchanged;

p) Indication of any expenses, taxes or taxes that must be borne by the shareholders.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

Article 310

(Counterpart of the public offer)

1 - The counterpart of the public offering may consist of money, shares or bonds, convertible or not, of an offering company or another company that is in a controlling or group relationship.

2 - In the event of cash consideration, the credit institution shall ensure that it is deposited for the exclusive purpose of the public offering.

3 - In consideration of shares or bonds still to be issued, the corresponding bonds, although provisional, must be ready for exchange no later than 45 days after the close of the public offer, without which the Board of Directors of the Exchange will declare the offer without effect and the remiss company shall be liable, under the general terms of law.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

Article 311

(Acquisition during the offer period)

1 - If, during the period between the decision to launch the offer and its launch, the offeror or another company with which it is in a controlling or group relationship acquires shares of the offeree company, the most are a minimum condition of the public offering.

2 - From the launch and until the closing of the offer, the offeror may not, by purchase or exchange, acquire shares of the target company or others that are in a domain or group relationship.

3 - As a company is offered, the shareholders of its administrative or supervisory bodies are prohibited from acquiring, by purchase or exchange, shares in the offeree company or other companies with which it is in a controlling or group relationship, from the when the launch is deliberated and until the public offering is closed.

4 - To credit institutes participating in the public offering, to shareholders of its management and supervisory bodies, to the offeree company and to the shareholders of its management and supervisory bodies, to companies in a controlling or group relationship with the offeree company and shareholders of its management and supervisory bodies are prohibited from acquiring or exchanging shares in the offeree company or other companies that are in a controlling or group relationship, from the moment they became aware of the offer and even to the closure of the latter.

5 - Violation of the provisions of the preceding paragraphs prevents for five years the exercise of the rights inherent to the shares thus acquired, but not the requirement of the corresponding obligations, however, that the sellers may demand from the purchasers a compensation for the damages suffered.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

Article 312

(Duty of confidentiality)

Persons who, due to their official or private or public duties, are aware of the preparation of a public takeover bid must keep full confidentiality until the announcement of the offer, responding, in case of breach of this duty, to the offeror and to the shareholders of the offeree company.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

Article 313

(Public offer as mandatory form of acquisition)

1 - The purchase or exchange of shares of a company shall take the form of a public offer when the following circumstances are cumulative:

a) To be a company with public subscription;

b) The articles of association do not stipulate shareholders' pre-emption rights in the purchase or exchange of shares;

c) the offeror already owns shares in the offeree company to ensure that the shares of the offeree company or shares owned by it, together with the shares to be acquired, are attributed to it by that company or even when the shares to be acquired, alone or in addition which have been acquired by him since 1 January of the previous calendar year, except for the effect of a capital increase, grant him 20% of the votes corresponding to the share capital.

2 - In the event that the offeror already own shares in the offeree company to ensure its control, the public offer can't be launched for shares corresponding to less than 5% of the share capital of that company.

3 - The violation of the provisions of no. 1 of this article prevents for five years the exercise of the rights inherent to the shares acquired, but not the requirement of the corresponding obligations, however, that the sellers may demand from the purchasers a compensation for the losses suffered.

4 - The Board of Directors of the Stock Exchange may waive the public offering when it finds that the purchase or exchange is not for speculative purposes and the number of shares to be acquired in itself does not justify the offer or when it is not relevant to increase the influence of the shareholder in company.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

Article 314

Shares listed as of an offeror

For the purposes of the previous articles, are listed as belonging to an offeror not only the shares he holds, but also:

a) Shares belonging to other shareholders who, by agreement among all, will acquire shares as a result of the public offering;

b) Shares belonging to companies that are in a controlling or group relationship with a bidding company;

c) Shares in which bonds belonging to the offeror himself or to any of the entities covered by the preceding points will be converted.

d) Shares resulting from obligations with the right to subscribe for shares belonging to the offeror himself or to one of the entities covered by the points a) and b).

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

• Amended by Article 1 of the Decree-Law no. 229-B / 88 - Official Gazette no. 152/1988, 1st Supplement, Series I of 4 July 1988, in force from 9 July 1988

Article 315

Public offers for the acquisition of convertible bonds or bonds with the right to subscribe for shares

The provisions in the previous articles apply to the acquisition for public offering of bonds convertible into shares or bonds with the right to subscribe for shares.

Amendments
• Repealed by Article 3 of the Decree-Law no. 261/95 - Official Gazette no. 229/1995, Series IA of 3 October 1995, in force from 8 October 1995

• Amended by Article 1 of the Decree-Law no. 229-B / 88 - Official Gazette no. 152/1988, 1st Supplement, Series I of 4 July 1988, in force from 9 July 1988

Section III

Own shares

Article 316

(Subscription. Intervention by third parties)

1 - A company may not subscribe its own shares and, for other reasons, may only acquire and own shares in the cases and under the conditions provided by law.

2 - A company may not charge another person, on its behalf but on behalf of the company, to subscribe or acquire shares of itself.

3 - Shares subscribed or acquired in violation of the provisions of the preceding paragraph shall, for all purposes, include the obligation to release them, to the person who subscribed or acquired them.

4 - The company may not waive the reimbursement of sums it has advanced to someone else for the purpose mentioned in no. 2 or fail to proceed with all due diligence for such reimbursement to be undertaken.

5 - Without prejudice to their liability, in general terms, the administrators involved in the operations prohibited by no. 2 are personally and jointly responsible for the release of shares.

6 - Acts for which a company acquires shares referred to in no. 2 to the persons mentioned therein shall be null and void, except in the case of credit execution and if the debtor does not have other sufficient assets.

7 - The rights inherent in shares subscribed by a third party on behalf of the company in breach of this provision shall be considered suspended until the company's reimbursement obligations have been fulfilled and the amounts paid by the administrators for their release are paid.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 317

Cases of lawful acquisition of own shares

1 - The articles of association may totally prohibit the acquisition of own shares or reduce the cases in which it is allowed by this law.

2 - Except as provided in the following number and other legal provisions, a company may not acquire and hold own shares representing more than 10% of its capital.

3 - A company may acquire own shares that exceed the amount established in the previous number when:

a) The acquisition results from compliance by the company with provisions of the law;

b) The acquisition is intended to execute a capital reduction resolution;

c) Having acquired a universal asset An universal asset is acquired;

d) The acquisition is free of charge;

e) The acquisition is made in an executive proceeding for the collection of debts of third parties or by transaction in declaratory action proposed for the same purpose;

f) The acquisition results from a process established in the law or in the articles of association for the lack of release of shares by its subscribers.

4 - As consideration for the acquisition of own shares, a company may only deliver assets which, pursuant to articles 32 and 33, may be distributed to shareholders, and the value of the distributable assets must be at least equal to double of the amount to be paid by them.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 318

(Own shares not released)

1 - The company may only acquire fully paid own shares, except in the cases of paragraphs b), c), e) and f) of number 3 of the previous article.

2 - Acquisitions that violate the provisions of the previous number are void.

Article 319

(Deliberation of acquisition)

1 - The acquisition of own shares depends, except as provided in no. 3 of this article, for a resolution of the general meeting, which must include:

a) The maximum number and, if there is one, the minimum number of shares to be acquired;

b) The period, not exceeding eighteen months from the date of the resolution, during which the acquisition can be made;

c) The persons to whom the shares must be acquired, when the resolution does not order them to be acquired in a regulated market and the acquisition to specific shareholders is lawful;

d) The minimum and maximum counterparts in purchases for consideration.

2. Directors may not execute or continue to carry out the deliberations of the general meeting if, at the time of acquisition of shares, the requirements of Article 317 no. 2, no. 3 and no. 4 and 318 .

3 - The acquisition of own shares may be decided by the board of directors or the executive board of directors only if serious and imminent damage to the company is avoided by them, which is presumed to exist in the cases provided for in points a) and e) of Article 317 no. 3.

4 - In the case of acquisitions made under the terms of the previous number, the managers, at the first subsequent general meeting, shall state the reasons and the conditions of the operations carried out.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 320

(Determination of disposal)

1 - The sale of own shares depends, except as provided in no. 2 of this article, for a resolution of the general meeting, which must include:

a) The minimum number and, if any, the maximum number of shares to be sold;

b) The term, not exceeding eighteen months, from the date of the resolution, during which the sale can be made;

c) The method of disposal;

d) The minimum price or other consideration for the sale for valuable consideration.

2 - The disposal of own shares may be decided by the board of directors or executive board of directors, if required by law.

3 - In the case of the previous number, the administrators, at the first following general meeting, must explain the reasons and all the conditions of the operation carried out.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 321

(Equality of treatment of shareholders)

Acquisitions and divestitures of own shares must comply with the principle of equal treatment of shareholders, unless this in turn hinders the very nature of the case.

Article 322

Loans and guarantees for the acquisition of own shares

1 - A company may not provide loans or in any way provide funds or provide guarantees for a third party to subscribe or otherwise acquire shares representing its capital.

2 – The provision of no. 1 shall not apply to transactions falling within the ordinary operations of banks or other financial institutions or to transactions carried out for the acquisition of shares by or for the personnel

of the company or of a company with a her related; however, such transactions and transactions may not result in the net assets of the company becoming less than the amount of the subscribed capital plus reserves which the law or the articles of association may not distribute.

3 - Unilateral contracts or acts of the company that violate the provisions of no. 1 or the final part of no. 2 are void.

Amendments
• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 323

(Time of holding of shares)

1 - Without prejudice to other deadlines or measures established by law, the company may not hold for more than three years a number of shares in excess of the amount established in article 317, no. 2, even if they have been lawfully acquired.

2 - Shares illegally acquired by the company must be disposed of within the year following the acquisition, when the law does not decree the nullity of it.

3 - If the disposals provided for in the preceding paragraphs have not been made in due time, the shares that were to be sold should be canceled; in respect of shares whose acquisition has been lawful, the cancellation should be on the most recently acquired shares.

4 - Directors are responsible, in general terms, for losses suffered by the company, its creditors or third parties because of the illicit acquisition of shares, the annulment of shares prescribed in this article or the non-annulment of shares.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 324

(Own share regime)

1 - As long as the shares belong to the company, they must:

a) All rights inherent to the shares shall be considered suspended, except that their holder receives new shares in case of capital increase by incorporation of reserves;

b) To make unavailable a reserve equal to the amount by which they are accounted for.

2 - The annual report of the board of directors or of the executive board shall be clearly indicated:

a) The number of own shares acquired during the year, the reasons for the purchases made and the disbursements of the company;

b) The number of own shares sold during the year, the reasons for the divestitures and the company's purse;

c) The number of own shares of the company held by the company at the end of the year.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 325

(Pledge and guarantee of own shares)

1 - The own shares that a company receives in pledge or guarantee are counted towards the limit established in article 317, no. 2, except those that are intended to guarantee responsibilities for the exercise of social positions.

2 - Directors who accept their own shares in pledge or guarantee, whether or not the limit established in no. 2 of article 317 are exceeded, are responsible, in accordance with article 4, no. 4. 323, if the shares are acquired by the company.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 325-A

Subscription, acquisition and holding of shares

1. Shares in a public limited company which are subscribed, acquired or held by a subsidiary company directly or indirectly under Article 486 of which are in a group relationship pursuant to Article 488 et seq. for all purposes, own shares of the controlling company.

2 - The preceding number does not include the subscription, acquisition and holding of shares of the public limited company by the company directly or indirectly, but on behalf of a third party other than the public limited company referred to in the previous number, nor another in that the public limited company exercises dominant influence.

3 - The equalization provided for in no. 1 shall also apply if the subsidiary company has its registered office or registered office abroad, provided that the controlling company is subject to Portuguese law.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Added by Article 2 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series I of 9 December 1995, in force from 8 January 1996

Article 325-B

Scheme for the subscription, acquisition and holding of shares

1 - Under the conditions established in articles 316 to 319 and 321 to 325, with the appropriate adaptations, the subscription, acquisition and holding of shares pursuant to no. 1 of the previous article shall apply.

2 - The acquisition of shares in the corporation by the dependent company is subject only to the resolution of the general meeting of that company, but not to the resolution of the general meeting of that company.

3 - As long as the shares belong to the dependent company, voting rights and patrimonial content rights that are incompatible with Article 316 no. 1 shall be considered suspended.

Amendments
• Added by Article 2 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series I of 9 December 1995, in force from 8 January 1996

Section IV

Transfer of shares

Subsection I

Forms of transfer

Article 326

(Transfer of nominative shares)

1 - Nominative shares are transmitted in the form of a declaration by the transferor written in the title and by the person drawn up in the same and an endorsement in the company's shares book.

2 - The signature of the transferor in the declaration of transfer must be certified by a notary.

3 – The certifications of the signature of the transferor in the title may be replaced by a notary acknowledgment of the signature in a model declaration officially approved by the Ministers of Finance and Justice, which shall identify the shares transmitted.

4 - The certification of signatures provided for in no. 2 and 3 shall be prohibited until the declaration of transfer is fully satisfied.

5 - Shares shall be transferred on the date of the endorsement referred to in no. 1, but if this has been unduly delayed by the company, the transfer shall be deemed to be made on the fifth day following the presentation of the security to the company.

6 - In the case provided for in no. 3, the original of the declaration shall be filed with the company.

7 - When the nominative shares are transmitted by any judicial act, the declaration of transfer shall be written by the head of the competent section of the court, who shall affix the corresponding white seal.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 327

(Transfer of bearer shares)

1 - The transfer of bearer shares between live shares shall be undertaken by the delivery of the securities, depending on the possession thereof the exercise of rights of member.

2 - For shares subject to the deposit or registration regime, proof of ownership shall be made in accordance with Article 338.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Subsection II

Limitations on transfer

Article 328

Limitations on the transfer of shares

1 - The articles of association may not exclude the transferability of the shares nor limit it beyond what the law allows.

2 - The articles of association may:

a) Subordinate the transfer of nominative shares to the consent of the company;

b) Establish a preemptive right of the other shareholders and the conditions of the corresponding exercise, in case of sale of nominative shares;

c) Subordinate the transfer of nominative shares and the constitution of a pledge or usufruct on them to the existence of certain requirements, subjective or objective, that are in accordance with the social interest.

3 - The limitations set forth in the preceding paragraph may only be introduced by amendment of the articles of association with the consent of all shareholders whose shares are affected by them, but may be mitigated or terminated upon amendment of the agreement, in general terms; the limitations may only apply to shares corresponding to a certain capital increase, provided that they are deliberated simultaneously with it.

4 - The clauses provided for in this article shall be transcribed in the securities or in the share registration accounts, under penalty of being unconscionable to purchasers in good faith.

5 - The clauses provided for in points a) and c) of no. 2 can't be invoked in an executive or liquidation process.

Amendments

• Rectified by Article 13 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 329

(Granting and refusal of consent)

1 - The granting or refusal of consent for the transfer of nominative shares shall be the liability of the general meeting, if the articles of association do not assign this competence to another body.

2 - When the contract does not specify the grounds for refusal of consent, it may be refused on the basis of any relevant interest of the company, always indicating in the deliberation the reason for refusal.

3 - The articles of association, under penalty of nullity of the clause requiring consent, must contain:

a) The determination of a period, not exceeding 60 days, for the company to decide on the request for consent;

b) The stipulation that the transfer of the shares is free, if the company does not pronounce within the period referred to in the previous number;

c) The obligation of the company, in the case of lawfully refusing consent, to acquire the shares by another person in the conditions of price and payment of the business for which the consent was requested; in the case of a free transfer, or by proving that the company had a price simulation in that business, the acquisition will be made at the real value determined in accordance with Article 105 no. 2.

Subsection III

Regime of registration and regime of deposit

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 330

(First registration)

1 - The company shall enter in the register all the shares in which its capital is divided, either at the time of incorporation or by capital increase.

2 - In case the action belongs to more than one person, all their holders and their corresponding shares of joint ownership will be registered.

3 - In the case of undivided inheritance, proceed in accordance with what is established in article 333, paragraphs 3 and 4.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 331

(Regime of registration or deposit)

1 - Registered or bearer shares may be subject, by special instruments, to the registration or deposit regime.

2. Bearer shares may, at the initiative of their holders, be subject to the registration or deposit regime.

3 - The rules set forth in the following Articles shall apply to shares subject to the registration or deposit regime.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 332

(Change from registration to deposit regime)

1 - The holder of bearer shares may, at any time, obligatorily or optionally subject to the registration or deposit regime, which is in the first of them, declare in writing to the company that opts for the deposit regime.

2 - The deposit referred to in the previous number shall be made in a credit institution, in an account that identifies its owner or co-owners, and in the second case, the share of each.

3 - The company, after the credit institution has informed him that the deposit is made, will record the fact in the proper book.

4 - The constitution or extinction of charges or charges on deposited shares shall be communicated to the depository institution with supporting documentation. For the constitution of a security, the granting of the security to the creditor shall be deemed to be the receipt by the depositary institution of the communication made by the owner of the shares or made by the creditor, with the written authorization of the owner.

5 - The depositary institution shall collect the income from the deposited shares.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 333

(Transfer from deposit to registration)

1 - Holders of deposited shares who wish to withdraw them for the purpose of which they are subject to compulsory or optional registration shall deliver to the depository institution a statement for their registration, which shall include the burdens or burdens on them.

2 - The depositary institution shall, within a period of eight days from the date of delivery of the declaration, register the declaration, register in the company or, in the case of the last holder registered in the registration book, cancel the registration of the deposit regime.

3. For the purposes of no. 1, the signatures of the declarants may be paid by the credit institution.

4 - Where registration or depository arrangements are compulsory, shares may not be delivered by the depositary institution to the corresponding holders before the return of the duplicate of the declaration referred to in no. 1, the number and date of which shall be recorded in the issuer survey document.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 334

(Transfer Register)

1 - Whenever there is a change of title holder, a new registration will be made in the name of the acquirer, using for this purpose a model declaration approved by an order of the Ministers of Finance and Justice.

2 - Subject to the provisions regarding death, the signatures of the declarants shall, under penalty of refusal of receipt, be recognized by a notary in the original.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 335

(Deadlines and charges)

1 - Registrations, cancellations and endorsements shall be made by the issuer of the shares within eight days from the date of receipt of the corresponding declarations or participations.

2 - For the registrations, cancellations and endorsements of shares can't be charged by the issuing company any commission or remuneration.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 336

(Transfer of nominative shares)

1 - The provisions on registration and deposit of nominative shares do not dispense with the transfer formalities provided for in Article 326 no. 1.

2 - The register of nominative shares consists of the endorsement referred to in Article 326 no. 1.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 337

(Declaration of transfer)

1 – The free or onerous transfer of bearer shares compulsorily or voluntarily to the registration or deposit regime between living people shall be included in a declaration which shall take some of the forms prescribed in the following paragraphs.

2 - For bearer shares under registration, the declaration shall be made on a model form approved by an order issued by the Ministers of Finance and Justice, completed in quadruplicate and with the signatures of the transferor and the acquirer recognized by a notary in the original.

3. The notary who carries out the last acknowledgment shall file the duplicate and send the original and the other copies within eight days to the company, which shall immediately register on behalf of the purchasers and, once the registration has been made, it shall forward it to two copies of the declaration, one to the transferor and one to the purchaser.

4 - For bearer shares under a deposit system, the depositor shall make a declaration in writing addressed to the depositary body, with the signature recognized by a notary and containing instructions for the deposit in the same or another institution, in the name of the depositor.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 338

(Proof of ownership and date of transfer effect)

1 - The possession of the bearer shares subject to compulsory or optional registration or deposit regime can only be proven by the registration or deposit of them.

2 - The effects of transfer shall occur on the date of the last notarization of the declaration referred to in Article 337, in the case of nominative shares, or on the date of receipt of the declaration by the depositary, in the case of shares.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 339

(Transfer by death)

1 - In the case of compulsory transfer of shares or subject to the registration or deposit procedure, if the determination of the new owners depends on a subsequent act, the head of the couple shall, within a period of one year from the death:

a) In the case of nominative shares or registered bearer shares, promote the registration, in the issuing company, of certain or uncertain heirs or legatees of the deceased;

b) In the case of bearer shares under a deposit regime, promote the transfer of them to an open account in favor of said heirs or legatees.

2 - In any of the cases mentioned in the previous number will be indicated the ideal share of each of the heirs or legatees, as soon as known.

3 - The registration or transfer of the deposit will be made upon presentation of the document certifying the death and legally required for the authorization of the heirs or legatees.

3 - Once the corresponding holders are determined, they must, in the case of deposited shares or nominative shares, transfer to their own account the shares assigned to them or promote their registration, upon presentation of the documents certifying their ownership and the payment of inheritance and gift tax, or that it is insured, when due.

5 - The provisions of the preceding paragraph shall apply to the transfer of deposited or nominative shares, when the corresponding holders are immediately determined, but the period to be observed is one year from the transfer.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 340

(Registration of fees or charges)

1 - The burden or burden on nominative shares shall be recorded by endorsement, and for that purpose the corresponding beneficiary shall send to the company a document proving the necessary authorization of the owner of the shares or of the constitution of the burden or charge.

2 - The extinction of the charges or charges will be registered, within 30 days, at the request of any interested party who sends supporting document.

3 - The endorsements provided for in the previous numbers shall be made in the registration book and in the duplicate referred to in no. 2 of article 337, for the presented purpose, returning it to the holder of the titles.

4 - The beneficiary of the charge or charge will be delivered, in the case provided for in no. 1, a document proving the registration of this charge or charge, according to the officially approved model, with the document stating the cancellation as soon as it occurs and document is presented.

Amendments
• Rectified by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Section V

Non-voting preferred shares

Amendments
• Amended by Article 7 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 341

(Issuance and shareholder rights)

1 - The articles of association may authorize the issuance of non-voting preferred shares up to the amount representing half the capital stock.

2 - Non-voting shares shall entitle them to a priority dividend of not less than 1% of their nominal value or, failing this, their issuance value, net of any issue premium, withdrawn from profits that, under the terms of Articles 32 and 33 may be distributed to shareholders and the priority reimbursement of their nominal value or their issue value at the company's liquidation.

3 - The dividend referred to in the preceding paragraph assigns the holders of non-voting shares a priority in their receipt from the other shareholders, except if the articles of association establish that they confer the right to an additional dividend, which, in addition to be paid with priority, must be added to the dividends to be attributed to each shareholder.

4 - In the case of non-voting preferred shares that are subscribed exclusively by qualified investors, within the meaning of the Securities Code, and which are not admitted to trading on a regulated market, the articles of association may provide that they confer only right to the priority dividend provided for in the articles of association, not participating in the remainder of the dividends to be attributed to all shares.

5 - Non-voting preferred shares confer, in addition to the equity rights provided for in the previous paragraphs, all non-equity rights inherent in common shares, with the exception of voting rights.

6 - Non-voting shares do not count for the determination of the capital representation required by law or in the articles of association for the shareholders' deliberations.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 342

(Failure to pay priority dividend)

1 - If distributable profits or liquidation assets are not sufficient to satisfy the payment of the priority dividend of a given year, or the redemption of the par value or the issue value of the shares, respectively, are distributed proportionally to the preferred shares without right to vote.

2 - The priority dividend that is not paid in full in a given fiscal year must be paid in the following three years, before dividends related to them, provided there are distributable profits, without prejudice to no. 4 and the articles of association more exercises.

3 - If the priority dividend is not paid in full during two fiscal years, the preferred shares give the right to vote, in the same terms as the common shares, and only lose it in the fiscal year following that in which the priority dividends were paid in arrears, without prejudice to the provisions of the following paragraph.

4 - The articles of association may, in relation to non-voting preferred shares subscribed exclusively by qualified investors, within the meaning of the Portuguese Securities Code, and which are not admitted to trading on a regulated market:

a) To remove or regulate, in a manner different from that provided for in no. 2, the regime of the priority dividend that is not paid in a given year;

b) Provide that the priority dividend corresponding to years in which no distributable profits were generated shall be considered lost;

c) Provide for the preferred shares to be converted into common shares in the circumstances specified in the conditions of issue related to the deterioration of the company's financial situation that jeopardizes the payment of the priority dividend;

d) Provide for a number of fiscal years different from that provided for in the previous number, but not exceeding five years for the purpose of attribution of voting rights due to non-payment of the priority dividend.

5 - If distributable profits exist, the company is obliged to pay the priority dividend, and the right to receive the latter is subject to specific execution.

6 - As long as the preferred shares enjoy the right to vote, the provisions of no. 6 of the previous article do not apply.

Amendments

• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Article 343

(Participation in the general meeting)

1 - If the articles of association do not allow non-voting shareholders to participate in the general meeting, the holders of non-voting preferred shares of the same issue shall be represented at the meeting by one of them.

2. The provisions of article 358 shall apply mutatis mutandis to the designation and removal of the common representative, with the necessary adaptations.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 344

(Conversion of shares)

1 - The common shares may be converted into preferred shares without voting rights, upon resolution of the general meeting, observing the provisions of article 24, no. 1 of article 341 and article 389, and such deliberation shall be published.

2 - The conversion provided for in no. 1 shall be made at the request of the interested shareholders, during the period fixed by the resolution, not less than 90 days from the publication of this resolution, respecting in its execution the principle of equal treatment.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 344a

Preferred shares of other types

The provisions of this section do not prevent the company, under Articles 24 and 302, from issuing shares that ordinarily confer voting rights and have a priority dividend or other special rights that are expressly provided for in the articles of association.

Amendments
• Added by Article 6 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Section VI

Preferential Shares

Article 345

(Redeemable preferred shares)

1 - If the articles of association so authorize, the shares that benefit from an equity privilege, even if they do not have the right to vote, may, at their issue, be subject to remission on a fixed date or when the general meeting decides.

2 - Such shares shall be redeemed in accordance with the provisions of the contract, without prejudice to the rules imposed in the following paragraphs.

3 - Shares must be fully released before being redeemed.

4 - The redemption is made at the nominal value of the shares or, in the absence of a nominal value, at their issue value, unless the articles of association provide for the grant of a premium.

5 - The consideration for the redemption of shares, including the bonus, may only be withdrawn from funds which, pursuant to Articles 32 and 33, may be distributed to shareholders.

6 - Upon remission, an amount equal to the nominal value of the redeemed shares, or in the absence of a nominal value, equal to the issue value, shall be taken to a special reserve, which may only be used for incorporation in the capital stock, without loss in the event of reduced capital.

7 - The redemption of shares does not imply a reduction of capital and, unless otherwise provided in the articles of association, new shares of the same type may be issued by resolution of the general meeting to replace the redeemed shares.

8 - The resolution to redeem shares is subject to registration and publication.

9 - The articles of association may provide for penalties for non-compliance by the company with the obligation to redeem on the date fixed therein.

10 - In the absence of a contractual provision, any holder of such shares may request the dissolution of the company by administrative means, after one year has elapsed from the date on which the obligation to redeem should have been fulfilled without the remission being undertaken.

Amendments

• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section VII

Amortization of shares

Article 346

(Amortization of shares without capital reduction)

1 - The general meeting may decide, by the majority required to amend the articles of association that the capital be reimbursed, in whole or in part, with the shareholders receiving the nominal value of each share, or part thereof, provided that they are only funds which, pursuant to Articles 32 and 33, may be distributed to shareholders.

2 - The reimbursement under this article does not entail a capital reduction.

3 - The partial reimbursement of the par value must be made in the same way, for all the shares existing at that date; without prejudice to provisions for redeemable shares, repayment of the par value of certain shares may only be carried out by lot, if the articles of association so permit.

4 - After repayment, the equity rights inherent to the shares are modified in the following terms:

a) These shares only share the exercise profits, together with the others, after they have been assigned a dividend, the maximum of which is fixed in the articles of association or, in the absence of such a stipulation, is equal to the legal interest rate; shares which are only partially redeemed shall be entitled in proportion to that dividend;

b) Such shares only share the proceeds of the liquidation of the company, together with the others, after having been reimbursed the par value; shares which are only partly reimbursed are entitled in proportion to that first share.

5 - Totally reimbursed shares shall be referred to as shares, shall constitute a category and shall be included in the instrument or in the register of shares.

6 - Reimbursement is final, but shares may be converted into shares by means of resolutions of the general meeting and the special meeting of the corresponding holders, taken by the majority required to amend the articles of association.

7 - The conversion provided for in the preceding paragraph shall be undertaken by means of retention of the profits which, in one or more years, would be taken up by the shares, unless the said meetings authorize it to be undertaken by means of entries offered by the shareholders concerned.

8 - The provisions of the two preceding paragraphs shall apply to the reconstitution of partially reimbursed shares.

9 - The conversion shall be deemed to be made at the moment the retained dividends reach the amount of the reimbursements made or, in the case of entries by the shareholders, at the end of the year in which they were made.

10 - The depreciation and conversion deliberations are subject to registration and publication.

Amendments

• Rectified by Article 13 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

Article 347

(Amortization of shares with reduction of capital)

1 - The articles of association may impose or permit, in certain cases and without the consent of the holders, shares to be amortized.

2 - The amortization of shares under this article always implies a reduction of the capital of the company, extinguishing the shares redeemed on the date of the capital reduction.

3 - The facts that impose or allow the amortization must be concretely defined in the articles of association.

4 - In case the amortization is imposed by the articles of association, it must establish all the essential conditions for the operation to be carried out, it being incumbent upon the board of directors or executive board of directors to declare, within 90 days after the knowledge that that the shares are amortized under the terms of the contract and implement what is provided for the case.

5 - In case the amortization is permitted by the articles of association, it is the liability of the general meeting to resolve the amortization and establish the conditions necessary for the transaction to be carried out in the part that is not included in the contract.

6 - Since the amortization allowed by the articles of association, it may set a period, not exceeding one year, for the resolution to be taken; in the absence of a contractual provision, this period shall be six months, counting from the occurrence of the fact that justifies the amortization.

7 - The reduction of capital by amortization of shares pursuant to this article shall apply the provisions of article 95, except:

a) If fully paid-up shares are made available to the company, free of charge;

b) If, for the amortization of fully paid-up shares, only funds are used which, pursuant to Articles 32 and 33, can be distributed to shareholders; in this case, a reserve subject to the statutory reserve system, equivalent to the sum of the par value of the depreciated shares, must be created.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Chapter IV

Bonds

Section I

General bonds

Article 348

Issuance of bonds

1 - Public limited companies may issue securities which, in the same issue, confer equal rights of credit and which are denominated bonds.

2 - Only companies whose contract has been definitively registered for more than one year may be issued with obligations unless:

a) Result from the merger or division of companies of which at least one has been registered for more than one year; or

b) The State or equivalent public entity holds a majority of the company's share capital;

c) The obligations are guaranteed by a credit institution, by the State or similar public entity.

d) Financial information relating to the issuer, which is not more than three months before the issuance, is audited by an independent auditor registered with the Securities Market Commission and prepared in accordance with the applicable accounting standards.

3 - By order of the Ministers of Finance and Justice may be waived, in whole or in part, the requirements set forth in the previous number.

4 - Bonds may not be issued before the capital is fully released or at least all shareholders who have not timely released their shares are placed in default.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 4 of the Decree-Law no. 52/2006 - Official Gazette no. 53/2006, Series I of 15 March 2006, in force from 30 March 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 349

(Bond issue limit)

1 - The issuance of bonds by public limited companies depends on the issuing company to present, after the issue, a ratio of financial autonomy equal to or greater than 35%, calculated from the company's balance sheet, using the following formula:

Financial autonomy = CP / AL x 100

On what:

- Shareholders' Equity (CP) corresponds to the sum of the capital stock, less own shares, with reserves, retained earnings and adjustments in financial assets;

- Net assets (AL), corresponds to the assets recognized in accordance with the applicable accounting regulations.

2 - The balance used for the calculation referred to in the preceding paragraph must be one of the following and, if there is more than one, it must be the most recent one:

a) The balance sheet of the last fiscal year, provided that it has been closed in the six months prior to the date of issue of bonds;

b) Companies which have a credit rating of the issue or of the issuance program or of the company, in this case for a type of credit comprising the obligations to be issued, awarded by a credit rating company registered with the European Securities Markets (ESMA) or recognized as an External Rating Agency by the Bank of Portugal;

c) The balance sheet for the first half of the year in progress on the date of the issue of bonds, if the company is required to disclose half-yearly accounts in accordance with article 246 no. 1 of the Securities Code.

3 - Compliance with the requirement in no. 1 shall be verified through the advice of the supervisory board, the sole auditor, or statutory auditor.

4. The requirement set out in no. 1 shall not apply to:

a) Companies issuing shares admitted to trading on a regulated market;

b) To companies that have credit rating issued by a credit rating company registered with the Securities Market Commission;

c) The issues whose reimbursement is guaranteed by special guarantees constituted in favor of the bondholders.

d) For issues with a denomination per unit of 100 000 euros or more, or the equivalent thereof in euro, or whose subscription is made exclusively in minimum lots of 100 000 euros or more, or counter value in euros;

e) The issues that are fully subscribed by qualified investors, within the meaning of the Securities Code, and provided that the bonds issued are not subsequently placed, directly or indirectly, with unskilled investors.

5 - [Repealed].

6 - [Repealed].

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 4 of the Decree-Law no. 52/2006 - Official Gazette no. 53/2006, Series I of 15 March 2006, in force from 30 March 2006

Article 350

Deliberation

1 - The issuance of bonds shall be resolved by the shareholders, unless the articles of association permit it to be resolved by the board of directors.

2 - A determination of the issuance of bonds can't be taken until a previous issue has been subscribed and made.

3 - Shareholders may authorize the issuance of debentures made by them in installments, fixed by them or by the board of directors, but such authorization shall expire after five years in respect of series not yet issued.

4 - A new series may not be launched until the bonds of the previous series have been subscribed and fulfilled.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 351

Registration

1 - The issuance of bonds and the issue of each of its series, when made through a private offer, are subject to commercial registration, unless it has occurred within the deadline to apply for registration the admission of them to trading on a regulated securities market furniture.

2 - When subject to compulsory registration, as long as the issue or the series is not definitively registered, the corresponding titles can't be issued; lack of registration does not make titles invalid but subjects the managers to liability.

Amendments
• Amended by Article 4 of the Decree-Law no. 52/2006 - Official Gazette no. 53/2006, Series I of 15 March 2006, in force from 30 March 2006

• Amended by Article 1 of the Decree-Law no. 107/2003 - Official Gazette no. 129/2003, Series IA of 4 June 2003, in force from 9 June 2003

Article 352

Denomination of nominal value of bonds

1 - (Repealed.)

2 - (Repealed.)

3 - The nominal value of bonds must be expressed in legal tender currency in Portugal, unless, in accordance with current legislation, payment in a different currency is authorized.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 353

(Incomplete public subscription)

1 - Once a public subscription has been made for a bond issue and only part of it has been subscribed during the period established in the resolution, these bonds will be limited to issuance.

2 - Administrators shall promote the endorsement in the commercial register of the actual amount of the issue.

Article 354

(Own bonds)

1 - The company can only acquire its own bonds in the same circumstances in which it could acquire its own shares or for conversion or amortization.

2 - While the bonds belong to the issuing company, the corresponding rights are suspended, but they can be converted or amortized in the general term.

Article 355

(Bondholders' Meeting)

1 - Creditors of the same bond issue may meet in bondholders meeting.

2 - The meeting of bondholders shall be convened by the common representative of the bondholders or, when the latter is not elected or when he refuses to convene it, by the chairman of the board of the general meeting of shareholders, the company's expenses being the sum of the summoning. The call is made under the terms prescribed in the law for the general meeting of shareholders.

3 - If the common representative of bondholders and the chairman of the general meeting of shareholders refuse to convene the meeting of bondholders, the holders of 5% of the obligations of the issue may request the judicial convocation of the meeting, which shall elect its chairman.

4 - The bondholders' meeting shall decide on all matters that are assigned by law or which are of common interest to bondholders, and in particular on:

a) Appointment, remuneration and removal of the common representative of bondholders;

b) Modification of bondholders' credit conditions;

c) Proposals for business recovery or insolvency plans;

d) Claim of debenture credits in executive actions, except in cases of urgency;

e) Setting up a fund to cover expenditure necessary to protect common interests and the provision of their accounts;

f) Authorization of the common representative to bring legal proceedings.

5 - Each obligation corresponds to one vote.

6 - Members of the company's management and supervisory bodies and the common representatives of holders of other issues may attend the meeting.

7 - Decisions are taken by majority of votes cast; the amendments to the terms of the debenture holders' credit must, however, be approved on the first date fixed by half of the votes corresponding to all the bondholders and, on the second fixed date, by two thirds of the votes cast.

8 - The decisions taken by the meeting bind the absentee or discordant bondholders.

9 - The meeting is forbidden to resolve on the increase of obligations of bondholders, unless it is unanimously approved by the holders of the bonds in question, or the adoption of measures that imply the unequal treatment of bondholders.

10 - The bondholder may be represented at the meeting by a proxy constituted by a simple letter addressed to the chairman of the meeting.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 356

(Invalidity of deliberations)

1 - The resolutions of the meeting of bondholders shall apply the provisions relating to the invalidity of the resolutions of shareholders, with the necessary adaptations, reporting the annullability of breach of the conditions of the loan.

2 - The declaratory action of nullity and the annulment action must be proposed against all the bondholders who have approved the resolution, in the person of the common representative; in the absence of a common representative or not having approved the resolution, the author shall, in his petition, request that among the bondholders whose votes have expired a special representative shall be appointed.

Article 357

(Common representative of bondholders)

1 - For each bond issue there shall be a common representative of the corresponding holders.

2 - The common representative shall be a law designation, an audit designation, a financial intermediary, an entity authorized to provide representation services for investors in any Member State of the European Union or a legal person even if it is not a bond.

3 - One or more common substitute representatives may be appointed.

4 - The common representative of bondholders must be independent and can't be associated with any specific group of interests in the company nor be in any circumstance liable to affect their exemption, namely:

a) Holding, directly or indirectly, a stake equal to or greater than 2% of the capital stock in the issuer;

b) To be in a controlling or group relationship with the issuer, regardless of the location of the registered office or the corporate nature of the common representative;

c) Provide legal or financial advisory services to the company in connection with the issuance of the securities or financial intermediaries or promoters involved in it;

d) To be in one of the situations provided for in Article 414-A, no. 1, points a) to g) and j).

5 - The remuneration of the common representative shall be borne by the company; disagreeing with the remuneration fixed by the bondholders' resolution, it is for the court to decide, at the request of the company or the common representative.

Amendments

• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Article 358

Appointment and removal of the common representative

1 - The common representative is appointed and removed by resolution of the bondholders, which will specify the duration, definite or indefinite, of their functions.

2 - The common representative may also be appointed under the conditions of issue, who must establish the corresponding terms, and it is the liability of the assembly of bondholders to dismiss them, with or without due cause, and the designation of a new common representative that respects the legal requirements and how to change the terms of the initial designation.

3 - In the absence of a common representative appointed under the terms of the preceding paragraphs, any bondholder or the company may request that the court name him, until the bondholders make the designation.

4 - Any bondholder may also request that the court dismiss, on grounds of due cause, the common representative.

5 - The designation and removal of the common representative shall be communicated in writing to the company and registered by deposit at the competent registry office at the initiative of the company or the representative himself.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 359

(Attribution and liability of the common representative)

1 - The common representative shall perform, on behalf of all bondholders, management acts intended to defend their common interests, and shall be responsible in particular for:

a) To represent all bondholders in their relations with company;

b) To represent in court all bondholders, in particular in actions brought against the company and in proceedings for the execution or liquidation of the company's assets;

c) To attend the shareholders' general meetings;

d) Receive and examine all the company documentation, sent or made patent to the shareholders, under the same conditions established for them;

e) To attend the draws for repayment of obligations;

f) To call the meeting of bondholders and assume the corresponding presidency, under the terms of this law.

2 - The common representative shall provide bondholders with the information requested on facts relevant to the common interests.

3 - The liability of the common representative may be limited, except where he acts with intent or gross negligence, and such limitation can’t be less than a value corresponding to 10 times the corresponding annual remuneration that may be fixed.

4 - In the absence of a specific provision under the preceding paragraph, the common representative shall respond, in general terms, for acts or omissions that violate the law and for the deliberations of the meeting of bondholders.

5 - The bondholders' meeting may approve a regulation of the functions of common representative.

6 - The common representative is not allowed to receive interest, or any sums owed by the company to the individual bondholders.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section II

Types of bonds

Article 360

Types of bonds

1 - In particular, bonds which meet one or more of the following characteristics may be issued:

a) In addition to conferring on their holders the right to a fixed interest, entitle them to an additional interest or to a reimbursement premium, whether fixed or dependent on profits made by the company;

b) Present interest and repayment plan, dependent and variable according to the profits;

c) They are convertible into shares, common or preferred, with or without voting rights, or in other securities;

d) Grant the right to subscribe one or more shares, common or preferred, with or without voting rights;

e) Give credit rights on the issuer with subordinated character, being refundable only after the full satisfaction of its common creditors, provided that the subordinate nature is expressly enshrined in the conditions of issue and in the documents, records and inscriptions that correspond to them;

f) Result from the conversion of other credits from shareholders or third parties to the company;

g) Present special guarantees on the assets or revenues of the issuer's or third party's assets, provided that such special guarantees are expressly provided for in the conditions of issue and in the documents, records and inscriptions relating thereto;

h) Present emission premiums.

2. Without prejudice to instruments subject to special rules and to the limits provided for in Articles 348 and 349, debt securities may be issued and the rules laid down for the obligations shall apply mutatis mutandis, namely with the following characteristics:

a) Give credit rights to the issuer with maturity associated with the duration of the company, as long as this is expressly stated in the conditions of issue and in the documents, records and inscriptions that correspond to them;

b) They are converted into shares on the initiative of the issuer or obligatorily convertible into shares under the terms set forth in the conditions of issue.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 1 of the Decree-Law no. 229-B / 88 - Official Gazette no. 152/1988, 1st Supplement, Series I of 4 July 1988, in force from 9 July 1988

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 361

(Additional interest or reimbursement premium)

1 - In bonds with additional interest or reimbursement premium, they may:

a) Be established as a fixed percentage of the profit for each fiscal year, irrespective of the amount of the loan and of the fluctuations recorded during the life of the loan;

b) Be fixed in accordance with the previous paragraph, but only in the event that the profit exceeds a minimum limit that will be stipulated in the issue, applying the percentage established to all the profit calculated or only to the part that exceeds the referred limit;

c) Be determined by any of the methods set out in the preceding points, but on the basis of a variable percentage depending on the volume of profits produced in each fiscal year or the profits to be considered beyond the limit stipulated under b);

d) Be determined in accordance with the preceding paragraphs, but with attribution of profits to shareholders and bondholders in proportion to the nominal value of existing securities, correcting or not this proportion based on the coefficient stipulated in the issue;

e) [Repealed].

2 - If the company registers losses or profits below the limit on which the established participation depends, the bondholders shall be entitled only to fixed interest.

3 - Participating obligations of other modalities may be issued, under the terms expressly indicated in the conditions of issue and in the documents, records and inscriptions that correspond to them, without prejudice to the rules set forth in Articles 362 to 364.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 362

(Profit to consider)

1 - For the bonds referred to in points a) and b) of no. 1 of article 360, the profit to be considered is that corresponding to the net results for the year, deducted from the amounts to be taken to the statutory reserve or mandatory reserves and not being considered as cost the amortizations, adjustments and provisions made in addition to the maximum legally admitted for the purposes of corporate income tax.

2 - The determination made by the company of the profit that must serve as a basis for the determination of the amounts destined to the bondholders, as well as the calculation of these amounts, must, together with the report and accounts of each fiscal year, be submitted to the opinion of an official auditor of accounts.

3 - The statutory auditor referred to in the previous number shall be appointed by the bondholders' meeting, within 60 days of the end of the first subscription of the obligations or the vacancy of the position.

4 - The incompatibilities established in no. 1 of article 414-A, except for the provisions of point h) of this paragraph, shall apply to this statutory auditor.

5 - The profit to be considered in each of the life years of the loan for the purpose of calculating the amounts destined for additional interest or the reimbursement premium shall be the reference to the previous year.

6 - If, in the year of issuance and in accordance with the conditions therefor, there is a distribution of additional interest or the allocation of any amount to the reimbursement premium, the corresponding amount shall be calculated on the basis of the criteria established for that purpose on the issue.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 363

(Deliberation of issue)

1 - For the obligations referred to in points a) and b) of no. 1 of article 360, the proposal for the resolution of the general meeting of shareholders defines the following conditions:

a) The overall amount of the issue and the reasons therefor, the nominal value of the bonds, the price at which they are issued and reimbursed or how to determine them;

b) The interest rate and, as the case may be, the method of calculating the appropriation for interest and repayment or the fixed interest rate, the criterion on the calculation of supplementary interest or the reimbursement premium;

c) The loan repayment plan;

d) The identification of the subscribers and the number of obligations to be subscribed by each one, when the company does not use the public subscription.

2 - The resolution may reserve to shareholders or bondholders, in whole or in part, the obligations to be issued.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 364

(Payment of the supplementary interest and the reimbursement premium)

1 - The supplementary interest for each year shall be paid one or more times, separately or in conjunction with the fixed interest, as established in the issue.

2 - In the event that the amortization of an obligation referred to in Article 360, no. 1, points a) and b) occurs before the due date for the supplementary interest, the issuer must provide the holder with a document enabling it to exercise entitlement to any additional interest.

3 - The reimbursement premium shall be paid in full on the date of amortization of the obligations referred to in points a) and b) of no. 1 of article 360, which can't be fixed for the moment prior to the deadline for the approval of the accounts.

4 - The capitalization of amounts that can be assessed annually by way of reimbursement premiums, in accordance with the terms and conditions set out in the conditions of issue, may be stipulated.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 365

Bonds convertible into shares or other securities

1 - Public limited companies may issue bonds convertible into shares representing their capital or held by them.

2 - The shares resulting from the conversion may be common or preferred, with or without voting rights.

3 - Bonds may also be converted into different securities issued or held by the company, including in autonomous warrants, provided that the company may issue these instruments in accordance with the law.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Rectified by the Rectification Statement No. 117-A / 2007 – Official Gazette no. 250/2007, 3rd Supplement, Series I of 2007-12-28, effective as of 2007-11-05

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 366

(Deliberation of issue)

1 - The resolution to issue bonds convertible into shares shall be taken by the majority specified in the articles of association but may not be lower than that required for the resolution of capital increase by new entries.

2 - The proposal of deliberation should indicate specifically:

a) the overall amount of the issue and the reasons therefor, the nominal value of the bonds and the price at which they will be issued and repaid or how to determine them, the interest rate and the repayment plan for the loan;

b) The terms and conditions of conversion;

c) If the shareholders should be withdrawn the right provided for in no. 1 of the following article and the reasons for such action;

d) The identification of the subscribers and the number of obligations to be subscribed by each one, when the company does not use the public subscription.

3 - The resolution of the issuance of bonds convertible into shares implies the approval of the capital increase of the company in the amount and under the conditions that may be necessary to satisfy the requests for conversion.

4 - The conditions established by the resolution of the general meeting of the shareholders for the issue of convertible bonds may only be changed without the consent of the bondholders provided that the amendment does not result in any reduction of the corresponding advantages or rights or increase of their charges.

5 - The provisions of paragraphs 2 and 4 shall apply to the resolution of the issuance of bonds convertible into securities other than shares, with due adaptations, being sufficient that the resolution is approved by a majority of the votes cast if it does not lead, immediately or mediately, to the increase of the capital stock and or if the articles of association do not establish a more demanding quorum.

6 - The management body may resolve on the issuance of convertible bonds as long as it is authorized by the company agreement to resolve on the issuance of bonds and the increase of the share capital up to the maximum amount that may result from the conversion, regardless of the deadline established for the conversion takes place, the provisions of no. 3 of article 456 being applied with the necessary adaptations.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 367

(Preemptive right of shareholders)

1 - Shareholders have preemptive rights in the subscription of bonds convertible into shares of the issuing company, applying the provisions of articles 458 to 460.

2 - No vote may be taken which abolishes or limits the preemptive rights of the shareholders in the subscription of convertible bonds to any person who may specifically benefit from such deletion or limitation, nor shall their shares be taken into account in calculating the number of attendances required for the meeting of the general meeting and the majority required for the deliberation.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 368

(Prohibition of changes in the company)

1 - From the date of the resolution of the issuance of bonds convertible into shares, and for as long as any bondholder may exercise the conversion right, the issuing company is prohibited from changing the terms of profit sharing established in the articles of association, distribute to the shareholders own shares, on any account, to redeem shares or reduce capital by reimbursement and to grant privileges to existing shares.

2 - If the capital is reduced as a result of losses, the rights of the bondholders that opt for the conversion will be reduced correlatively, as if those bondholders had been shareholders from the emission of the bonds.

3 - During the period of time referred to in no. 1 of this article, a company may only issue new bonds convertible into shares, alter the par value of its shares, distribute reserves to shareholders, increase capital through new entries or incorporation of reserves and to carry out any other act that may affect the rights of the bondholders that may opt for the conversion, provided that equal rights are guaranteed to the shareholders.

4. The rights referred to in the final part of the previous paragraph shall not include the right to receive any income from the securities or to participate in the distribution of the reserves in question for a period prior to the date on which the conversion takes effect.

5 - In companies issuing securities admitted to trading on a regulated market, the protection of holders of convertible bonds may alternatively be undertaken by means of automatic readjustment clauses in the conversion ratio that safeguard the integrity of the economic interests of the holders under conditions equitable

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 369

(Allocation of interest and dividends)

1 - Bondholders are entitled to interest on their obligations up to the moment of conversion.

2 - The conditions of issue must include the dividend allocation regime that will be applied to the shares in which the bonds are converted in the year during which the conversion takes place.

3 - If the conditions referred to in the previous paragraph do not appear in the conditions of the issuance, the new shares assign the right to dividends in the same terms as the existing shares of the same category.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 370

Formalization and registration of capital increase

1 - The increase of the share capital resulting from the conversion of bonds into shares is the subject of a written declaration of any company manager, under its liability, to be issued in the following period, unless the conditions of the issue specify a shorter term:

a) Within 30 days after the deadline for submitting the conversion request, when, under the terms of the issue, the conversion must be made in a single time and at a certain time;

b) Within 30 days after the expiration of each deadline for submitting the conversion request, when, under the terms of the issue, the conversion can be made in more than one moment.

2 - By fixing the resolution of the issue only a moment from which the conversion right can be exercised, the administrator must declare in writing, during the months of July and January of each year, the increase resulting from the conversions requested during the course of the semester immediately preceding, unless the terms of issue provide for a different periodicity, but not more than one year.

3. The conversion shall be deemed, for all purposes, as undertaken:

a) In the cases provided for in no. 1, on the last day of the deadline for submission of the corresponding request;

b) In the case provided for in the previous number, on June 30 or December 31, as the case may be, unless a different regime appears in the terms of the issue, under the terms of the final part of the same number.

4. The registration of this capital increase in the commercial register shall be made within a period of two months from the date of the declarations referred to in paragraphs 1 and 2, and the conditions of the issue may set a shorter period.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 371

Issue of shares for bond conversion

1 - The management of the company shall, immediately after the commercial registration of the capital increase resulting from the issue:

a) In relation to titled shares, issue the securities of the new shares and deliver them to their holders;

b) In relation to deed shares, proceed with the registration of new shares.

2 - It is not necessary to proceed to the issue referred to in the previous number when the requests for conversion can be satisfied with shares already issued and available for that purpose, unless the conditions of the issuance differ.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 13 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 372

Plan for recovery or insolvency and dissolution of company

1 - If a recovery or insolvency plan of an issuer company of convertible bonds is approved, under a special revitalization or insolvency proceeding, the right to convert the obligations into shares may be exercised immediately after the approval of the plan, under the conditions established.

2 - If the company that has issued bonds convertible into shares dissolves, without this resulting from a merger, bondholders may, in the absence of a suitable bond, require the early repayment, which, however, can't be imposed by the company.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

Article 372-A

Bonds with warrant

1 - Corporations may issue bonds with warrants.

2 - The shares created by exercise of the warrant may be common or preferred, with or without voting rights.

Amendments
• Amended by Article 5 of the Decree-Law no. 26/2015 - Official Gazette no. 26/2015, Series I of 6 February 2015, in force from 2 March 2015

• Amended by Article 19 of the Decree-Law no. 357-A / 2007 - Official Gazette no. 210/2007, 2nd Supplement, Series I of 31 October 2007, in force from 5 November 2007

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 2 of the Decree-Law no. 229-B / 88 - Official Gazette no. 152/1988, 1st Supplement, Series I of 4 July 1988, in force from 9 July 1988

Article 372-B

Regime

1 - Notwithstanding the provisions of the following paragraph, the obligations mentioned in the previous article give the right to subscribe one or more shares to be issued by the company within a specified period and at the price and other conditions established at the time of issue.

2 - A company may issue bonds granting the right to subscribe for shares to be issued by a company which, directly or indirectly, holds a majority interest in the share capital of the company issuing the bonds, in which case the issue of the bonds must also be approved by the general meeting of that company, applying the provisions of article 366.

3 - The period of exercise of the subscription right may not exceed by more than three months the date on which the entire loan should be amortized.

4 - Unless the contrary has been established under the conditions of issue, the subscription rights may be sold or traded independently of the obligations.

5 - Subject to the provisions of the preceding paragraphs, to the bonds referred to in this article must be applied the articles 366, 367, 368, 369 no. 2, 370, 371 and 372.

Amendments
• Added by Article 2 of the Decree-Law no. 229-B / 88 - Official Gazette no. 152/1988, 1st Supplement, Series I of 4 July 1988, in force from 9 July 1988

Chapter V

Resolutions of shareholders

Article 373

(Form and scope of deliberations)

1 - Shareholders decide in accordance with Article 54 or at general meetings duly convened and assembled.

2 - Shareholders decide on matters specially assigned to them by law or by contract and those not included in the attributions of other corporate bodies.

3 - On matters of management of the company, shareholders can only deliberate at the request of the management body.

Article 374

(Board of the general meeting)

1 - The board of the general meeting shall be composed of at least one chairman and one secretary.

2 - The articles of association may stipulate that the chairman, vice-chairman and secretaries of the board of the general meeting shall be elected by the latter for a term of not more than four years from among shareholders or other persons.

3 - In the silence of the contract, in the absence of persons elected under the terms of the previous number or in the event of failure to attend, the chairman of the board of the general meeting shall be the chairman of the supervisory board, the audit committee or the general and supervisory board and of secretary a present shareholder, chosen by that one.

4 - In the absence or non-appearance of the chairman of the supervisory board, audit committee or general and supervisory board, a shareholder shall preside at the general meeting in order of the number of shares held; in the event of an equal number of shares, successive seniority as a shareholder and age should be considered in turn.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 374-A

Independence of the members of the board of the general meeting

1 - The members of the board of the general meeting of securities issuers admitted to trading on a regulated market and companies that meet the criteria referred to in Article 413, no. 2, point a) shall apply, with the necessary adaptations, the independence requirements of Article 414 no. 5 and the incompatibility regime provided for in Article 414-A, no. 1.

2 - The general meeting may remove, as long as due cause, the shareholders of the board of the general meeting of the companies referred to in no. 1.

3 - The provisions of article 422-A shall apply with the necessary adaptations.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 375

General Shareholders' Meetings

1 - General shareholders' meetings shall be convened whenever the law so determines, or the board of directors, the audit committee, the executive board of directors, the supervisory board or the general and supervisory board deems appropriate.

2 - The general meeting shall be convened when requested by one or more shareholders who hold shares corresponding to at least 5% of the capital stock.

3 - The request referred to in the previous number must be made in writing and addressed to the chairman of the board of the general meeting, specifying precisely the matters to be included in the agenda and justifying the need for the meeting of the meeting.

4 - The chair of the meeting of the general meeting shall promote the publication of the notice within 15 days of receipt of the request; the meeting must meet before 45 days after the publication of the call notice.

5 - The chair of the general meeting, when he does not respond to the shareholders' request or does not convene the meeting in accordance with no. 4, must give written reasons for his decision within the said fifteen-day period.

6 - Shareholders whose applications are not granted may request the judicial convocation of the meeting.

7 - The expenses incurred by the convocation and meeting of the meeting, as well as the legal costs, in the cases provided for in the previous number, shall be borne by the company if the court decides that the request is appropriate.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 376

(Annual General Meeting)

1 - The general meeting of shareholders must meet within three months of the closing date of the fiscal year or within five months from the same date in the case of companies that must present consolidated accounts or apply the equity method for:

a) Decide on the management report and accounts for the year;

b) To resolve on the proposal for the application of results;

c) To carry out a general appraisal of the management and supervision of the company and, if applicable and although these matters are not included in the agenda, to dismiss, within its competence, or to express its distrust regarding managers;

d) To carry out the elections that are within its competence.

2 - The board of directors or executive board of directors shall request the convening of the general meeting referred to in the previous number and shall present the proposals and documentation necessary for the deliberations to be taken.

3 - The violation of the duty established by the previous number does not prevent the subsequent convocation of the meeting but subjects the violators to the penalties established by law.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

Article 377

(Convocation of the meeting)

1 - General meetings shall be convened by the chair of the board or, in special cases provided for by law, by the court, by the general council, by the supervisory board or by the court.

2 - The notice must be published.

3 - The articles of association may require other forms of communication to the shareholders and may replace the publications by registered letters, when all shares of the company are registered.

4 - Between the last publication and the date of the meeting of the assembly must be at least one month; between the dispatch of the registered letters referred to in no. 3 and the date of the meeting of the assembly shall be at least 21 days.

5 - The notice, whether published or sent by letter, must contain at least:

a) The particulars required by Article 171;

b) The place, date and time of the meeting;

c) The indication of the species, general or special, of the assembly;

d) The requirements to which the participation and exercise of the right to vote may be subject;

e) The agenda.

6 - Meetings shall be held at the registered office of the company; the chairman of the bureau may choose another location within the judicial district where the seat is located, provided that the premises of the bureau can't allow the meeting to be held in satisfactory conditions.

7 - The supervisory board or the general council may only call the general meeting of the shareholders after having, without result, requested the call to the chair of the board of the general meeting; by making such a summons, the council sets the agenda and may, if there are justifying reasons, choose a meeting place other than its headquarters, within the judicial district where it is located.

8 - The notice of convocation must clearly indicate the subject on which the deliberation will be taken. When this is a matter of amendment to the contract, it shall indicate the clauses to be modified, deleted or added and the full text of the clauses proposed or the indication that such text is available to shareholders at the registered office, from the date of publication, without in the opinion of the shareholders, different drafts for the same clauses are proposed by the shareholders, or amendments to other clauses that are necessary as a consequence of amendments to clauses mentioned in the notice are deliberated.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 378

(Inclusion of items on the agenda)

1 - A shareholder or shareholders who satisfy the conditions required by article 375, no. 2, may request that certain matters be included in the agenda of a general meeting already called or to be called.

2 - The request referred to in the previous number must be addressed, in writing, to the chairman of the board of the general meeting within five days following the last publication of the corresponding convocation.

3 - The matters included in the agenda pursuant to the provisions of the preceding paragraphs shall be communicated to the shareholders in the same manner used for the call up to five days or ten days before the date of the meeting, in the case of a registered letter or publication.

4 - If the request is not satisfied, the interested parties may request a new meeting to be convened in order to resolve on said matters, applying the provisions of article 375, no. 7.

Article 379

(Participation in the meeting)

1 – Who have the right to be present at the general meeting and to discuss and vote thereon are shareholders who, according to the law and the articles of association, are entitled to at least one vote.

2 - Non-voting and mandatory shareholders may attend general meetings and participate in the discussion of the matters indicated on the agenda if the articles of association do not determine otherwise.

3 - Common representatives of holders of non-voting preferred shares and of bondholders may also be present at general meetings of shareholders.

4 - The directors or managers, the members of the supervisory board or of the general council and at the annual meeting the statutory auditors must be present at the general meetings of shareholders.

5 - Where the articles of association require the possession of a certain number of shares to vote, shareholders with fewer shares may group together to complete the required number or a higher number and be represented by one of the grouped.

6 - The presence in the general meeting of any person not indicated in the previous numbers depends on authorization of the chair of the table, but the assembly can revoke that authorization.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 380

(Representation of shareholders)

1 - The articles of association may not prohibit or limit the participation of a shareholder in a general meeting through a representative.

2 - As an instrument of voluntary representation, a written document signed by the president of the board is sufficient; such documents are filed in the company for the mandatory period of retention of documents.

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 381

(Request for representation)

1 - If one requests representation of more than five shareholders to vote in a general meeting, the following paragraphs and numbers must be observed:

a) The representation is granted only for a specified meeting, but it will be worth either the first or second call;

b) The granting of representation is revocable, and the presence of the person represented at the meeting shall be revoked;

c) The request for representation must contain at least: the specification of the meeting, the indication of the place, day, time of the meeting and agenda; the information on consultation of documents by shareholders; the precise indication of the person or persons who are offered as representatives; the sense in which the representative will exercise the vote in the absence of instructions from the represented party; the statement that, in the event of unforeseen circumstances, the representative shall vote to ensure that he or she best satisfies the interests of the principal.

2 - The company may not, by itself or by interposed person, request representations in favor of anyone, and the shareholders of the audit committee, supervisory board, general and supervisory board or their corresponding official request them or be appointed as representatives.

3 - (Repealed.)

4 - In case the shareholder requested to grant representation and give instructions on voting, the petitioner may not accept representation, but must inform the shareholder as a matter of urgency.

5 - The votes cast in the case provided for in the final part of no. 1 c) must also be communicated to the represented parties, with due explanation.

6 - The requestor of the representation must send, at his expense, to the represented shareholder a copy of the minutes of the meeting.

7 - If the provisions of the previous paragraphs are not observed, a shareholder may not represent more than five others.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 382

(Attendance List)

1 - The chairman of the board of the general meeting shall have the list of shareholders present and represented at the beginning of the meeting organized.

2 - The attendance register shall indicate:

a) The name and domicile of each of the shareholders present;

b) The name and domicile of each of the shareholders represented and their representatives;

c) The number, category and nominal value of the shares belonging to each shareholder present or represented.

3 - Shareholders present and shareholder representatives shall initial the attendance register at the corresponding place.

4 - The attendance list must be filed in the company; can be consulted by any shareholder and a copy will be provided to shareholders who request it.

Article 383

(Quorum)

1 - The general meeting may decide, on first call, whatever the number of shareholders present or represented, except as provided in the following number or contract.

2 - In order for the General Meeting to be able to decide, on a first call, on the amendment of the articles of association, merger, demerger, transformation, dissolution of the company or other matters for which the law requires a qualified majority, without specifying it, or represented shareholders who hold at least shares corresponding to one third of the share capital.

3 - On second call, the meeting may deliberate regardless of the number of shareholders present or represented, and the capital represented by them.

4 - In the convening of a meeting, a second meeting date can be fixed in the event that the meeting can't meet on the first scheduled date, due to the lack of representation of the capital required by law or contract, provided that between the two dates are more than fifteen days; to the functioning of the meeting which meets on the second fixed date shall apply the rules relating to the second call meeting.

Article 384

Votes

1 - In the absence of a different contractual clause, each share corresponds to one vote.

2 - The articles of association may:

a) Establish a single vote to a certain number of shares, provided that all the shares issued by the company are covered and one vote is held for at least every 1000 euros of capital;

b) Establish that votes above a certain number, when issued by a single shareholder, are not counted in his own name or also as representative of another.

3 - The limitation of votes allowed in paragraph b) of the previous paragraph may be established for all shares or only for shares of one or more categories, but not for specific shareholders.

4 - From the delay in the realization of capital inflows and while it lasts, the shareholder can't exercise the right to vote.

5 - It is prohibited to establish in the contract plural vote.

6 - A shareholder may not vote, either by himself or by proxy, or on behalf of another, when the law expressly forbids it and even when the resolution affects:

a) Release of an obligation or liability of the shareholder, either as such or as a member of the administrative or supervisory body;

b) Dispute on the claim of the company against the shareholder or against the shareholder, either before or after the appeal to court;

c) Removal, for due cause, of his position as head of a corporate body;

d) Any relationship, established or to be established, between the company and the shareholder, which is not related to the articles of association.

7 - The provisions of the previous number can't be disregarded by the articles of association.

8 - The form of exercise of the vote can be determined by the contract, by resolution of the shareholders or by decision of the president of the assembly.

9 - If the articles of association do not prohibit voting by correspondence, they shall regulate their exercise, establishing, in particular, how to verify the authenticity of the vote and ensure, until the voting time, their confidentiality, and choose between one of the following options for its treatment:

a) To determine that the votes thus issued are counted as negative votes in relation to proposals for resolutions submitted after the vote has been cast;

b) To authorize the issuance of votes up to a maximum of five days after the meeting, in which case the final statement of votes is made up to the 8th day after the meeting is held and the result is immediately disclosed of the vote.

10 - In the absence of provisions in the articles of association, the line a) of the preceding paragraph shall apply.

Amendments

• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 385

(Voting unit)

1 - A shareholder who has more than one vote may not split his votes to vote in different senses on the same proposal or to stop voting with all his shares entitled to vote.

2 - A shareholder who represents others may vote in different senses with their shares and those of the represented and well stop voting with their shares or those represented.

3 - The provisions of the preceding paragraph shall apply to the exercise of voting rights as usufructuary, pledgee or representative of joint owners of shares, as well as representative of an association or company whose shareholders have decided to vote in different senses, according to a certain criterion.

4 - Infringement of the provisions of no. 1 of this article shall mean the nullity of all the votes cast by the shareholder.

Article 386

(Majority)

1 - The general meeting shall decide by a majority of the votes cast, regardless of the percentage of the capital stock represented in it, unless otherwise provided by law or contract; abstentions are not counted.

2 - When deciding on the appointment of shareholders of corporate bodies or of auditors or audit firms, if there are several proposals, the one that has the largest number of votes will be awarded.

3 - The deliberation on any of the seats referred to in no. 2 of article 383 must be approved by two thirds of the votes cast, whether the assembly meets first or second call.

4. If, in the meeting convened at second call, shareholders holding at least half of the share capital are present or represented, the resolution on any of the matters referred to in article 383, no. 2 may be taken by the majority of the shareholders votes cast.

5 - Where the law or the contract requires a qualified majority, determined by reference to the capital of the company, the shares whose holders are legally prevented from voting, either in general or in the specific case, are not taken into account for the calculation of this majority unless otherwise provided in the contract, shall govern the voting limitations permitted by Article 384 no. 2 b).

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 387

Suspension of session

1 - In addition to the normal suspensions determined by the chairman of the board, the meeting may decide to suspend its work.

2 - The resumption of work shall be fixed immediately to a date of not more than 90 days.

3 - The meeting may only decide to suspend the same session twice.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 388

(Proceedings)

1. The minutes of each meeting of the general meeting shall be drawn up.

2. The minutes of meetings of the general meeting shall be drawn up and signed by those who have served as the chairman and secretary.

3 - The meeting may, however, decide that the minutes be submitted for approval before being signed in accordance with the previous paragraph.

Article 389

(Special Shareholders' Meetings)

1 - Special meetings of holders of shares of a certain category are called, assembled and operate under the terms prescribed by law and by the articles of association for general meetings.

2 - When the law requires qualified majority for a resolution of the general meeting, the same majority is required for the deliberation of the special assemblies on the same subject.

3 - There are no special meetings of holders of ordinary shares.

Chapter VI

Administration, supervision and secretary of the company

Amendments
• Amended by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Section I

Administrative Council

Article 390

(Composition)

1 - The Administrative Council is composed of the number of directors set forth in the articles of association.

2 - The articles of association may provide that the company has a single director, provided that the share capital does not exceed 200 000 euros; the provisions relating to the administrative council which do not involve the plurality of administrators shall apply to the single administrator.

3 - Administrators may not be shareholders, but must be natural persons with full legal capacity.

4 - If a legal person is appointed administrator, it must appoint a natural person to carry out the position in its own name; the legal person shall be jointly liable with the person designated by the acts of the latter.

5 - The articles of association may authorize the election of substitute administrators, up to one third of the number of effective administrators.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Corrected by the Statement of Rectification no. 3-D / 99 - Official Gazette no. 25/1999, 2nd Supplement, Series IA of 1999-01-30, effective as of 1998-11-11

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 391

(Designation)

1 - The administrators may be designated in the articles of association or elected by the general or constitutive meeting.

2 - The articles of association may stipulate that the election of the administrators must be approved by votes corresponding to a certain percentage of the capital or that the election of some of them, in a number not exceeding one third of the total, must also be approved by the majority of votes to certain shares, but the right to appoint administrators can't be assigned to certain categories of shares.

3 - The administrators are appointed for a period fixed in the articles of association, not exceeding four calendar years, counting as complete the calendar year in which the administrators are appointed; in the absence of an indication of the contract, it is understood that the appointment is made for four calendar years, and re-election is permitted.

4 - Although appointed for a certain period of time, the administrators shall remain in office until further appointment, without prejudice to the provisions of articles 394, 403 and 404.

5 - Acceptance of the position by the person designated may be expressed expressly or tacitly.

6 - Directors are not allowed to be represented in the exercise of their position, except in the case provided for in article 410, no. 5, and without prejudice to the possibility of delegation of powers in cases provided by law.

7 - The provisions of the preceding paragraph do not exclude the possibility of the company, through the administrators representing it, appoint agents or prosecutors to perform certain acts or categories of acts, without the need for an express contractual clause.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 392

(Special rules of election)

1 - The articles of association may stipulate that, for a number of administrators not exceeding one-third of the organ, an individual election shall be held, between persons proposed on lists subscribed by groups of shareholders, provided that none of these groups holds shares representing more than 20% and less than 10% of the capital stock.

2 - Each list referred to in the previous number must propose at least two eligible persons for each of the positions to be filled.

3 - The same shareholder may not subscribe to more than one list.

4 - If in a single election, lists are presented by more than one group, the voting is on all the lists.

5 - The general meeting may not proceed to the election of other administrators until the number of administrators for the purpose fixed in the contract has not been elected, in accordance with no. 1 of this article, unless such lists are presented.

6 - The articles of association may also establish that a minority of shareholders who have voted against the proposal that has expired in the election of the administrators has the right to appoint at least one director, provided that this minority represents at least 10% of the share capital.

7 - In the systems provided for in the previous paragraphs, the election is made among the shareholders who voted against the proposal that expired in the election of the administrators, in the same assembly, and the administrators thus elected automatically replace the least voted persons on the winning list or, in case of equality of votes, the one that appears last in the same list.

8 - In companies with public subscription, or concessionaires of the State or of an entity that is assimilated by law, it is mandatory to include in the contract any of the systems provided for in this article; where the contract is silent, the provisions of paragraphs 6 and 7 shall apply.

9 - The amendment of the articles of association to include any of the systems provided for in this article may be decided by a simple majority of the votes cast at the meeting.

10 - The contract permitting the election of substitute administrators, the provisions in the numbers before the election of as many alternates as the administrators to whom those rules have been applied shall apply.

11 - The administrators of the State or of a public entity that is assimilated by law for this purpose are appointed in accordance with the corresponding legislation.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 393

(Replacement of administrators)

1 - The articles of association of the company must set the number of absences at meetings, followed or interpolated, without justification accepted by the administrative body, which leads to a definitive absence of the administrator.

2 - The definitive lack of administrator must be declared by the administrative body.

3 - In the absence of an administrator, his replacement shall be replaced by the following:

a) By the substitute call made by the president, according to the order in which they appear in the list submitted to the general meeting of the shareholders;

b) In the absence of alternates, by co-option, unless the administrators in office are not in sufficient numbers for the board to be able to function;

c) If there is no co-optation within 60 days of the absence, the supervisory board or audit committee shall designate the substitute;

d) By election of new administrator.

4 - Co-optation and appointment by the supervisory board or the audit committee shall be subject to ratification at the first following general meeting.

5 - Substitutions made pursuant to no. 1 shall last until the end of the period for which the administrators were elected.

6 - Temporary substitutions shall only be made in the event of suspension of administrators, and the provisions of no. 1 shall apply.

7 - In the absence of an administrator elected under the special rules established in article 392, the corresponding substitute shall be called and, failing this, a new election shall be held, to which, with the necessary adaptations, those special rules apply.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 394

(Appointment)

1 - When for more than 60 days it has not been possible to meet the administrative council, because there are not enough effective administrators and no replacements provided for in article 393 have been carried out, and also when more than 180 days have elapsed on the expiration of the term by which the administrators were elected without a new election, any shareholder may request the judicial appointment of a director until the election of that council.

2 - The administrator appointed in court shall be treated as the sole administrator, allowed by Article 390 no. 2.

3 - In the cases foreseen in number 1, the administrators still existing terminate their functions on the date of the judicial appointment of administrator.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 395

(Chairman of the Board of Directors)

1 - The articles of association may establish that the general meeting that elects the administrative council shall appoint its chairman.

2 - In the absence of a contractual clause provided for in the preceding paragraph, the administrative council shall elect its chairman and may replace it at any time.

3 - The president shall be granted a quality vote in the council's deliberations in the following situations:

a) When the board consists of an even number of administrators;

b) In other cases, if the articles of association establish it.

4 - In the cases referred to in paragraph a) of the preceding paragraph, in the absences and impediments of the president, the member of the council to which this right has been assigned in the corresponding act of appointment shall have a casting vote.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 396

(Security deposit)

1 - The liability of each director shall be guaranteed in one of the ways allowed by law, in the amount fixed in the contract, and may not be less than € 250000 for securities issuers admitted to trading on a regulated market or for companies which meet the criteria of Article 413 no. 2 a) and 50000 euros for other companies.

2 - The security may be replaced by an insurance contract in favor of the holders of damages, whose costs can't be borne by the company, except in the part where the compensation exceeds the minimum fixed in the previous number.

3 - Except in companies issuing securities admitted to trading on a regulated market and in companies that meet the criteria of paragraph a) of no. 2 of article 413, the collateral may be waived by resolution of the general or constitutive meeting that elects the administrative council or a director and also when the appointment has been made in the articles of association, by its disposition.

4 - Liability must be guaranteed within 30 days of the designation or election, and the bond must be kept until the end of the calendar year following the year in which the administrator ceases his duties for any reason, under penalty of immediate termination of duties.

5 - The provision of collateral to non-executive and non-remunerated administrators is waived.

Amendments
• Amended by Article 180 of the Law no. 66-B / 2012 - Official Gazette no. 252/2012, 1st Supplement, Series I of 31 December 2012, in force from 1 January 2013

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Article 397

(Business with the company)

1 - The company shall be prohibited from granting loans or credit to administrators, making payments on their behalf, providing guarantees to obligations incurred by them and giving them advance payments of more than one month.

2 - Contracts entered into between the company and its administrators, directly or by interposed person, if they have not been previously authorized by resolution of the administrative council, in which the interested party can't vote, and with the favorable opinion of the supervisory board or the audit committee.

3 - The provisions of the preceding paragraphs shall extend to acts or contracts entered into with companies that are in a controlling or group relationship with that of which the contractor is an administrator.

4. In its annual report, the Management Board shall specify the authorizations it has granted under no. 2 and the report of the supervisory board or audit committee shall indicate the opinions given on those authorizations.

5 - The provisions of paragraphs 2, 3 and 4 shall not apply in the case of an act comprised in the company's own trade and no special advantage is granted to the managing contractor.

Amendments• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 398

(Exercise of other activities)

1 - During the period for which they were appointed, administrators may not exercise in the company or in companies that are in a control or group relationship any temporary or permanent functions under a subordinate or autonomous contract of employment, nor may they enter into any of those contracts for the provision of services when they cease to hold office.

2 - When a director is designated as a person who, in the company or companies referred to in the preceding number, performs any of the functions mentioned in the same number, contracts relating to such functions shall cease if they have been concluded less than one year before designation, or are suspended, if they have lasted more than that year.

3 - In the absence of authorization by the general meeting, administrators may not exercise for themselves or for any other activity that competes with the company nor perform functions in a competing company or be appointed on behalf of or on behalf of the company.

4 - The authorization referred to in the previous paragraph shall define the regime for access to sensitive information by the administrator.

5 - The provisions of paragraphs 2, 5 and 6 of Article 254 shall apply.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 399

(Remuneration)

1 - It is the liability of the general meeting of shareholders or a committee appointed by the latter to determine the remuneration of each director, taking into account the functions performed and the economic situation of the company.

2 - The remuneration may be certain or may consist partly of a percentage of the exercise profits, but the maximum percentage destined to the managers must be authorized by clause of the articles of association.

3 - The percentage referred to in the preceding paragraph shall not affect distributions of reserves or any part of the profit for the year that could not, by law, be distributed to shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 400

(Suspension of administrators)

1 - The supervisory board or audit committee may suspend administrators when:

a) Their health conditions make them temporarily unable to perform their duties;

b) Other personal circumstances prevent them from exercising their functions for a period of time presumably greater than 60 days and request the supervisory board or the audit committee to suspend it temporarily or the latter understands that the company's interest requires it.

2 - The articles of association may regulate the situation of the administrators during the time of suspension; in the absence of such regulations, all their powers, rights and duties shall be suspended, except those duties which do not presuppose the effective exercise of their functions.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 401

(Supervening incapacity)

In the event of any incapacity or incompatibility occurring after the appointment of the administrator, and if the administrator does not cease to hold office or does not remove the supervening incompatibility within 30 days, the supervisory board or the audit committee must declare the termination of functions.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 402

(Retirement of administrators)

1 - The articles of association may establish an old-age or invalidity pension scheme for administrators, at the company's expense.

2 - The company is allowed to allocate supplementary retirement pensions to the administrators, provided that the remuneration in each moment perceived by an effective administrator is not exceeded or, in the case of different remunerations, the greater of them.

3 - The right of administrators to retirement or supplementary pensions shall cease at the time the company terminates but may carry out insurance contracts against this risk at its expense, in the interest of the beneficiaries.

4 - The regulation implementing the provisions of the previous numbers must be approved by the general meeting.

Article 403

(Dismissal)

1 - Any member of the administrative council may be dismissed by a resolution of the general meeting at any time.

2 - The determination of dismissal without due cause of the administrator elected under the special rules established in article 392 does not produce any effects if they have voted for shareholders representing at least 20% of the share capital.

3 - One or more shareholders holding shares corresponding to at least 10% of the share capital may, until a general meeting has been convened to deliberate on the matter, request the judicial removal of an administrator based on due cause.

4 - A serious breach of the duties of the administrator and his / her incapacity for the normal exercise of his / her functions shall constitute, in particular, a due cause of dismissal.

5 - If the dismissal is not based on due cause, the administrator is entitled to compensation for the damages suffered, by the way stipulated in the contract concluded with him or in the general terms of law, without the compensation may exceed the amount of remuneration that he would presumably receive until the end of the period for which he was elected.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 404

(Renounce)

1 - The administrator may resign his / her position by means of a letter addressed to the chairman of the administrative council or, being the resigning member, to the supervisory board or to the audit committee.

2 - The resignation shall take effect only at the end of the month following that in which it was communicated, unless in the meantime the substitute is appointed or elected.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 405

Powers of the administrative council

1 - It is the competence of the administrative council to manage the activities of the company and must be subject to the resolutions of the shareholders or to the interventions of the supervisory board or the audit committee only in cases where the law or the articles of association determine it.

2 - The administrative council has exclusive and full powers of representation of the company.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 406

(Powers of management)

It is the liability of the administrative council to deliberate on any matter of management of the company, namely on:

a) Election of its president, without prejudice to the provisions of article 395;

b) Co-opting of administrators;

c) Request to convene general meetings;

d) Annual reports and accounts;

e) Acquisition, sale and encumbrance of immovable property;

f) Provision of collateral and personal or real guarantees by the company;

g) Opening or closing of establishments or important parts thereof;

h) Significant extensions or reductions in the company's activity;

i) Important changes in the organization of the company;

j) Establishment or cessation of lasting and important cooperation with other companies;

l) Change of registered office and capital increases, in accordance with the terms of the articles of association;

m) Projects of merger, division and transformation of the company;

n) Any other matter on which any administrator requires board deliberation.

Article 407

(Delegation of management powers)

1 - Unless the articles of association prohibit it, the board may specially instruct some or some administrators to deal with certain matters of administration.

2 - The special charge referred to in the preceding paragraph may not cover the matters provided for in points a) to m) of article 406 and does not exclude the normal competence of the other administrators or of the board nor the liability of those, according to the law.

3 - The articles of association may authorize the administrative council to delegate one or more administrators or an executive committee to the day-to-day management of the company.

4 - The resolution of the council shall set the limits of the delegation, in which the matters provided for in article 406 point a) to d), f), l) and c) shall determine the composition and mode of operation.

5 - In case of delegation, the administrative council or the shareholders of the executive committee shall appoint a chairman of the executive committee.

6 - The chairman of the executive committee shall:

a) Ensure that all information is provided to the other shareholders of the administrative council regarding the activity and the deliberations of the executive committee;

b) Ensure compliance with the limits of the delegation, the company's strategy and the duties of collaboration with the chairman of the administrative council.

7 - The provisions of no. 3 of article 395 shall apply to the chairman of the executive committee, with due adaptations.

8. The delegation provided for in paragraphs 3 and 4 shall not exclude the competence of the council to take decisions on the same matters; the other administrators are responsible, according to the law, for the general supervision of the actions of the administrator or delegated administrators or of the executive committee, as well as for the damages caused by acts or omissions of these, when, having knowledge of such acts or omissions or do not provoke the intervention of the council to take the appropriate measures.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 408

(Representation)

1 - The powers of representation of the administrative council are exercised jointly by the managers, being the company bound by the legal affairs concluded by the majority of the administrators or ratified by them, or by a smaller number of those fixed in the articles of association.

2 - The articles of association may stipulate that it is also bound by business concluded by one or more delegated administrators, within the limits of the delegation of the board.

3. The notifications or declarations of third parties to the company may be addressed to any of the administrators, and any contrary provision of the articles of association shall be null and void.

4 - The notifications or declarations of an administrator whose addressee is the company should be addressed to the chairman of the administrative council or, being the author, the supervisory board or the audit committee.

Amendments
•Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 409

Company bonding

1 - The acts practiced by the administrators, in the name of the company and within the powers conferred by the law, bind it to third parties, notwithstanding the limitations contained in the articles of association or resulting from the shareholders' deliberations, even if such limitations are published.

2 - The company may, however, oppose to third parties the limitations of powers deriving from its corporate purpose if it can prove that the third party knew or could not have been aware, given the circumstances, that the act in question did not comply with that clause and, however, the company did not assume, by express or implied resolution of the shareholders.

3 - The knowledge referred to in the previous number can't be proven only by the publicity given to the articles of association.

4 - The administrators oblige the company, upon signing, with the indication of this quality.

Amendments
• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 410

(Meetings and deliberations of the council)

1 - The administrative council shall meet whenever it is convened by the chairman or by two other administrators.

2 - The council shall meet at least once every month, unless otherwise provided in the articles of association.

3 - Administrators must be summoned in writing, with adequate advance, except when the articles of association provide for the meeting in fixed dates or other form of convocation.

4 - The council may not deliberate without the presence or representation of a majority of its shareholders.

5 - The articles of association may allow any administrator to be represented at a meeting by another administrator, by means of a letter addressed to the president, but each representation instrument may not be used more than once.

6 - The administrator can't vote on matters in which he has, for his own account or that of a third party, an interest in conflict with that of the company; in case of conflict, the administrator must inform the president about it.

7 - Decisions shall be taken by a majority of the votes of the administrators present or represented and those who, if the articles of association so permit, vote by correspondence.

8 - If not prohibited by the articles of association, the meetings of the council may be held by telematic means, if the company ensures the authenticity of the declarations and the security of the communications, recording its content and the corresponding actors.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 411

(Invalidity of deliberations)

1 - The resolutions of the administrative council are invalid when:

a) Taken in a meeting not called, unless all the administrators were present or represented, or, if the contract so permits, have voted by correspondence;

b) Whose content is not, by nature, subject to deliberation by the administrative council;

c) Whose content is offensive to good customs or imperative legal precepts.

2 - The provisions of paragraphs 2 and 3 of article 56 shall apply mutatis mutandis.

3 - Decisions that violate provisions of the law, when the case does not include nullity, or the articles of association, are nullable.

Article 412

(Argument on the invalidity of deliberations)

1 - The administrative council or the general meeting may declare the nullity or annulment of the administrative council vitiated, at the request of any administrator, supervisory board or any shareholder with voting rights, within one year from the knowledge of the irregularity, but not after three years from the date of the deliberation.

2 - The deadlines referred to in the previous number do not apply when the general meeting considers management acts, and the meeting may then decide on the declaration of nullity or annulment, even if the matter does not appear in the notice of meeting.

3 - The general meeting of shareholders may, however, ratify any nullable resolution of the administrative council or substitute a resolution for it to be null and void, provided that it is not within the exclusive competence of the administrative council.

4 - The administrators shall not execute or consent to the execution of null resolutions.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Section II

(Supervision)

Amendments
• Amended by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 413

Structure and quantitative composition

1 - The supervision of companies adopting the modality provided for in the point a) of no. 1 of article 278 is responsibility of:

a) A single auditor, who must be a statutory auditor or audit designation, or a supervisory board; or

b) A supervisory board and to a statutory auditor or an audit designation which is not a member of that body.

2 - The auditing of the company in the terms set forth in letter b) of the previous number:

a) It is compulsory for companies which are issuers of securities admitted to trading on a regulated market and for companies which are not wholly owned by another company adopting such a model for two consecutive years exceeding two of the following limits:

i) Balance sheet total: (euro) 20 000 000;

ii) Net turnover: (euro) 40 000 000;

iii) Average number of employees during the period: 250;

b) It is optional in all other cases.

3. The single auditor shall always have an alternate, who shall also be a statutory auditor or audit designation.

4 - The supervisory board shall be composed of the number of shareholders set forth in the articles of association, of at least three shareholders.

5 - There being three members of the supervisory board, there must be one or two alternates, and there are always two alternates when the number of shareholders is higher.

6 - The single auditor shall be governed by the legal provisions relating to the statutory auditor and, in the applicable part, by the provisions of the supervisory board and its shareholders.

Amendments
• Amended by Article 7 of the Decree-Law no. 148/2015 - Official Gazette no. 176/2015, Series I of 9 September 2015, in force from 1 January 2016

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 414

Qualitative composition

1 - The single auditor and the alternate auditor must be statutory auditors or audit designation and may not be shareholders.

2 - The supervisory board must include a statutory auditor or a company of statutory auditors, unless the modality referred to in paragraph b) of no. 1 of the previous article is adopted.

3 - The remaining members of the supervisory board may be lawyers' companies, statutory audit firms or shareholders, but in the latter case they must be natural persons with full legal capacity and must have the necessary professional qualifications and experience to carry out their duties.

4 - In the cases provided for in paragraph a) of no. 2 of the previous article, the supervisory board shall include at least one member who has a higher course adequate to the exercise of his / her functions and knowledge in auditing or accounting and who is independent.

5 - A person who is not associated with any specific interest group in the company and who is not in any circumstance liable to affect his / her exemption from analysis or decision, shall be considered independent, in particular due to:

a) Hold or act in the name or on behalf of holders of a qualifying holding equal to or greater than 2% of the company's share capital;

b) To have been re-elected for more than two terms, in a continuous or interim form.

6 - In companies issuing shares admitted to trading on a regulated market, the supervisory board must be composed of a majority of independent shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 5 of the Decree-Law no. 238/91 - Official Gazette no. 149/1991, Series IA of 2 July 1991, in force from 7 July 1991, in force from 1 January 1991

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 414-A

Incompatibilities

1 - The members of the supervisory board, sole auditor or statutory auditor may not be elected or appointed:

a) The beneficiaries of particular advantages of the company itself;

b) Those who exercise management functions in the company itself;

c) The shareholders of the corporate bodies that are in a control or group relationship with the audited company;

d) The shareholder of a partnership in a collective name that is in a controlling relationship with the audited company;

e) Those who, directly or indirectly, provide services or establish a significant commercial relationship with the audited company or company that is in a domain or group relationship;

f) those who carry out functions in a competing undertaking and act on behalf of or for the account of the undertaking or who are in any other way bound by the interests of the competing undertaking;

g) The spouses, relatives and the like in the straight line and up to the third degree, including in the collateral line, of persons prevented due to the provisions of a), b), c), d) and f), as well as the spouses of persons covered by the point e);

h) Those who exercise management or supervisory functions in five companies, except law firms, statutory audit firms and statutory auditors, and apply to them the regime of article 76 of Decree- Law no. 487/99 of 16 November;

i) Statutory auditors in respect of whom there are other incompatibilities provided for in their legislation;

j) The most accompanied persons dependent on representation or prior authorization for the practice of patrimonial, insolvent and condemned acts that imply the inhibition, even if temporary, of the exercise of public functions.

2 - The supereminence of any of the reasons indicated in the previous numbers implies the expiration of the designation.

3 - The designation of a person in respect of whom any of the incompatibilities established in no. 1 of the previous article or in the articles of association of the company or who does not have the capacity required by no. 3 of the same article is null and void.

4 - The company of statutory auditors that is part of the supervisory board shall appoint up to two of its auditors to attend the meetings of the supervisory and administrative organs and the general meeting of the audited company.

5 - The law designation that is part of the supervisory board must, for the purposes of the previous number, designate one of its shareholders.

6 - The reviewers appointed pursuant to no. 4 and the shareholders of law firms designated under the terms of the preceding paragraph shall be subject to the incompatibilities provided for in no. 1.

Amendments
• Amended by Article 10 of the Decree-Law no. 49/2018 - Official Gazette no. 156/2018, Series I of 14 August 2018, in force from 10 February 2019

• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 414-B

Chairman of the Supervisory Board

1 - If the general meeting does not designate it, the supervisory board shall appoint its chairman.

2 - The provisions of no. 3 of Article 395 shall apply, with due adaptations.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 415

Designation and replacement

1 - The members of the supervisory board, alternates, the sole auditor and the statutory auditor are elected by the general meeting, for the period established in the articles of association, but not exceeding four years, and the first appointment may be made in the contract company or by the constituent assembly; in the absence of an indication of the period for which they were elected, it is understood that the appointment is made for four years.

2 - The articles of association or general meeting shall designate that of the effective shareholders who will serve as president; if the chairman ceases to hold office before the end of the period for which he has been appointed or elected, the other shareholders shall elect one to carry out those duties until the end of that period.

3 - The members of the supervisory board who are temporarily impeded or whose functions have ceased are replaced by the alternates, but the alternate who is a statutory auditor replaces the effective member with the same qualification.

4 - Alternates replacing shareholders whose functions have ceased to hold office until the first annual meeting, which will fill vacancies.

5 - If it is not possible to fill a vacancy for a current member because there are no elected shareholders, vacant positions, both as shareholders and alternates, shall be filled by a new election.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 416

Appointment of the statutory auditor

1 - Failure to appoint the statutory auditor by the competent corporate body, within the legal term, shall be communicated by the shareholder or member of the corporate bodies to the Order of Chartered Accountants within the next 15 days.

2 - Within 15 days of the communication referred to in the preceding paragraph, the Order of Statutory Auditors shall appoint a statutory auditor for the company, and the general meeting may confirm the appointment or elect another statutory auditor for complete the corresponding term of office.

3 - The provisions of article 414-A shall apply to the statutory auditor appointed under the terms of the preceding paragraph.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Rectification Statement No. 5-A / 97 - Official Gazette no. 50/1997, 2nd Supplement, Series IA of 28 February 1997, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 417

(Judicial appointment at the request of the administration or of shareholders)

1 - If the general meeting does not elect the members of the supervisory board, or the single supervisor, effective and alternate, not mentioned in the previous article, should the management of the company and any shareholder may request his appointment.

2 - The shareholders judicially appointed shall be entitled to remuneration which the court shall prescribe in its discretion and shall cease to function as soon as the general meeting elects.

3 - The legal costs and the payment of the remunerations referred to in the previous number shall constitute charges of the company.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 418

(Nomination at the request of minorities)

1 - At the request of shareholders holding shares representing at least one tenth of the share capital, submitted within 30 days following the general meeting that has elected the shareholders of the administrative council and the supervisory board, the court may appoint another member of the Board of Directors, provided that the requesting shareholders have voted against the proposals that have expired and have recorded in the minutes their vote, beginning on the date of the last meeting, if the election of the shareholders of the administrative council and of the supervisory board was carried out in different assemblies.

2 - If there are several minorities exercising the right conferred in the previous number, the court may appoint up to two full shareholders and their corresponding alternates, appending the shares that run concurrently; in the case of a single supervisor, only one and the corresponding substitute may be appointed.

3. The shareholders judicially appointed shall cease their functions with the normal term of office of the elected shareholders; may terminate them at an earlier date if the court grants the request submitted to it by the shareholders who requested the appointment.

4 - The supervisory board may, based on due cause, request the court to substitute the legally appointed member; the same faculty have the shareholders who requested the appointment and the administrative council of the company, if it does not have supervisory board.

5 - For the purpose of no. 1 of this article, only those shares that the shareholders already held three months before, at least, the date on which the general meetings were held.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 418-A

Security deposit or liability insurance

1 - The liability of each member of the supervisory board shall be guaranteed by guarantee or insurance contract, and the provisions of article 396 shall apply, with due adaptations.

2 - The liability insurance of statutory auditors shall be governed by special law.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 419

(Dismissal)

1 - The general meeting may dismiss, as long as due cause, the members of the supervisory board, the statutory auditor or the sole auditor who have not been appointed in court.

2 - Before the deliberation is taken, the persons targeted shall be heard in the assembly on the facts that are imputed to them.

3 - At the request of the administration or of those who have requested the appointment, the court may dismiss the members of the supervisory board, statutory auditor or sole auditor judicially appointed, in case there is due cause, and a new appointment if the court orders the dismissal.

4 - The members of the supervisory board and the auditors are obliged to present to the chairman of the board of the general meeting, within 30 days, a report on the supervision exercised until the end of their functions.

5 - Once the report is submitted, the chairman of the meeting of the general meeting shall immediately provide copies to the administrative council and the supervisory board and submit it to the shareholders for consideration.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 420

Powers of the single supervisor and the supervisory board

1 - It is incumbent upon the sole fiscal or supervisory board:

a) To supervise the management of the company;

b) To oversee compliance with the law and the articles of association;

c) To verify the regularity of the books, accounting records and documents that support it;

d) To verify, when it deems it convenient and in the manner that it deems appropriate, the extent of the cash and the stocks of any kind of the assets or values belonging to the company or received by it in guarantee, deposit or other title;

e) To verify the accuracy of the documents of accountability;

f) To verify that the accounting policies and valuation criteria adopted by the company lead to a correct valuation of assets and results;

g) To prepare annually a report on its supervisory action and give an opinion on the report, accounts and proposals presented by the administration;

h) To convene the general meeting, when the chairman of the corresponding board does not do it, and must do so;

i) To monitor the effectiveness of the risk management system, the internal control system and the internal audit system, if any;

j) To receive notifications of irregularities presented by shareholders, employees of the company or others;

l) To contract the provision of expert services to assist one or more of its shareholders in the performance of their duties, and the hiring and remuneration of experts shall take account of the importance of the matters entrusted to them and the economic situation of the company;

m) To comply with the other attributions contained in the law or the articles of association.

2 - When the modality referred to in paragraph b) of no. 1 of article 413 is adopted, in addition to the powers referred to in the previous number, it is also incumbent upon the supervisory board:

a) To supervise the process of preparation and disclosure of financial information;

b) To propose to the general meeting the appointment of the statutory auditor;

c) To supervise the audit of the company's financial statements;

d) To supervise the independence of the Statutory Auditor, in particular with regard to the provision of additional services.

3 - The single supervisor or any member of the supervisory board, if any, shall carry out, at any time or at any time of the year, any inspection and inspection that they deem appropriate for the fulfillment of their supervisory duties.

4 - The statutory auditor has, in particular and without prejudice to the performance of other shareholders, the duty to carry out all the examinations and verifications necessary for the legal review and certification of the accounts, under the terms provided for in a special law, as well as other duties imposed by this law.

5 - In the case of companies that are issuers of securities admitted to trading on a regulated market, the sole auditor or the supervisory board must certify that the report on the corporate governance structure and practices disclosed includes the elements referred to in article 245- A of the Securities Code.

6 - In the opinion referred to in point g) of no. 1, the single auditor or supervisory board shall express their agreement or not with the annual management report and the accounts for the fiscal year, in addition to declaration subscribed by each of its shareholders, provided for in paragraph c) of no. 1 of article 245 of the Securities Code.

Amendments
• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 1 January 2010.

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Rectification Statement No. 5-A / 97 - Official Gazette no. 50/1997, 2nd Supplement, Series IA of 28 February 1997, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 420-A

Duty of vigilance

1 - It is incumbent upon the statutory auditor to communicate immediately, by registered letter, to the chairman of the administrative council or of the executive administrative council the facts that are known to him or her and which he considers to present serious difficulties in the pursuit of the company's object,

payment to suppliers, credit claims, issuance of checks without provision, non-payment of social security contributions or taxes.

2 - The chairman of the administrative council or the executive administrative council shall, within 30 days of receipt of the letter, respond by the same route.

3 - If the chairman does not respond or the answer is not considered satisfactory by the statutory auditor, the latter requires the chairman, within 15 days after the expiration of the period referred to in the previous number, to convene the administrative council or the executive administrative council to meet, with his presence, within the following 15 days, in order to assess the facts and to take appropriate decisions.

4. If the meeting provided for in no. 3 is not carried out or if the measures adopted are not deemed adequate to safeguard the company's interest, the statutory auditor shall, within eight days of the expiration of the period provided for in no. 3 or at the date of the meeting, requires, by registered letter, that a general meeting be convened to assess and decide on the facts set out in the letters referred to in paragraphs 1 and 2 and the minutes of the meeting referred to in no. 3.

5 - The statutory auditor who fails to comply with paragraphs 1, 3 and 4 shall be jointly liable with the shareholders of the administrative council or of the executive administrative council for any losses to the company.

6 - The statutory auditor does not incur civil liability for the facts referred to in paragraphs 1, 3 and 4.

7 - Any member of the supervisory board, if any, should, whenever he becomes aware of facts that reveal difficulties in the normal pursuit of the corporate purpose, immediately notify the statutory auditor by registered letter.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Rectification Statement No. 5-A / 97 - Official Gazette no. 50/1997, 2nd Supplement, Series IA of 28 February 1997, in force from 5 January 1997

• Added by Article 4 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Article 421

Powers of the single auditor and members of the supervisory board

1 - For the performance of their duties, the sole auditor, the statutory auditor or any member of the supervisory board, jointly or separately may:

a) Obtain the presentation from the administration, for examination and verification, of the books, records and documents of the company, as well as verifying the documents of any class of securities, namely cash, securities and merchandise;

b) Obtain from the management or from any of the managers information or clarification on the course of the operations or activities of the company or on any of its business;

c) Obtain from third parties who have carried out operations on behalf of the company the information they need for the proper clarification of such operations;

d) Attend meetings of the administration, whenever they deem it convenient.

2 - The provisions of paragraph c) of no. 1 do not cover the communication of documents or contracts held by third parties, unless it is judicially authorized or requested by the statutory auditor, in the use of the powers conferred by the legislation that governs their activity .The right conferred by the same paragraph can't be opposed professional secrecy that could not be also opposed to the administration of the company.

3 - In order to carry out its duties, the supervisory board may decide to contract the provision of expert services to assist one or more of its shareholders in the performance of their duties.

4 - The hiring and remuneration of the experts referred to in the previous number shall take into account the importance of the matters dealt with and the economic situation of the company.

5 - In the hiring of experts referred to in the preceding paragraphs, the company shall be represented by the members of the supervisory board, applying, with due adaptations and to the extent applicable, the provisions of articles 408 and 409.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 422

Duties of the single supervisor and members of the supervisory board

1 - The sole auditor, the statutory auditor or the members of the supervisory board, when there is one, have the duty to:

a) Participate in the meetings of the board and attend the general meetings and also the meetings of the administration so that the president of the board summon them or in which the accounts of the exercise are appraised;

b) Exercise a conscientious and impartial inspection;

c) Keep secrecy of facts and information of which they are aware because of their functions, without prejudice to the duty set forth in no. 3 of this article;

d) Inform the administration of the checks, inspections and diligences they have done and the results thereof;

e) Inform, at the first meeting that is held, all irregularities and inaccuracies verified by them, and have obtained the clarifications they needed for the performance of their duties.

f) Write in writing all the checks, inspections, complaints received and diligences that have been carried out and the result thereof.

2. The sole auditor, the statutory auditor and the members of the supervisory board may not take advantage, unless expressly authorized by the general meeting, of trade or industrial secrets of which they have become aware in the performance of their duties.

3 - The single auditor, the statutory auditor and the members of the supervisory board shall report to the Public Prosecutor the criminal facts of which they are aware, and which constitute public crimes.

4 - The sole supervisor, the statutory auditor and the members of the supervisory board who, without good reason, do not attend two meetings of the board during the fiscal year or who do not attend a general meeting or two meetings provided for in the point a) of no. 1 of this article.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 422-A

Remuneration

1 - The remuneration of the members of the supervisory board shall consist of a fixed amount.

2 - The provisions of no. 1 of Article 399, with the necessary adaptations, shall apply.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423

(Meetings and deliberations)

1 - The supervisory board shall meet at least every quarter, and the provisions of article 410 no. 8 shall apply.

2 - The deliberations of the supervisory board shall be taken by majority vote, and the shareholders that do not agree with them shall include in the minutes the reasons for their disagreement.

3 - Minutes of each meeting must be recorded in the corresponding book or in the loose leaves, signed by all those who participated in it.

4 - Minutes must always include a referenceof the shareholders present at the meeting, as well as a summary of the most relevant verifications carried out by the supervisory board or any of its shareholders and of the decisions taken.

5 - (Repealed.)

Amendments
• Amended by Article 2 of the Decree-Law no. 49/2010 - Official Gazette no. 97/2010, Series I of 19 May 2010, in force from 24 May 2010

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Rectification Statement No. 5-A / 97 - Official Gazette no. 50/1997, 2nd Supplement, Series IA of 28 February 1997, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 423-A

Standard of remission

If there is no supervisory board, all references made to it should be considered as referring to the sole auditor, provided that they do not presuppose the plurality of shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 4 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series I of 31 December 1996, in force from 5 January 1997

Section III

Audit committee

Amendments
• Added by Article 4 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423-B

Composition of the audit committee

1 - The audit committee referred to in Article 278 no. 1 b) is a body of the company composed of a part of the shareholders of the administrative council.

2 - The audit committee shall be composed of the number of shareholders set forth in the articles of association, of at least three shareholders.

3 - The shareholders of the audit committee are prohibited from exercising executive functions in company and are subject to Article 414-A, with the necessary adaptations, except for the provisions of no. 1 b) of that article .

4 - In issuers of securities admitted to trading on a regulated market and in companies that meet the criteria referred to in Article 413 no. 2 point a), the audit committee shall include at least one member having a course appropriate to the exercise of his / her functions and knowledge in auditing or accounting and which, in accordance with no. 5 of article 414, is independent.

5 - In companies issuing shares admitted to trading on a regulated market, shareholders of the audit committee shall, for the most part, be independent.

6 - Article 414 no. 3 shall apply.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423-C

Appointment of the audit committee

1 - The shareholders of the audit committee are appointed, in the general terms of article 391, together with the other administrators.

2 - The lists proposed for the administrative council should discriminate the shareholders that are intended to be part of the audit committee.

3 - If the general meeting does not designate it, the audit committee shall appoint its chairman.

4 - The provisions of no. 3 of article 395 shall apply, with due adaptations.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423-D

Remuneration of the audit committee

The remuneration of the shareholders of the audit committee shall consist of a lump sum.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423-E

Removal of shareholders of the audit committee

1 - The general meeting may only dismiss the shareholders of the audit committee, as long as due cause occurs.

2 - Article 419 no. 2, 4 and 5 shall apply mutatis mutandis to the shareholders of the audit committee.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423-F

Competencies of the audit committee

1 - It is the liability of the audit committee:

a) To supervise the management of the company;

b) To oversee compliance with the law and the articles of association;

c) To verify the regularity of the books, accounting records and documents that support them;

d) To verify, when it deems it convenient and in the manner that it deems appropriate, the extent of the cash and the stocks of any kind of the assets or values belonging to the company or received by it in guarantee, deposit or other title;

e) To verify the accuracy of the documents of accountability;

f) Verify that the accounting policies and valuation criteria adopted by the company lead to a correct valuation of assets and results;

g) Prepare annually a report on its supervisory action and give an opinion on the report, accounts and proposals presented by the administration;

h) Convene the general meeting, when the chairman of the corresponding board does not do it, and must do so;

i) Monitor the effectiveness of the risk management system, the internal control system and the internal audit system, if any;

j) Receive notifications of irregularities presented by shareholders, employees of the company or others;

l) To supervise the process of preparation and disclosure of financial information;

m) To propose to the general meeting the appointment of the statutory auditor;

n) Supervise the audit of the company's financial statements;

o) To supervise the independence of the Statutory Auditor, in particular with regard to the provision of additional services;

p) to contract the provision of expert services to assist one or more of its shareholders in the performance of their duties, and the hiring and remuneration of experts shall take account of the importance of the matters entrusted to them and the economic situation of the company;

q) Comply with the other attributions contained in the law or the articles of association.

2 - The provisions of paragraphs 5 and 6 of article 420 shall apply to the audit committee, with due adaptations.

Amendments
• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 1 January 2010.

• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423-G

Duties of shareholders of the audit committee

1 - The shareholders of the audit committee have the duty to:

a) Participate in the meetings of the audit committee, which must have, at least, bimonthly periodicity;

b) Participate in the meetings of the administrative council and the general meeting;

c) Participate in the meetings of the executive committee where the accounts for the fiscal year are appraised;

d) Keep secrecy of facts and information of which they are aware because of their duties, without prejudice to no. 3 of this article;

e) Write in writing all the checks, inspections, complaints received and diligences that have been carried out and the result thereof.

2 - The provisions of article 420-A, with due adaptations, shall apply to the chairman of the audit committee.

3 - The chair of the audit committee shall report to the Public Prosecutor the criminal facts of which he or she has become aware and which constitute public crimes.

Amendments
• Rectified by the Rectification no. 28-A / 2006 - Official Gazette no. 102/2006, 1st Supplement, Series IA of 26 March 2006, in force from 30 June 2006

• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 423-H

Referrals

The provisions of Article 390 no. 3, 4 and 5, 393, 395 no. 3, 397 and 404 shall also apply *mutatis mutandis*.

Amendments• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Section IV

Executive Board of Directors

Amendments
• Amended by Article 4 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by the Statement - Official Gazette no. 276/1986, Supplement no. 1, Series I of 29 November 1986, in force from 29 November 1986

Article 424

Composition of the executive administrative council

1 - The executive administrative council, referred to in paragraph c) of no. 1 of article 278, is composed of the number of administrators set forth in the articles of association.

2 - The company can only have a single administrator when its capital does not exceed (euro) 200000.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 3 of the Decree-Law no. 343/98 - Official Gazette no. 257/1998, Series IA of 6 November 1998, in force from 11 November 1998

Article 425

Designation

1 - If it is not designated in the articles of association, the administrators are designated:

a) By the general and supervisory board; or

b) By the general meeting, if the articles of association so determine.

2 - The designation shall take effect for a period fixed in the articles of association, not exceeding four calendar years, with the calendar year in which the executive administrative council is appointed as a full one, the designation being understood to be four years, in the absence of an indication of the contract.

3 - Although appointed for a certain period of time, administrators shall remain in office until they are reappointed and, except in cases of dismissal or resignation, shall be eligible for re-election.

4 - In the event of a definitive absence or temporary impediment of administrators, it is the liability of the general and supervisory board to provide for substitution, without prejudice to the possibility of appointing alternate administrators, pursuant to Article 390 no. 5 and, in the case of paragraph b) of no. 1, the need for ratification of that substitution decision by the next general meeting.

5 - The administrators can't be represented in the exercise of their position, however, being applicable, however, the provisions of no. 7 of article 391 and no. 5 of article 410.

6 - Directors may not be shareholders, but may not be:

a) Members of the general and supervisory board, without prejudice to the provisions of paragraphs 2 and 3 of article 437;

b) Members of the supervisory bodies of companies in a controlling or group relationship with the company in question;

c) Spouses, relatives and the like in the straight line and up to the second degree, including, in the collateral line, the persons mentioned in the previous paragraph;

d) Persons who do not have full legal capacity.

7 - The designations made against the provisions of the previous number are void and the supereminence of some of the circumstances set forth in points b), c) and d) of the previous number determines the immediate cessation of duties.

8 - If a legal person is appointed to the position of administrator, the provisions of no. 4 of article 390 shall apply.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 426

(Judicial appointment)

The provisions of article 394, with the necessary adaptations, shall apply to the judicial appointment of administrators.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 427

Chairman

1 - If it is not designated in the act of appointing the shareholders of the executive administrative council, this council chooses its chairman, in which case it may replace him at any time.

2 - The provisions of paragraphs 3 and 4 of article 395 shall apply, with due adaptations.

3 - (Repealed.)

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 428

Exercise of other activities and business with the company

The provisions of articles 397 and 398 shall apply to the administrators and the general and supervisory board shall be responsible for the authorizations referred to therein.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 429

(Remuneration)

The remuneration of the administrators shall be governed by Article 399, which shall be fixed by the general and supervisory board or by a remuneration committee or, in the case where the articles of association so require, to the general meeting of shareholders or a commission appointed by the latter.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 430

Dismissal and suspension

1 - Any administrator may at any time be dismissed:

a) By the general and supervisory board, in the case provided for in Article 425 no. 1 point a); or

b) In the situation referred to in Article 425 no. 1 b), by the general meeting, in which case the general and supervisory board may propose the dismissal and suspend up to two months of any member of the executive administrative council.

2 - The provisions of paragraphs 4 and 5 of article 403 apply.

3 - The suspension of administrator shall apply the provisions of Article 400, with its decision being vested in the general and supervisory board.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 431

Competencies of the executive administrative council

1 - It is incumbent upon the executive administrative council to manage the company's activities, without prejudice to the provisions of no. 1 of article 442.

2 - The executive administrative council has full powers of representation of the company before third parties, without prejudice to the provisions of letter c) of article 441.

3 - The provisions of articles 406, 408 and 409 shall apply to the management and representation powers of the administrators, with the changes determined by the competence assigned in the law to the general and supervisory board.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 432

Relations of the executive administrative council with the general and supervisory board

1 - The executive administrative council shall notify the general and supervisory board:

a) At least once a year, the management policy it intends to pursue, as well as the facts and issues which have essentially determined its options;

b) On a quarterly basis, before the meeting of that board, the company's situation and business development, indicating in particular the volume of sales and services rendered;

c) At the time determined by law, the complete management report, relating to the previous year.

2 - The executive administrative council shall inform the chairman of the general and supervisory board of any business that may have a significant influence on the profitability or liquidity of the company and, in general, about any abnormal situation or for any other important reason.

3 - The information provided for in the preceding paragraphs shall include the occurrences of companies in a control or group relationship, when they may be reflected in the situation of the company in question.

4 - In addition to the supervision exercised by the committee referred to in no. 2 of article 444, the chairman of the general and supervisory board may request from the executive administrative council such information as he may deem advisable or requested by another member of the board.

5 - The Chairman of the general and supervisory board, a delegate member appointed by the Board of Directors and shareholders of the Committee provided for in Article 444 no. 2 shall have the right to attend meetings of the executive administrative council.

6 - The shareholders of the committee provided for in no. 2 of article 444 shall attend the meetings of the executive administrative council in which the accounts for the fiscal year are appraised.

7 - All information received from the executive administrative council in any of the circumstances set out in paragraphs 2, 3 and 4, as well as information obtained due to participation in the meetings provided for in paragraphs 5 and 6, shall be transmitted to all the other shareholders of the general and supervisory board, in good time, and at the latest in its first meeting.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 433

(Remissions)

1 - The provisions of articles 410 and 411 and of paragraphs 1 and 4 of article 412 shall apply to meetings and deliberations of the executive administrative council, with the following adaptations:

a) The declaration of nullity and annulment is the liability of the general and supervisory board;

b) The request for a declaration of nullity or annulment may be made by any administrator or member of the general and supervisory board.

2 - The provisions of article 396 shall apply to the security to be provided by the administrators, but the general and supervisory board shall be exempt from security.

3 - The provisions of article 402 shall apply to the retirement of the administrators, but the approval of the regulation shall be the liability of the general and supervisory board or, if the articles of association so determine, the general meeting.

4 - The resignation of the administrator shall apply, with the necessary adaptations, the provisions of article 404.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Section V

General and supervisory board

Amendments
• Amended by Article 4 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 434

Composition of the general and supervisory board

1 - The general and supervisory board referred to in paragraph c) of no. 1 of article 278, is composed of the number of shareholders set forth in the articles of association, but always higher than the number of administrators.

2 - (Repealed.)

3 - The provisions of the second part of no. 3 and of paragraphs 4 and 5 of article 390 shall apply.

4 - Article 414 no. 4 to 6 and Article 414-A shall apply to the composition of the general and supervisory board, except for the provisions of no. 1 f) of the latter article, except for the commission provided for in Article 444 no. 2.

5 - In the absence of authorization by the general meeting, shareholders of the general and supervisory board may not exercise for themselves or for any other activity that competes with the company nor perform functions in a competing company or be appointed on behalf of or on behalf of the company.

6 - The authorization referred to in the previous number should define the regime for access to sensitive information by the board member.

7 - For the purposes of paragraphs 4 and 5, the provisions of paragraphs 2, 5 and 6 of article 254 shall apply.

Amendments
• Rectified by the Rectification no. 28-A / 2006 - Official Gazette no. 102/2006, 1st Supplement, Series IA of 26 March 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 435

(Designation)

1 - The shareholders of the general and supervisory board are designated in the articles of association or elected by the general or constituent assembly.

2 - The provisions of paragraphs 2 to 5 of article 391 shall apply to the appointment of the shareholders of the general and supervisory board.

3 - The rules established by Article 392, with the necessary adaptations, shall also be applicable to the election of the shareholders of the general and supervisory board.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 436

Presidency of the general and supervisory board

The system provided for in Article 395 shall apply mutatis mutandis to the appointment of the chairman of the general and supervisory board.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 437

Incompatibility between functions of administrator and member of the general and supervisory board

1 - A member of the general and supervisory board may not be appointed who is an administrator of the company or another company that is in a controlling or group relationship.

2 - The general and supervisory board may appoint one of its shareholders to replace, for a period of less than one year, an administrator temporarily impeded.

3 - The member of the general and supervisory board appointed to replace an administrator, under the terms of the previous number, may not simultaneously exercise functions in the general and supervisory board.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 438

(Replacement)

1 - In the absence of a permanent member of the general and supervisory board, an alternate must be called, according to the order in which they appear in the list submitted to the general meeting of the shareholders.

2 - In the absence of substitutes, the substitution shall be carried out by election of the general meeting.

3 - Substitutions made under the preceding numbers shall last until the end of the period for which the general and supervisory board was elected.

Amendments• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 439

(Judicial appointment)

1 - If the number of shareholders necessary for him to meet is no longer part of the general and supervisory board, the court may fill this number, at the request of the executive administrative council, of a member of the general and supervisory board, or of a shareholder.

2 - The executive administrative council must submit the request provided for in the previous number as soon as it is aware of said situation.

3 - Appointments made by the court shall lapse as soon as the vacancies are filled, in accordance with the law or the articles of association.

4 - The shareholders appointed by the judge have the rights and duties of the other shareholders of the general and supervisory board.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 440

(Remuneration)

1 - In the absence of contractual stipulation, the functions of member of the general and supervisory board are remunerated.

2. The remuneration shall be fixed by the general meeting or by a committee appointed by the latter, taking into account the functions performed and the economic situation of the company.

3. Remuneration shall consist of a fixed amount and the general meeting may, at any time, reduce or increase it, taking into account the factors referred to in the preceding paragraph.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 441

Competence of the general and supervisory board

1 - It is incumbent upon the general and supervisory board:

a) Appoint and dismiss the administrators, if such competence is not attributed in the articles of association to the general meeting;

b) Appoint the administrator who will serve as chairman of the executive administrative council and dismiss him, if such competence is not attributed in the articles of association to the general meeting, without prejudice to the provisions of article 436;

c) To represent the company in its relations with the managers;

d) Supervise the activities of the executive administrative council;

e) To supervise for the observance of the law and the agreement of company;

f) To verify, when deemed appropriate and in the manner it deems appropriate, the regularity of the books, accounting records and documents that support them, as well as the situation of any assets or values held by the company for any purpose;

g) Verify that the accounting policies and valuation criteria adopted by the company lead to a correct evaluation of assets and results;

h) Give an opinion on the annual report and accounts for the fiscal year;

i) Monitor the effectiveness of the risk management system, the internal control system and the internal audit system, if any;

j) Receive notifications of irregularities presented by shareholders, employees of the company or others;

l) To supervise the process of preparation and disclosure of financial information;

m) To propose to the general meeting the appointment of the statutory auditor;

n) Supervise the audit of the company's financial statements;

o) To supervise the independence of the Statutory Auditor, in particular with regard to the provision of additional services;

p) To contract the provision of expert services to assist one or more of its shareholders in the performance of their duties, and the hiring and remuneration of experts shall take account of the importance of the matters entrusted to them and the economic situation of the company;

q) Prepare annually a report on its activity and present it to the general meeting;

r) To grant or deny consent to the transfer of shares, when this is required by the contract;

s) Convene the general meeting, when it deems appropriate;

t) Carry out the other functions assigned to it by law or by the articles of association.

2 - The provisions of paragraphs 5 and 6 of article 420 shall apply to the general and supervisory board, with due adaptations.

Amendments
• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 1 January 2010.

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 441a

Duty of secrecy

Members of the general and supervisory board are required to keep the facts and information of which they are aware by reason of their duties confidential.

Amendments
• Added by Article 3 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 442

(Powers of management)

1 - The general and supervisory board does not have management powers of the company's activities, but the law and the articles of association may establish that the executive administrative council must obtain prior consent of the general and supervisory board for the practice of certain categories of acts.

2 - If the consent provided for in the preceding paragraph is denied, the executive board of administration may submit the dissent to the resolution of the general meeting, and the resolution by which the meeting consents shall be taken by the two-thirds majority of the votes cast, if the not require a higher majority or other requirements.

3 - For the purpose of the previous paragraph, the deadlines referred to in no. 4 of article 377 are reduced to 15 days.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 443

(Powers of representation)

1 - In the relations of the company with its administrators the company is obliged by the two shareholders of the general and supervisory council designated by it.

2 - In the hiring of the experts, under the terms of article 441 p), the company shall be represented by the shareholders of the general and supervisory board, subject to the provisions of articles 408 and 409 .

3 - The general and supervisory board may request commercial registration of its own shareholders.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 444

General and supervisory board committees

1 - Where appropriate, the general and supervisory board shall appoint one or more committees from among its shareholders to perform certain functions, namely, to supervise the executive administrative council and to determine the remuneration of administrators.

2 - In issuers of securities admitted to trading on a regulated market and in companies that meet the criteria referred to in Article 413 no. 2 point a), the general and supervisory board shall constitute a commission for the matters financial statements, specifically dedicated to the exercise of the functions referred to in points f) to) of article 441.

3 - Without prejudice to the provisions of article 434, article 414-A no. 1 f) shall apply to the committee for financial matters.

4 - The committee for financial matters prepares an annual report on its audit activity.

5 - The commission referred to in the previous number shall include at least one member who has a higher course adequate to the exercise of his or her functions and knowledge in auditing or accounting and who is independent, in accordance with no. 5 of article 414.

6 - In companies issuing shares admitted to trading on a regulated market, the shareholders of the committee referred to in no. 3 shall, for the most part, be independent.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 445

(Remissions)

1 - The provisions of article 397 shall apply mutatis mutandis to business concluded between shareholders of the general and supervisory board and the company, with the necessary adaptations.

2. The provisions of Articles 410 to 412 shall apply to meetings and deliberations of the general and supervisory board, with the following adaptations:

a) The general and supervisory board shall meet at least once every quarter;

b) The call may be made by the executive administrative council, if the chairman of the general and supervisory board has not convened it to meet within 15 days following the receipt of the request by the one formulated;

c) The request for a declaration of nullity of resolution can be formulated by any administrator or member of the general and supervisory board.

3 - The liability of each member of the general and supervisory board shall be guaranteed through a bond or insurance contract, and the provisions of article 396 shall apply with due adaptations.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Section VI

Statutory Auditor

Amendments
• Amended by Article 4 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 446

(Designation)

1 - In companies with the structures referred to in Article 278 no. 1 b) and c) or in the structure referred to in Article 413 no. 1 b), on a proposal from the Audit Committee, the general and supervisory board, the committee for financial matters or the supervisory board, the general meeting shall appoint a statutory auditor or an audit designation to examine the company's accounts.

2 - The designation is made for a time not exceeding four years.

3 - The statutory auditor carries out the functions provided for in points c), d), e) and f) of no. 1 of article 420.

4 - (Repealed.)

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section VII

Secretary of the company

Amendments
• Amended by Article 4 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 446-A

Designation

1 - Companies issuing shares admitted to trading on a regulated market must designate a company secretary and an alternate.

2 - The secretary and his alternate shall be appointed by the shareholders at the time of incorporation of the company or by the administrative council or by the executive administrative council by resolution recorded in the minutes.

3 - The functions of secretary are exercised by a person with a higher course appropriate to the performance of the duties or solicitor and cannot exercise them in more than seven companies, except in those situations in the situations provided for in Title VI of this Code.

4 - In case of absence or impediment of the secretary, his / her functions are exercised by the substitute.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 446-B

Competence

1 - In addition to other functions established by the articles of association, the company secretary shall:

a) To organize the meetings of the corporate bodies;

b) To record the minutes and sign them together with the shareholders of the corresponding corporate bodies and the chairman of the board of the general meeting, when applicable;

c) To keep, store and keep in order the books and records of minutes, the attendance lists, the register of shares, as well as the related dossier;

d) Proceed with the issuance of legal notice to the meetings of all corporate bodies;

e) To certify the signatures of the shareholders of the corporate bodies betting on the company's documents;

f) To certify that all copies or transcriptions extracted from company books or archived documents are true, complete and current;

g) To satisfy, within the scope of its competence, the requests made by the shareholders in the exercise of the right to information and to provide the requested information to the shareholders of the corporate bodies that exercise supervisory functions on the deliberations of the administrative council or executive committee;

h) To certify the contents, in whole or in part, of the current articles of association, as well as the identity of the shareholders of the various corporate bodies and the powers they hold;

i) To certify the updated copies of the articles of association, the resolutions of the shareholders and of the administration and of the entries in force in the social books, as well as to ensure that they are delivered or sent to the holders of shares that have requested them and have paid the corresponding cost ;

j) Authenticate with its heading all the documentation submitted to the general meeting and referred to in the corresponding minutes;

l) Promote the registration of social acts subject to it.

2 - The certifications made by the secretary referred to in paragraphs e), f) and h) of no. 1 of this article replace, for all legal purposes, the certificate of commercial registration.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 446-C

Period of service

The term of office of the secretary coincides with that of the term of office of the corporate bodies that designate him and may be renewed one or more times.

Amendments
• Added by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 446-D

Optional regime for appointment of secretary

1 - Public limited companies in respect of which the requirement set forth in article 446-A no. 1 is not verified, as well as limited companies, may designate a company secretary.

2 - In companies by shares it is the liability of the general meeting to appoint the secretary of the company.

Amendments
• Added by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 446-E

Position registration

The appointment and termination of duties of the secretary, for any reason other than the course of time, is subject to registration.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 446-F

Liability

The Secretary shall be civilly and criminally responsible for the acts he performs in the performance of his duties.

Amendments
• Added by Article 3 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Chapter VII

Presentation of participations and abuse of information

Article 447

(Presentation of memberships of shareholders of the management and supervisory bodies)

1 - The shareholders of the administrative and supervisory bodies of a public limited company shall communicate to the company the number of shares and bonds of the company they hold, as well as all their acquisitions, payments or terminations of title, for any reason, shares and bonds of the same company and companies with which it is in a controlling or group relationship.

2 - The provisions of the previous number shall extend to shares and bonds:

a) Of a spouse not legally separated, irrespective of the matrimonial property regime;

b) Of the descendants of younger age;

c) Of the persons on whose behalf the shares or bonds are held and acquired for the account of the persons referred to in no. 1 and in points point a) and b) of this paragraph;

d) Belonging to the company that the persons referred to in paragraphs 1 and 2 a) and b) are shareholders of unlimited liability, exercise management or any of the positions referred to in no. 1 or have, individually or jointly with persons referred to in points a), b) and c) of this paragraph, at least half of the share capital or votes corresponding thereto.

3 - The acquisitions or disposals referred to in the preceding paragraphs are equivalent to promissory, option, repo or other contracts that produce similar effects.

4 - The communication must be made:

a) Regarding shares and bonds held on the date of appointment or election, within 30 days following this fact;

b) Within 30 days following any of the events referred to in paragraphs 1 and 3 of this article, but always in time to comply with no. 5.

5 - Annexed to the annual report of the management body, a list of its shares and obligations covered by paragraphs 1 and 2 shall be presented for each of the persons referred to in no. 1, listing the facts enumerated therein same number and number 3, occurring during the year to which the report relates, specifying the amount of the shares or bonds traded or encumbered, the date of the event and the consideration paid or received.

6 - The provisions of this article include acquisitions and disposals on the stock exchange and those that may be subject to a suspensory term or condition.

7 - The communications shall be made in writing to the administrative body and to the supervisory body.

8 - Failure to comply with the provisions of paragraphs 1 and 2 of this article constitutes due cause of dismissal.

Amendments
• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 448

(Presentation of shareholdings)

1. A shareholder holding unregistered bearer shares representing at least one-tenth, one-third or one-half of the capital of a company shall notify the company of the number of shares it holds and shall apply to that effect the provisions of Article 447 no. 2.

2. The information provided in the preceding paragraph shall also be communicated to the company when the shareholder, for any reason, ceases to hold a number of unrecorded bearer shares representing one-tenth, one-third or one-half of the share capital of the same company.

3 - The communications provided for in the previous numbers shall be made, in writing, to the administrative body and to the supervisory body, within 30 days following the verification of the facts contained therein.

4 - A list of the shareholders who, at the closing date of the fiscal year and according to the company's records and the information provided, shall be attached to the annual report of the management body, holding at least one tenth, one third or half of the capital, as well as shareholders who have ceased to hold such fractions of capital.

Amendments
• Repealed by Article 6 of the Law no. 15/2017 - Official Gazette no. 85/2017. Series I of 3 May 2017, in force from 4 May 2017

Article 449

(Abuse of information)

1 - The member of the administrative body or supervisory body of a public limited company, as well as the person who, for reasons or occasions of permanent or temporary service rendered to the company, or in the exercise of public functions, becomes aware of facts relating to the companies which have not been given publicity and are likely to influence the value of the securities issued by it and acquire or dispose of shares or obligations of that company or of another company which is in a controlling or group relationship, thereby achieving a profit or avoiding a loss, shall compensate the injured parties by paying them an amount equivalent to the amount of the equity advantage realized; since it is not possible to identify the injured parties, the offender must pay the compensation to the company.

2 - The persons mentioned in the preceding paragraph shall be liable for failing to disclose to the third party the facts relating to the company described therein, as well as the third party who, knowing the confidential nature of the disclosed facts, acquires or joins shares or bonds of the company or of another that with it is in relation of dominion or of group, by that way obtaining a profit or avoiding a loss.

3 - If the facts referred to in no. 1 relate to the merger of companies, the provisions of the preceding paragraphs shall apply to the shares and obligations of participating companies and companies that are in a controlling or group relationship.

4 - The member of the administrative body or supervisory body who practices some of the facts sanctioned in no. 1 or in no. 2 may still be removed by court order, at the request of any shareholder.

5. The shareholders of the administrative body shall ensure that other persons who, in the exercise of their profession or activity outside the company, become aware of the facts referred to in no. 1, do not take advantage of them or divulge them.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 450

(Judicial Inquiry)

1 - For the purposes of paragraphs 1 and 2 of the previous article, any shareholder may request an investigation, in which case the dismissal of the offender shall be ordered, if applicable.

2 - In the same case, the offender may be ordered to compensate the injured parties, under the terms established in the previous article.

3. The investigation may be requested up to six months after the publication of the annual report of the administration of which the acquisition or disposal is recorded.

4 - For five years from the practice of the facts justifying the dismissal, deprived persons may not hold positions in the same company or in another that is in a domain or group relationship.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Chapter VIII

Annual assessment of the company's situation

Article 451

Examination of accounts in companies with supervisory board and audit committee

1 - The administrative council shall submit to the Supervisory Board and the Statutory Auditor the management report and accounts for the fiscal year up to 30 days before the date of the general meeting convened to assess the financial statements.

2 - The member of the supervisory board who is a statutory auditor or, in the case of companies adopting the procedures referred to in article 278 no. 1 a) and b) and no. 1 b) of Article 413, the statutory auditor shall review the management report and complete the examination of the accounts with a view to their legal certification.

3 - As a consequence of the examination of the accounts, the Statutory Auditor shall issue a legal certification of accounts, which shall include:

a) An introduction identifying at least the accounts for the fiscal year which are the subject of the statutory audit as well as the financial reporting framework used in its preparation;

b) A description of the scope of statutory audit that identifies at least the standards under which the audit was performed;

c) An opinion on whether the accounts for the fiscal year give a true and fair view according to the structure of the financial report and, where appropriate, whether the fiscal year's accounts are in conformity with the applicable legal requirements; translate an opinion with or without reservations, an adverse opinion or, if the statutory auditor is not in a position to express an opinion, take the form of an obscure opinion;

d) A reference to any issues for which the statutory auditor draws attention through emphases without qualifying the review opinion;

e) An opinion indicating whether or not the management report is consistent with the accounts for the fiscal year, whether the management report has been drawn up in accordance with the applicable legal requirements and whether, having regard to the knowledge and assessment of the undertaking , identified material misstatements in the management report, giving indications as to their nature;

f) Date and signature of the statutory auditor.

4 - In the case of companies that are issuers of securities admitted to trading on a regulated market, the auditor must certify that the report on the structure and practices of corporate governance disclosed includes the elements referred to in article 245, no. 1, points c), d), f), h), i) and m) of the same Securities Code.

5. The scope of the opinion referred to in the no. 3, point e), it shall also include the matters referred to in points c), d), f), h), i) and m) of the no. 1 of article 245-A of the Portuguese Securities Code, in the case of issuers covered by the provisions in question.

6 - In the case of companies which are obliged to submit a non-financial statement in accordance with Article 66b or Article 508g, the statutory auditor shall only certify that the same or the separate report has been presented.

7 – The point e) on no. 3 of this Article shall not apply to the non-financial statement referred to in Article 66-B no. 1 or to the consolidated non-financial statement referred to in Article 508-G, no. 1, or to the separate reports referred to in Article 66-B no. and 9 and Article 508-G no. 8 and 9.

Amendments

• Amended by Article 2 of the Decree-Law no. 89/2017 - Official Gazette no. 145/2017, Series I of 28 July 2017, in force from 2 August 2017, in force from 1 January 2017

• Amended by Article 5 of the Decree-Law no. 98/2015 - Official Gazette no. 106/2015, Series I of 2 June 2015, in force from 7 June 2015, in force from 1 January 2016

• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 1 January 2010.

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 8 of the Decree-Law no. 35/2005 - Official Gazette no. 34/2005, Series IA of 17 February 2005, in force from 22 February 2005, takes effect from 1 January 2005.

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

Article 452

Assessment by the audit committee and audit committee

1 - The supervisory board and the audit committee shall assess the management report, the accounts for the fiscal year, the legal certification of accounts or the impossibility of certification.

2 - If the supervisory board or the audit committee agrees with the legal certification of accounts or with the declaration of impossibility of certification, it must expressly declare it in its opinion.

3 - If you disagree with the auditor's document referred to in the previous number, the supervisory board or the audit committee shall state in the report the reasons for their disagreement, without prejudice to the auditor's statement.

4 - The report and opinion of the supervisory board and the audit committee shall be sent to the administrative council within 15 days of receipt of the aforementioned financial statements.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

Article 453

Examination of accounts in companies with general and supervisory board

1 - The executive administrative council shall submit to the Statutory Auditor the management report and accounts for the fiscal year for the purposes referred to in the following paragraphs up to 30 days before the date of the general meeting convened to assess the financial statements, , and to the general and supervisory board.

2 - The statutory auditor shall review the management report and complete the examination of the accounts with a view to their legal certification.

3 - The provisions of no. 3 of article 451 and paragraphs 2 to 4 of article 452 shall apply, with the necessary adaptations.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 8 of the Decree-Law no. 35/2005 - Official Gazette no. 34/2005, Series IA of 17 February 2005, in force from 22 February 2005, takes effect from 1 January 2005.

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

Article 454

Deliberation of the General Council

1 - The general council shall assess the annual report of the statutory auditor and the legal certification of accounts, decide on the report and accounts for the year presented by the management and prepare an annual report on its activity, which shall be presented to the general meeting.

2 - The resolution of the general council that approves without reserve the accounts of the exercise can be declared null and void by the court at the request of any shareholder or, if there is an offense of norms designed to protect the interests of creditors, also at their request, within three years.

3 - If the general council, according to the legal certification of the accounts or with the declaration of impossibility of legal certification of accounts of the auditor, does not approve the accounts or approve them with reservations, its deliberation is definitive.

4 - If the general council, in disagreement with such certification of the statutory auditor, does not approve the accounts or approve them with different reserves, the divergence must be submitted to the general meeting that decides on the points of disagreement between the accounts presented by the management, the certification or declaration of the statutory auditor and the resolution of the general council.

Amendments
• Repealed by Article 61 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

Article 455

General assessment of administration and supervision

1 - The general meeting referred to in article 376 shall carry out a general appraisal of the management and supervision of the company.

2 - This assessment must be based on a determination of trust in all or some of the administrative and supervisory bodies and their shareholders or by dismissal of some or some of them, and the general public may also vote for mistrust in the administrators appointed under the terms of paragraph a) of Article 425 no. 1

3 - The dismissals and votes of confidence foreseen in the previous number can be deliberated independently of indicate in the convocation of the assembly.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

Chapter IX

Increase and reduction of capital

Article 456

(Increase of capital resolution by the management body)

1 - The articles of association may authorize the administrative council to increase capital, one or more times, by cash inflows.

2 - The articles of association establishes the conditions for the exercise of the competence conferred according to the previous number, and must:

a) Fix the maximum limit of the increase;

b) Set the time limit, not exceeding five years, during which that competence can be exercised, in the absence of an indication, the term is five years;

c) Mention the rights attributed to the shares to be issued; in the absence of indicate, only the issuance of ordinary shares is authorized.

3 - The draft resolution of the administrative council shall be submitted to the supervisory board, the audit committee or to the supervisory and general board, and the board may submit a decision to a general meeting if a favorable opinion is not given.

4 - The general meeting, acting with the majority required for the amendment of the contract, may renew the powers conferred on the administrative body.

5 - Upon the capital increase, resolved by the management body, the provisions of article 88, with the necessary adaptations, shall apply.

Amendments
• Rectified by the Rectification no. 28-A / 2006 - Official Gazette no. 102/2006, 1st Supplement, Series IA of 26 March 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Article 457

(Incomplete subscription)

1 - If a capital increase is not fully subscribed, the resolution of the meeting or of the council shall be deemed to have no effect unless it has itself provided that in that case the increase is limited to the subscriptions collected.

2 - The notice of capital increase referred to in Article 459 no. 1 shall indicate the regime in force for the incomplete subscription.

3 - If the decision to increase without effect, due to incomplete subscription, the management body will notify the subscribers within fifteen days following the closing of the subscription and will immediately refund the amounts received.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 458

(Preemptive right)

1 - At each capital increase by cash inflows, persons who, at the date of the resolution of capital increase, are shareholders may subscribe the new shares with preference over non-shareholders.

2. The new shares shall be divided among the shareholders who exercise the preference as follows:

a) Each shareholder shall be entitled to the number of shares in proportion to those he holds on that date or the number lower than the number declared by the shareholder to be subscribed;

b) Applications exceeding the number referred to in the first part of a) shall be granted, in so far as it results from one or more surplus apportionments.

3 - In the absence of the sale of the corresponding subscription rights, the preemptive right of the old shares to which there is no certain number of new shares will lapse; those that, for that reason, have not been subscribed are drawn once, for subscription, among all shareholders.

4 - In a company having several categories of shares, all shareholders have the same preemptive rights in the subscription of the new shares, whether ordinary or of any special category, but if the new shares are equal to those of an already existing special category, preference belongs first to the holders of shares of this category and only the other shareholders in preference to shares not subscribed by them.

Article 459

(Notice and term for the exercise of preemptive right)

1 - Shareholders must be advised, by notice, of the term and other conditions for the exercise of the subscription right.

2 - The articles of association may provide for additional communications to the shareholders and, if all the shares issued by the company are registered, the notice may be replaced by registered letter.

3 - The period established for the exercise of the preemptive right may not be less than 15 days from the publication of the notice or 21 days from the date of the letter sent to the holders of nominative shares.

Article 460

(Limitation or suppression of preemptive right)

1 - The legal right of preference in the subscription of shares can’t be limited or eliminated, except under the conditions of the following numbers.

2 - The general meeting that decides the capital increase may, for such increase, limit or suppress the right of first refusal of shareholders, as long as the social interest justifies it.

3 - The general meeting may also limit or eliminate, for the same reason, the right of first refusal of the shareholders in respect of a capital increase deliberated or to be decided by the management body, in accordance with article 456.

4 - The resolutions of the general meetings provided for in the previous numbers shall be taken separately from any other resolution, by the majority required for the capital increase.

5 - If a proposal to restrict or eliminate the pre-emptive right is submitted by the Board, a written report must be submitted to the Assembly, stating the reasons for the proposal, the manner in which the new shares are awarded, the conditions for their release, the issue price and the criteria used to determine this price.

Article 461

(Indirect subscription)

1 - The general meeting that decides the capital increase may also decide that the new shares are subscribed by a financial institution, which will assume the obligation to offer them to the shareholders or to third parties, under the conditions established between the company and the institution, but always with respect to the provisions in the previous articles.

2 - The provisions of the previous number shall apply to capital increases decided by the management body.

3 - Shareholders will be notified by the company, by means of announcement, of the decision taken, in accordance with the previous numbers.

4 - The provisions of Article 459 shall apply to the financial institution subscribing to the new shares in accordance with no. 1 of this article.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 462

(Capital increase and usufruct right)

1 - If the share is subject to usufruct, the right to participate in the increase of capital is exercised by the owner of the root or by the usufructuary or by both, in the terms that agree among themselves.

2 - In the absence of an agreement, the right to participate in the capital increase shall belong to the holder of the root, but if he does not exercise it within eight or ten days, respectively, of the notice or written communication referred to in n. Article 459 no. 3, the said right shall be returned to the usufructuary.

3. When the communication required by Article 459 no. 3 is to be made, it must be sent to the root holder and to the usufructuary.

4. The new share shall be fully owned by the person who has exercised the right to participate in the capital increase, unless the parties concerned have agreed that it is also subject to usufruct.

5 - If neither the owner of the root nor the usufructuary wishes to exercise the preference in the increase, can any of them sell their corresponding rights, and the amount obtained must be apportioned among them, in proportion to the value at that moment has the right of each one.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 463

(Reduction of the capital due to the extinction of own shares)

1 - The general meeting may decide that the capital of the company be reduced by means of the extinction of own shares.

2 - The reduction of capital shall be subject to the provisions of article 95, except:

a) If fully paid-up shares are acquired, they are acquired free of charge after the resolution of the general meeting;

b) If fully released shares acquired after the resolution of the general meeting are extinguished, only by means of assets that, pursuant to articles 32 and 33, could be distributed to shareholders; in this case, the special reserve, subject to the statutory reserve regime, shall be taken equal to the total face value of the extinguished shares.

Chapter X

Dissolution of company

Article 464

Dissolution

1 - The resolution to dissolve the company must be taken in accordance with Article 383 no. 2 and no. 3 and Article 386 no. 3, no. 4 and no. 5. high or other requirements.

2 - The mere wish of a member or shareholders, when not expressed in the resolution provided for in the previous number, can't constitute a contractual cause of dissolution.

3 - Public limited companies may be dissolved by administrative means when, for a period exceeding one year, the number of shareholders is lower than the minimum required by law, unless one of the shareholders is a public legal person or entity assimilated to it by law for that purpose. It is made.

4 - (Repealed.)

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

• Rectified by the Statement - Official Gazette no. 276/1986, 1st Supplement, Series I of 29 November 1986, in force from 29 November 1986

Title V

Limited partnership

Chapter I

Common provisions

Article 465

(Notion)

1 - In limited partnerships each of the limited shareholders only responds by its contribution; the general shareholders are liable for the debts of the company on the same terms as the shareholders of the company in a collective name.

2 – A private limited company or a public limited company may be limited shareholders.

3 - In limited partnerships there is no representation of capital by shares; in limited partnerships only shares of limited shareholders are represented by shares.

Article 466

(Articles of Association)

1 - The articles of association must be indicated separately the shareholders - limited shareholders and shareholders.

2 - The contract must specify if the company is constituted as simple limited or as limited by shares.

Article 467

(Designation)

1 - The company's designation shall be formed by the name or designation of at least one of the limited shareholders and the addition of "em Comandita" or "& Comandita", "em Comandita por Acções" or "& Comandita por Acções".

2 - The names of the limited shareholders may not appear in the company's designation without their express consent, and in this case, the provisions of the following paragraphs shall apply.

3 - If the limited shareholder or anyone other than the company agrees that his or her name or business name is included in the company name, he or she will be liable to third parties for the liability imposed on the general shareholders in relation to the acts awarded with that designation, they knew he was not a shareholder.

4 - The limited shareholder, or the shareholder external to the company, responds in equal circumstances to acts performed in the name of the company without express use of that specific designation, unless it is proved that the inclusion of his name in the company name was not known to the interested parties or, in this case, that if the person knew that he was not a general shareholder.

5 - All those who act in the name of the company whose designation contains this irregularity shall be subject to the same liability, under the terms established in the preceding paragraphs, unless they prove that they were unaware of it and had no duty to know it.

Article 468

(Limited partnership entry)

The entry of limited shareholder can’t consist of industry.

Article 469

(Transfer of shares of general shareholders)

1 – The transfer from living people from the part of a joint shareholder is effective only if it is consented by resolution of the shareholders, except for different contractual provision.

2 - The provisions regarding the transfer of shares of companies in a collective name shall apply to the transfer by death of the part of a general shareholder.

Article 470

(Management)

1 - Only the general shareholders may be managers, unless the articles of association allow management to be assigned to limited shareholders.

2 - However, management may, when the contract authorizes it, delegate its powers to a limited shareholder or to a person other than the company.

3 - The delegate must indicate this quality in all the acts in which it intervenes.

4 - In the event of impediment or lack of effective managers, any member, even limited shareholder, may perform urgent and expedient acts, but must declare the quality in which he acts and, in case of urgent acts, immediately call the general meeting so that it ratifies its acts and confirms it in the provisional management or appoints other managers.

5 - Acts performed under the terms of the previous paragraph shall have their effects on third parties, although not ratified, but the lack of ratification renders the author of such acts liable, in general terms, to company.

Article 471

(Removal of Managing Partners)

1 - The general shareholder who exercises the management can only be removed from it, without due cause, by a decision that meets two-thirds of the votes of the general shareholders and two-thirds of the votes of the limited shareholders.

2 - If there is due cause, the general shareholder is dismissed from management by a decision taken by a simple majority of votes cast at the meeting.

3 - The limited shareholder shall be dismissed from management by a resolution that will gather a simple majority of votes cast at the meeting.

Article 472

(Resolutions of the shareholders)

1 - The resolutions of the shareholders are taken or unanimously, in accordance with the article 54, or in general meeting.

2 - The articles of association must regulate, according to the capital, the attribution of votes to the shareholders, but the general shareholders may not have less than half of the votes belonging to the limited shareholders, also together.

3 - The provisions of Article 190 no. 2 shall apply to the vote of industry shareholders.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 473

(Dissolution)

1 - The resolution of dissolution of the company is taken by a majority that has two thirds of the votes of the general shareholders and two thirds of the votes of the limited shareholders.

2 - The special foundation for the dissolution of limited partnerships shall be the disappearance of all the general shareholders or all the limited shareholders.

3 - If all limited shareholders are absent, the company may be dissolved by administrative means.

4 - If all the shareholders are absent and in the 90 days following the situation has not been regularized, the company dissolves immediately.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Chapter II

Simple limited partnership

Article 474

(Subsidiary law)

Simple limited partnerships shall apply the provisions relating to companies in a collective name insofar as they are compatible with the rules of the previous and the present chapter.

Article 475

(Transfer of shares of limited shareholders)

The transfer of shares of simple limited partnerships shall be subject to the transfer of a limited shareholder, either alive or after the death of a limited shareholder.

Article 476

(Amendment and other facts relating to the articles of association)

Decisions on amendments to the articles of association, mergers, divisions or changes must be taken unanimously by the general shareholders and by limited shareholders representing at least two thirds of the capital held by them, unless the articles of association unanimity or increase the majority.

Article 477

(Prohibition of competition)

The limited shareholders are obliged not to compete with the company, under the terms prescribed for the shareholders of companies in a collective name.

Chapter III

Limited partnership by shares

Article 478

(Subsidiary law)

The limited partnership by shares shall apply the provisions relating to public limited companies in so far as they are compatible with the rules of Chapter I and this.

Article 479

(Number of shareholders)

The limited partnership by shares may not be formed with fewer than five limited shareholders.

Article 480

(Right to supervision and information)

The general shareholders always have the right of supervision attributed to shareholders of companies in a collective name.

Title VI

Associated companies

Chapter I

General provisions

Article 481

(Scope of application of this title)

1. This title shall apply to relations established between public limited companies, private limited companies or limited partnerships by shares.

2 - This title applies only to companies established in Portugal, except as follows:

a) The prohibition established in article 487 applies to the acquisition of shares of companies with head offices abroad that, according to the criteria established by this law, are considered dominant;

b) The duties of publication and declaration of shareholdings by companies having their head office in Portugal cover their holdings in companies with their head office abroad and in those companies;

c) A company with its head office abroad that, according to the criteria established by this law, is considered to be the dominant company of a company with its head office in Portugal shall be responsible to that company and its shareholders in accordance with article 83 and, if where appropriate, of Article 84.

d) The formation of a public limited company, in accordance with Article 488 no. 1 and no. 2, by a company whose head office is not located in Portugal.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 482

(Associated companies)

For the purposes of this law, related companies are considered:

a) The companies in relation of simple participation;

b) The companies in relation of mutual participation;

c) Companies in a controlling relationship;

d) Companies in a group relationship.

Chapter II

Companies in relation to simple participation, reciprocal participation and ownership

Article 483

(Companies in relation of simple participation)

1 - A company is considered to be in a relation of simple participation with another when one of them owns shares or parts of the other in an amount equal to or greater than 10% of the latter's capital, but between the two there is none of the other relations Article 482

2 - The ownership of shares or parts by a company shall be equated, for the purpose of the amount referred to in the preceding paragraph, with the ownership of shares or parts by another company directly or indirectly dependent on it or with it group and of shares held by a person on behalf of any such company.

Article 484

(Duty of communication)

1 - Without prejudice to the duty to declare and publicize shareholdings in the presentation of accounts, a company must communicate in writing to another company all the acquisitions and divestitures of shares or parts which it has made, from the moment when a relation of simple participation is established and as long as the amount of the participation does not become inferior to the one that determines that relation.

2 - The communication ordered by the previous number is independent of the notice of acquisition of shares required by article 228, no. 3, and of the registration of acquisition of shares referred to in articles 330 et seq. may claim ignorance of the amount of the holding held by another company in relation to the acquisitions of shares communicated to it and to the acquisitions of shares which have been registered under the terms set out above.

Article 485

(Companies in relation of mutual participation)

1 - Companies that are in a relation of mutual participation shall be subject to the duties and restrictions contained in the following numbers as soon as both holdings reach 10% of the capital of the investee.

2 - The company that later made the communication required by article 484, no. 1, where knowledge of the amount of the participation referred to in the previous paragraph results, can’t acquire new shares or parts in the other company.

3 – The acquisitions made in violation of the provisions of the preceding paragraph are not void, but the acquiring company may not exercise the rights inherent to such shares or parts in the part that exceeds 10% of capital, with the exception of the right to share the proceeds of liquidation, although it is subject to its obligations, and its administrators are responsible, in general terms, for the damages suffered by the company for the creation and maintenance of such situation.

4 - Extending relations, the provisions of article 487, no. 2, prevail over no. 3 of this article.

5 - Where the law requires publication or declaration of shareholdings, it shall be stated whether there are reciprocal holdings, their amount and the shares or parts of which the rights of one or other of the companies may not be exercised.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 486

(Companies in a controlling relationship)

1 - Two companies are considered to be in a controlling relationship where one of the dominant companies may, directly or by companies or persons fulfilling the requirements referred to in Article 483 no. 2 dominant influence.

2 - A company is presumed to be dependent on another if it is, directly or indirectly:

a) Holds a majority stake in capital;

b) Has more than half of the votes;

c) It may appoint more than half of the shareholders of the administrative or supervisory body.

3 - Where the law requires publication or declaration of shareholdings, it shall be mentioned by both the presumed dominant company and the company presumed to be dependent if any of the situations referred to in no. 2 of this article occurs.

Article 487

(Prohibition of acquisition of participations)

1 - A company shall be prohibited from acquiring shares or parts of companies which, directly or by companies or persons fulfilling the requirements referred to in Article 483 no. 2, shall, other than by means of free acquisition, in executive action brought against debtors or in shares of companies of which it is a shareholder.

2 - The acts of acquisition of shares or parts that violate the previous number are void, unless they are purchased on the Stock Exchange, but in this case the provisions of article 485, no. 3.

Chapter III

Companies in relation of mutual participation

Section I

Companies in a controlling relationship

Article 488

Initial total controlling

1 - A company may constitute a public limited company whose shares it is initially the sole owner.

2 - All other requirements of the incorporation of public limited companies must be observed.

3 - The provisions set forth in paragraphs 4, 5 and 6 of article 489 shall apply to the group incorporated.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 489

(Total supervening controlling)

1. A company which directly or through other companies or persons fulfilling the requirements referred to in Article 483 no. 2 totally controls another company, in the absence of other shareholders, forms a group with the latter by force of the law, unless the general meeting of the former takes any of the resolutions set forth in paragraphs a) and b) of the next number.

2. In the six months following the occurrence of the abovementioned assumptions, the management of the controlling company shall call its general meeting to deliberate, as an alternative, on:

a) Dissolution of the dependent company;

b) Sale of shares or parts of the subsidiary company;

c) Maintenance of the existing situation.

3 - Once the resolution provided for in point c) of the preceding paragraph has been taken or while no resolution is taken, the dependent company considers itself in a group relation with the controlling company and does not dissolve, even if it has only one shareholder.

4 - The group relationship ends:

a) If the controlling company or the dependent company ceases to have its head office in Portugal;

b) If the controlling company is dissolved;

c) If more than 10% of the capital of the dependent company ceases to belong to the controlling company or to the companies and persons referred to in Article 483 (2).

5 - In the event provided for in point c) of the preceding paragraph, the controlling company must immediately and in writing inform the dependent company.

6 - The management of the dependent company shall request the registration of the resolution referred to in point c) of no. 2, as well as of the end of the group relationship.

Amendments

• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 490

(Acquisitions aiming the total controlling)

1 - A company which by itself or together with other companies or persons referred to in Article 483 no. 2 has shares corresponding to at least 90% of the capital of another company, shall communicate the fact within the 30 days following that in which the said participation is reached.

2 - In the six months following the date of the communication, the controlling company may make an offer to acquire the interests of the remaining shareholders, by means of a consideration in cash or in their own shares, shares or bonds, justified by a report prepared by a chartered accountant independent of the companies interested, which will be deposited in the register and patented to those interested in the headquarters of the two companies.

3 - The controlling company may become the holder of the shares or parts belonging to the free shareholders of the dependent company, if it so declares in the proposal, the acquisition being subject to registration by deposit and publication.

4 - Registration may only be carried out if the company has deposited the consideration in cash, shares or bonds, of the shares acquired, calculated according to the highest values in the auditor's report.

5 - If the controlling company does not opportunely make the offer permitted by no. 2 of this article, each shareholder or free shareholder may, at any time, require in writing that the controlling company must, within a period of not less than 30 days, offer of their shares or parts, by way of consideration in cash, shares or parts of dominant companies.

6 - In the absence of an offer or if it is considered unsatisfactory, the free shareholder may request the court to declare the shares or parts as acquired by the controlling company since the proposition of the action , establish their value in cash and order the controlling company to pay it. The action must be proposed within 30 days following the expiry of the deadline referred to in the previous number or the receipt of the offer, as appropriated.

7 - The acquisition aimed at the total domain of company with publicly-held investment capital is governed by the provisions of the Securities Code.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 13 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force from 1 March 2000

• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

Article 491

(Remission)

The provisions of Articles 501 to 504 and those applicable to them shall apply to groups formed by total controlling.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Section II

Joint Group Agreement

Article 492

(Contract regime)

1. Two or more companies which are not dependent on each other or from other companies may form a group of companies by means of a contract by which they agree to submit to a unitary and joint management.

2 - The contract and its amendments and extensions shall be registered in writing and preceded by deliberations of all the intervening companies, taken on the proposal of their administrations and opinions of their supervisory bodies, by the majority required by law or company articles of association for the merger.

3 - The contract can't be stipulated indefinitely but can be extended.

4 - The contract can't modify the legal structure of the administration and supervision of the companies. Where the contract establishes a joint management or co-ordination body, all companies must also participate in it.

5 - At the end of the contract, the provisions of article 506 shall apply.

6 - Subject to the legal disciplinary rules of competition between companies.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Section III

Subordination agreement

Article 493

(Notion)

1. A company may by contract subordinate the management of its own business to the management of another company, whether dominant or not.

2. The management company shall form a group with all the companies it manages, under a subordination contract, and with all the company's wholly owned by it, directly or indirectly.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 494

(Essential obligations of the management company)

1 - In the subordination contract it is essential that the managing company undertakes:

a) To acquire the shares or parts of the free shareholders of the subordinate company by means of a fixed consideration or by agreement or in accordance with Article 497;

b) To guarantee the profits of the free shareholders of the subordinated company, in accordance with article 499.

2 - Free shareholders are all shareholders or shareholders of the subordinate company, except:

a) The managing company;

b) The companies or persons related to the management company pursuant to Article 483 no. 2 or companies which are in a group relationship with the management company;

c) The controlling company of the management company;

d) Persons who hold more than 10% of the capital of the companies referred to in the preceding paragraphs;

e) The subordinate company;

f) Companies controlled by the subordinate company.

Article 495

(Draft subordination agreement)

The administrations of companies wishing to conclude a subordination contract must jointly prepare a project containing, in addition to other elements necessary or convenient for a perfect knowledge of the operation concerned, both legally and economically:

a) The grounds, conditions and objectives of the contract in respect of the two companies involved;

b) The name, address, capital, number and date of registration in the commercial register of each of them, as well as the updated texts of the corresponding articles of association;

c) The participation of one of the companies in the capital of the other;

d) The cash value attributed to the shares or parts of the company that, under the contract, will be directed by the other;

e) The nature of the consideration that a company offers to the shareholders of the other, in case they accept the offer of acquisition of their shares or parts by the offeror;

f) If the consideration referred to in the previous paragraph consists of shares or bonds, the value of such shares or bonds and the exchange ratio;

g) The duration of the subordination contract;

h) The term, from the conclusion of the contract, in which the free shareholders of the company that will be directed may require the acquisition of their shares or parts by the other company;

i) The importance that the company that will be directing should annually deliver to the other company for the maintenance of distribution of profits or how to calculate this amount;

j) The profit attribution agreement, if any.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 496

(Remission)

1 - The supervision of the project, the convening of assemblies, the consultation of documents, the meeting of assemblies, and the requirements of the deliberations thereof, whenever possible, the provisions regarding the merger of companies.

2 - When dealing with the conclusion or modification of a contract between a controlling company and a subsidiary company, it is also required that not more than half of the free shareholders of the subsidiary company have voted against its proposal.

3 - The resolutions of the two companies shall be communicated to the corresponding shareholders by means of registered letter, in the case of shareholders of limited companies or holders of nominative shares; in other cases, the communication is by announcement.

Amendments
• Rectified by the Statement - Official Gazette no. 276/1986, Series I of 29 November 1986, in force from 29 November 1986, in force from 29 November 1986.

Article 497

(Position of free shareholders)

1 - In the 90 days following the last publication of the announcement of the deliberations or receipt of the registered letter, the free shareholder may oppose the subordination agreement, based on violation of the provisions of this law or insufficient consideration offered.

2 - The opposition is carried out in the manner provided for the opposition of creditors, in cases of merger of companies; the judge shall always order that the management company informs the amount of the consideration paid to other free or agreed shareholders.

3 - Companies' management is prohibited from entering into the subordination agreement before the expiration of the period referred to in no. 1 of this article or before the oppositions in which they are known in any way have been decided.

4 - The judicial determination of the consideration for the acquisition by the management company or the profits guaranteed by it will benefit all free shareholders, whether or not they have filed opposition.

Article 498

(Signing and registration of the contract)

The subordination contract must be registered in writing and must be signed by administrators of the two companies, registered for deposit by both companies and published.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 499

(Rights of free shareholders)

1 - Free shareholders who have not filed opposition to the subordination contract shall have the right to choose between the sale of their shares or parts and the profit guarantee, provided that they inform the two companies in writing within the period established for the opposition.

2 - Equal right have the free shareholders who have filed opposition within the three months following the final sentence of their corresponding judgments.

3 - The company that by the contract would be administrator can, by means of written communication to the other company, made in the 30 days following the final res judicata of the judgments on oppositions deducted, to withdraw from the conclusion of the contract.

Article 500

(Profit guarantee)

1 - Under the subordination agreement, the management company assumes the obligation to pay to the free shareholders of the subordinate company the difference between the profit actually realized and the higher of the following amounts:

a) The average of the profits earned by the free shareholders in the three years prior to the subordination agreement, calculated as a percentage of the share capital;

b) The profit which would be derived from the shares or parts of the management company, if the shares or parts of those shareholders were exchanged by them.

2 - The guarantee conferred in the preceding number remains for as long as the group contract is in force and will continue for the five years following the expiration of this contract.

Article 501

(Liability to the subordinate company's creditors)

1 - The management company is responsible for the obligations of the subordinated company, constituted before or after the conclusion of the subordination contract, until the end of this agreement.

2 - The liability of the management company can’t be demanded before 30 days have passed on the constitution in arrears of the subordinate company.

3 – It cannot move execution against the administrator company based on enforceable title against the subordinate company.

Article 502

(Liability for losses of the subordinated company)

1 - The subordinated company has the right to require the management company to compensate for annual losses that, for any reason, occur during the term of the subordination agreement, when these are not offset by the reserves constituted during the same period.

2 - The liability provided in the previous number is only payable after the termination of the subordination contract, but becomes due during the term of the contract, if the subordinate company is declared bankrupt.

Article 503

(Right to give instructions)

1 - Upon publication of the subordination agreement, the management company shall have the right to give the subordinate company's management binding instructions.

2 - If the contract does not provide otherwise, instructions may be given to the subordinate company if these instructions serve the interests of the management company or other companies of the same group. In no case shall instructions be allowed for the practice of acts that in themselves are prohibited by legal provisions not related to the operation of companies.

3 - If instructions are given for the management of the subordinate company to carry out a business that, by law or by the articles of association, depends on the opinion or consent of another body of the subordinate company and this is not given, the instructions must be complied with if verified refusal, they shall be repeated, accompanied by the consent or favorable opinion of the corresponding body of the management company, if it has one.

4 - It is forbidden for the management company to determine the transfer of assets of the subordinated company to other companies of the group without a fair compensation, except in the case of article 502.

Article 504

(Duties and responsibilities)

1 - The shareholders of the management body of the management company must choose, with respect to the group, the due diligence required by law for the management of its own company.

2 - The shareholders of the management body of the management company are also responsible to the subordinate company, under the terms of articles 72 to 77 of this law, with the necessary adaptations; the liability action may be proposed by any shareholder or free shareholder of the subordinate company on its behalf.

3 - The shareholders of the administrative body of the subordinated company are not responsible for acts or omissions practiced in the execution of lawful instructions received.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 505

(Modification of the contract)

Amendments to the subordination agreement shall be decided by the general meetings of the two companies, in the terms required for the conclusion of the contract and shall be made in writing.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

Article 506

(Term of contract)

1 - The two companies may terminate, by agreement, the subordination agreement, after it has been in force for a full year.

2 - The resolution by agreement is deliberated by the general meetings of the two companies, in the terms required for the conclusion of the contract.

3 - The subordination contract ends:

a) By the dissolution of either company;

b) By the end of the stipulated period;

c) By judicial decision, in an action filed by any of the companies based on due cause;

d) By termination of one of the companies, in the terms of the following number, if the contract does not have determined duration.

4 - The termination by any of the companies can't take place before the contract has been valid for five years; shall be authorized by resolution of the general meeting in accordance with no. 2, shall be communicated to the other company by registered letter and shall take effect only at the end of the following fiscal year.

5. The termination provided for in no. 3 d) shall be authorized by a decision taken pursuant to no. 2.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 507

(Acquisition of the total control)

1 - Where due to the provisions of Article 499 or of acquisitions made during the period of validity of the subordination contract, the controlling company owns, alone or by companies or persons that fulfill the requirements indicated in article 483, no. 2, the total control of the subordinate company, the corresponding regime will be applicable, the decisions taken or ending the contract, as the case may be, will lapse.

2 - The existence of a project or contract of subordination does not impede the application of Article 490.

Amendments
• Amended by Article 4 of the Decree-Law no. 280/87 Official Gazette no. 154/1987, Series I of 8 July 1987, in force from 13 July 1987

Article 508

(Profit allocation agreement)

1 - The contract of subordination may include an agreement by which the subordinate company undertakes to attribute its annual profits to the management company or other company of the group.

2 - Profits to be considered for the purpose of the previous number may not exceed the profits of the year, calculated in accordance with the law, deducted from the amounts necessary to cover losses from previous years and for allocation to statutory reserve.

Chapter IV

Annual assessment of the situation of companies required to consolidate accounts

Amendments
• Added by Article 5 of the Decree-Law no. 238/91 - Official Gazette no. 149/1991, Series IA of 2 July 1991, in force from 7 July 1991, in force from 1 January 1991

Article 508-A

Account consolidation obligation

1 - Managers or administrators of a company required by law to consolidate accounts shall prepare and submit to the competent bodies the consolidated management report, the consolidated accounts for the year and the other consolidated financial statements.

2 - The documents of accounts referred to in the preceding paragraph shall be submitted and evaluated by the competent bodies within a period of five months from the date of closure of the fiscal year.

3 - Managers or administrators of each company to be included in the consolidation that is a subsidiary or associated company must, in due time, send to the consolidating company its report and accounts and the corresponding legal certification or declaration of impossibility of certification to be submitted to the corresponding meeting General, as well as the other information necessary for the consolidation of accounts.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

• Added by Article 5 of the Decree-Law no. 238/91 - Official Gazette no. 149/1991, Series IA of 2 July 1991, in force from 7 July 1991, in force from 1 January 1991

Article 508-B

General principles on the preparation of consolidated accounts

1 - The preparation of the consolidated management report, consolidated accounts for the year and other consolidated accounts shall comply with the provisions of the law, and the articles of association and intercompany contracts to be consolidated may complement, but not derogate from, the applicable legal provisions.

2. The provisions of Articles 65 no. 3 and 4, 67, 68 and 69 shall apply to the preparation of the consolidated accounts, mutatis mutandis.

Amendments
• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

• Added by Article 5 of the Decree-Law no. 238/91 - Official Gazette no. 149/1991, Series IA of 2 July 1991, in force from 7 July 1991, in force from 1 January 1991

Article 508-C

Consolidated management report

1. The consolidated annual report shall contain at least a fair and clear statement of the business development, performance and position of the undertakings included in the consolidation as a whole, as well as a description of the main risks and uncertainties with which are confronted.

2. The exposure provided for in the preceding paragraph shall include a balanced and comprehensive analysis of the evolution of the business, performance and position of the companies included in the consolidation, taken as a whole, according to the size and complexity of its business.

3. To the extent necessary for an understanding of the evolution of the performance or position of such companies, the analysis provided for in the preceding paragraph shall cover both the financial aspects and, where appropriate, non-financial performance references relevant to the specific activities of those undertakings, including information on environmental issues and workers' issues.

4. In presenting the analysis provided for in no. 2, the consolidated annual report shall, where appropriate, include a reference to the amounts entered in the consolidated accounts and additional explanations relating to those amounts.

5 - As regards the companies included in the consolidation, the report shall also include information on:

a) Important events occurring after the end of the fiscal year;

b) The foreseeable development of all these undertakings;

c) The activities of all these undertakings in research and development;

d) The number, nominal value or, in the absence of a nominal value, the book value of all the controlling company shares held by the parent undertaking, subsidiaries or a person acting in his own name but on behalf of those undertakings , unless these statements are presented in the notes to the consolidated balance sheet and profit and loss account.

e) The company's objectives and policies for financial risk management, including the hedging policies of each of the main categories of foreseeable transactions for which hedge accounting is used, and the exposure of the entities included in the consolidation to price, credit, liquidity and cash flow risks, when materially relevant to the valuation of assets and liabilities, financial position and results, in relation to the use of financial instruments.

f) A description of the main elements of the group's internal control and risk management systems in relation to the procedure for drawing up the consolidated accounts where the company's securities are admitted to trading on a regulated market.

6. Where a consolidated management report is required in addition to the management report, the two reports may be presented in the form of a single report.

7 - In drawing up the single report, it may be appropriate to give greater emphasis to matters which are significant for the undertakings included in the consolidation as a whole.

8 - In the case of companies that are issuers of securities admitted to trading on a regulated market and submit a single report, the information in no. 5 f) should be included in the section of the corporate governance report containing the information contained in paragraph m) of no. 1 of article 245-A of the Portuguese Securities Code.

Amendments

• Amended by Article 3 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009, in force from 1 January 2010.

• Amended by Article 8 of the Decree-Law no. 35/2005 - Official Gazette no. 34/2005, Series IA of 17 February 2005, in force from 22 February 2005, takes effect from 1 January 2005.

• Amended by Article 9 of the Decree-Law no. 88/2004 - Official Gazette no. 93/2004, Series IA of 20 April 2004, in force from 25 April 2004, takes effect from 1 January 2004.

• Added by Article 5 of the Decree-Law no. 238/91 - Official Gazette no. 149/1991, Series IA of 2 July 1991, in force from 7 July 1991, in force from 1 January 1991

Article 508-D

Audit of consolidated accounts

1 - The entity that prepares the consolidated accounts shall submit them for examination by the statutory auditor and its supervisory body, in accordance with Articles 451 to 454, with the necessary adaptations.

2 - If such entity does not have a supervisory body, it shall have the consolidated accounts audited, in accordance with the previous number, by a statutory auditor.

3. The person or persons responsible for the legal certification of the consolidated accounts shall also issue, in the corresponding legal certification of accounts, an opinion on whether or not the consolidated management report agrees with the consolidated accounts for the same year.

4. Where the controlling company's individual accounts are attached to the consolidated accounts, the legal certification of the consolidated accounts may be combined with the legal certification of the individual accounts of the parent undertaking.

Amendments
• Amended by Article 8 of the Decree-Law no. 35/2005 - Official Gazette no. 34/2005, Series IA of 17 February 2005, in force from 22 February 2005, takes effect from 1 January 2005.

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

• Added by Article 5 of the Decree-Law no. 238/91 - Official Gazette no. 149/1991, Series IA of 2 July 1991, in force from 7 July 1991, in force from 1 January 1991

Article 508-E

Provision of consolidated accounts

1 - Information on consolidated accounts, statutory certification of accounts and other regularly approved consolidated accounts is subject to commercial registration, in accordance with the corresponding law.

2 - The company may provide to the stakeholders, free of charge, on the corresponding website, when applicable, and at its registered office, the full copy of the following documents:

a) Consolidated management report;

b) Legal certification of the consolidated accounts;

c) Opinion of the supervisory body, when it exists.

3. If the company which has drawn up the consolidated accounts is formed in a form other than that of a public limited company, limited company or limited partnership by shares and provided that it is not subject by law to the obligation to register accounts consolidates, it must make available to the public, at its headquarters, the documents for the presentation of consolidated accounts, which can be obtained by simple request, at a price that can’t exceed its administrative cost.

Amendments
• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Rectified by Article 13 of the Decree-Law no. 257/96 - Official Gazette no. 302/1996, Series IA of 31 December 1996, in force from 5 January 1997

• Corrected by the Statement of Rectification no. 24/92 - Official Gazette no. 76/1992, 1st Supplement, Series IA of 1992-03-31, effective from 1991-07-07

• Rectified by the Rectification Statement No. 236-A / 91 - Official Gazette no. 251/1991, 6th Supplement, Series IA of 1991-10-31, effective as of 1991-07-07

• Added by Article 5 of the Decree-Law no. 238/91 - Official Gazette no. 149/1991, Series IA of 2 July 1991, in force from 7 July 1991, in force from 1 January 1991

Article 508-F

Notes to the consolidated accounts

1 - The companies must provide information, in the annex to the accounts:

a) the nature and commercial purpose of the transactions not included in the balance sheet and their financial impact where the risks or benefits arising from such operations are material and to the extent that the disclosure of such risks or benefits is necessary for the purpose of assessment of the financial position of the companies included in the consolidation perimeter;

b) Separately, on the total fees invoiced during the fiscal year by the certified public accountant or by the company of certified public accountants with regard to the legal reviews of the annual accounts, and the total fees invoiced regarding other services of reliability assurance, the total fees invoiced for financial consultancy and the total fees invoiced the other services which do not concern a review or audit.

2. Companies which do not prepare their accounts in accordance with the international accounting standards adopted pursuant to the Community Regulation shall also disclose in the notes to the accounts information on transactions other than intra-group transactions carried out by the company including the amounts of such transactions, the nature of the relationship with the related party and other information necessary for the assessment of the financial position of the companies included in the consolidation perimeter, if such transactions are material and have not been carried out under normal market conditions.

3 - For the purposes of the previous number:

a) The expression "related parties" has the meaning established in the international accounting standards adopted pursuant to the community regulation;

b) Information on the different transactions may be aggregated according to their nature, except where separate information is required to understand the effects of transactions with related parties on the financial position of the companies included in the consolidation perimeter.

Amendments
• Added by Article 11 of the Decree-Law no. 185/2009 - Official Gazette no. 155/2009, Series I of 12 August 2009, in force from 17 August 2009

Article 508-G

Consolidated non-financial statement

1. The parent companies of a large group which are public-interest entities which, at the date of their consolidated balance sheet, exceed an average number of 500 employees during the year, shall include in their consolidated management report a non-financial statement accordance with this Article.

2 - The consolidated non-financial statement referred to in the preceding paragraph shall contain information sufficient for an understanding of the evolution, performance, position and impact of the group's activities, related at least to environmental, social and relative issues equality between women and men, non-discrimination, respect for human rights, the fight against corruption and bribery, including:

a) A brief description of the group's business model;

b) A description of the policies followed by the group on these issues, including the due diligence procedures applied;

c) The results of these policies;

d) The main risks associated with these issues, related to the group's activities, including, if relevant and proportionate, its business relations, its products or services that may have a negative impact in these areas and the way in which those risks are managed by the group ;

e) Key performance indicators relevant to their specific activity.

3 - If the group does not apply policies in relation to one or more of the matters referred to in the preceding paragraph, the consolidated non-financial statement shall provide a clear and reasoned explanation for that fact.

4. The consolidated non-financial statement referred to in no. 1 shall also include, where appropriate, a reference to the amounts entered in the consolidated accounts and additional explanations relating to those amounts.

5 - In exceptional cases, information on imminent events or matters under negotiation may be omitted, if there is an opinion of the shareholders of the administrative, management and supervisory body duly substantiated and signed in accordance with no. 3 and 4, considering that the disclosure of such information is liable to seriously undermine the group's commercial position and provided that such omission does not hinder the correct and balanced understanding of the evolution, performance, position and impact of the activities of the group.

6. In order to comply with this Article, the parent undertaking may use national, European Union or international systems, in which case the system used must be specified.

7 - A controlling company undertaking which is also a subsidiary shall be exempt from the obligation laid down in no. 1, provided that the non-financial information on that parent undertaking and its subsidiaries is included in the consolidated management report of another Article 508-C and this Article, or equivalent provisions laid down in the legal order of other Member States of the European Union.

8 - A controlling company undertaking which draws up a separate report from the consolidated annual report for the same fiscal year, including the information required for the consolidated non-financial statement provided for in no. 2 and is drawn up in accordance with the provisions of paragraphs 3 to 6, shall be exempt from the obligation to draw up the consolidated non-financial statement provided for in no. 1.

9 - The separate report mentioned in the previous number must be:

a) Published together with the consolidated management report; or

b) Made available to the public on the company's website within a period not exceeding six months after the balance sheet date and shall be mentioned in the consolidated management report.

10 - A controlling company presenting the consolidated non-financial statement referred to in no. 1 or the separate report referred to in no. 8 shall be exempted from the presentation of the non-financial performance references provided for in Article 66 no. 3. and Article 508-C no. 3.

11 - For the purposes of this Article, the following definitions shall apply:

a) Public interest activities, the ones qualified by article 3 of the Legal Scheme of Audit Supervision, approved pursuant to article 2 of Law no. 148/2015 of 9 September;

b) large groups, those of the parent undertaking and the subsidiary undertakings to be included in the consolidation and which, on a consolidated basis, exceed at least two of the three limits set out in Article 9 no. 3 established in accordance with Article 9 of Decree-Law no. 158/2009, of 13 July, with the wording given by Decree-Law no. 98/2015, of 2 June.

Amendments
• Added by Article 3 of the Decree-Law no. 89/2017 - Official Gazette no. 145/2017, Series I of 28 July 2017, in force from 2 August 2017, in force from 1 January 2017

Title VII

Criminal provisions and simple social ordering

Amendments
• Rectified by the Statement - Official Gazette no. 174/1987, 1st Supplement, Series I of 31 July 1987, in force from 21 May 1987.

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 509

Lack of collection of capital inflows

1 - The manager or administrator of a company that omits or causes to omit by others acts that are necessary for the realization of capital inflows is punished with a fine up to 60 days.

2 - If the fact is committed with intent to cause damage, material or moral, to any member, to company, or to a third party, the penalty shall be a fine of up to 120 days, if a more severe penalty does not fit under another legal provision.

3 - If serious, material or moral damage is caused, and the author could foresee, any member who has not given his consent to the fact, to company, or to a third party, the penalty shall be that of infidelity.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 510

Unlawful acquisition of shares or parts

1 - The manager or administrator of a company that, in violation of the law, subscribe or acquire to the company its own shares or parts, or entrust another to subscribe or acquire them on behalf of the company, even in its own name, or for any title provide funds or provide guarantees of the company so that another subscribes or acquires shares or parts representing its capital, shall be punished with a fine up to 120 days.

2 - The manager or administrator of a company that, in violation of the law, acquire shares or parts of another company with the company that is in a relation of reciprocal interests or in relation to a domain is also punished with a fine up to 120 days.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 511

Amortization of unrestricted share

1 - The company manager who, in violation of the law, fully or partially amortize, share not released will be punished with a fine up to 120 days.

2. If serious, material or moral damage is caused, and the author could foresee, to any member who has not given his consent to the fact, to company, or to a third party, the penalty shall be that of infidelity.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 512

Lawful amortization of share given in pledge or subject to usufruct

1 - A company manager who, in violation of the law, amortize, in whole or in part, a share over which the right to usufruct or pledge is entitled, without the consent of the holder of this right, shall be punished with a fine of up to 120 days.

2 - With the same penalty shall be punished the shareholder who holds the share that promotes the depreciation or to give his consent, or who, being able to inform, before executing, the holder of the right of usufruct or pledge, maliciously not done.

3 - If serious damage, whether material or moral, is caused, and that the author could foresee, to the holder of the right of usufruct or pledge, any member who has not given his consent to the fact, or to company, the penalty shall be that of infidelity.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 513

Other breaches of the rules for the depreciation of shares or parts

1 - A company manager who, in violation of the law, amortize or amortize share, in whole or in part, and so that, at the date of the resolution, and considered the counterpart of the amortization, the net worth of the company is less than the sum of capital and the statutory reserve, without simultaneously being deliberate reduction of capital so that the net situation remains above this limit, will be punished with a fine up to 120 days.

2 - The administrator of a company that, in violation of the law, amortize or depreciate action, totally or partially, without capital reduction, or with the use of funds that can't be distributed to shareholders for this purpose, shall also be punished with a fine of up to 120 days.

3 - If serious, material or moral damage is caused, and the author could foresee, any member who has not given his consent to the fact, to company, or to a third party, the penalty shall be that of infidelity.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 514

Illicit distribution of company assets

1 - The manager or administrator of a company that proposes to the deliberation of the shareholders, assembled in assembly, illicit distribution of assets of the company shall be punished with a fine up to 60 days.

2 - If the illicit distribution comes to be executed, in whole or in part, the penalty will be a fine up to 90 days.

3 - If the illicit distribution is executed, in whole or in part, without deliberation of the shareholders, meeting in assembly, the penalty shall be a fine of up to 120 days.

4 - The manager or administrator of a company that executes or causes to be executed by another distribution of assets of the company with disrespect by a valid resolution of a regularly constituted shareholders' meeting is also punished with a fine up to 120 days.

5 - If, in any of the cases provided for in paragraphs 3 and 4, serious, material or moral damage is caused, and that the author could foresee, to any member who has not given his assent to the fact, to company, or a third, the penalty shall be that of infidelity.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 515

Irregularity in convening shareholders' meetings

1 - Any person who, being responsible for convening a general meeting of shareholders, a special meeting of shareholders or a meeting of debenture holders, omits or causes to omit by another person the summons within the terms of the law or of the articles of association, or to do or have done without meeting the deadlines or the formalities established by law or by the articles of association, shall be punished with a fine of up to 30 days.

2 - If the author of the act has been present, under the terms of the law or the articles of association, a request for a meeting to be convened, the penalty shall be a fine of up to 90 days.

3 - If serious, material or moral damage is caused, and the author could foresee, any member who has not given his consent to the fact, to company, or to a third party, the penalty shall be that of infidelity.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 516

Disruption of a shareholders' meeting

1 - Any person who, with violence or threat of violence, prevents any member or other person entitled to take part in a general meeting of shareholders, a special meeting of shareholders or a meeting of bondholders, duly constituted, or exercise therein effectively their right to information, of proposal, of discussion or of vote, shall be punished with imprisonment up to two years and a fine up to 180 days.

2. If the offender, at the time of the event, is a member of the company's administrative or supervisory body, the maximum penalty shall be increased by one third in each species.

3. If the offender is, at the time of the event, an employee of the company and has carried out orders or instructions from any of the shareholders of the administrative or supervisory bodies, the maximum penalty shall in each species be reduced to half, and the judge may, in all circumstances, especially attenuate the sentence.

4 - The punishment for the impediment will not consume the one that will fit the means employed to execute it.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 517

Fraudulent participation in a company meeting

1 - Any person who, in a general meeting of shareholders, a special meeting of shareholders or a meeting of bondholders, falsely presents himself as holder of shares, shares, shares or bonds, or as invested with powers of representation of the corresponding holders, and in that false quality vote, will be punished, if more serious penalty is not applicable under another legal provision, with imprisonment up to six months and fine up to 90 days.

2 - If any of the shareholders of the company's administrative or supervisory bodies determines another person to perform the act described in the previous number, or assist in the execution, he shall be punished as the perpetrator, if a more severe penalty is not applicable under another legal provision, imprisonment from three months to one year and fine up to 120 days.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 518

Unlawful refusal of information

1 - The manager or administrator of a company that refuses or causes to refuse by another person the consultation of documents that the law determines to be made available to the interested parties to prepare social meetings, or refuse or refuse to send documents for this purpose, when by law, or to send or send such documents without complying with the conditions and deadlines established by law, shall be punished, if a more severe penalty does not fit under another legal provision, with imprisonment of up to 3 months and a fine of up to 60 days.

2 - The manager or administrator of a company that refuses or causes to refuse by another, at a meeting of the company, information that is required by law to provide, or in other circumstances, information that the law must provide and that have been requested in writing , shall be punished by a fine of up to 90 days.

3. If, in the case of no. 1, serious, material or moral damage is caused, and that the author could foresee, to a member who has not given his consent to the fact, or to company, the penalty shall be of infidelity.

4 - If, in the case of no. 2, the act is committed for reasons that do not indicate a lack of zeal in defending the rights and legitimate interests of the company and the shareholders, but only a misunderstanding of the object of these rights and interests, the author shall be exempt from punishment.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 519

False information

1 - Any person who, under the terms of this Code, is obliged to provide information on matters relating to the life of company, which is contrary to the truth, shall be punished by imprisonment for up to three months and a fine of up to 60 days, other legal provision.

2. The same penalty shall be punished if, in the circumstances described in the preceding paragraph, maliciously submit incomplete information and may lead the addressees to erroneous conclusions having the same or similar effect as false information on the same subject matter.

3 - If the fact is committed with intent to cause damage, material or moral, to any member who has not consciously concurred for the same fact, or to company, the penalty shall be imprisonment up to six months and fine up to 90 days, if penalty more severe by another legal provision.

4 - If serious damage, material or moral, is caused and that the author could foresee, to any member who has not consciously participated in the fact, to the company, or to third party, the penalty shall be imprisonment up to one year and fine up to 120 days.

5 - If, in the case of no. 2, the act is committed for a significant reason, and does not indicate a lack of zeal in defending the rights and legitimate interests of the company and the shareholders, but only a misunderstanding of the object of those rights and interests, the judge may especially attenuate or exempt it.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 520

Misleading Call

1 - Any person who, being responsible for convening a general meeting of shareholders, a special meeting of shareholders or a meeting of debenture holders, by his own hand or by his / her mandate, shall make known in the notice information contrary to the truth shall be punished, another legal provision, with imprisonment up to six months and a fine of up to 150 days.

2 - With the same penalty shall be punished who, in the circumstances described in the preceding paragraph, mischievously include in the call an incomplete information on matter that by law or by the articles of association it must contain and that may lead the addressees to erroneous conclusions having the same effect or similar to false information about the same object.

3 - If the act is committed with intent to cause damage, material or moral, to company or to any shareholder, the penalty shall be imprisonment up to one year and fine up to 180 days.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 521

Unlawful refusal to draw up minutes

Anyone who, having the duty to draw up or sign a Minutes of the Shareholders' Meeting, without justification does not do so, or act in such a way as to oblige another to do so, shall be punished, if a more severe penalty is not due to another legal provision, with a fine up to 120 days.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 522

Related searches

The manager or administrator of a company that prevents or hinders, or causes others to prevent or hinder, acts necessary for the inspection of the life of the company, executed, in the terms and forms that are of right, by whom it has by law, by the articles of association or by judicial decision the duty of exercising supervision, or by person acting on the order of those who have this duty, shall be punished with imprisonment for up to 6 months and a fine of up to 120 days.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 523

Breach of the duty to propose dissolution of the company or reduction of capital

The manager or administrator of a company that, by verifying that the exercise accounts are half of the capital lost, fails to comply with the provisions of paragraphs 1 and 2 of article 35, shall be punished by imprisonment for up to three months and a fine of up to 90 days.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 524

Abuse of information

1 - Any person who, as a member of the administrative, supervisory or liquidation body of a public limited company, unlawfully disclose facts relating to the company to which publicity has not previously been given and which are liable to affect the value of the securities issued by it, shall be punished with imprisonment for up to six months and a fine of up to 120 days.

2 - With the same penalty shall be punished who, being a member of an administrative council or a supervisory body of public limited company, unlawfully disclose to another person facts relating to the merger of this with other companies, to which publicity has not previously been given, and are likely to affect the value of the securities of the companies participating in the merger or of companies which are in a controlling relationship with them.

3 - If the fact is committed with intent to cause damage, material or moral, to any member who for the same fact does not consciously compete, to company, or to third party, the penalty shall be imprisonment up to a year and fine up to 150 days.

4 - Anyone who unlawfully reveals to others facts that he or she has become aware of due to a permanent or temporary service rendered to the company, or on its occasion, occurring in respect of the facts revealed in the circumstances described in paragraphs 1 and 2, shall be punished with imprisonment up to three months and a fine of up to 90 days.

Amendments
• Repealed by Article 24 of Decree-Law no. 142-A / 91 - Official Gazette no. 83/1991, 1st Supplement, Series IA of 1991-04-10, effective as of 1988-07-09

• Rectified by the Declaration - Official Gazette no. 174/1987, 1st Supplement, Series I of 1987-07-31, effective as of 1987-05-21

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 525

Fraudulent manipulation of stock quotes

1 - The administrator, manager or liquidator of a company that, through simulation of subscription or payment, public dissemination of false news or any other fraudulent artifice, causes that increases or decreases the price of shares or bonds, or other securities issued by the company, or for the same purpose receive or try to receive, in person or by another, subscription or payment of title, shall be punished with imprisonment for up to six months and a fine of up to 120 days.

2 - If the fact is committed with intent to cause damage, material or moral, to any member who for the same fact does not consciously compete, to company, or to third party, the penalty shall be imprisonment up to one year and a fine up to 150 days.

3 - The administrator, administrator or liquidator who, having knowledge of facts practiced by others in the circumstances and for the purposes described in no. 1, omits or causes others to omit any steps that are convenient to avoid their effects will be punished if more serious penalty does not fit under another legal provision, with imprisonment up to three months and a fine up to 90 days.

Amendments
• Repealed by Article 24 of Decree-Law no. 142-A / 91 - Official Gazette no. 83/1991, 1st Supplement, Series IA of 1991-04-10, effective as of 1988-07-09

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 526

Irregularities in the issuance of securities

The administrator of a company that appoints, makes or agrees to be affixed, its signature in securities, provisional or definitive, of shares or bonds issued by or on behalf of the company, when the issue has not

been approved by the competent corporate bodies, or the minimum entries required by law have not been carried out, shall be punished with imprisonment for up to one year and a fine of up to 150 days.

Amendments

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 527

Common Principles

1 - The facts described in the previous articles will only be punishable when committed with intent.

2 - The attempt of the facts for which has been commented in previous articles shall be punishable by imprisonment or imprisonment and fine.

3 - The fraud of own benefit, or benefit of spouse, relative or affine up to the 3rd degree, will always be considered an aggravating circumstance.

4 - If the author of a fact described in the preceding articles, before commencing the criminal proceeding, has repaid in full the material damages and given sufficient satisfaction of the moral damages caused, without other illegitimate damage to third parties, such damages will not be considered in the determination of the applicable penalty.

Amendments

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Article 528

Illegal of mere social ordering

1 - The manager or administrator of a company that does not submit, or for its own reasons prevent others from submitting, to the competent bodies of the company, the management report, including the non-financial statement, accounts for the year and other accounting documents provided by law, whose presentation is committed by law or by articles of association, or by another title, until the end of the period provided for in no. 1 of article 376, or does not submit, or by fact, prevent others from submitting to the competent bodies of the company, the separate report, including the non-financial statement, by the end of the period provided for in Article 66b no. 9 b) and Article 9 no. 9 b) 508-G, where applicable, and violates the provisions of Article 65-A, shall be punished with a fine of (euro) 50 to (euro) 1500.

2 - The company that omits in external acts, in whole or in part, the indications referred to in article 171 of this Code will be punished with a fine of (euro) 250 to (euro) 1500.

3 - A company that, being legally obliged to do so, does not keep a register of shares in accordance with the applicable legislation, or does not comply punctually with the legal provisions on registration and deposit of shares, will be punished with a fine of (euro) 500 a euro) 49879.79.

4 - (Repealed).

5 - A person who is legally bound by the communications provided for in articles 447 and 448 of this Code and does not do so within the time limits and forms of the law shall be punished with a fine of (euro) 25 to

(euro) 1000 and, if he is a member of an administrative or supervisory body, with a fine of (euro) 50 to (euro) 1500.

6 - The negligence provided for in the preceding paragraphs shall be punishable by negligence, but the fine shall be reduced in proportion to the less seriousness of the fault.

7 - In the graduation of the sentence, the values of the capital and turnover of the companies, the values of the shares concerned by the infraction and the personal economic condition of the offenders shall be taken into account.

8 - The organization of the proceedings and the decision on the application of the fine are the liability of the conservator of the commercial register of the conservatoire located in the county of the company's headquarters area, as well as the Director-General of Registries and Notaries, with the possibility of delegation.

9 - The proceeds of the fines shall be returned to the Directorate-General for Registries and Notaries.

Amendments
• Amended by Article 2 of the Decree-Law no. 89/2017 - Official Gazette no. 145/2017, Series I of 28 July 2017, in force from 2 August 2017, in force from 1 January 2017

• Amended by Article 11 of the Decree-Law no. 8/2007 - Official Gazette no. 12/2007, Series I of 17 January 2007, in force from 18 January 2007

• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 15 of the Decree-Law no. 486/99 - Official Gazette no. 265/1999, Series IA of 13 November 1999, in force since 1 March 2000

• Amended by Article 1 of the Decree-Law no. 328/95 Official Gazette no. 283/1995, Series IA of 9 December 1995, in force from 8 January 1996

• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 April 1988

Article 529

Subsidiary legislation

1 - To the crimes foreseen in this Code, the Penal Code and supplementary legislation are applicable.

2 - To the offenses of mere social ordering provided for in this Code, the general regime of the offense of mere social order is applicable.

Amendments
• Added by Article 1 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1887, in force from 21 May 1987

Title VIII

Final and transitional provisions

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 530

(Contractual clauses not allowed)

1. The clauses of company agreements entered into in the legal form before the entry into force of this law which are not permitted by it shall automatically be replaced by the mandatory provisions of the new law, and it is permissible to apply the provisions of the case.

2 - The provisions of no. 1 shall not affect the powers that the law recognizes to shareholders in order to resolve amendmentsto the articles of association.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 531

(Plural vote)

1 - The plural voting rights legally constituted before the entry into force of this law remain.

2 - Such rights may be terminated or limited by resolution of the shareholders taken in accordance with the provisions for the amendment of the agreement, without the consent of the shareholders holding such rights.

3 - However, if such rights have been granted in return for special contributions to the company, in addition to the entries, the company must pay fair compensation for its termination or limitation.

4 - The compensation referred to in the previous number may be filed in court within 60 days from the date on which the member became aware of the decision or, if it is challenged, the final and unappealable decision of the corresponding decision.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 532

(Signatures and denominations)

Companies incorporated prior to the entry into force of this law may retain the firms or names they have legally used until then, but corporations will use the abbreviation SA instead of SARL, regardless of any change in the contract.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 533

(Minimum capital)

1 - Companies set up before the entry into force of this law whose capital does not reach the minimum amounts established therein must increase the capital, at least up to said minimum amounts, within a period of three years from the date of entry into force.

2 - For the capital increase required by the previous number, companies may decide by simple majority to incorporate reserves, including revaluation reserves of assets.

3 - For the total release of capital, increased by new entries in compliance with the provisions of no. 1 of this article, periods may be fixed up to five years.

4 - The companies that have not proceeded to increase the capital and to release it, in accordance with the previous numbers, must be dissolved in accordance with the terms of article 143.

5 - The nominal values of shares or parts stipulated in accordance with previous legislation may be maintained, although they are lower than the minimum values established in this law, which, however, will become applicable as long as the capital is increased under this article or under other circumstances.

6 - The provisions of no. 4 shall apply to companies that have not increased their capital up to the minimum amount provided for in article 201 or no. 3 of article 276, as amended by Decree-Law No 343/98 of 6 November.

Amendments
• Amended by Article 2 of the Decree-Law no. 76-A / 2006 - Official Gazette no. 63/2006, 1st Supplement, Series IA of 29 March 2006, in force from 30 June 2006

• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 534

(Irregularity due to lack of deed or registration)

The provisions of articles 36 to 40 shall apply, subject to the effects previously produced, in accordance with the law then in force, to companies that, at the date of entry into force of this law, are in the situations provided for therein.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 535

(Legal persons in administrative or supervisory bodies)

Legal persons who, at the date of entry into force of this law, exercise functions that are not permitted by this law shall cease at the end of the calendar year following that in which this law comes into force, if for have ceased before that date.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 536

(Companies of statutory auditors exercising functions of supervisory board)

The statutory auditing companies which, under the terms of article 4 of Decree-Law no. 49381 of 15 November 1969, are, at the date of entry into force of this law, until such time as the company has a supervisory board or general council, and its election shall be held until the end of the calendar year following the entry into force of this Law.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 537

(Early distribution of profits)

In the application of Article 297 to companies incorporated before the entry into force of this law, authorization is required by the articles of association.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 538

(Amortized shares - Own shares)

1 - The shares amortized prior to the entry into force of this law may continue to be included in the balance sheet as such, regardless of the existence of a contractual agreement.

2 - Public limited companies which, at the date of entry into force of this law, own shares may hold them for five years from that date.

3 - The sale of own shares to third parties during the five years referred to in the previous number may be decided by the administrative council.

4. The treasury shares which the company shall retain after the five years referred to in no. 2 shall be automatically canceled on the date on which they exceed 10% of the capital.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 539

(Advertising of participations)

1 - Communications pursuant to articles 447 and 448 of existing participations up to the date of entry into force of this law shall be made during the next 1st semester.

2 - Companies must notify shareholders, by appropriate means, of the provisions of the previous number.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 540

(Reciprocal interests)

1. The provisions of Article 485 no. 3 shall apply to mutual participations between companies at the date of entry into force of this law from the end of the calendar year following that date, if at that time if they stay.

2 - The prohibition of the exercise of rights applies to the participation of smaller nominal value, unless otherwise agreed between the two companies.

3 - Participations existing at the date of entry into force of this law are counted towards the calculation of 10% of capital.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 541

(Acquisitions aiming at total dominance)

The provisions of Article 490 shall not apply if the 90% share already existed on the date of entry into force of this law.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 542

(Reports)

The Finance and Justice Ministers may jointly complete the mandatory content of the annual report of the administrative or supervisory bodies and the statutory auditor, without prejudice to the immediate application of the provisions of this law.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 543

(Ticket Deposits)

The deposits of capital inflows ordered by this law continue to be carried out in the Caixa Geral de Depósitos, while the Finance and Justice Ministers, by joint decree, do not authorize them to be in other credit institutions.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 544

(Loss of half of capital)

Until Article 35 of this law comes into force, creditors of a public limited company may require their dissolution, proving that, after the time of their contracts, half of the share capital is lost, but the company may object to dissolution, whenever it gives the necessary guarantees of payment to its creditors.

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Article 545

(Equalization to the State)

For the purposes of this law, the autonomous regions, local authorities, Caixa Geral de Depósitos, the Social Security Management Institute and IPE - Investimentos e Participações do Estado, SA

Amendments
• Amended by Article 2 of the Decree-Law no. 184/87 Official Gazette no. 92/1987, Series I of 21 April 1987, in force from 21 May 1987

Chapter 546

Professional Attributes Certification System

1 - The shareholders of the Board of Directors, Managers or Directorates, Private or Public Limited Companies or Cooperatives, may sign and authenticate themselves electronically, validating their professional quality, through the use of the Professional Attributes Certification System (SCAP) .

2 - Those to whom powers are delegated may also sign or authenticate electronically using the SCAP, under the terms of the previous number.

3 - The acts practiced through the use of the digital certificates of signature and authentication contained in the Citizen's Card and the Digital Mobile Key, in which it is invoked by its holder the quality verified through the use of SCAP, are presumed to be of its authorship.

4 - The acts practiced in the Internet sites of the Public Administration through the use of the digital certificates of authentication included in the Citizen's Card and the Digital Mobile Key, in which it is invoked by its holder the quality verified through the use of SCAP, presumably of its authorship, without its signature.

5 - The quality invoked, powers and delegated powers are verified by the registration services, lawyers, solicitors and notaries, through the use of SCAP, under the terms and conditions set forth in the order of the shareholders of the Government responsible for the areas of administrative modernization and of justice.

6 - SCAP is implemented and managed by AMA, IP

Amendments
• Added by Article 3 of the Decree-Law no. 89/2017 - Official Gazette no. 145/2017, Series I of 28 July 2017, in force from 2 August 2017, in force from 1 January 2017