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NOVABASE SGPS S.A.

INFORMATION DOCUMENT ON THE SHARE CAPITAL INCREASE FOR THE ISSUE OF NEW NOVABASE– SOCIEDADE GESTORA DE PARTICIPAÇÕES SOCIAIS, S.A SHARES TO BE ALLOTTED TO SHAREHOLDERS WISHING TO RECEIVE DIVIDENDS IN KIND

Information document according to Article 1(4)(h) and (5)(g) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017

I. INFORMATION ON THE FEATURES OF THE ALLOTMENT OF SHARES AS DIVIDENDS IN KIND TO NOVABASE SHAREHOLDERS

1. Shareholders' resolution to pay out cash dividends with an alternative in shares to be issued through a share capital increase by new cash contributions.

In the 2024 financial year, NOVABASE, SGPS, S.A. ("**Novabase**" or "**Company**") presented, as shown in the 2024 Annual Report, an individual net profit of €51,963,653.60 (fifty-one million, nine hundred and sixty-three thousand, six hundred and fifty-three euros and sixty cents).

Novabase's shareholders resolved at the General Meeting held on 22 May 2025 that the net profit of the year should be allocated to dividends in the amount of €48,278,972.70 (forty-eight million, two hundred and seventy-eight thousand, nine hundred and seventy-two euros and seventy cents), so as to award a gross dividend per share of €1.35 (one euro and thirty five cents), considering the total number of shares issued.

It was also resolved that each shareholder may, at their sole option, receive all or part of the dividend set out in the previous paragraph in new shares of the same class ("**New Shares**") to be issued by the Company as part of a share capital increase to be carried out for this purpose, as proposed under Item Three on the Annual General Meeting's Agenda.

Shareholders failing to exercise this option will receive their dividends in cash.

2. Justification for the allotment of New Shares

Novabase's standard remuneration practice is to pay out cash dividends. However, in the year of 2024, in order to relax the remuneration structure, the shareholders passed the Board of Directors' proposal to pay out dividends in cash with an alternative in kind, by choice of the shareholders, by issuing of new shares of the same category of the previously existing ones. The Board of Directors considers that the results of this measure to relax the remuneration structure was quite positive, having therefore also proposed its adoption this year, which was approved by the General Assembly on May 12, 2025.

The proposed allotment of New Shares seeks to relax the payout of the dividend, bringing it in line with the different expectations of the shareholders, and it is an opportunity to reinforce the capitalization of Novabase by allocating the amount of the paid-out dividend to a share capital increase.

On the one hand, this meets the expectations of those shareholders who consider their level of investment to be appropriate and prefer to receive their remuneration in cash, and of those who want to contribute to the capitalization of the Company and increase their shareholding.

On the other hand, the Company is capitalized by transforming net financial flows to shareholders, in the form of dividends, into equity, in line with tax incentives for the capitalization of companies, with a possible deduction from taxable profit, provided that the formalities required to implement this regime are complied with.

Shareholders who do not exercise the option to receive New Shares in the share capital increase and receive the dividend in cash may, however, run the risk having their shareholding diluted. In other words, the percentage of their stake in Novabase's share capital may decrease as a result of the issue of New Shares which the other shareholders choose to subscribe.

3. Exercising the option to be paid out the dividend in New Shares through the shareholder's financial intermediary

Shareholders electing to receive their dividend in New Shares must express this intention to a financial intermediary authorized for this purpose, from 08:30 a.m. on 9 June 2025 to (including) 3:00 p.m. on 20 June 2025, so that the latter can register and fulfill the subscription order for the share capital increase required for the allotment of the New Shares.

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This of the essence and must be considered by the New Shares allotment beneficiaries: the claim for the dividend in New Shares is not automatic, unlike the claim for the dividend in cash. Shareholders are required to exercise their option and subscribe for the New Shares through a financial intermediary authorized for this purpose.

Shareholders may enquire with their financial intermediary(ies) as to the relevant channels for the effect of placing subscription order(s).

By opting to receive the dividend totally or partially in New Shares by subscribing for the share capital increase, shareholders will be debited by the intermediary(ies) with whom they hold their account(s), in an amount in cash corresponding to all or part, as applicable, of the dividend paid out by Novabase, plus any amount required, considering the size of the subscription order, for the financial intermediary(ies) to withhold the income tax applicable and to pay any fees applicable to the subscription and any taxes levied thereon.

Shareholders should therefore be aware of the constraints of the tax regime applicable to them (*see IV below, Tax Regime*) and seek specialized tax advice, if necessary, as well as find out from their financial intermediary about any fees they may be charged and any taxes levied on those fees.

It should be noted that financial intermediaries may not be under any obligation to implement the shareholder's option to receive all or part of the dividend in New Shares, if their account is not funded to make the debits referred to in the preceding paragraphs on the date on which they express their option to receive the dividend in New Shares to their financial intermediary.

4. Subscription of New Shares subject to Novabase crediting the dividend

According to the schedule below in *II*, Novabase will credit shareholders with the total amount of the cash dividend on 23 June 2025, through Banco BPI S.A. ("**Paying Agent**"). Financial settlement of the subscription for the New Shares (i.e., payment of the subscription), for those who have opted for the total or partial payout of the dividend in New Shares, will take place on 23 June 2025.

Should shareholders have opted, within the period established for this purpose, from 8:30 a.m. on 9 June 2025 to 3:00 p.m. on 20 June 2025, for the total or partial payout of the dividend in New Shares, all or part of the amount of the dividend in cash credited by Novabase, required to make the relevant subscription, will be escrowed, if the financial intermediary has not previously made such an escrow, and debited by the financial intermediary with whom the shareholder holds their account.

The subscription of New Shares by financial intermediaries to materialize the payout of the dividend in kind, will therefore be subject to (i) Novabase supplying the shareholder, through the Paying Agent, with the amount of the dividend in cash required to subscribe the New Shares, that can be escrowed for such purpose after withholding any income tax applicable, and (ii) funding the shareholder's bank account, held with the financial intermediary, to debit any additional amount required to pay any other fees and taxes payable.

5. Amount of the share capital increase for the subscription of the New Shares

The New Shares will be issued at a nominal value of €0.03 per share. The nominal value plus the premium will make up the subscription price (*see I.6 below*).

The share capital increase resolved by the Company's shareholders, regarding the issue of the New Shares, plus the premium, is capped at €48,278,972.70 (forty eight million, two-hundred and seventy eight thousand, nine hundred and seventy two euros and seventy cents), which correspond to the total amount of the gross dividend to be paid out to the shareholders.

The share capital increase will be effective even in the event of an incomplete subscription. Consequently, if the value of the New Shares subscribed does not exceed the maximum amount of the share capital increase resolved, the latter will be effective relative to the subscriptions collected.

The maximum number of New Shares to be issued is 9,179,908 (nine million, one hundred and seventy nine thousand, nine hundred and eight).

6. New Shares’ subscription price

The subscription price of the New Shares is €5,2592 per share and corresponds to the weighted average price of the Company’s shares traded on the Euronext Lisbon regulated market in the stock exchange sessions held in the 180 days prior to 29 April (i.e., between 29 October 2024 and 29 April 2025), less the gross declared dividend of €1.35 per share.

7. Shareholders allotted New Shares

Shareholders whose number of Novabase shares held on the registration date, which is deemed to be 11:59 p.m. on 6 June 2025, ("**ADR**", for the purposes of applying the formula in the following paragraph), multiplied by the gross declared dividend per share of € 1.35 ("**DD**", for the purposes of applying the formula in the following paragraph), allow for the subscription of at least one New Share in the share capital increase, may opt to receive dividends in New Shares at a subscription price of €5,2592 ("**PS**", for the purposes of applying the formula in the following paragraph).

Considering that the number of shares to be allotted will be rounded down and the remainder of the dividend paid out in cash, shareholders electing to be allotted New Shares must hold on the registration date at least 4 Novabase shares in order to be allotted one New Share.

8. Allotment of New Shares (formulae and examples)

Each shareholder may only participate in the share capital increase with the amount of the dividend payout to which they are entitled, according to their shareholding in the Company's share capital.

The right to subscribe for the New Shares will be detached, for purely operational reasons, and is not tradable or transferable, so shareholders can neither acquire nor dispose of subscription rights. The allotment of New Shares is a way of receiving the dividend in kind and not a public offer of shares. Each share will vest a right and each right will allow for the subscription of 0.256693033 New Shares.

The allotment of New Shares (“***X***”) is based on the formula $X = \frac{(DD*ADR)}{PS}$.

The number of New Shares to be allotted to shareholders who exercised such option shall be rounded down, as already mentioned.

Consequently, a shareholder holding 1000 shares as of the registration date may receive 256 New Shares.

Note that this example is based on a full option to apply DD to the allotment of New Shares and does not consider the income withholding tax and any applicable fees.

Assuming, by way of example, an income withholding tax of 28 per cent, and applying the formula $X = \frac{[[DD*(1-0,28)]*ADR]}{PS}$, a shareholder holding 1,000 shares on the registration date and wishing to invest only his dividend net of tax in the subscription of New Shares, would receive 184 New Shares.

So, by way of example, a shareholder wishing to use the 28 per cent withholding tax portion of the cash dividend should (not including fees and taxes levied on them) allocate only 72 per cent of the amount credited to them in cash to the subscription of the New Shares.

9. Removal of pre-emption rights

The share capital increase for the issue of the New Shares is reserved exclusively for the shareholders, in proportion to their shareholding and their share of the total amount of the dividends to be paid out, insofar as this is a distribution of dividends in kind, to which only the Company's shareholders are entitled. The position of the shareholders is thus protected, regardless of whether they hold pre-emption rights to subscribe for the share capital increase.

Furthermore, shareholders' pre-emption rights have legal implications that are not in line with the payout of dividends in kind. On the one hand, pre-emption rights can be traded and sold to non-shareholders, while dividend payouts are only intended for shareholders.

On the other hand, the pre-emption right would give shareholders who wish to do so the possibility of subscribing for additional share capital not subscribed for by the other shareholders. But such a possibility clashes with the distribution of dividends in kind, which is capped at the amount of the dividend paid out to each shareholder according to the number of shares they hold on the registration date.

Novabase shareholders therefore resolved at the General Meeting to remove the pre-emption right, in accordance with the company's interest in proceeding with the operation to pay out dividends in kind.

10. No transferability of subscription rights to the share capital increase

For operational reasons, the allotment of the New Shares must derive from the shareholders exercising their subscription rights, which will be detached from the shares they hold and credited to their account (*See below II, Procedure and Schedule*).

As this is a payout of dividends in kind, and as already mentioned, the subscription rights will not be admitted to trading on the Euronext Lisbon regulated market, where the Company's shares are admitted to trading.

Subscription rights will not be tradable on or off the market, nor transferable so that there is no error in identifying the shareholders eligible to receive the dividend in New Shares.

The operational procedures to be implemented by the Company and the Paying Agent require checking the entitlement of shareholders opting to receive dividends in kind by reference to the registration date (i.e., 11:59 p.m. on 6 June 2025). For operational reasons and notwithstanding the possibility of placing subscription orders by (and including) 20 June 2025 by those who hold shares on the registration date, the registration date shall be 6 June 2025. The right to a dividend in kind is therefore determined by ownership of Company shares on the registration date, namely 6 June 2025, and not by ownership of subscription rights to the share capital increase.

The exercise of the option to receive in kind by a person who, without being entitled to do so, may have acquired rights is not enforceable against the Company, leading to the cancellation of the relevant subscriptions. Despite its best efforts, controls implemented by the Paying Agent do not ensure that all subscriptions are legitimate.

Financial intermediaries must therefore, in accordance with Article 325(a) of the Portuguese Securities Code, check the entitlement of the originator to subscribe for the New Shares and refrain from making any separate illegitimate transfers of subscription rights.

Despite the controls implemented, Novabase and the Paying Agent disclaim any liability for the consequences for subscribers or third parties of any illegitimate exercise of subscription rights by anyone who is not a shareholder on the registration date.

Shareholders are also advised, for operational reasons, to refrain from transferring the detached rights to accounts held by them with another financial institution, to reinforce the effectiveness of the monitoring procedures set up to ensure that shareholders' entitlement to receive the dividend in New Shares is checked and to avoid subscription cancellations by financial intermediaries resulting either from inconsistencies in shareholder positions checked on the registration date, or from discrepancies between the financial intermediary that will be credited for the dividend in kind and the financial intermediary with whom the rights to exercise the option for payment in New Shares are registered.

II. NEW SHARES’ ALLOTMENT PROCEDURE AND PROCEDURE SCHEDULE

The payout of dividends and the share capital increase will be processed through the *Sistema Centralizado de Valores Mobiliários* (Centralised Securities System) managed by Euronext Securities Porto (Interbolsa) and its associated financial intermediaries, with the intervention of the Paying Agent Given the specificities of processing the payout of cash dividends with an alternative in New Shares, shareholders are strongly advised to consult the estimated schedule below and the sequence of relevant events, including the period set for subscribing for the New Shares.

The issue of the New Shares and their admission to the Euronext Lisbon regulated market is of course subject to the prior registration of the share capital increase with the Commercial Registry Office, which is why the date on the schedule below is tentative.

The schedule shows both arms of the dividend payout operation in cash and in New Shares. The fact that the cash distribution procedure is automatic, unlike the allotment of New Shares, which is subject to the shareholder's initiative to exercise the right to be allotted New Shares, and the fact that there is a bank holiday and two local holidays during this period (10th, 13th and 24th June 2025), will lead to a gap of a few days between the cash credit to all shareholders and the allotment of New Shares to those who have opted to subscribe, in order to allow all those interested to participate in the procedure in an informed manner.

Schedule

The issue of the New Shares and their admission to the Euronext Lisbon regulated market is of course subject to the prior registration of the share capital increase with the Commercial Registry Office, which is why some of the dates below are tentative. The dates to complete the proceedings to cancel improper subscriptions/provisional registrations and reversing the relevant cash debit are also indicative in view of the inherent procedures.

DATE	PAYOUT OF CASH DIVIDENDS	ALLOTMENT OF SHARES/SHARE CAPITAL INCREASE
22 May 2025	• General Meeting • Publication of the information document on the CMVM and Novabase websites and of any additional information required for the purposes of Article 7(1)(b) of Regulation 1/2023	
4 June 2025	Last day of trading of Novabase shares entitled to the dividend in cash or in New Shares on the Euronext Lisbon Regulated market	

5 June 2025	First day of trading of Novabase shares not entitled to the dividend in cash or in New Shares on the Euronext Lisbon Regulated market	
6 June 2025	Registration date.	Registration date and detachment of subscription rights not admitted to trading, which shall occur overnignt
9 June 2025		Start of the subscription period for the New Shares
20 June 2025		• End of the subscription period for the New Shares • End of the cancellation period
23 June 2025	Payment of the cash dividends	• Physical settlement (with provisional registration of the New Shares to the shareholders who have opted to receive the dividend in New Shares) and financial settlement of the share capital increase (subject to any cancellations of improper subscriptions/provisional registrations and reversal of the relevant cash debit)
23 and 24 June 2025		Cancellation of improper subscriptions/provisional registrations and reversal of the relevant cash debit
25 June 2025		Registration of the Share Capital Increase [tentative]
26 June 2025		Delivery and admission to trading on the Euronext Lisbon regulated market of the New Shares [tentative]

Registration date shall be 6 June 2025, namely the business day preceding the share capital increase In other words, it is on this date, as already mentioned, that the entitlement of receiving the dividend and exercising the option to receive New Shares is assessed. Only shareholders who hold Novabase shares at the end of 6 June 2025, before the subscription rights for the New Shares are detached, will be able to participate in the share capital increase.

<u>Shareholders are reminded that the subscription period for the New Shares will run for twelve days, from 8:30 a.m. on 9 June 2025 to 3:00 p.m. on 20 June 2025, and that the instructions may be revoked up to 3:00 p.m. on 20 June 2025.</u>

As already mentioned in *I.9 and I.10 above*, shareholders are barred from acquiring or disposing of subscription rights. Should they fail to exercise their subscription rights, shareholders shall receive the cash dividend credited to them by the Company.

III. NATURE OF THE NEW SHARES AND COSTS

1. Nominal value, price, and representation

The New Shares issued as part of the share capital increase are book-entry shares, with a nominal value of €0.03. The New Shares are also common shares of the same category as and fully fungible with the existing shares issued by Novabase. The New Shares therefore vest in their holders the same rights as the other ordinary shares issued by Novabase.

The subscription price of each New Share is €5,2592.

2. Admission to trading on the regulated market and entry into the centralized system

Novabase will file the appropriate application for admission of the New Shares to the Euronext Lisbon regulated market, so that they can tentatively be admitted to trading on the business day following the day as the share capital increase is registered.

The New Shares will also be registered in the *Sistema Centralizado de Valores Mobiliários* (Centralised Securities System) managed by Euronext Securities Porto (Interbolsa) and entered in individual registration accounts with the financial intermediaries on behalf of their holders.

3. Fees and other costs

Shareholders wishing to be fully or partly paid their dividend in New Shares should note that the financial intermediaries to whom they express their option to do so and with whom they place their subscription order may charge fees on subscription orders for the registration of the New Shares. Fees can also be charged for the provision of the security registration services.

Shareholders are invited to consult, and inform themselves about, the prices of financial intermediaries for subscription operations for share capital increases and security registration.

Taxes can also be levied on any fees charged by financial intermediaries.

IV. Tax regime for the payout of dividends in kind and New Shares

The information provided in this section of the Information Document is not detailed tax advice or information. Shareholders should therefore seek independent information or advice on the matter.

Portuguese law does not differentiate between the distribution of profits in cash or in kind when it comes to the taxation of capital income. Even if shareholders choose to receive the entire dividend in New Shares, they will always be required to ensure the applicable income withholding tax.

Considering that the process of allotting the New Shares requires the gross dividend in cash to be fully credited to the shareholders' accounts, which will be fully or partially escrowed to subscribe for the New Shares, if the shareholder has opted for the allotment of the dividend in New Shares, the withholding tax will be levied on this amount in cash.

Shareholders choosing to receive all or part of the dividends in New Shares must therefore ensure that their tax situation is considered and have funds available in the account(s) opened with the financial intermediaries responsible for paying the subscription order for the New Shares, the relevant fees and taxes levied on them and ensure that the necessary funds are available for this purpose. Failing this, they should consider limiting their subscription order for New Shares so as to receive in cash the amount of dividend required for withholding tax in accordance with the tax regime applicable to them, fees charged by the financial institution where their shares are deposited and for applicable taxes and use the remaining amount to subscribe for New Shares. The option to receive the dividend in New Shares entails the unconditional debiting of the account for the amount corresponding to the subscription of the New Shares, so it will be the shareholder's responsibility to fund the account with the amount corresponding to the subscription of the New Shares and associated costs.

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This information document is prepared pursuant to and for the purposes of Article 1(4)(h) and (5)(g) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017.

This information document does not constitute an offer of securities subject to the approval of a prospectus.

This information document and any other document relating to the payment of the dividend in shares may only be distributed outside Portugal if they comply with applicable local laws and regulations and cannot constitute an offer of financial securities in countries where such an offer would breach applicable local legislation. The option to receive payment of the dividend relating the financial year of 2024 in New Shares is therefore open to all shareholders of the Company, apart from shareholders residing in any country for which such an option would require registration with or authorization from the local stock exchange authorities; shareholders residing outside Portugal should learn of any restrictions and comply with them. Shareholders should learn of any conditions and consequences related to this option that may apply under the competent law. Regarding tax issues in connection with the payment of the dividend in New Shares, shareholders should seek independent tax advice. In addition, shareholders should consider the risks associated with an additional investment in shares.

The option to pay out the dividend in kind is a right of the shareholders on the registration date, pursuant to this information document; financial intermediaries must refrain from accepting and implementing orders for the transfer of subscription rights. Despite their best efforts in activating the controls implemented, Novabase and the Paying Agent disclaim any liability for the consequences for subscribers or third parties of any illegitimate exercise of the option to receive the dividend in kind (subscription rights) by anyone who is not a shareholder on the registration date.