



NOTICE TO CONVENE AND PREPARATORY INFORMATION

ANNUAL GENERAL MEETING 18 APRIL 2018

Fundação Portuguesa das Comunicações
Rua do Instituto Industrial, no. 16
1200-225 Lisbon

CTT – Correios de Portugal, S.A.
Public Company
Avenida D. João II, no. 13, 1999-001 Lisbon
Sole registration and taxpayer number with the C.R.O. of Lisbon 500 077 568
Share capital €75,000,000.00

**Annual General Meeting
18 April 2018**

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NOTICE TO CONVENE ANNUAL SHAREHOLDERS' GENERAL MEETING

The Shareholders of **CTT – Correios de Portugal, S.A.**, a public company, with registered office at Av. D. João II, no. 13, parish of Parque das Nações, county of Lisbon, with the sole registration and taxpayer number with the Commercial Registry Office of Lisbon of 500 077 568 and the share capital of €75,000,000.00 (the “Company” or “CTT”), are hereby called to convene at the Annual General Meeting on **18 April 2018 at 10:00 a.m.** at the **Fundação Portuguesa das Comunicações, Rua do Instituto Industrial, no. 16, in Lisbon**, given that the registered office does not provide suitable accommodations for the meeting, with the following agenda:

- One:** To resolve on the 2017 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report, the sustainability report and other corporate, supervisory and audit information documents.
- Two:** To resolve on profit allocation proposal.
- Three:** To generally appraise the Company's management and supervision.
- Four:** To ratify the co-optation of a member of the Board of Directors for the 2017/2019 term of office.
- Five:** To resolve on the election of the Effective and Alternate Statutory Auditor, for the 2018/2020 term of office.
- Six:** To resolve on the statement regarding the remuneration policy for the members of corporate bodies.
- Seven:** To resolve on the granting authorization to the Board of Directors for the acquisition and transfer of own shares by the Company and its subsidiaries.

From the date of publication of the present notice to convene, the resolution proposals to be presented to the General Meeting, including namely the financial reporting documents, the Articles of Association of the Company and further preparatory information required by law for the General Meeting (namely, as provided for in article 289(1) of the Companies Code and article 21-C(1) of the Securities Code) are available to Shareholders for consultation at the Company's registered office, located at Av. D. João II, no. 13, parish of Parque das Nações, 1999-001 Lisbon, during business hours, as well as on the Company's website at www.ctt.pt and on the Portuguese Securities and Exchange Commission's (Comissão do Mercado de Valores Mobiliários) website at www.cmvm.pt.

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

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

Article 7

Participation in the General Meeting

1. *The General Meeting is made up of shareholders with voting rights. Any other persons may attend the General Meeting, as authorised or invited by the Chairman of the Board of the General Meeting.*
2. *Each share is entitled to one vote at the General Meeting.*

3. *Shareholders with voting rights that, on the record date, which is 0:00 a.m. (GMT) on the fifth trading day prior to the date of the Meeting, hold shares granting them, by law and the articles of association, at least one vote and that comply with the applicable legal formalities, as described in the respective notice to convene, shall be entitled to participate, intervene and vote at the General Meeting.*
4. *Any shareholder with voting rights may be represented at the General Meeting, as provided by law and the meeting's notice to convene.*
5. *The members of the Board of Directors shall attend general shareholders' meetings, while the Statutory Auditor shall also attend the annual general meeting.*
6. *Unless otherwise imposed by law or regulation, when a shareholder, who is legally qualified for that purpose by virtue of holding shares corresponding to a minimum percentage of the share capital, requests information such information shall only be made available at the Company's registered office.*

Article 8

Voting by correspondence

1. *Voting by correspondence or electronically may include all matters contained in the notice to convene, under the terms and conditions set forth therein.*
2. *The terms and conditions for voting by correspondence or electronically shall be defined in the notice to convene by the Chairman of the Board of the General Meeting, so as to ensure voting authenticity, regularity, safety, reliability and confidentiality until votes are cast. In both cases:*
 - a) *the authenticity of votes shall be ensured before the Chairman of the Board of the General Meeting through a communication with a certified signature as provided by law, for legal entities, or with a non-certified copy of an identification document, for individuals;*
 - b) *the confidentiality of votes by correspondence shall be ensured by delivery of the referenced communications in a sealed envelope, and votes cast by correspondence or electronically shall, in any case, only be taken into consideration when votes are tallied;*
 - c) *the regularity of votes requires they be sent within the period stipulated in the notice to convene, which may not exceed three business days prior to the date of the General Meeting.*
3. *Votes cast by correspondence or electronically are deemed votes against, in relation to resolution proposals presented after they have been cast.*
4. *The presence at a General Meeting of a shareholder who has exercised his/her respective voting right by correspondence or electronically, or of his/her representative, determines the revocation of the vote expressed by those means.*

Therefore, Shareholders that, on the record date, which is **0:00 a.m. (GMT) of 11 April 2018** ("Record Date") and which is the fifth trading day prior to the date of the General Meeting, hold shares granting them, by law and the articles of association, at least one vote, are entitled to participate in the General Meeting and intervene and vote therein.

The exercise of the right to participate, intervene and vote at the General Meeting is not affected by the transfer of the shares after the Record Date, nor does it depend on said shares being blocked between that date and the date of the General Meeting.

The Shareholders who have stated their intention to participate in the General Meeting, as described below, and transfer the ownership of shares between the Record Date and the end of the General Meeting, must immediately report said transfer to the Chairman of the Board of the General Meeting and to the Portuguese Securities and Exchange Commission.

Shareholders intending to participate in the General Meeting must so state, in writing, to the financial intermediary where their individual securities account is open and, at the latest, **by 11:59 p.m. (GMT) of 10 April 2018** and may use, for such purpose, the form available at the Company's registered office and on the website at www.ctt.pt. Sending such statement is deemed sufficient for the purpose of complying with the formalities set out in article 23-C(3) of the Securities Code, with no need to send any express statement to the Chairman of the Board of the General Meeting on the same date.

The financial intermediaries that are informed of their clients' intention to participate in the General Meeting shall send to the Chairman of the Board of the General Meeting, Mr. Júlio de Castro Caldas, **by 11:59 p.m. (GMT) of 11 April 2018**, i.e. until the end of the Record Date, information on the number of shares registered under the client's name with reference to the Record Date and may use the e-mail address assembleiageral@ctt.pt for such purpose.

Only Shareholders **(i)** whose financial intermediary assigned to register the respective shares has received **by 11:59 p.m. (GMT) of 10 April 2018**, the Shareholder's statement in which he/she states his/her intention to participate in the General Meeting and **(ii)** the information of the referenced financial intermediary regarding the number of shares registered under the name of its client, with reference to the Record Date, is sent **by 11:59 p.m. (GMT) of 11 April 2018**, in such a way that it may be received by the Chairman of the Board of the General Meeting in a timely manner and in a format adequate to the expeditious organisation of the General Meeting, are entitled to intervene and vote in the General Meeting.

The Shareholders that, in a professional capacity, hold shares under their name, but on behalf of clients, may vote differently with their shares, provided that, in addition to the statement of participation and the information from the respective financial intermediary referenced above, they provide the Chairman of the Board of the General Meeting, Mr. Júlio de Castro Caldas, **by 11:59 p.m. (GMT) of 10 April 2018**, through sufficiently reasonable means: a) The identification of each client and the number of shares voting on his/her behalf; and b) The specific voting instructions for each item on the agenda, given by each client.

Shareholder Rights

Any Shareholder(s) that own(s) shares representing, at least, 2% (two per cent) of the share capital may request the inclusion of items on the agenda and/or the inclusion of resolution proposals relating to items referenced in the Notice to Convene or added thereto, by written request addressed to the Chairman of the Board of the General Meeting, Mr. Júlio de Castro Caldas, within 5 days from the date of publication of the Notice to Convene, together with a document evidencing the ownership of said percentage of the share capital and a resolution proposal for each item whose inclusion is requested and/or with any information that should be submitted with the resolution proposal.

During the course of the General Meeting, any Shareholder may request to be provided with true, complete and clarifying information, which allows him/her to have an informed opinion on the matters under consideration. The requested information shall be provided by the corporate body of the Company, which is so empowered, but may be refused if doing so may cause serious loss to the Company or to any affiliated company, or a breach of confidentiality duties imposed by law.

Shareholder Representation

Shareholders may be represented in the General Meeting pursuant to article 380 of the Companies Code and article 23 of the Securities Code. A signed letter addressed to the Chairman of the Board of the General Meeting shall be deemed a sufficient representation document. Without prejudice to the unity of vote established in article 385 of the Companies Code, any Shareholder may appoint different representatives in respect of shares held in different securities accounts.

The letters of representation of Shareholders referenced in the previous paragraph and letters of Shareholders that are legal entities stating the name of the person who will represent them must be addressed to the Chairman of the Board of the General Meeting, Mr. Júlio de Castro Caldas, **by 5:00 p.m. (GMT) of 13 April 2018**, and the e-mail address assembleiageral@ctt.pt may be used for this purpose. Shareholders may use the forms available at the Company's registered office and on the website at www.ctt.pt.

Voting by correspondence

Shareholders entitled to vote, according to the aforementioned terms, may exercise said voting rights by correspondence, pursuant to article 22 of the Securities Code, through a statement signed by them, in which the content of their vote with regard to each of the items on the General Meeting's agenda is unequivocally stated. For this purpose, ballots are available to Shareholders at the Company's registered office and may also be made available to them by email, provided that the Chairman of the Board of the General Meeting, Mr. Júlio de Castro Caldas, receives, **by 6 April 2018**, a communication issued with a certified signature (or, in the case of individuals, with a non-certified signature accompanied by a photocopy of the Shareholder's identification document), stating the email address to which the ballots shall be sent. Ballots can also be obtained on the website at www.ctt.pt.

The voting statement shall be accompanied by a legible photocopy of the Shareholder's identification document and shall be sent in a sealed envelope, by registered mail, addressed to the Chairman of the Board of the General Meeting, Mr. Júlio de Castro Caldas, in such a way as to be received by the latter **by 5:00 p.m. (GMT) of 13 April 2018**. If the Shareholder is a legal entity, the voting statement shall be signed by its representative, whose signature shall be certified as to his/her capacity.

The only votes to be tallied are those of Shareholders **(i)** whose financial intermediary assigned to register the respective shares has received **by 11:59 p.m. (GMT) of 10 April 2018**, the Shareholder's statement in which he/she states his/her intention to participate in the General Meeting and **(ii)** the information of the referenced financial intermediary regarding the number of shares registered under the name of its client, with reference to the Record Date, is sent **by 11:59 p.m. (GMT) of 11 April 2018**, in such a way as to be received by the Chairman of the Board of the General Meeting in a timely manner and in a format adequate to the expeditious organisation of the General Meeting.

Voting electronically

Shareholders with voting rights, as described above, may also exercise such rights electronically through the website at www.ctt.pt, under the terms and conditions described thereto. For this purpose, Shareholders shall: **(i)** have a notice delivered to the Chairman of the Board of the General Meeting, Mr. Júlio de Castro Caldas, by registered mail, **by 6 April 2018**, drafted according to the form available on such website as of the date of the publication of this Notice to Convene, together with a photocopy of the respective identification document (or, in the case of legal entities, a certified signature), and such communication shall contain the postal address to which the personal identification number ("PIN") to be provided by the Company is to be sent; **(ii)** have previously registered on the

website at www.ctt.pt, in order to create a password which, together with the abovementioned PIN, allows access to the electronic voting system.

Shareholders may exercise their right to vote between **00:00 a.m. (GMT) of 6 April 2018 and 5:00 p.m. (GMT) of 13 April 2018**.

The only votes to be tallied are those of Shareholders **(i)** whose financial intermediary assigned to register the respective shares has received **by 11:59 p.m. (GMT) of 10 April 2018**, the Shareholder's statement in which he/she states his/her intention to participate in the General Meeting and **(ii)** the information of the referenced financial intermediary regarding the number of shares registered under the name of its client, with reference to the Record Date, is sent **by 11:59 p.m. (GMT) of 11 April 2018**, in such a way as to be received by the Chairman of the Board of the General Meeting in a timely manner and in a format adequate to the expeditious organisation of the General Meeting.

Tallying of votes

The votes cast both by correspondence and electronically shall be added to those cast in person at the General Meeting, when tallying the latter.

The presence at a General Meeting of a Shareholder who has exercised his/her respective voting right by correspondence or electronically, or of his/her representative, determines the revocation of the vote expressed by those means.

Votes cast by correspondence or electronically are deemed votes against in relation to resolution proposals that may be presented after they have been cast.

Mr. Júlio de Castro Caldas – Chairman of the Board of CTT's General Meeting of Shareholders:

Postal address: Av. D. João II, no. 13, 12th floor – 1999-001 Lisbon

Telephone: + 351 210 471 826

Fax: + 351 210 471 994

E-mail: assembleiageral@ctt.pt

Company website: www.ctt.pt

Lisbon, 7 March 2018

The Chairman of the Board of the General Meeting

(Mr. Júlio de Castro Caldas)

(Illegible signature)

STATEMENT OF INTENTION TO PARTICIPATE¹

Dear Sir
[Financial Intermediary]²

SUBJECT: ANNUAL GENERAL MEETING OF 18 APRIL 2018

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

The Shareholder identified above, in his/her/its capacity as holder of _____ shares in CTT – Correios de Portugal, S.A. (“CTT”), hereby states, under the terms and for the purposes of article 23-C(3) of the Securities Code, his/her/its intention to participate in CTT’s Annual General Meeting called for **18 April 2018**.

For this purpose, the Shareholder requests you to submit to the Chairman of the Board of CTT’s General Meeting, **by 11:59 p.m. (GMT) of 11 April 2018**, information on the number of shares representing CTT’s share capital that are registered under the Shareholder’s name in the respective individual securities account, with reference to the record date corresponding to **00:00 a.m. (GMT) of 11 April 2018**, to the address mentioned in the respective notice to convene, published at www.ctt.pt.

Yours faithfully,

_____, ____/____/____

_____³
(Signature(s))

¹ The present statement must be received by the Financial Intermediary **by 11:59 p.m. (GMT) of 10 April 2018**.

² To provide the corporate name and full address of the Financial Intermediary.

³ To provide signature identical to the signature registered with the respective Financial Intermediary.

REPRESENTATION LETTER ⁴

Dear Sir
Chairman of the Board of the General Meeting of
CTT – Correios de Portugal, S.A.
Av. D. João II, no.13, 12th floor
Parque das Nações
1999-001 Lisbon

SUBJECT: ANNUAL GENERAL MEETING OF 18 APRIL 2018

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

in his/her/its capacity as Shareholder of CTT – Correios de Portugal, S.A. ("CTT"), holder of _____
shares of that Company, registered in the account no. _____, with the Financial
Intermediary _____, appoints as his/her/its representative at CTT's
Annual General Meeting, called for **18 April 2018**, Mr./Mrs.
_____, with the identification number
_____, to whom he/she/it confers the necessary powers to propose, discuss, resolve and
vote, as deemed convenient, on all matters discussed included in the Agenda of that General Meeting, as well as all
matters that may arise in the course of the General Meeting due to unforeseen circumstances.

Yours faithfully,

_____, ____/____/____

(Signature(s))

⁴ The Representation Letter must be received by the Chairman of the Board of the General Meeting by **5:00 p.m. (GMT) of 13 April 2018**.

⁵ Signature(s). For individuals, their signature must be the same as on a suitable identification document – ID card, citizen card, passport or equivalent identification document, and the Shareholder shall attach a photocopy thereof. For legal entities, the signature(s) shall be certified as to their capacity and powers for the representative act.

LETTER REQUESTING TO RECEIVE THE BALLOT FOR VOTING BY CORRESPONDENCE ⁶

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

Dear Sir
Chairman of the Board of the General Meeting of
CTT – Correios de Portugal, S.A.
Av. D. João II, no. 13, 12th floor
Parque das Nações
1999-001 Lisbon

SUBJECT: ANNUAL GENERAL MEETING OF 18 APRIL 2018

Full name / corporate name: _____

Tax identification number / corporate identification number: _____

Address or registered office: _____

Telephone: _____ E-mail: _____

in his/her/its capacity as Shareholder of CTT – Correios de Portugal, S.A. (“CTT”), holder of _____ shares of that Company, registered in the account no. _____, with the Financial Intermediary _____, hereby states his/her/its intention to exercise the right to vote by correspondence at CTT’s Annual General Meeting, called for **18 April 2018**, and requests that the respective voting ballots be sent to the abovementioned email address.

Yours faithfully,

_____, ____/____/____

_____⁷
(Signature(s))

⁶ The letter requesting to receive the ballot in order to vote by correspondence must be received by the Chairman of the Board of the General Meeting **by 6 April 2018**.

⁷ Signature(s). For individuals, their signature must be the same as on a suitable identification document – ID card, citizen card, passport or equivalent identification document, and the Shareholder shall attach a photocopy thereof. For legal entities, the signature(s) shall be certified as to their capacity and powers for the representative act.

LETTER REQUESTING TO VOTE ELECTRONICALLY⁸

Dear Sir
Chairman of the Board of the General Meeting of
CTT – Correios de Portugal, S.A.
Av. D. João II, no. 13, 12th floor
Parque das Nações
1999-001 Lisbon

SUBJECT: ANNUAL GENERAL MEETING OF 18 APRIL 2018

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

in his/her/its capacity as Shareholder of CTT – Correios de Portugal, S.A. ("CTT"), holder of _____ shares of the referred Company, registered in the account no. _____, with the Financial Intermediary _____, hereby states his/her/its intention to exercise the right to vote electronically, through the website www.ctt.pt, at CTT's Annual General Meeting called for **18 April 2018**, and requests that the personal identification number ("PIN"), to be assigned and made available by CTT, be sent via registered mail to the abovementioned address.

Yours faithfully,

_____, ____/____/____

(Signature(s))

⁸ This letter must be received via registered mail by the Chairman of the Board of the General Meeting, **by 6 April 2018**.

⁹ Signature(s). For individuals, their signature must be the same as on a suitable identification document – ID card, citizen card, passport or equivalent identification document, and the Shareholder shall attach a photocopy thereof. For legal entities, the signature(s) shall be certified as to their capacity and powers for the representative act.

VOTING BALLOT - VOTING BY CORRESPONDENCE ¹⁰
ANNUAL GENERAL MEETING OF 18 APRIL 2018
CTT – Correios de Portugal, S.A.

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

Please show your vote with an **X**

Agenda	In Favour	Abstain	Against
Item One: To resolve on the 2017 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report, the sustainability report and other corporate, supervisory and audit information documents.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Two: To resolve on profit allocation proposal.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Three: To generally appraise the Company's management and supervision.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Four: To ratify the co-optation of a member of the Board of Directors for the 2017/2019 term of office.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Five: To resolve on the election of the Effective and Alternate Statutory Auditor, for the 2018/2020 term of office.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Six: To resolve on the statement regarding the remuneration policy for the members of corporate bodies.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item Seven: To resolve on the granting authorization to the Board of Directors for the acquisition and transfer of own shares by the Company and its subsidiaries.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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¹⁰ The Voting Ballot must be sent to the Chairman of the Board of CTT's General Meeting by **5:00 p.m. (GMT) of 13 April 2018**, by registered mail to the address: CTT – Correios de Portugal, S.A., Av. D. João II, no. 13, 12th floor, Parque das Nações, 1999-001 Lisbon.

¹¹ Signature(s). For individuals, their signature must be the same as on a suitable identification document – ID card, citizen card, passport or equivalent identification document, and the Shareholder shall attach a photocopy thereof. For legal entities, the signature(s) shall be certified as to their capacity and powers for the representative act.

ITEM 1 OF THE AGENDA

To resolve on the 2017 financial statements, including the management report, the individual and consolidated accounts, the corporate governance report, the sustainability report and other corporate, supervisory and audit information documents

Under this item, CTT – Correios de Portugal, S.A.'s financial statements for the 2017 financial year, including the management report, the individual and consolidated accounts, the corporate governance report, the sustainability report and other corporate, supervisory and audit information documents issued/approved, as applicable, by the Company's Board of Directors, Audit Committee and Statutory Auditor, are presented for approval to the Annual General Meeting, which are fully disclosed at CTT's registered office and at:

<https://www.ctt.pt/ctt-e-investidores/informacao-financeira/contas-consolidadas.html?com.dotmarketing.htmlpage.language=1>

ITEM 2 OF THE AGENDA

To resolve on profit allocation proposal

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

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

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

Under article 295(1) of the Companies Code, a minimum of 5% is intended for the creation of the legal reserve and, if necessary, its reintegration until this reserve reaches 20% of the share capital. Given the share capital is €75,000,000.00, such 20% corresponds to €15,000,000.00, whereby the legal reserve as at 31 December 2017 corresponds to the minimum global amount required by the Articles of Association and the Companies Code.

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

Distributable profits are the financial year's net profits after the creation or increase of the legal reserve and after negative retained earnings have been covered, if applicable. As at 31 December 2017, the legal reserve is fully constituted and retained earnings are positive. For the financial year ended on 31 December 2017, net profits for the year, in the individual accounts, amounted to €27,263,244.00.

Given the accounting rules in force, the amount of €1,702,843.00 is already reflected in the stated net profits regarding profit sharing with CTT's employees.

Accordingly, and in compliance with the provisions applicable under the law and the Articles of Association, the Board of Directors proposes that:

- a) The net profit for the financial year of 2017, totaling €27,263,244.00, as per the individual financial statements, is allocated as follows:
Dividends* €27,263,244.00;
- b) The distribution of Retained Earnings, in the amount of €14,364,534.00, as dividends*;
- c) The distribution of Free Reserves, in the amount of €15,372,222.00, as dividends*;
- d) The allocation of a maximum amount of €1,702,843.00 (already assumed in the individual financial statements) to CTT's employees (who do not include any members of the Board of Directors of CTT) as profit sharing.

* Distribution of an overall amount of €57,000,000.00 as dividends, which corresponds to €0.38 per share.

Lisbon, 7 March 2018

For the Board of Directors,

(Illegible signatures)”

ITEM 3 OF THE AGENDA

To generally appraise the Company's management and supervision

Under this item, the proposal below, submitted on 7 March 2018 by Fidelidade – Companhia de Seguros, S.A., Futuro – Sociedade Gestora de Fundos de Pensões, S.A. (representing thirteen Funds under its management), Gestmin, SGPS, S.A. and GNB – Companhia de Seguros de Vida, S.A. (representing six Funds under its management), is presented for approval to the Annual General Meeting:

- "A) Under article 376(1)(c) and article 455(1) of the Companies Code, the Annual General Meeting should generally appraise the management and supervision of the Company;
- B) In the 2017 financial year, bearing in mind the circumstances of the market where the Company operates, the Board of Directors of CTT performed its duties of management of the Company, seeking to consider the Shareholders' and other stakeholders' interests;
- C) In turn, CTT's supervisory bodies (Audit Committee and Statutory Auditor) performed its duties as provided for by law and the by-laws with professionalism throughout the 2017 financial year, also contributing to the fulfilment of said interests.

In view of the above, it is hereby proposed that CTT's Annual General Meeting taking place in 2018 the approval of a vote of confidence for the Company's Board of Directors, Audit Committee and Statutory Auditor."

According to the documentation made available to the Company, the subscribers of this proposal are Shareholders holding jointly more than 2% of the share capital.

ITEM 4 OF THE AGENDA

To ratify the co-optation of a member of the Board of Directors for the 2017/2019 term of office

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

“Whereas:

- A) As disclosed to the market on 19 December 2017, André Manuel Pereira Gorjão de Andrade Costa presented his resignation as executive Board Member (Chief Financial Officer – “CFO”) of CTT – Correios de Portugal, S.A. (“CTT” or “Company”);
- B) Under article 393(3) of the Companies Code, in the Board’s meeting held on 19 December 2017 was resolved the co-optation of Guy Patrick Guimarães de Goyri Pacheco, as executive Board Member of CTT (CFO), to complete the 2017/2019 term of office, also as disclosed to the market on the same date;
- C) Considering the attached *curriculum vitae* and the opinion of the Corporate Governance, Evaluation and Nominating Committee of the Board of CTT, Guy Patrick Guimarães de Goyri Pacheco has recognized expertise, training and professional experience that ensure his reputation to exercise the position as CFO of CTT in the present mandate and ensure an adequate complementarity of knowledge with the other members of the Executive Committee and the Board of Directors;
- D) The appointment of Guy Patrick Guimarães de Goyri Pacheco as CFO of CTT thus represents an effective contribution for the new transformation cycle of CTT, mainly focused on the optimization of CTT’s operational capability and costs, and to deal with the strategic challenges raised by the actual context of the Company, the sector and the market.

Accordingly, the Board of Directors proposes to the General Meeting to resolve the following:

The ratification of the co-optation of Guy Patrick Guimarães de Goyri Pacheco as member of the Board of Directors and the Executive Committee (CFO) of CTT, to complete the 2017/2019 term of office, under article 393(4) of the Companies Code.

The (i) *curriculum vitae* of Guy Patrick Guimarães de Goyri Pacheco with the information required under article 289(1)(d) of the Companies Code and (ii) opinion of the Corporate Governance, Evaluation and Nominating Committee relating to this ratification, are attached hereto.

Lisbon, 7 March 2018

For the Board of Directors,
(illegible signatures)”

Annexes

Curriculum vitae

Guy Patrick Guimarães de Goyri Pacheco

Member of the Board of Directors and Chief Financial Officer (CFO) of CTT – Correios de Portugal, S.A. (CTT)



Age (date of birth and nationality)	40 years (25 May 1977, Portuguese)
Date of 1 st appointment in CTT	19 December 2017
Term of office	2017-2019

Education

- ✓ **2011:** The Lisbon MBA – Católica/Nova – Leaders who transform
- ✓ **2010:** Leadership Executive Program, Universidade Católica Portuguesa
- ✓ **2000:** Degree in Economics, Faculdade de Economia da Universidade do Porto

Management and supervisory functions held internally

- ✓ **2018-....:** Non-Executive Member of the Board of Directors of Tourline Express Mensajería, S.L.U.
- ✓ **2017-....:** Member of the Board of Directors and Chief Financial Officer (CFO) of CTT
- ✓ **2017-....:** Member of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.

Other internal functions held

- ✓ ---

Professional experience

- ✓ Between 2015 and 2017 he had as main occupation the functions of CFO of PT Portugal, SGPS, S.A. and between 2011 and 2015 the functions of Head of Transformation and Continuous Improvement of Portugal Telecom, SGPS, S.A. (listed company).
- ✓ Financial, planning and control and financial and operational reporting are his core competence areas, having performed top management functions in these domains over 17 years in PT.
- ✓ With an extensive experience and transformational profile in functions related to strategic transformation of the telecommunications and digital business sector, with a national and international presence (working between 2001 to 2017 in markets marked by a challenging regulatory, technologic and competitive context, having been, between 2007 and 2011, specially involved in transformation and continuous improvement projects) and, more recently, leading as CFO over around 2 years optimization and cost reduction plans in the same sector.

Management and supervisory functions held in other companies (last 5 years)

- ✓ **2017-....:** Member of the Board of Directors of New Finerge, S.A.
- ✓ **2017-....:** Member of the Board of Directors of Âncora Wind – Energia Eólica, S.A.
- ✓ **2017-....:** Member of the Board of Directors of First State Wind Energy Investments, S.A.
- ✓ **2017:** Non-Executive Member of the Board of Directors of Sport TV Portugal, S.A.
- ✓ **2016-2017:** Chairman of the Board of Directors of Janela Digital – Informática e Telecomunicações, S.A.
- ✓ **2016-2017:** Non-Executive Member of the Board of Directors of Capital Criativo, SCR, S.A.
- ✓ **2015-2017:** Member of the Executive Committee (Chief Financial Officer) of PT Portugal, SGPS, S.A.
- ✓ **2015-2017:** Chairman of the Fiscal Board of Hungaro Digitel Plc.
- ✓ **2015-2017:** Chairman of the Fiscal Board of Fibroglobal – Comunicações Electrónicas, S.A.
- ✓ **2015-2017:** Member of the Board of Directors of PT Pay, S.A.
- ✓ **2013-2015:** Member of the Board of Directors of PT Centro Corporativo, S.A.
- ✓ **2013-2015:** Member of the Fiscal Board of Fundação Portugal Telecom
- ✓ **2011-2014:** Non-Executive Member of the Board of Directors of PT PRO – Serviços Administrativos e de Gestão Partilhados, S.A.

Other external functions held (last 5 years)

- ✓ **2017-....:** Member of the Board of AEM (Portuguese Issuers Association)

Number of CTT shares held: None

Opinion of the Corporate Governance, Evaluation and Nominating Committee

“Whereas:

- Under article 4 of its Internal Regulation, the Corporate Governance, Evaluation and Nominating Committee of CTT – Correios de Portugal, S.A. (“Company” or “CTT”) is responsible for monitoring and supporting the selection and the appointment processes of the members of the Company’s management and supervisory bodies;
- According to the communication to the market on 19 December 2017, André Manuel Pereira Gorjão de Andrade Costa, informed his resignation to the position as executive Director of CTT, having the Board resolved the co-optation of Guy Patrick Guimarães de Goyri Pacheco as executive member of the Board, to complete the current term of office (2017/2019);
- Under article 393 of the Companies Code, said co-optation shall be subject to the ratification of the following Shareholders General Meeting.

For the purposes of the abovementioned competences, the Corporate Governance, Evaluation and Nominating Committee understands that the ratification of the co-optation of Guy Patrick Guimarães de Goyri Pacheco as an Executive Director of CTT to complete the current term of office (2017/2019), to be submitted by the Board to the General Meeting taking place on the next 18 April 2018, allows an adequate and diversified composition and promotes the effectiveness of the Board of Directors and the Executive Committee of CTT, in line with the best practices and with the pursuance of the Company’s long term best interests, namely on the following grounds:

- (i) As per his *curriculum vitae*, Guy Patrick Guimarães de Goyri Pacheco has recognized competences on the financial, planning and control, financial and operational reporting areas, considering his training, qualifications and professional background as board member and senior officer in these fields for 17 years at Portugal Telecom, particularly his experience between 2015 and 2017 as *Chief Financial Officer* (“CFO”) of PT Portugal (large corporate in the telecommunications sector) and between 2011 and 2015 as Head of planning and control of PT SGPS (listed company), PT Portugal and PT Internacional;
- (ii) On the other hand, and considering also his extensive experience in positions related to strategic transformation within a large group in the telecommunications and digital sector, with national and international presence (working between 2001 and 2017 in markets marked by a challenging regulatory, technology and competitive context and having been, between 2007 and 2011, specially involved in continuous improvement and transformation projects, and more recently leading as CFO, for nearly 2 years, optimization and costs reduction plans in the same sector, as evidenced by his attached CV), he may reinforce the competences of CTT’s Board of Directors and the Executive Committee with his experience and a transformational profile deemed crucial at the current moment of the Company;
- (iii) Thus, according to the abovementioned and to the recognized background, experience and competences necessary to deal with the strategic challenges that CTT is facing at the current context of the Company, the sector and the market, Guy Patrick Guimarães de Goyri Pacheco may ensure an adequate complementarity with the other members of the Board of Directors and the Executive Committee of CTT and gathers the conditions to perform the role of CFO in the current term of office, bringing an effective contribution for a new transformation cycle of CTT, particularly focused on the optimization of the operational capability and costs reduction.

Lisbon, 20 February 2018

The Corporate Governance, Evaluation and Nominating Committee,
(Illegible signatures)”

ITEM 5 OF THE AGENDA

**To resolve on the election of the Effective and Alternate Statutory Auditor,
for the 2018/2020 term of office**

“Whereas:

- (i) Pursuant to article 22 of the Articles of Association of CTT – Correios de Portugal, S.A. (“Company” or “CTT”), as well as article 423-F(1)(m) of the Companies Code, the Audit Committee is responsible for proposing the appointment of the Statutory Auditor to the General Meeting;
- (ii) On the Annual General Meetings held on 5 May of 2014 and of 2015, the following persons were elected as Statutory Auditor of CTT for the 2012/2014 and 2015/2017 terms of office:
 - a) **Effective Statutory Auditor:** KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A. (“KPMG”), registered with the Chamber of Chartered Accountants under no. 189 and with the Portuguese Securities and Exchange Commission under no. 20161489, represented by Maria Cristina Santos Ferreira, registered with the Chamber of Chartered Accountants under no. 1010; and
 - b) **Alternate Statutory Auditor:** Vítor Manuel da Cunha Ribeirinho, registered with the Chamber of Chartered Accountants under no. 1081;
- (iii) KPMG informed CTT, by letter dated of 2 May 2017, of the replacement of its representative mentioned in (ii) a) by Paulo Alexandre Martins Quintas Paixão, registered with the Chamber of Chartered Accountants under no. 1427, with effects on 1 May 2017;
- (iv) As results from (ii) above, the maximum number of terms of office prescribed for the exercise of statutory audit functions is not exceeded, as per article 54 of Law 140/2015, of 7 September, which approved the new Chamber of Chartered Accountants Regime (“New Statutory Auditors’ Regime”);
- (v) Bearing in mind the interests, costs and advantages in presence, CTT’s Audit Committee considers it to be in the Company’s best interest that the statutory auditor role continues to be performed by the same entity appointed for this functions on 5 May of 2014 and of 2015;
- (vi) In the discharge of its functions of supervising and monitoring the activities of the Statutory Auditor, CTT’s Audit Committee attests the high-level of professional quality, reputation and experience demonstrated in the performance of such activities by KPMG and further attests the observance of strict independence standards in such performance, which will not be affected by its re-election;
- (vii) The new rules on the Statutory Auditor’s selection applicable to public-interest entities set forth in the New Statutory Auditors’ Regime, in Law no. 148/2015, 9 September (approving the Auditing Oversight Regime) and in Regulation (EU) no. 537/2014, of the European Parliament and of the Council of 16 April (“EU Regulation”) do not apply to said re-election;
- (viii) This proposal is exempted from any influence by third parties and no clause mentioned in article 16(6) of the EU Regulation has been imposed.

It is hereby proposed to the General Meeting the approval of the election as Effective and Alternate Statutory Auditor of the Company, for the three-year period of 2018-2020, of the following entities/persons:

- i. **Effective Statutory Auditor:** KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A., with registered offices at Edifício Monumental, Av. Praia da Vitória, 71-A, 11th floor, 1069-006 Lisbon, with the corporate identification no. 502 161 078, registered with the Chamber of Chartered Accountants under no. 189 and with the Portuguese Securities and Exchange Commission under no. 20161489, represented by Paulo Alexandre Martins Quintas Paixão, registered with the Chamber of Chartered Accountants under no. 1427, married, with the citizen card no. 11220641 7ZY7, with taxpayer no. 221 186 271, whose professional address is the aforementioned; and
- ii. **Alternate Statutory Auditor:** Vítor Manuel da Cunha Ribeirinho, married, with the citizen card no. 08037817 OZY3, with the taxpayer no. 190 517 891, registered with the Chamber of Chartered Accountants under no. 1081, with professional address at Edifício Monumental, Av. Praia da Vitória, 71-A, 11th floor, 1069-006 Lisbon.

The *curricula vitae* containing the information required by article 289(1)(d) of the Companies Code for each of the individuals/legal entities mentioned above are attached hereto.

Lisbon, 6 March 2018

The Audit Committee,
(Illegible signatures)''

Annex
Curricula vitae

KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A.

Share Capital 3,916,000 Euros

Date of appointment ---

Proposed term-of-office 2018/2020

Identification

Registered at the Commercial Registry Office of Lisbon under the sole registration and taxpayer number **502 161 078**, KPMG & Associados – Sociedade de Revisores Oficiais de Contas, SA, is a privately held company, acting in the following areas:

- One of the leading companies in the provision of audit, tax and advisory services in Portugal;
- With 51 partners and more than 1 012 professionals working in the Lisbon and Oporto offices;
- Local experience, enhanced by the technical and industry knowledge of its global network, has resulted in a deep understanding of its clients' business and enables its professionals to deliver informed and timely advice;
- KPMG audits four of the top listed companies in Portugal.

Scope

To undertake the role of statutory auditor, in accordance with the respective legislation, as well as the provision of advisory services on matters for which the qualifications required for statutory auditors are adequate.

NUMBER OF CTT SHARES HELD

KPMG does not hold CTT shares.

Paulo Alexandre Martins Quintas Paixão

TEAM ROLE

Engagement Partner

QUALIFICATIONS

- Leadership executive program at Universidade Nova de Lisboa, covering leadership, negotiation, project management and others;
- Degree in Audit from the Instituto de Contabilidade e Administração de Lisboa;
- Bacharel in Accounting and Administration from the Instituto de Contabilidade e Administração de Lisboa;
- Statutory Auditor since 2010.

EXPERIENCE

- Paulo is currently the Head of ICEGH (Information, Communication & Electronics, Infrastructures, Government and Healthcare) of KPMG Portugal;
- His professional activity has been particularly focused in the industry sector where he has been responsible for the auditing of several national and international groups;
- He has led several capital market advisory projects, including change of accounts to IFRS, feasibility studies, comfort letters and IPOs;
- Development of training in IFRS, particularly in areas such as accounts consolidation, business combinations, revenue recognition, among others;
- Responsible for various assurance projects over non-financial information, including sustainability reports;
- Review, development and implementation of non-financial asset impairment methodology (IAS 36) in various companies;
- Participation in several evaluation projects of Internal Control over Financial Reporting and Governance practices.

NUMBER OF CTT SHARES HELD

Paulo Alexandre Martins Quintas Paixão does not hold CTT shares.

Vitor Manuel da Cunha Ribeirinho

TEAM ROLE

Client Partner

QUALIFICATIONS

- Bachelor degree in Accounting and Administration from Instituto Superior de Contabilidade e Administração de Lisboa;
- Statutory Auditor since 1999.

EXPERIENCE

- Currently the Partner responsible for Auditing and the Financial Services Area at KPMG in Portugal and Angola;
- Over 20 years experience in financial auditing in Portugal and Angola;
- At KPMG, he has gained considerable experience in auditing and other special projects such as the analysis and assessment of internal control systems, mergers & acquisitions, investigations and organizational restructuring in major companies in the financial sector;
- Responsible for several IAS /IFRS conversion projects in some of the leading groups in Portugal;
- Responsible for the revision of reports prepared for the Securities and Exchange Commission (SEC), namely regarding the conversion of accounts into US GAAP and several projects entailing the revision of offering circulars for subordinated debt issuances and share capital increases;
- Experience in due diligence engagements of overseas commercial banks and non-financial companies;
- As a Statutory Auditor, he is a member of the supervisory boards of several national and international companies, namely the EDP Group and the ECS Group;
- Experience with the audit of the CTT Group as Quality Control Reviewer, in 2012 (as External Auditor), in 2013 (as Independent Auditor) and in 2014 onwards (as Alternate Statutory Auditor).

NUMBER OF CTT SHARES HELD

Vitor Manuel da Cunha Ribeirinho does not hold CTT shares.

ITEM 6 OF THE AGENDA

To resolve on the statement regarding the remuneration policy for the members of corporate bodies

Under this item, the following proposal is submitted by the Remuneration Committee for approval of the Annual General Meeting:

“STATEMENT OF THE REMUNERATION COMMITTEE OF CTT - CORREIOS DE PORTUGAL, S.A. (“CTT” OR “COMPANY”) REGARDING THE REMUNERATION POLICY FOR THE MEMBERS OF THE CORPORATE BODIES FOR 2017/2019

In line with the principles of transparency and say-on-pay laid down in Law no. 28/2009, of 19 June, the Remuneration Committee hereby submits to the General Meeting the following statement regarding the remuneration policy which was approved by this Committee and received a favourable opinion from the Corporate Governance, Evaluation and Nominating Committee:

1- DETERMINATION OF THE REMUNERATION POLICY

1.1 Guiding principles (already contained in the remuneration policy for the previous term of office)

- To function as a **talent management** policy instrument.
- To provide **compensation** for the work, **stimulate** performance and **reward** results, according to performance and individual merit.
- To contribute to attract, develop and retain competent professionals, seeking to be **competitive** with Portuguese market practices for companies of the same complexity.
- To foster an **alignment of interests** with CTT values and culture, its business strategy and the long-term interests of the shareholders and other stakeholders.
- To contribute to the **creation of value** in the medium and long term under sustained management practices.

1.2 Process

- **Approval of the remuneration policy for the corporate bodies for 2017/2019 term of office by the Remuneration Committee** elected at the General Meeting of 20/04/2017 and composed of 3 members who are independent from the management, effective as from said date (“Remuneration Policy”).
- Broad reflection with the support of specialist consultants on: (i) **the experience obtained between 2014/2016** from the implementation of the remuneration policy for that term of office, marked by CTT’s transition from a state-owned company to an exclusively private-held company dispersed on the market; (ii) **benchmark study** on the recommendations for corporate governance and market comparables ([see attached Q&A](#)); and (iii) the **business goals defined** for this term of office, as part of the ongoing diversification strategy in 4 business segments, with distinct challenges and maturity levels (allowing for potential changes to this policy by the Remuneration Committee in view of relevant changes in the activity, structure and/or size of the company, and regulatory developments).
- Establishing the **overall remuneration** payable by CTT under this Policy without Directors being remunerated for positions in other companies of the Group.

2- REMUNERATION OF THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE

2.1 Executive Directors

- The remuneration **is made up of a fixed component and a variable component.**
- The **fixed component** for this term of office was stipulated taking into account the following cumulative criteria: (i) market median and competitiveness; (ii) sustainability of CTT performance; and (iii) nature and complexity of the role (reason for the difference in the remuneration of the CEO, CFO and other executive Directors), with particular emphasis on the required skills and the responsibilities involved in such duties within the 4 business segments in which CTT operates (including Banco CTT, a regulated company wholly owned by CTT).
- It includes the annual base remuneration (monthly salary * 14) ("ABR") and the annual meals allowance (which may be reviewed annually by the Remuneration Committee), as well as the **following additional fixed non-cash benefits**: (i) car use (including fuel and tolls), (ii) life and personal accident insurance (including travel), (iii) access to the healthcare system - IOS - *Instituto de Obras Sociais* (Social Works Institute) - under the same terms as CTT employees and (iv) fixed monthly sum to be allocated to a pension fund or retirement savings plan (or other retirement saving schemes), specifically selected by each Director.
- The **variable component** ("VR") is composed of an annual component ("AVR") and a long-term component ("LTVR"), which aim to **remunerate short- and long-term performance respectively, both of which are paid in cash** and are subject to minimum and maximum limits, namely by reference to the ABR, different achievement levels and awarding, performance assessment and adjustment conditions (see attached Q&A).
- Executive Directors must not execute **contracts or other instruments** which have the **effect of mitigating the VR** variability risk.
- See attached Q&A regarding the reduction of remuneration within the **Operational Transformation Plan**.

2.2 Non-Executive Directors (including members of the Audit Committee)

- Non-Executive Directors **receive exclusively an annual fixed remuneration**, paid in 14 times each year.
- The amount fixed for this term of office was stipulated taking into account the following cumulative criteria: (i) market median; (ii) degree of commitment over time and estimated number of meetings (and a higher remuneration for Directors who are committee members); and (iii) the degree of complexity and responsibility of each position meaning a higher value: (a) for performing Audit Committee duties (given the duties of this supervisory body) as well as those of the Corporate Governance, Evaluation and Nominating Committee (which also has responsibilities with regard to the subsidiaries, particularly for assessing the suitability of the corporate bodies and key functions of Banco CTT); and (b) for the duties of chairmen of committees and of the Board of Directors, in particular, the role of the Chairman in leading the Board and vis-à-vis the stakeholders of a publicly-traded company, as well as the additional responsibilities of CTT Group as the owner of a bank with particular relevance in this role (the Chairman also benefits from car use, fuel and tolls). See Q&A attached regarding the reduction of fixed remuneration within the context of the **Operational Transformation Plan**.

3 – REMUNERATION OF THE BOARD OF THE GENERAL MEETING AND THE STATUTORY AUDITOR

- The members of the **Board of the General Meeting** are entitled to an annual fixed remuneration paid in the month the Annual General Meeting is held, set in line with the market median (calculated on the basis of Portuguese company practice, including PSI-20 companies).
- The **Statutory Auditor's** remuneration is set out by the Remuneration Committee following the Audit Committee's proposal in line with the remuneration criteria and practices for this services in normal market conditions.

Lisbon, 26 February 2018
Remuneration Committee,
(Illegible signatures)"

Annex – Q&A

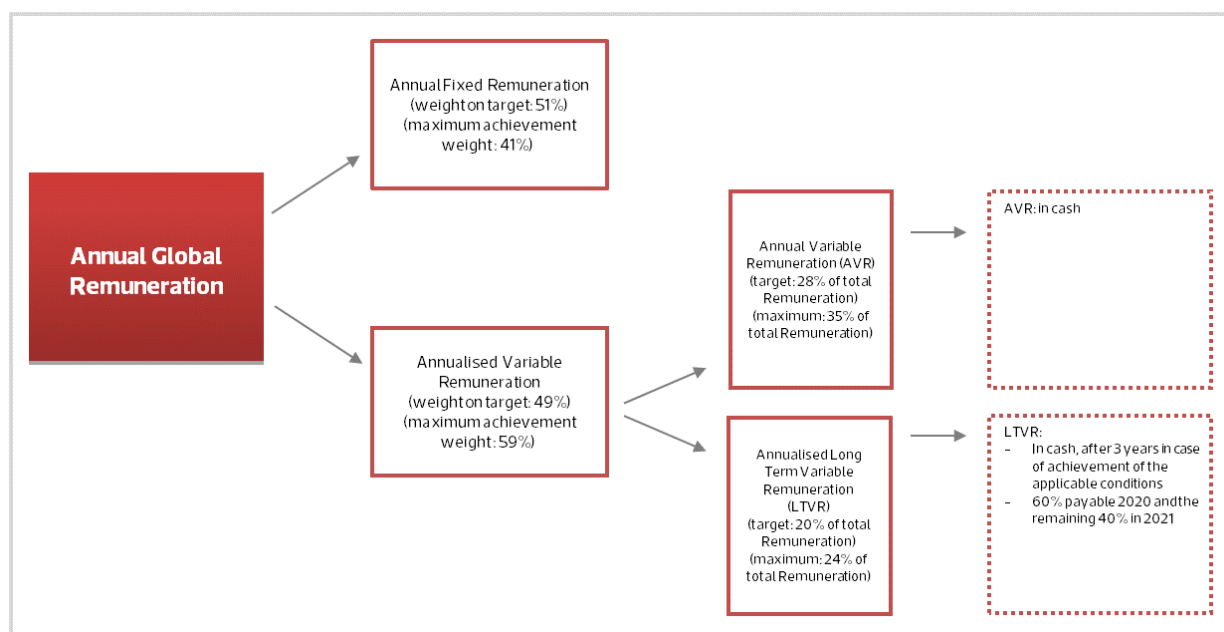
1. WHICH PEER GROUP WAS TAKEN INTO CONSIDERATION IN ESTABLISHING THE REMUNERATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS?

The peer group comprised **20 companies selected on the basis of 3 non-cumulative requirements** (sector, regulated/unregulated market and cash-flow stability), including: 8 European companies in the sector (Bpost, Deutsche Post DHL, La Poste, Poste Italiane, Poste NL, Post Nord, Royal Mail and TNT) and 12 companies in Portugal deemed most relevant at that date thereof, including large Portuguese companies and PSI-20 companies (BPI, Brisa, EDP, EDP Renováveis, Galp, Jerónimo Martins, Millennium BCP, NOS, Navigator, REN, Semapa e Sonae).

In determining the benefits, the practices that apply for top positions at Portuguese companies were taken into account.

2. WHAT IS THE BALANCE BETWEEN THE FIXED AND VARIABLE COMPONENTS OF THE EXECUTIVE DIRECTORS' REMUNERATION?

The chart below shows the fixed and variable (annualised) remuneration weight in comparison to the total annual remuneration awarded, on average, to executive Directors for achieving on target and for the maximum achievement of the VR goals. Thus, there is an **adequate mix** aligned with national and international best practices which contributes to discourage excessive risk-taking and foster the alignment of interests between the management and CTT and its *stakeholders*.



3. IS THE VARIABLE COMPONENT OF THE EXECUTIVE DIRECTORS' REMUNERATION BASED ON CLEAR AND ADEQUATE PERFORMANCE INDICATORS (KPIs)?

Yes. The VR is awarded for compliance with various pre-set quantitative and qualitative, financial and non-financial, and individual and collective goals (performance measures which take into account CTT's risk strategy and profile and set clear KPI and adequate targets considering the peer group and the Company's plans). **Therefore:**

Simple and measurable quantitative AVR goals

70% of the AVR is derived from the assessment of the following quantitative goals, set by the Remuneration Committee based on the CTT Group business plan and budget and the benchmark study:

- the amount of the annual **recurring EBITDA margin** of each CTT business unit: (i) mail; (ii) express & parcels; (iii) financial services, and (iv) Banco CTT (30%);
- the **growth percentage of the consolidated recurring EBITDA** of CTT (as defined by the Audit Committee) in comparison to the previous calendar year (25%);
- the **ROI growth percentage** (ratio between the consolidated recurring EBITDA and the invested capital), in comparison to the previous calendar year (25%);
- an **annual Total Shareholder Return ("TSR") for the Company's shares** greater than or equal to 0 and its comparison to the weighted average TSR for a peer group (20%). This **peer group consists of 2 subgroups** with: (i) 60% weight to the TSR for the PSI-20 index and (ii) 40% weight to the (simple average) TSR for a set of relevant sector peers (Austrian Post, Bpost, PostNL and Royal Mail, notwithstanding changes defined by the Remuneration Committee due to relevant corporate restructurings).

The awarding of AVR as regards these goals depends on (i) a **weighted average of these goals above 80%** and (ii) a **recurring EBITDA margin that meets at least 85% of the set target**.

Individual and transparent qualitative AVR goals

30% of the granted AVR amount is derived from the assessment of individual qualitative goals set and assessed by the Corporate Governance, Evaluation and Nominating Committee based on the parameters set by the Remuneration Committee and with a view to, *inter alia*, fostering the Company's values and sustainability, functioning and efficient relationship with CTT's various corporate bodies and committees and the relationship with its stakeholders, including among others (i) sustainability and environment, (ii) organizational culture, (iii) reputation of the Company, (iv) relationship with shareholders, employees, authorities and customers, and (v) functioning, image and individual contribution of each member to the Executive Committee's performance.

Moreover, the qualitative annual evaluation of the CEO cannot exceed, by more than one level, the annual average of the other members of the Executive Committee.

Simple and measurable quantitative LTVR goals

The awarding and the calculation of the amount of LTVR is based on the comparison of recorded TSR performance for Company shares and the weighted-average TSR for the peer group mentioned above (for the AVR) during the assessment period (between 01/01/2017 and 31/12/2019). This award is conditional on reaching a **minimum 90% performance of the TSR of CTT shares in comparison to the weighted-average TSR for the peer group during that period**.

Individual and transparent qualitative LTVR goals

The LTVR is awarded on the condition that the sum of the Director's annual overall **qualitative AVR assessments** for 2017, 2018 and 2019 is **greater than or equal to 9**; and a **minimum of 25% of the AVR amount received each year by the Director is invested in CTT shares** with a post-term lock-up period (in 2021).

4. WHAT ARE THE PARAMETERS FOR GRANTING AVR AND LTVR?

The AVR is paid the month after the approval of the accounts by the Annual General Meeting after **each financial year** and the **target is 55% of the ABR of each executive Director and a maximum of 85% of that ABR**.

When these **AVR** conditions are satisfied (according to section 3 of this Q&A), the **recorded performance regarding the quantitative goals is remunerated gradually**, in accordance with the following parameters:

- If the recorded performance is less than 80% of the set goal (90% in the case of the TSR goal), no AVR will be awarded for that quantitative target;
- If the recorded performance is between 80% and 90% of the set goal (90% and 95% in the case of the TSR goal), the AVR amount will be between 24.75% and 33% of the ABR of each executive Director;
- If the recorded performance is between 90% and 130% of the set goal (between 95% and 110% in the case of the TSR goal), the AVR will be between 33% and 85% of the ABR of each executive Director;
- If the recorded performance is more than 130% of the set goal (over 110% in the case of the TSR goal), the AVR will be 85% of the ABR of each executive Director.

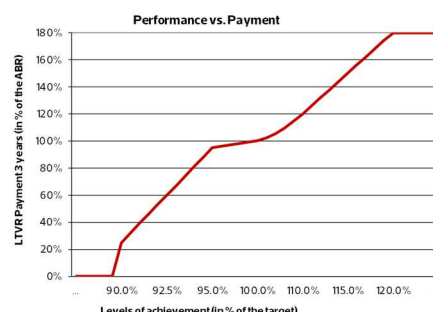
The recorded performance regarding the AVR qualitative goals is also remunerated gradually, as follows:

- The AVR in this regard is a percentage of between 55% and a maximum of 85% of the ABR, according to the degree of achievement; and
- The AVR is only awarded in this regard, if the general recorded performance is equivalent at least to the target (3 on an achievement scale of 1 – 5).

In turn, the LTVR is paid in 2 tranches, as detailed in section 6 of this Q&A, with a **target of 120% of the ABR of each executive Director and a maximum of 180% of that ABR**.

Once the conditions for granting the LTVR have been fulfilled (according to section 3 of this Q&A), the amount is calculated on the basis of the comparison of the recorded performance of the TSR of the Company shares and the average weighted TSR of the peer group formed by the 2 subgroups identified in section 3 above, as well as the sum of the overall annual qualitative AVR assessments, **gradually** in line with the degree of achievement and the parameters defined by the Remuneration Committee, in particular:

- If the TSR for the Company's shares is less than 90% of the average weighted TSR for the peer group's shares, no LTVR will be awarded;
- If the TSR for the Company's shares is between 90% and 94.9% of the average weighted TSR for the peer group's shares, each executive member is awarded an amount of between 25% to 88% of his/her ABR;
- If the TSR for the Company's shares is between 95% and 119% of the average weighted TSR for the peer group's shares, each executive member is awarded an amount of between 95% to 174% of his/her ABR;
- If the TSR for the Company's shares is equal to or greater than 120% of the average weighted TSR for the peer group's shares, each executive member is awarded 180% of his/her ABR;
- If the TSR for the Company's shares is less than 0, the amount of LTVR to be paid is subject to a weighting factor of 0.8;
- In addition, if the sum of the annual overall qualitative AVR assessments is less than 9, an adjustment factor of 0 is applied, and an adjustment factor of 1 is applied if it is between 9 and 15.



Therefore, these parameters enhance the **alignment of interests and measurement of Company performance, discourage excessive risk-taking and foster the cohesion of the executive team**, particularly by establishing (i) a **minimum performance level** for receiving the VR, (ii) **caps** above which no additional VR is paid and (iii) **gradual levels** and identical targets for all the Directors in relation to their ABR.

5. DOES THE REMUNERATION POLICY ENVISAGE SHARE AWARDING OR STOCK OPTIONS PLANS?

No. In any event, the criteria for granting the LTVR foster a similar alignment to a share awarding/stock option plan, since this VR component is conditional on the **investment in CTT shares of a minimum of 25% of the AVR amount received** and a post-term lock-up period (in 2021).

6. IS THE VR SUBJECT TO DEFERRAL RULES AND IS CONDITIONAL ON THE POSITIVE PERFORMANCE OF CTT?

The LTVR is awarded and calculated on the basis of an ongoing performance assessment throughout the entire term of office, whether in terms of the qualitative TSR criterion or the result of the individual qualitative assessments. This award is conditional on the executive Director remaining at the Company throughout that period (notwithstanding section 8 of this Q&A) and on the investment of part of the AVR in shares, locked up until the payment of the LTVR in 2 tranches (see Q&A 4 above).

These mechanisms establish a **deferral period for part of the AVR and the LTVR until 2021** as follows:

- The LTVR is awarded subject, *inter alia*, to the investment of a minimum of 25% of the AVR amount received each year in CTT shares and to a lock-up period (free of encumbrances) until the day after the approval of the 2020 accounts by the General Meeting ("Lock-up Period"). Therefore, **at least 25% of the AVR received is subject to this deferral period/mechanism (in 2021)**;
- Moreover, the Remuneration Committee conducts an annual appraisal and confirms the fulfilment of the LTVR access conditions and the amount to be granted in this respect in the 4 months after the AVR payment date in **2020 (granting)**;
- **The calculated LTVR is paid (vesting) as follows:** (a) **60%** of the calculated amount, in the month after fulfilment of the LTVR access conditions (in **2020**) and (b) the remaining **40%**, one year after that date (in **2021**), thus creating a 2-tranche AVR deferral period/mechanism.

Therefore, a significant component of the VR is **conditional on the Company's positive performance during the above-mentioned deferral period**, as follows:

- **Positive performance until the end of the term of office (2019)**, for the purposes of LTVR, is measured by comparing the recorded performance of the TSR for Company shares with the weighted-average TSR for the peer group. This assessment is strengthened further by the requirement for a minimum individual qualitative AVR assessment as a condition for awarding the LTVR; and
- **The incentive for continued positive performance from 2019 (end of the term) until the second LTVR payment date in 2021** stems from the Lock-up Period for the shares acquired with at least 25% of the AVR received.

These rules seek therefore to create value and to align the interests of the management team in the long term with the interests of the Company, its shareholders and other stakeholders, the pursuit of which, given the specificities of the Company and the sector, stems from the combination of the **performance assessment criteria applicable over the 3 years** of the term (either the Company's TSR or the individual qualitative assessment described above) and the **Lock-up Period applicable to the shares acquired with the AVR received**.

7. IS THE VR SUBJECT TO ADJUSTMENT MECHANISMS?

The AVR and LTVR are subject to the following adjustment mechanisms, applicable during the deferral period, that is, **until the second LTVR payment date in 2021** ("Adjustment Mechanisms"):

- **Reduction of the VR** when the award and/or payment of the same is not yet an acquired right (*malus*);
- **Reversal** by way of retention and/or return of the VR when payment already constitutes an acquired right (*clawback*).

These mechanisms are applicable to all or part of the VR (awardable, awarded and/or paid) in the following **situations**, which the Remuneration Committee is responsible for ascertaining, after consulting among others the Corporate Governance, Evaluation and Nominating Committee: (i) the Director participated directly and decisively in or his actions were the cause of significant losses; (ii) a serious or fraudulent breach of the Code of Conduct or internal rules with a significant negative impact, or situations which constitute just cause for dismissal; and/or (iii) misstatements and/or material errors or omissions in the financial statements to which the Director's objective conduct was a decisive contributing factor.

8. WHICH RULES ARE APPLICABLE IN THE CASE OF TERMINATION OF A DIRECTOR'S DUTIES PRIOR TO THE END OF THE TERM?

In such a case, and notwithstanding the following rules regarding VR, **the legal indemnity provisions will apply**, having not been agreed or established in the Remuneration Policy any compensation clauses.

VR will not be paid in respect of an assessment period where there is no continued performance, except in situations of termination by mutual agreement, retirement, death, disability or other early termination of the term of office for a reason not attributable to the Director (particularly in the case of a change in the control of the Company), in which case the Remuneration Committee will establish a pro-rata grant. If the Director leaves for any reason other than dismissal for just cause or if there is any other situation which triggers an adjustment mechanism after the assessment period but before the VR is paid, it will be paid in full for that period.

9. WHAT IS THE IMPACT OF THE OPERATIONAL TRANSFORMATION PLAN ON THE DIRECTORS' REMUNERATION?

Following the Operational Transformation Plan approved and announced in December 2017, the terms of which were made known to the Remuneration Committee and in relation to which the latter has not opposed to:

- The Chairman and the CEO waived to **25% of the ABR** and the other Directors waived to **15% of the ABR, in all cases in relation to 2018** and for all the purposes set down in the Remuneration Policy. Thus being, for the 2018 financial year applies the following ABR:

Position	ABR 2018 (€)
Chairman	262,500
CEO	450,000
CFO	365,500
Each one of the other of the executive Directors	340,000
Member of the Board of Directors and Chairman of the Audit Committee	76,500
Member of the Board of Directors and of the Audit Committee	63,750
Member of the Board of Directors and of the Corporate Governance, Evaluation and Nominating Committee	55,250

- The executive Directors waived also to the **AVR amounts for 2017 and 2018 financial years**, irrespectively of the results of the performance assessment (to be conducted in accordance with the Remuneration Policy).

ITEM 7 OF THE AGENDA

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

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

"Whereas:

- Under article 5(1) of the Articles of Association of CTT – Correios de Portugal, S.A. (the "Company" or "CTT"), the Company may carry out all legally admissible transactions over any of its own securities;
- Under articles 319 and 320 of the Companies Code, the acquisition and disposal of own shares require General Meeting's approval;
- It is convenient that the Company may use, in general terms, the possibilities underlying said type of transactions, and said interest is also applicable to current and/or future subsidiary companies ("Subsidiary Companies"), aiming at practicing any acts necessary or convenient to the pursuit of the Company's interest;
- It is convenient to comply not only with the mandatory provisions applicable to the acquisition and disposal of own shares, but also with the good practices applicable to repurchase programmes over own shares (in case of transactions executed within or outside the scope of such programmes, namely with objectives other than those set out thereto), in particular considering the terms of article 5 of Regulation (EU) no. 596/2014, of the European Parliament and Council, of 16 April, and of the Delegated Regulation (EU) no. 2016/1052, of the Commission, of 8 March.

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

1. Authorizing the acquisition of own shares by the Company or any Subsidiaries of own shares, including rights to the purchase or allocation thereof, subject to a decision by the acquirer's managing body, and subject to the following terms:
 - (a) **Maximum number of shares to be acquired:** up to the limit of 10% (ten per cent) of the Company's share capital, minus the disposals carried out at any given time, notwithstanding the exceptions set out in article 317(3) of the Companies Code and the number of shares required to comply with the acquirer's obligations by law, contract or terms of issuance of securities or other instruments, and subject, if applicable, to a subsequent transfer, as provided by law, of shares that exceed such limit;
 - (b) **Period in which the transaction can be carried out:** within 18 (eighteen) months, as of the date of this resolution;
 - (c) **Forms of acquisition:** subject to mandatory terms and conditions established by law, (i) the acquisition of shares or rights of acquisition or allocation of shares may be carried out for consideration, in any form, in a regulated market or outside of a regulated market, through private negotiation (namely via a swap) or through an offer to the public, in compliance with the legally established principle of equality of shareholders, namely through transactions carried out with entities appointed by the management body of the acquirer (namely financial institutions with which the Company or any Subsidiaries has entered or may enter into equity swap agreements or other similar financial instruments); or (ii) the acquisition, by any means, to enable, or as a consequence of, compliance with an obligation arising from law or contract (including, namely, the contractual undertaking to implement the Company's or any Subsidiaries' share or option allocation plan), or conversion or exchange of securities or other

convertible or exchangeable instruments, issued by the Company or Subsidiaries, in accordance with the respective issuance terms or agreements executed in connection with the abovementioned conversion or exchange;

- (d) **Minimum and maximum considerations for the acquisitions:** the price of acquisition for consideration: (i) shall fall within a range of 10% (ten per cent), below and above, the share prices of the Company's shares on the regulated market Euronext Lisbon, at the close of the market session immediately prior to the acquisition date or date on which the share acquisition or allocation right is granted; or (ii) shall correspond to the acquisition price determined by law, an agreement or the Company's or Subsidiaries' terms of issuance of securities or other instruments convertible to or exchangeable with shares (including, namely, the price resulting from traded financial instruments or an agreement entered into concerning said issuance, conversion or swap);
- (e) **Moment of acquisition:** to be freely determined by the management body of the acquiring company, taking into account market conditions and the convenience or the obligations of the acquiring company, the Company or Subsidiaries, and to be carried out one or more times and in the proportions defined by said management body.

2. Authorizing the disposal of own shares by the Company or any Subsidiaries, subject to a decision by the disposing company's management body, and subject to the following terms:

- (a) **Minimum number of shares to be disposed:** (i) the number corresponding to the minimum lot that, at the moment of disposal, has been established for trading shares of the Company in the regulated market or (ii) the amount sufficient for compliance with an undertaking, arising, namely, by law, agreement or a resolution approving the issuance of securities;
- (b) **Period in which the disposal can be carried out:** within 18 (eighteen) months, as of the date of this resolution;
- (c) **Form of disposal:** subject to mandatory terms and conditions established by law, (i) the disposal of shares carried out for consideration, in any form, namely through a sale or swap, through a private negotiation or through an offer to the public, in compliance with the legally established principle of equality of shareholders, in a regulated market or outside of a regulated market, to entities appointed by the management body of the disposing company (including, namely, the financial institution with which the Company or any Subsidiary has entered into equity swap agreements or other similar financial instruments); or (ii) the transfer, in any form, resolved within, or in connection with, the proposal of allocation of profits or distribution of reserves in kind; or (iii) the disposal, in any form, to enable, or as a consequence of, compliance with an obligation arising from law, contract or issuance of securities or other instruments by the Company or Subsidiary (including, namely, agreements related to said issuance or the contractual undertaking to implement the Company's or Subsidiary's share or option allocation plan);
- (d) **Minimum price:** (i) consideration of no more than 10% (ten per cent) below the share prices for the Company's shares on the regulated market Euronext Lisbon, at the close of the market session immediately prior to the date of disposal, or (ii) the price which is determined by law, an agreement or the terms and conditions of the sale offer to the public of the Company's shares, launched by the latter or by its shareholders, or of the issuance of securities by the Company or a Subsidiary (including, namely, the issuance of securities or other convertible or exchangeable instruments, an agreement entered into concerning such issuance, conversion or swap or the contractual undertaking to implement the Company's or Subsidiaries' share or option allocation plan);
- (e) **Moment of disposal:** to be freely determined by the management body of the disposing company, taking into account any undertakings and, whenever possible, market conditions and the convenience or obligations of the disposing company, the Company or another Subsidiary, and to be carried out one or more times and in the proportions defined by said management body.

3. To approve that the Company's Board of Directors be informed, in a non-binding manner and notwithstanding its discretion to act within the framework set by the abovementioned authorisations, of the following recommendations for the acquisition and disposal of own shares, to be taken in consideration by the Board of Directors in light of the circumstances deemed relevant and without prejudice to the compliance with the applicable legal provisions:
- (a) Public disclosure, before commencing said transactions, of the contents of the abovementioned authorisations;
 - (b) Maintenance of a registry for each transaction undertaken pursuant to the abovementioned authorisations and its disclosure to the public and/or to the competent authority under the applicable legal and regulatory terms;
 - (c) Execution of the transactions in a timing, form and volume that does not interfere with the regular functioning of the market, namely avoiding their execution during sensitive times of trading (in particular, during the opening and closing of the session and during the auction phase), at times of market disruption and/or at times close to the disclosure of inside information and/or in periods of deferral of its public disclosure or in closed periods (without prejudice of the regime applicable to time scheduled programmes);
 - (d) Execution of the acquisitions for a price not exceeding the highest between the price of the last independent transaction and the price of the current independent bid of highest amount at the time of the acquisition in the trading venue on which the acquisition is carried out; and
 - (e) Limitation of the acquisitions on any trading day to 25% of the daily average trading volume in the trading venue on which the acquisition is carried out.

Lisbon, 7 March 2018

For the Board of Directors,
(Illegible signatures)"

CORPORATE BODIES

BOARD OF THE GENERAL MEETING:

Chairman:	Júlio de Lemos de Castro Caldas
Vice-Chairman:	Francisco Maria Freitas de Moraes Sarmiento Ramalho

BOARD OF DIRECTORS:

Chairman	António Sarmiento Gomes Mota
Vice-Chairman	Francisco José Queiroz de Barros de Lacerda
Members ⁽¹⁾	Dionizia Maria Ribeiro Farinha Ferreira Nuno de Carvalho Fernandes Thomaz José Manuel Baptista Fino Céline Dora Judith Abecassis-Moedas António Pedro Ferreira Vaz da Silva Francisco Maria da Costa de Sousa de Macedo Simão João Afonso Ramalho Sopas Pereira Bento Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia Maria Belén Amatriain Corbi Rafael Caldeira de Castel-Branco Valverde Guy Patrick Guimarães de Goyri Pacheco ⁽²⁾

EXECUTIVE COMMITTEE:

Chairman:	Francisco José Queiroz de Barros de Lacerda
Members:	Dionizia Maria Ribeiro Farinha Ferreira António Pedro Ferreira Vaz da Silva Francisco Maria da Costa de Sousa de Macedo Simão Guy Patrick Guimarães de Goyri Pacheco

AUDIT COMMITTEE:

Chairman:	Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia
Members:	Nuno de Carvalho Fernandes Thomaz Maria Belén Amatriain Corbi

⁽¹⁾ (i) Rui Miguel de Oliveira Horta e Costa informed his resignation as Director on 08/02/2017.

(ii) Ana Maria de Carvalho Jordão Ribeiro Monteiro de Macedo, Manuel Cabral de Abreu Castelo-Branco, Manuel Carlos de Melo Champalimaud and Diogo José Paredes Leite de Campos ceased functions as Directors on 20/04/2017.

(iii) André Manuel Pereira Gorjão de Andrade Costa ceased functions as Director (CFO) on 19/12/2017.

⁽²⁾ Co-opted by resolution of the Board of Directors of 19/12/2017 as Director (CFO) to complete the current term of office (to be ratified in this General Meeting) and replace André Manuel Pereira Gorjão de Andrade Costa.

REMUNERATION COMMITTEE:

Chairman:	João Luís Ramalho de Carvalho Talone
Members:	Rui Manuel Meireles dos Anjos Alpalhão Manuel Fernando Macedo Alves Monteiro

STATUTORY AUDITOR:

Effective Statutory Auditor:	KPMG & Associados – Sociedade de Revisores Oficiais de Contas, S.A., with registered office at Edifício Monumental, Av. Praia da Vitória, 71-A, 11 th floor, 1069-006 Lisbon, with the taxpayer no. 502 161 078, registered with the Chamber of Chartered Accountants under no. 189 and with the Portuguese Securities and Exchange Commission under no. 20161489, represented by Paulo Alexandre Martins Quintas Paixão ⁽³⁾ , married, with the citizen card no. 11220641 7ZY7, with taxpayer no. 221 186 271, registered with the Chamber of Chartered Accountants under no. 1427, whose professional address is the aforementioned.
Alternate Statutory Auditor:	Vítor Manuel da Cunha Ribeirinho, married, with the citizen card no. 08037817 OZY3, with taxpayer no. 190 517 891, registered with the Chamber of Chartered Accountants under no. 1081, with professional address in Edifício Monumental, Av. Praia da Vitória, 71-A, 11 th floor, 1069-006 Lisbon.

COMPANY SECRETARY:

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

⁽³⁾ Appointed as representative of KPMG & Associados – SROC, S.A. in replacement of Maria Cristina Santos Ferreira, the previous representative, effective as from 01/05/2017.

CORPORATE POSITIONS HELD IN OTHER COMPANIES BY MEMBERS OF THE CORPORATE BODIES

BOARD OF THE GENERAL MEETING:

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

- Júlio de Lemos de Castro Caldas (Chairman of the Board of the General Meeting):
 - *Non-Executive Member of the Board of Directors of OGMA-Indústria Aeronáutica Portugal, S.A*
 - *Chairman of the Board of Directors of SISAV-Sistema Integrado Tratamento Eliminação Resíduos, S.A.*
 - *Chairman of the Board of Directors of EGEO – Tecnologia e Ambiente, S.A.*
 - *Chairman of the General Meeting of Viniverde – Promoção e Comércio de Vinhos Verdes, S.A.*
 - *Manager of Sociedade Agrícola Faquelo, Lda.*
 - *Chairman of the Fiscal Board of Misericórdia de Arcos de Valdevez*
 - *Chairman of the Board of the General Meeting of Sodim, SGPS, S.A.*
 - *Chairman of the Board of the General Meeting of SDC – Investimentos, SGPS, S.A.*
 - *Chairman of the Board of the General Meeting of Adega Corporativa de Ponte da Barca, SCRL*
- Francisco Maria Freitas de Moraes Sarmiento Ramalho (Vice-Chairman of the Board of the General Meeting):
 - *Member of the Fiscal Board of APBA – Associação Portuguesa de Business Angels*
 - *Member of the Board of Directors of BUS – Bens de Utilidade Social, IPSS (non-profitable organisation)*

BOARD OF DIRECTORS / EXECUTIVE COMMITTEE / AUDIT COMMITTEE:

The corporate positions held in other companies by the members of these corporate bodies (and respective internal committees) are as follows:

- António Sarmiento Gomes Mota (Non-Executive Chairman of the Board of Directors and Chairman of the Corporate Governance, Evaluation and Nominating Committee):
 - *Chairman of the Selection Committee and Member of the Remuneration Committee (elected by the General Meeting) of Banco CTT, S.A.*
 - *Member of the Supervisory Board and Chairman of the Audit Committee of EDP – Energias de Portugal, S.A.*
 - *Member of the Remuneration Committee of PHAROL SGPS, S.A.*
 - *Chairman of the Portuguese Institute of Corporate Governance*
- Francisco José Queiroz de Barros de Lacerda (CEO and Vice-Chairman of the Board of Directors) ⁽¹⁾:
 - *Chairman (non-executive) of the Board of Directors, Chairman of the Remuneration Committee (elected by the General Meeting) and of the Compensation Committee (within the Board), as well as Member of the Selection Committee of Banco CTT, S.A.*
 - *Chairman of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.*
 - *Chairman of the Board of Directors and the Executive Committee of Tourline Express Mensajería, S.L.U.*
 - *Chairman of the Board of the General Meeting of Correio Expresso de Moçambique, S.A.*
 - *Non-Executive Director and member of the Audit and Compliance Committee and of the Nominating and Remuneration Committee of Endesa Energia, S.A.*
 - *Chairman of the Board of Directors of COTEC Portugal – Associação Empresarial para a Inovação*
 - *Member of the Board of Directors of Fundação Portuguesa das Comunicações (former General Council)*
 - *Member of the Remuneration Committee of Pharol, SGPS, S.A.*
 - *Member of the Supervisory Board of Cascais Yacht Club (Deputy Commodore since 2016)*

⁽¹⁾ Informed his resignation as Member of the Corporate Governance, Evaluation and Nominating Committee of CTT on 02/01/2017.

- Dionizia Maria Ribeiro Farinha Ferreira (Member of the Board of Directors and of Executive Committee):
 - Member of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.
 - Executive Member of the Board of Directors of Tourline Express Mensajería, S.L.U.
 - Chairwoman of the Board of Directors of Mailtec Comunicação, S.A.
 - Chairwoman of the Board of Directors of CTT Contacto, S.A.
 - Member of the Board of Directors of Correio Expresso de Moçambique, S.A.
 - Chairwoman of the Board of Directors of Transporta – Transportes Porta a Porta, S.A.
 - Nuno de Carvalho Fernandes Thomaz (Non-Executive Member of the Board of Directors, Member of the Audit Committee and Chairman of the Ethics Committee):
 - Chairman of the Fiscal Board of Sagasta Finance, STC, S.A.
 - Manager of I Cook – Organização de Eventos, Lda.
 - Member of the Advisory Board of Luz Saúde, S.A.
 - Member of the Advisory Committee of the Portuguese Institute of Corporate Governance
 - Chairman of the School Council of Nova School of Business and Economics
 - Vice-Chairman of the Competitiveness Forum
 - José Manuel Baptista Fino (Non-Executive Member of the Board of Directors and Member of the Corporate Governance, Evaluation and Nominating Committee):
 - Member of the Selection Committee of Banco CTT, S.A.
 - Chairman of the Board of Directors of Ramada Energias Renováveis, S.A.
 - Non-Executive Director of SDC – Investimentos, SGPS, S.A.
 - Sole Director of Dignatis – Investimentos Imobiliários e Turísticos, SGPS, S.A.
 - Chairman of the Board of Directors of Ramada Holdings SGPS, S.A.
 - Managing Partner of Nova Algodoeira, Lda.
 - Sole Director of Dorfino Imobiliário, S.A.
 - Non-Executive Director of Speciality Minerals (Portugal) Especialidades Minerais, S.A.
 - Céline Dora Judith Abecassis-Moedas (Non-Executive Member of the Board of Directors and Member of the Corporate Governance, Evaluation and Nominating Committee): ⁽²⁾
 - Non-Executive Director of José de Mello Saúde, S.A.
 - Member of the Audit Committee of Europac (Papeles y Cartones de Europa, S.A.)
 - Lead Independent Director and Chairwoman of the Nominating and Remuneration Committee of Europac (Papeles y Cartones de Europa, S.A.)
 - Non-Executive Director of Europac (Papeles y Cartones de Europa, S.A.)
- ⁽²⁾ Appointed as Member of the Corporate Governance, Evaluation and Nominating Committee of CTT in 14-02-2017, following the resignation and in replacement of Rui Miguel de Oliveira Horta e Costa.
- António Pedro Ferreira Vaz da Silva (Member of the Board of Directors and of Executive Committee):
 - Member of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.
 - Non-Executive Director of Banco CTT, S.A.
 - Francisco Maria da Costa de Sousa de Macedo Simão (Member of the Board of Directors and of Executive Committee):
 - Member of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.
 - Chairman of the Board of Directors of Escrita Inteligente, S.A.
 - Non-Executive Director of Almonda, S.A.
 - João Afonso Ramalho Sopas Pereira Bento (Non-Executive Member of the Board of Directors and Member of the Corporate Governance, Evaluation and Nominating Committee):
 - Manager of Gestmin Serviços, Unipessoal, Lda.
 - Chairman of the Board of Directors of OZ Energia, S.A.
 - Vice-Chairman of the Board of Directors and Chief Executive Officer of Gestmin, SGPS, S.A.

- *Member of the General Council of the Portuguese Institute of Corporate Governance*
 - *Member of the Strategic Council of Innovation of VdA, Vieira de Almeida*
 - *Member of the Board of Directors of COTEC Portugal – Associação Empresarial para a Inovação*
 - *President of the Quinta do Peru Golf and Country Club*
 - *Member of the Advisory Board of ANI – Agência Nacional de Inovação*
 - *Member of the Advisory Board of Universidade de Lisboa*
 - *Permanent Member of the Advisory Board of AICEP Portugal – Portuguese Trade and Foreign Investment Agency*
 - *Vice-Chairman of the Academia de Engenharia*
 - *Honorary Chairman of the ASECAP – Association of the European Talled Motorways*
- **Maria Luísa Coutinho Ferreira Leite de Castro Anacoreta Correia (Non-Executive Member of the Board of Directors and Chairman of the Audit Committee):**
 - *Chairwoman of the Fiscal Board of Centro Hospitalar S. João, EPE*
 - *Non-Executive Member of the Board of Directors of Sonaegest-Sociedade Gestora de Fundos de Investimento, S.A.*
 - *Chairwoman of the Fiscal Board of Sogrape, SGPS, S.A.*
 - *Non-Executive Member of the Board of Directors and Member of the Audit Committee of Impresa, S.A.*
 - *Member of the Management Board of Ordem dos Revisores Oficiais de Contas*
 - *Member of the Scientific Council of Associação Fiscal Portuguesa*
 - *Tax Arbitrator at the Portuguese Administrative Arbitration Centre (CAAD)*
- **Maria Belén Amatriain Corbi (Non-Executive Member of the Board of Directors and Member of the Audit Committee):**
 - *Non-Executive Member of the Board of Directors and President of the Audit Committee of PRIM, S.A.*
 - *Non-Executive Member of the Board of Directors and Member of Appointments and Remuneration Commission of Euskaltel*
 - *Non-Executive Member of the Board of Directors, Member of the Audit & Compliance Committee and Risk Committee and President of the Appointments and Remuneration Commission of Banco Evo*
 - *Non-Executive Member of the Board of Directors and Member of the Appointments and Remuneration Committee of the IC-A Instituto de Consejeros-Administradores*
- **Rafael Caldeira de Castel-Branco Valverde (Non-Executive Member of the Board of Directors and Member of the Corporate Governance, Evaluation and Nominating Committee):**
 - *Member of the Remuneration Committee (elected by the General Meeting) of Banco CTT, S.A.*
 - *Vice-Chairman (non-executive) of the Board of Directors of Banco Caixa Geral – Brasil, S.A.*
- **Guy Patrick Guimarães de Goyri Pacheco (Executive Member of the Board of Directors & CFO):**
 - *Member of the Board of Directors of CTT Expresso – Serviços Postais e Logística, S.A.*
 - *Non-Executive Member of the Board of Directors of Tourline Express Mensajería, S.L.U.*
 - *Member of the Board of Directors of New Finerge, S.A.*
 - *Member of the Board of Directors of Âncora Wind – Energia Eólica, S.A.*
 - *Member of the Board of Directors of First State Wind Energy Investments, S.A.*
 - *Member of the Board of AEM (Portuguese Issuers Association)*

REMUNERATION COMMITTEE:

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

- **João Luís Ramalho de Carvalho Talone (Chairman of the Remuneration Committee):**
 - *Chairman of the Board of Directors of Group Vendap*
 - *Member of the Board of Directors of Group ITA, Barcelona*
 - *Member of the Advisory Board of Banco de Portugal*

- *Member of the Board of Directors of Fundação Alfredo de Sousa, linked to NOVA SBE*
- **Rui Manuel Meireles dos Anjos Alpalhão (Member of the Remuneration Committee):**
 - *Chairman of the Board of Directors of Trans Three Portugal, S.A.*
 - *Member of the Board of Directors of Safeunit, S.A.*
 - *Member of the Board of Directors of Safeshare – Consultoria, S.A.*
 - *Manager of Tram 28, Lda.*
 - *Chairman of the Board of Directors of FundBox Holdings, S.G.P.S., S.A.*
 - *Member of the PSI-20 Index Committee at Euronext Lisbon*
- **Manuel Fernando Macedo Alves Monteiro (Member of the Remuneration Committee):**
 - *Chairman of the Board of Directors of SDC-Investimentos, SGPS, S.A.*
 - *Non-Executive Director of Mystic Invest, SGPS, S.A.*
 - *Non-Executive Director of CIN- Corporação Industrial do Norte, S.A.*

COMPANY SECRETARY:

The corporate positions held in other companies by the Effective Company Secretary and by the Alternate Company Secretary are as follows:

- **Maria da Graça Farinha de Carvalho e Sousa Góis (Effective Company Secretary):**
 - *Chairman of the Board of the General Meeting of Banco CTT, S.A.*
 - *Chairman of the Board of the General Meeting of Transporta – Transportes Porta a Porta, S.A.*
 - *Effective Company Secretary of CTT Expresso – Serviços Postais e Logística, S.A.*
 - *Effective Company Secretary of Tourline Express Mensajería, S.L.U.*
- **Isabel Maria Mateus Quintela (Alternate Company Secretary):**
 - *Alternate Company Secretary of CTT Expresso – Serviços Postais e Logística, S.A.*
 - *Chairman of the Board of the General Meeting of Farmácia do Carmo, S.A.*

SHARES AND VOTING RIGHTS

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

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