REGULATION NO. 5/2013 OF THE AGMVM

MEANS OF INFORMATION DISCLOSURE

Information disclosure duties play a crucial role in the capital market in terms of investor protection, favour the disciplining effect of the capital market and serve to prevent irregularities and unlawful acts. In this sense, the new Securities Market Code set forth new rules on information and transparency, seeking to meet the criteria of highest demand.

One of the novelties in informational terms lies in the constitution of the duty to disclose qualifying holdings. The ownership of the qualifying holdings of public companies assumes relevant external projection. Thus, under No. 1 of Article 90, the Code establishes mandatory disclosure by the investee company of all information received under Article 87 of the Code relating to qualifying holdings.

The Code also introduces, in accordance with Article 134 thereof, the duty of immediate disclosure of inside information by issuers that have securities admitted to trading or that have requested admission to trading. The concept of inside information is defined in the Code as any information that directly concerns issuers or the securities issued by them, which has a precise nature, which has not been made public and which, if it were made public, would be likely to significantly influence the price of these securities or of the underlying instruments or related derivatives. The duty of disclosure of inside information is the paradigm of the duties of disclosing information to the market, either by their direct connection to the regular setting of prices in the market, or by the immediateness of the compliance with these duties, in order to promote informed investment decisions without time discontinuities. A reasonable investor bases its investment decision on the information available to it, that is, on the information available before making investment decisions.
In terms of public offerings, it is anticipated that in the case of an unexpected and substantial change of circumstances which, in a manner known to the recipients, served as the basis to their decision to launch the offering, exceeding the risks inherent to these, the offeror can within a reasonable period of time and upon authorisation of the AGMVM modify the offering or revoke it. Considering the expectations created in the meantime, this revocation shall be disclosed immediately so as to minimise any consequences thereof. Should a prospectus have been drawn up, the revocation shall be made by the same means used to publicise it; however, should its drawing up not be required, the means of disclosure of the prospectus shall be provided for.

It is thus clear that the legislature was concerned with ensuring that the relevant information is promptly disclosed to the market. However, proper investor protection justifies the existence not only of timely disclosures but also requires the guarantee that this information is accessible, thus allowing equal access to it. The regulation of the duty to disclose information to the market allows the reduction of situations of asymmetric information between the issuer and the investor.

The AGMVM shall be responsible for foreseeing the means of disclosure of this information by regulation. Even if the information to be disclosed is of a different nature, it was common concern of the legislature to make sure that the information be disclosed immediately or as soon as possible. A joint regulation of the means of disclosure of this information is therefore justified.

Thus, under No. 5 of Article 90, No. 6 of Article 134 and No. 2 of Article 202 of the Securities Market Code, the AGMVM determines the following:

**Article 1**

**(Scope)**

This Regulation lays down the means of disclosure of the information referred to in No. 5 of Article 90, No. 6 of Article 134 and No. 2 of Article 202 of the Securities Market Code.
Article 2

(General means of disclosure)

1. The information to be disclosed shall be:
   a) submitted to the AGMVM's information disclosure system provided for in Article 27 of the Securities Market Code;
   b) disclosed so as to allow all investors fast access, within the deadlines especially provided for, and at no specific costs to such information on a non-discriminatory basis;
   c) placed and maintained on the issuer's website for one year and shall be accessible separately from non-mandatory information, namely of an advertising nature.

2. For the purposes of subparagraph b) above, it is understood that the entities shall:
   a) convey the information in unedited full text;
   b) ensure that the information disclosure is made by a safe medium that minimises the risk of data corruption and unauthorised access and that ensures the authenticity of the information source;
   c) ensure the safety of receipt by the prompt correction of any failure or interruption in the disclosure of the information;
   d) ensure that the information disclosed is identifiable as information required by law and that allows a clear identification of the issuer, of the purpose of the information and of the date and time of disclosure;
   e) report to the AGMVM, on request, the name of the person disclosing the information, data relating to the validation of the security mechanisms employed, the date, time and medium on which the information was disclosed and, if applicable, data relating to the embargo against the disclosure of information.

3. The disclosure of information in the AGMVM's information disclosure system shall be made at a time not later than its disclosure by other means.

4. Any changes or corrections to the information disclosed shall be disclosed by the same means and under the same terms of the information to be changed or
rectified.

Article 3

(Entry into force)

This Regulation shall enter into force on the day following its publication in the Official Bulletin.