Decree-Law no. 49/98, of 21 September

Regulates Law no. 51/V/98, of 11 May, which creates the *Bolsa de Valores de Cabo Verde, SARL*

&

Approves the Respective Memorandum and Articles of Association

**O.B. no. 35 - I Series**

Decree-Law no. 14/2007, of 2 April

Amends articles 3 and 15 of the Memorandum and Articles of Association of the *Bolsa de Valores de Cabo Verde SARL*, approved by Decree-Law no. 49/98 of 21 September.

**O.B. no. 13 - I Series**
Decree-Law no. 49/98
of 21 September

In light of the provision in article 6 of Law no. 51/V/98, of 11 May;

In exercising the right conferred by sub-paragraph a) of no. 2 of article 216 of the Constitution, the Government decrees the following:

CHAPTER I
General provisions

Article 1
(Object)

This act regulates Law no. 51/V/98, of 11 May.

Article 2
(Share capital)

1. The share capital of the Stock Exchange is 50,000,000$00 and has been fully subscribed and paid up by the State.

2. The share capital is represented by nominative shares.

3. The shares representing the capital subscribed by the State shall be held by the Directorate General of Treasury Affairs, with the State’s ownership rights as shareholder and its representation in the general meeting being exercised by whomsoever is appointed by order of the Finance Minister.

CHAPTER II
Donations and associated rights

Article 3
(Donations)

1. Any national or foreign, public or private individuals or legal persons may make cash donations or donations that can be evaluated in terms of cash to the Stock Exchange.

2. As consideration for the donations received, said entities shall enjoy the rights laid down in the following article, in addition to the legally established tax exemptions or benefits.

3. Entities issuing securities admitted to trading that make donations under the terms of this provision shall be further exempted from the regular listing maintenance fee in relation to all listed securities issued by it, in the year in which the donation is made.
4. The donations envisaged in this provision may not be in amount of less than 100,000$00.

5. Only donations in an amount of more than 1,000,000$00 shall be granted the rights set forth in the following articles.

**Article 4**

*(Extraordinary general meetings)*

1. The Chairman of the Board of Directors shall mandatorily call an extraordinary meeting of the Board of Directors in each calendar year, which shall be attended by a representative from each of the entities that made contributions to the Stock Exchange, to be designated by said entities on a case-by-case basis.

2. The meeting shall be convened by means of a letter, accompanied by the agenda proposed by the Board of Directors, with prior notice of at least one month.

3. The agenda shall focus on the discussion and provision of information on topics of interest to the securities market in general or to the specific activity of the Stock Exchange.

4. Up to fifteen days before the date of the meeting, any of the entities who shall be participating in the meeting may ask for the inclusion on the agenda of any issues for discussion of requests for information in the scope of the topics referred to in the previous number.

5. The meetings referred to in this article do not have deliberative powers, however, the minutes shall be drawn up and shall include at least the description of the matters discussed, the points of view expressed by the stakeholders and any proposals for action made by the private entities present.

**CHAPTER III**

**Bodies, services and functioning**

**Article 5**

*(Conflict of interests)*

The members of the Stock Exchange bodies shall abstain from participating in the discussions and from voting any issue affecting or of interest to themselves, to their spouse, relatives up to the third degree of direct lineage or even up to the fourth degree of collateral lineage, or any person or entity, public or private, with whom they have a professional relationship, credit or debt.

**Article 6**

*(Resolutions of the meeting)*

While all of the Stock Exchange shares are in the possession of the State, whenever
a law or the memorandum and articles of association require a decision to be taken by the general meeting or deem it convenient to call a general meeting, it is sufficient for the State representative to set down the resolution in the company’s minute book.

Article 7

(Stock exchange sessions)

1. The stock exchange sessions shall be presided over and supervised by the Board of Directors, or by whomsoever they are delegated on.

2. The presidency and supervision powers of the stock exchange sessions shall include the following competencies:

   a) Regulating the opening and closing of the session;
   b) Maintaining order and discipline within the session’s enclosed space;
   c) Assessing the normal processing, regularity and transparency of the submission of stock orders and of the execution of operations;
   d) Conditioning or forbidding the carrying out of any transactions or cancelling trades already carried out and taking any other exceptional measures that become necessary to preserve the normal and transparent functioning of the market and the adequate formation of prices, as well as to prevent or repress the manipulation of the offer, of the demand or of the prices of securities.

Article 8

(Records)

The Stock Exchange shall keep updated records of everything related to its activity, including the following matters or documents:

   a) An individual record of listed securities issuers, mentioning the admissions, suspensions, exclusions and readmissions of all securities issued by these entities, and of all other relevant facts in order to characterise the legal position of the issuers and of the securities related to the record;
   b) The identification of the stock exchange operators authorised to carry out operations and their designated nominees;
   c) The third copies of the registration notes of the operations carried out;
   d) The third copies of the purchase or sale notes issued by the stock exchange operators;
   e) The official bulletins of the stock exchange that are published;
   f) The minutes of any special sessions held;
g) The minutes of meetings of the management companies;

h) The disciplinary sanctions applied.

**Article 9**

*(Professional secrecy)*

1. The members of the management companies, Stock Exchange staff and the persons or entities, individual or collective, public or private, which provide any permanent or occasional services, are subject to professional secrecy of any facts learnt during the pursuit of their duties or the provision of the services in question and may not disclose or use said information for their own sake or for the sake of third parties, directly or through an intermediary, for any purposes whatsoever.

2. The duty of professional secrecy shall remain in force even after the persons subject to it no longer work for the Stock Exchange.

3. The provision in the previous numbers does not forego the duty to exchange information or to communicate violations, administrative offences or crimes to the competent authorities.

**Article 10**

*(Conduct of the staff at the service of the Stock Exchange)*

1. The staff of the Stock Exchange must pursue their professional activity, both internally and in terms of their relations with any entities outside the Stock Exchange, in observance of the strictest principles of integrity, exemption, competence and diligence.

2. The staff of the Stock Exchange may not provide third parties with consultancy services within the scope of the securities market, even if said services are provided free of charge.

3. The staff of the Stock Exchange may carry out operations on any securities; however, any transactions involving securities that are not national or foreign public funds or equated securities must be communicated to the Chairman of the Board of Directors, in writing and with acknowledgement of receipt, on the business day immediately following said transactions.

4. The provision set forth in the previous number applies to operations carried out by third parties, on behalf of or in the interest of any co-worker.

5. The provision set forth in the previous numbers also applies to staff with a definite-term employment contract.

6. The violation of the provision in this article shall be considered as a disciplinary offence.
Article 11
(Chairman of the Board of Directors)

1. The Chairman of the Board of Directors is entitled to the remuneration, subsidies and social benefits that are established and periodically adjusted by the general meeting.

2. The Chairman of the Board of Directors may not:
   a) Pursue any other professional activity, public or private, even on a merely consultative basis, with the exception of the teaching activity in officially recognised teaching or vocational training establishments, and as long as these functions are carried out under conditions that have been proven not to affect the adequate performance and availability for the pursuit of the functions in the Stock Exchange;
   b) Carry out, on his/her own behalf or in the interest of third parties, directly or through an intermediary, any transactions involving securities, with the exception of operations involving national or foreign public funds or securities or other such securities.

3. The Chairman of the Board of Directors may only be exonerated on the grounds of a serious deficiency in the performance of his/her duties or prolonged personal impossibility to carry out his/her functions.

Article 12
(Members of the Board of Directors)

1. The members of the Board of Directors of the Stock Exchange may be awarded by the general meeting remuneration or a subsidy proportional to their intervention, under the terms of these Memorandum and Articles of Association.

2. The members of the Board of Directors of the Stock Exchange are prohibited from pursuing a political-partisan activity and from running for elected offices in the central or local government when exercising duties.

CHAPTER IV
Economic and financial management

Article 13
(Annual report and accounts)

As long as the total or the majority of the share capital is held by the State, the Board of Directors shall send the following documents to the Finance Minister:
   a) The duly audited report and accounts of the financial year;
   b) Any additional information necessary for a full understanding of the
company's economic and financial situation, its efficient management and its growth prospects.

**Article 14**

*(Revenue)*

1. The Stock Exchange shall collect and manage its own revenue.
2. The Stock Exchange shall have the following sources of revenue:
   a) The fees for the admission and readmission of securities to trading
   b) The periodic maintenance fee due by the issuers of listed securities
   c) The fee for carrying out stock exchange operations;
   d) The fee for the registration of stock exchange operators in the register;
   e) The revenue from the compulsory publications or other publications made in the official stock exchange bulletin;
   f) The revenue from the sale or signature of the official stock exchange bulletin and of any other studies, works or editions undertaken by the Stock Exchange;
   g) The revenue from activities related to the disclosure, promotion or training carried out by the Stock Exchange;
   h) The revenue from the sale of any nature of promotional products or articles;
   i) The product of the sale or assignment of goods or rights forming part of the assets;
   j) The income resulting from the financial application of its resources;
   l) Any bestowals made in its favour in the State’s general budget;
   m) Any contributions granted to it by any entities;
   n) Any other revenue resulting from activities included in its object or assigned to it by law.
3. The Stock Exchange’s resources may be used to generate returns in any manner permitted by law, with the exception of the application in securities that are not national or foreign securities or other securities.

**Article 15**

*(Expenditure)*

The Stock Exchange shall have the following expenses:

a) Expenses with remuneration, bonuses, subsidies, social benefits and other staff expenses;
b) Expenses related to the purchase, improvement, maintenance and repair of any equipment or immovable property, as well as everyday office supplies;

c) Any other expenses to be incurred by the stock exchange with the aim of pursuing its duties and competencies.

CHAPTER V
Disciplinary regime

Article 16

(Disciplinary jurisdiction in the Stock Exchange)

1. The following persons are subject to the disciplinary powers of the Stock Exchange:

a) The stock exchange operators, in regard to their general obligations as financial intermediaries and particularly as intermediaries authorised to carry out stock exchange operations;

b) The board members, managers, directors and other employees or representatives of the stock exchange operators, for the obligations to which they are subject as a result of the activity they pursue in the stock exchange or which is directly related to it;

c) The employees of the stock exchange, for the obligations associated to their duties;

d) All of the persons who at all times find themselves on the premises of the stock exchange, in observance of the standards which regulate their permanence on said premises, and the order and discipline that must be maintained while on the premises.

2. The Board of Directors is responsible for establishing, judging and deciding on the disciplinary processes regarding violations committed by the stock exchange operators, by their board members, managers, directors or other employees and represented authorised to pursue activities in the stock exchange, and by the Stock Exchange staff.

Article 17

(Disciplinary offence)

The violation, by the persons and bodies mentioned in the previous article, of the obligations and standards in said article shall be considered a disciplinary offence, punishable under the terms of the following articles, without prejudice to liability for crimes and other administrative infractions where the facts making up said violation simultaneously make the offender liable, or to his/her public liability for the damages caused to the Stock Exchange or to third parties.
Article 18

(Confluence of disciplinary offence and administrative offence or crime)

1. Liability to disciplinary action is independent from public liability and liability for crimes and other infractions of an administrative nature.

2. When the violation is also an administrative offence or public crime, the Board of Directors is obliged to inform the competent authorities thereof immediately to start the corresponding proceedings.

3. Shall there be a confluence of a disciplinary offence with an administrative offence, falling under the jurisdiction the Banco de Cabo Verde, or with a criminal offence, the Board of Directors may, if it deems that this is compatible with the suitable and timeous defence of the interests in question, suspend the disciplinary process until the administrative offence process or the criminal process has been decided upon.

Article 19

(Disciplinary liability of stock exchange operators and their representatives)

1. On behalf of the board members, managers, directors, any other employees and accredited representatives, stock exchange operators are required:

   a) To observe, in all of the activities they pursue in the stock exchange or related to it, the provisions of the Securities Market Code and its regulations, as well as the general and special legislation by which they are governed and the ethical standards to which they are subject professionally;

   b) To comply with all other regulatory standards and operational rules of the stock exchange, as well as, when applicable, the standards of the same nature, and, where appropriate, the specific legal and regulatory provisions of any autonomous legal entities that are entrusted with services of the responsibility or interest of the Stock Exchange, such as systems for the negotiation, clearing and settlement of operations, for the registration and control of securities or others of a similar nature;

   c) To strictly observe the resolutions of the Stock Exchange bodies that are established or related to the special obligations of stock exchange operators and to the standards applicable to their activities;

   d) To observe the resolutions of the Stock Exchange bodies that are directly and individually related to them, as well as the resolutions of the Stock Exchange staff, within the scope of the respective competencies;

   e) To ensure the good functioning of the stock exchange, the lawfulness, regularity and transparency of the transactions carried out on it, the adequacy of the prices that are formed on it and its prestige and credibility vis-à-vis the issuers, investors and public in general, and whatever else depends on it;
f) To supply the Board of Directors with the requested information, provided that both the request and the answer are put in writing, when said information is legally subject to professional secrecy;


g) To allow the Board of Directors or any other person designated by the Board to examine their operations and accounting books and records or any other documents related to the activities they pursue in the stock exchange or other related activities.

2. The board members, managers, directors or any other employees or representatives of the stock exchange operators authorised to pursue, on behalf of said operators, on either a permanent or transitory basis, any stock exchange activity, shall be personally subject vis-à-vis the Stock Exchange to all of the obligations referred to in the previous number that are related to said activity, and to the disciplinary jurisdiction of the Stock Exchange for the respective non-compliance.

3. The compliance with the resolutions of the bodies of the Stock Exchange and with the determinations of the respective employees does not prejudice the right of stock exchange operators and their representatives in the stock exchange to subsequently protest against said resolutions and determinations, to appeal against them, when appeal is permitted, or, where appropriate, to oppose them by other suitable legal means.

Art. 20
(Disciplinary liability of the Stock Exchange staff)

The legal provisions regarding individual employment contracts shall apply to the disciplinary liability of the Stock Exchange staff.

Art. 21
(Disciplinary action against the public)

The regime applicable to persons in general who at all times are located on the premises of the stock exchange is set forth in the provisions applicable to the Securities Market Code.

Art. 22
(Sanctions applicable to stock exchange operators and their representatives)

The violation of the obligations of stock exchange operators and of their board members, managers, directors or any other employees or representatives is punishable, depending of their seriousness and circumstances, with the disciplinary sanctions listed below, applicable to the stock exchange operator or to the person who committed the violation, or to both, depending on the responsibility of each one:

a) A warning;
b) Temporary suspension of up to two years or the definitive exclusion from any stock exchange activity of the board member, manager, director or other representative or employee of the stock exchange operator who committed the violation;

c) Suspension of up to two years of the stock exchange operator.

Article 23

(Disciplinary regime of the members of the Board of Directors)

The members of the Board of Directors are subject to the disciplinary authority of the Finance Minister, under the conditions to be regulated by Ministerial order.

Article 24

(Process)

All of the acts practised or procedures to be observed in the establishment, preparation and judgement of the disciplinary processes must observe general law.

Article 25

(Publication)

1. The disciplinary sanctions for suspension and definitive exclusion shall be published in the stock exchange official bulletin.

2. The publications referred to in the previous number shall be made:

a) After the time limit for the exercise of a legal remedy has elapsed, shall said remedy not be exercised;

b) If a legal remedy is exercised, after it has been decided on and in the event of the sanction being confirmed.

CHAPTER VI

Installation regime

Article 26

(Installation regime and special Stock Exchange sessions)

1. The Board of Directors of the Stock Exchange may organise special stock exchange sessions and may receive, analyse and decide upon requests for admission to trading.

2. Up to the election of the Board of Directors, the installation of the Stock Exchange is directed and oriented by the Capital Market’s Steering Committee.

3. A technical and administrative support structure, whose staff members shall be requisitioned or recruited through an individual employment contract, shall depend directly on the Commission referred to in the previous number.
4. Government workers or the employees of public companies and of companies with public capital may work for the Stock Exchange on a requisition basis.

5. The length of service rendered pursuant to numbers 3 and 4 above shall, to all effects and purposes, be considered as having been rendered in the place of origin of the requisitioned government worker or employee.

6. The Capital Market’s Steering Committee shall be automatically suppressed with the election of the Board of Directors of the Stock Exchange.

7. The installation period shall take into account the following acts:
   a) Promoting the installation of the Stock Exchange in a suitable building;
   b) Purchasing the necessary equipment and furniture;
   c) Recruiting companies or experts to carry out specific jobs;
   d) All other acts and measures that are deemed necessary in order to provide the Stock Exchange with suitable mechanisms for the pursuit of its object.

8. During the installation period, the Stock Exchange shall collect its revenues and bear its expenses, under the legal and regulatory terms, and shall ensure its economic, financial and asset management.

CHAPTER VII
Final and transitory provisions

Article 27

(Control and supervision of the stock exchange operators and their representatives)

1. Without prejudice to the competencies legally assigned to the Banco de Cabo Verde, the Board of Directors shall control and supervise the activity of the stock exchange operators and respective board members, managers, directors and any other employees or representatives acting in it, with a view to ensuring and checking the adequate enforcement of their obligations.

2. For the purposes of the preceding number, the Board of Directors may, when it considers it vital, order the examination of the operating records and books, accounting records and books or any other documents related to the activities in the stock exchange or other related activities, request any additional information that proves vital and interrogate the board members, managers, directors and other employees operating in the stock exchange.

3. The inspections foreseen in the previous number and the results thereof shall
be confidential and may not be disclosed to any persons inside or outside the Stock Exchange by the Board of Directors or co-workers of the Stock Exchange who take part in them.

4. If the information obtained in terms of this article indicates or proves the practice of any violation, the Board of Directors must order the establishment of the respective disciplinary process based on this information.

**Article 28**  
(Exemptions)

1. The Stock Exchange shall be totally exempt from the payment of fees and other legal impositions that are due as a result of the incorporation of the company.

2. This order is sufficient basis for the confirmation of the capital, of the assets and for all legal effects and purposes, including registration purposes; any acts necessary for the regulation must be performed by the competent services without the payment of fees or charges and be based on a simple written communication by the Chairman of the Capital Market’s Steering Committee or by two members of the Board of Directors of the Stock Exchange.

**Article 29**  
(Memorandum and Articles of Association)

1. The Memorandum and Articles of Association of the Stock Exchange, which form an integral part of this order and are signed in annex by the Finance Minister, are hereby approved.

2. The memorandum and articles of association referred to in number 1 of this article do not need to be converted to a public deed and the commercial registration can be made with basis on the official bulletin in which they were published.

**Article 30**  
(Entry into force)

This order shall become immediately effective.

Seen and approved in the Council of Ministers Carlos Veiga. - José Ulisses Correia Silva.

Promulgated on 14 of September.

Hereby published

The President of the Republic, ANTÓNIO MASCARENHAS Gomes Monteiro

Countersigned on 14 September.

The Prime Minister, Carlos Veiga.
Bye-Laws of Bolsa de Valores de Cabo Verde, S.A.R.L

CHAPTER I
General provisions

Article 1
(Denomination and logotype)
1. The Cape Verde Stock Exchange, hereinafter briefly referred to as Stock Exchange, is a joint-stock company with exclusively public capital that adopts the name Bolsa de Valores de Cabo Verde, S.A.R.L.

2. The Stock Exchange shall use its own logotype.

3. The Stock Exchange may also adopt the abbreviated denomination of BVC, which, together with the logotype, shall be mentioned in all correspondence, publications and in all of its external activity in general.

Article 2
(Headquarters and Representation)
1. The Stock Exchange has its headquarters in the city of Praia but it may set up other branches, delegations or any other type of representation in any location of the national territory or outside it.

2. The General Meeting may at any time decide to change the location of the headquarters of the Stock Exchange, within the national territory.

Article 3
(Object)
The purpose of the Stock Exchange is to carry out securities operations under the terms defined by law.

Article 4
(Share capital)
1. The share capital of the Stock Exchange is 50,000,000$00, divided into 50,000 shares of 1,000$00 each, and is fully subscribed and paid up by the State.

2. The share capital is represented by nominative shares.

3. The share capital shall be increased by decision of the general meeting.

Article 5
(Duration)
The duration of the company shall be for an indefinite period of time.
CHAPTER II
Stock exchange bodies

SECTION I
General provisions

Article 6
(Management companies)

The Stock Exchange has the following management companies:

a) The General Meeting;
b) The Board of Directors.

Article 7
(Minutes)

After all meetings of the bodies of the Stock Exchange, minutes shall be drawn up with at least a description of the items discussed and the decisions taken.

Article 8
(Supervision)

The supervision duties shall be assigned to auditing companies of recognised competence.

SECTION II
General Meeting

Article 9
(Composition)

1. The general meeting is made up of the shareholders with voting rights.

2. Every 100 shares correspond to 1 vote in the general meeting.

3. Shareholders holding a number of shares below the amount defined in the previous number may form a group, with one of the group members representing the group as a whole, so as to make up the number necessary to exercise the voting right.

4. Any shareholder with voting rights may be represented in the General Meeting by another shareholder with voting rights through a simple letter addressed to the Chair of the general meeting, who shall assess the authenticity of said letter.

5. The State shall be represented in the general meeting by the persons designated by order of the Finance Minister.

6. The members of the Board of Directors may participate in the agenda of the general meeting, without voting rights.
Article 10
(Chair of the General Meeting)

The chair of the general meeting shall be made up of a chairman, a vice-chairman and a secretary, elected among the shareholders or other persons whose absence shall be compensated for pursuant to the law.

Article 11
(Meetings)

The general meeting shall meet ordinarily at least once a year and extraordinarily whenever the Board of Directors deems it necessary, or when requested by the State shareholder.

Article 12
(Duties)

The general meeting shall be responsible for:

a) Assessing the report by the Board of Directors, discussing and voting the balance sheet and accounts and deciding upon the application of the results;

b) Defining general policies regarding the company’s activity;

c) Electing the General Meeting, the members of the Board of Directors and the Chairman of the Board of Directors;

d) Deliberating on any amendments to the memorandum and articles of association;

e) Deliberating on the remuneration of the Chairman and other members of the Board of Directors;

f) Approving the issuance of bonds;

g) Deliberating on the purchase and resale of shares holdings;

h) Authorising the purchase and resale of real-estate;

i) Deal with any other matter for which the meeting was called.

SECTION III
Board of Directors

Article 13
(Composition)

1. The Board of Directors shall be made up of three or five board members, depending on the decision of the General Meeting.
2. The Chairman of the Board of Directors and the other board members shall be elected by the General Meeting.

**Article 14**

*(Term of office)*

The Chairman of the Board of Directors shall be elected for a four-year term of office, renewable one or more times, and the other board members shall be elected for a two-year term of office, also renewable one or more times.

**Article 15**

*(Substitution)*

Shall any member of a Stock Exchange body renounce their term of office or be prevented from exercising it for more than three months, they shall be replaced by whosoever is designated to this effect.

**Article 16**

*(Duties)*

1. The Board of Directors shall be responsible for:

a) Adopting all of the necessary measures for the good functioning of the Stock Exchange, with a view to safeguarding the public interest and protecting investors’ interests;

b) Proposing to the *Banco de Cabo Verde* or to the Finance Minister, according to the respective duties, the measures that it deems necessary to fulfil the purpose of the Stock Exchange or to promote the expansion and adequate functioning of the securities market in general, or the quality of the financial intermediation services provided therein;

c) Ensuring the adequate functioning of the trading, clearing and settlement systems;

d) Supervising the operations;

e) Ensuring the provision of information regarding the operations carried out and promoting the publication of the stock exchange’s official bulletin;

f) Drawing up the annual budget, any amendments made thereto, as well as any supplementary budgets;

g) Drawing up the accountability documents of each financial year;

h) Publishing, by 31 April of each year, the Stock Exchange’s annual activity report in regard to the previous year, which shall mandatorily include the annual report and accounts;

i) Purchasing, reselling, leasing, renting, lending, whether free or not, any
equipment or real-estate, or rights, desirable for the pursuit of the purpose of the Stock Exchange;

j) Exercising the disciplinary authority of the Stock Exchange;

l) Performing all of the other duties assigned to it by the applicable securities legislation and regulation.

2. The Board of Directors may directly ask any of the State services and public institutes or companies for the information necessary for the performance of its duties and for the pursuit of the purpose of the Stock Exchange.

Article 17
(Duties of the Chairman and of the Vice-Chairman)

1. The Chairman of the Board of Directors shall be responsible for:
   a) Representing the Stock Exchange in or out of court;
   b) Presiding over the meetings of the Board of Directors;
   c) Organising and directing the services of the Stock Exchange.

2. The Vice-Chairman of the Board of Directors shall be responsible for assisting the Chairman in exercising his/her duties and for substituting him/her during any absences or impediments.

Article 18
(Functioning)

1. The Board of Directors shall meet ordinarily and extraordinarily.

2. The ordinary meetings shall take place on a monthly basis on the day and at the time defined by the Board.

3. The extraordinary meetings shall take place whenever they are convened by the Chairman, on his/her own initiative or by indication of at least three of the Board members.

4. The meetings may only take place with the presence of three of the Board members, one of which is the Chairman or the Vice-Chairman.

5. Whenever a unanimous decision is not reached in regard to any of the deliberations, said deliberations shall be taken by the majority vote of the members present, with the Chairman having a casting vote in the event of a tie.

6. The Board of Directors may deliberate in writing, independently of a meeting, as long as there is consensus.
Article 19  
(Urgent decisions)

1. When urgent decisions or measures need to be taken that cannot wait for the convening and holding of an extraordinary meeting of the Board, under penalty of prejudicing the public interest, the interests of the Stock Exchange, of the investors, of the issuers or of the market in general, the Chairman of the Board of Directors may take the measure or decision, informing the Board of said fact in the subsequent meeting, namely describing the nature of the matter or occurrence, or the circumstances leading to the immediate resolution and the measures taken.

2. The decisions or measures of the Chairman of the Board of Directors taken pursuant to the previous number shall be subject to rectification by the Board of Directors in the subsequent meeting.

CHAPTER II  
Final provisions  
Article 20  
(Engagement of the company)

1. The company shall bind itself:
   a) By the signature of the Chairman of the Board of Directors and of another board member;
   b) By the signature of the appointed nominees, within the scope of the corresponding mandate.

2. In routine matters, the signature of just one of the members of the Board shall suffice.

3. The Board of Directors may decide, pursuant to law, that certain company documents be signed by mechanical processes or with a rubber stamp.

Article 21  
(Profit and loss account for the financial year)

The profit and loss account for the financial year shall be allocated in compliance with the law and as determined by the general meeting.

The Minister of Finance, José Ulisses Correia Silva.