

SONAE CAPITAL, SGPS, SA
Publicly Traded Company
Registered Office: Lugar do Espido, Via Norte, Maia
Share Capital: € 250,000,000.00
Registered at the Commercial Registry of Maia
Registration and Tax Nr. 508 276 756

(Translation from the Portuguese original)

ANNOUNCEMENT OF MATERIAL EVENT

Sonae Capital, SGPS, S.A. informs on notification received today from Efanor Investimentos SGPS, S.A. regarding a preliminary announcement of a general and voluntary tender offer over Sonae Capital, SGPS, S.A. shares, as shown in the document herein attached.

Maia, 31 July 2020

The Representative for Capital Market Relations,

Head Office

Lugar do Espido, Via Norte
Apartado 3053 | 4471-907 Maia
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EFANOR INVESTIMENTOS, SGPS, S.A.

Registered Office: Av. Boavista, 1277/81 – 4.º, 4100-130 Porto
Registered with the Porto Commercial Registry
under its single registration and corporate taxpayer number: 502.778.466
Share Capital: € 249.998.995,00

PRELIMINARY ANNOUNCEMENT FOR THE LAUNCH OF A GENERAL AND VOLUNTARY TENDER OFFER FOR THE ACQUISITION OF THE SHARES REPRESENTING THE SHARE CAPITAL OF SONAE CAPITAL, SGPS, S.A.

Pursuant to the terms and for the purposes of the provisions of articles 175 and 176 of the Portuguese Securities Code (*Código dos Valores Mobiliários*), it is hereby made public the decision, adopted by Efanor Investimentos, SGPS, S.A. (hereinafter referred to as the “**Offeror**”), to launch a general and voluntary tender offer over the shares representing the share capital of Sonae Capital, SGPS, S.A. (hereinafter referred to as the “**Offer**”) pursuant to the following terms and conditions:

1. The Offeror is Efanor Investimentos, SGPS, S.A., a company with registered offices at Avenida da Boavista, 1277/81, 4.º, 4100-130, Porto, registered with the Porto Commercial Registry under its single registration and corporate taxpayer number 502 778 466 and with a fully subscribed and paid-up share capital of € 249,998,995.00.
2. The company subject to the Offer is Sonae Capital, SGPS, S.A., a company with registered offices at Lugar do Espido, Via Norte, Maia, registered with the Maia Commercial Registry under its single registration and corporate taxpayer number 508 276 756, with a fully subscribed and paid-up share capital of € 250,000,000.00 (hereinafter referred to as “**Sonae Capital**” or “**Target Company**”).
3. The securities targeted by the Offer are shares representing the Target Company's share capital, excluding the 88 859 200 shares held by the Offeror, as well as by entities that are in a situation provided in article 20(1) of the Portuguese Securities Code with the Offeror and that undertake not to participate in the Offer, thus accepting to block their shares up until the termination of the Offer (hereinafter referred to as the “**Shares**”). The Shares are admitted to trading on the regulated market Euronext Lisbon, managed by Euronext Lisbon — Sociedade Gestora de Mercados Regulamentados, S.A..
4. The Offer is general and voluntary, and the Offeror undertakes, pursuant to the terms and conditions of this preliminary announcement and of the offer announcement, to acquire all the Shares subject to the Offer which are validly accepted.
5. Only the Shares which, at the date of closing of the Offer, are fully paid-up, with all inherent rights attached and free of any encumbrances, charges of liabilities, as well as any limitations of duties, notably regarding the respective economic and/or corporate rights and transferability, may be subject to acceptance in the context the Offer. The acceptance of the Offer by its addressees is subject to compliance with the relevant legal and regulatory requirements, including foreign law requirements, whenever the addressees of the Offer are subject to such foreign law.

6. To the best of the Offeror's knowledge, the Offeror, directly or in accordance with the provisions of article 20(1) of the Portuguese Securities Code is attributed with voting rights corresponding to 157 004 263 shares of the Target Company representing around 62.802% of the share capital and 63.738% of the voting rights of the Target Company. In accordance with the public information disclosed in the consolidated financial statements for the period ending on 31 March 2020, Sonae Capital owns 3 212 789 own shares.
7. The consideration offered, payable in cash, is of € 0.7 (seventy cents) per Share, deducting any (gross) amount which may be attributed to each Share, such as dividends, advance for account of profits or distribution of reserves or others, such deduction to be made from the moment in which the right to said amount has been detached from the Shares and provided such detachment occurs prior to the financial settlement of the Offer.
8. To the best of the Offeror's knowledge, the consideration offered would comply with the criteria of article 188(1) of the Portuguese Securities Code if those criteria were applicable and represents:
 - (i) a premium of 29.4% in relation to the volume weighted average price of the shares of the Target Company on Euronext Lisbon Regulated Market during the six-month period immediately preceding 30 July 2020 (included), which is € 0.541 (fifty-four point one cents) per Share;
 - (ii) a premium of approximately 46.8% in relation to the closing market price of the shares of the Target Company on Euronext Lisbon Regulated Market as of 30 July 2020, which is € 0.477 (forty-seven point seven cents) per Share.
9. To the best of the Offeror's knowledge, during the six months immediately preceding this announcement there have not been any transactions regarding Shares in a price higher than the proposed consideration neither entered into by the Offer nor by any entities that are in a situation provided in article 20(1) of the Portuguese Securities Code with the Offeror.
10. The launch of the Offer is subject to obtaining the prior registration of the Offer before the Portuguese Securities Market Commission with the consideration of € 0.7 (seventy cents) per Share.
11. The effectiveness of the Offer shall be subject to the Offeror holding, in consequence of an offer for the acquisition of the shares, more than 90% of the voting rights calculated under the terms of article 20(1) of the Portuguese Securities Code.

The Offeror reserves the right to, subject to its free and discretionary decision, waive the effectiveness condition referred to above up until the settlement of the Offer.
12. For the purposes of article 182 of the Portuguese Securities Code, also applicable to the Offeror, it is hereby stated that any and all actions resolved by the Board of Directors or the General Assembly of the Target Company up until the termination of the Offer are compatible with the purposes carried out by the Offeror.

The Offeror also states that its bylaws do not contain any restrictions to the transfer of the Shares or to the exercise of voting rights that should, under the terms of article 182-A(1) of the Portuguese Securities Code, be suspended by virtue of this Offer.

13. For the purposes of article 128 of the Portuguese Securities Code, and according to the framework set therein, it is hereby stated that the decision to launch the Offer is based on the assumption that, between this date and the date of the termination of the Offer:
 - a) circumstances with negative impact in the financial and economic situation of the Target Company, in a consolidated basis, or of companies control or group relation relationship with the Target Company as provided in article 20(1) of the Portuguese Securities Code with the Target Company (“**Control or Group Relationship**”) will not occur;
 - b) facts that are not publicly disclosed up until the date of this announcement and that are capable to negatively and substantially influence the valuation of the shares of Sonae Capital will not become known.
14. The decision to launch the Offer was also based, for all purposes, notably for the purposes of article 128 of the Portuguese Securities Code, under the assumption that, up until the termination of the Offer the following will not occur (i) any event not attributable to the Offeror and that is capable to cause an increase of the consideration proposed in the Offer and (ii) any fact not attributable to the Offeror that is capable to affect the free disposal of the funds allocated to the financial settlement of the Offer and that is not capable to be corrected in due time.
15. The Offer was also based on the assumption that no substantial change in the national and international financial markets or in their financial institutions occurs, such change not being anticipated in the official scenarios disclosed by the authorities of the countries in which the Target Company carries out its business and that has a material negative impact on the Offer, thus exceeding the risks inherent to it.
16. In the event that the Offeror comes to hold, directly or under the terms of article 20 of the Portuguese Securities Code, an amount of Shares that exceeds (i) 90% of the voting rights corresponding to the share capital of the Target Company, as a result of the Offer or other legally permitted means and that are relevant for such calculation and (ii) 90% of the voting rights comprised in the Offer, the Offeror considers the possibility to use the mandatory acquisition mechanism provided in article 194 of the Portuguese Securities Code which, if occurring, will entail the immediate exclusion the shares of the Target Company from admission to trading in a regulated market, is readmission being limited for the period set out in the relevant laws.
17. If the second requirement referred to in (ii) is not verified and om case the Offeror comes to hold, in consequence of the Offer, more that 90% of the voting rights of the Target Company calculated under the terms of article 20(1) of the Portuguese Securities Code, the Offeror reserves the right to request the Portuguese Securities Market Commission the loss of public company status by the Target Company, under the provisions set out in article 27(1)(a) of the Portuguese Securities Code, and to subsequently resort to the acquisition mechanism for the remaining shares provided in article 490 of the Portuguese Companies Code.

18. At least up until the potential loss of public company status of the Target Company and the existence of an offer to acquire shares from the remaining shareholders under the terms of article 490 of the Portuguese Companies Code, the Offeror intends to maintain the corporate activity of the Target Company and of the companies that are in a Control or Group Relationship with it, maintaining the strategic policy defined by the board of directors of the Target Company and the confidence in such board and respective management team.

Porto, 31 July 2020

The Offeror

(Efanor Investimentos, SGPS, S.A.)