

REPORT AND ACCOUNTS

31 MARCH 2015



SONAE CAPITAL

REPORT AND ACCOUNTS

31 March 2015

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PART I
**REPORT OF THE BOARD
OF DIRECTORS**
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SONAE CAPITAL

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Report of the Board of Directors

1. CEO MESSAGE & HIGHLIGHTS

"The results achieved during the first quarter of the year witness our commitment and effort on implementing the defined strategy. Growing and improving each Business Units' competitive position, releasing cash from non-strategic assets to support new business opportunities and, primarily, to reduce debt, have been and will continue to be our core tasks and the team's main effort during 2015. In fact, the first quarter results showed significant improvements across all key financial indicators: Consolidated Top Line grew 10% and EBITDA posted an improvement of 2.63M€ reaching a margin of 6.2%. All segments have been improving their competitive position and it should be highlighted the improvement registered in Refrigeration & HVAC segment. Also, at the Net Results level, despite negative, it should be noted the improvement of 2.55M€ when compared to last year. Net Debt reached 228.5M€, registering another quarterly decrease of 5.9M€ or 17.1M€ when compared to same period last year, materializing and reinforcing the team's commitment and effort on continuing with the implementation of this important component of the defined corporate strategy".

Cláudia Azevedo, CEO

1Q15 RESULTS CONTINUE SHOWING POSITIVE PROGRESSES BOTH AT THE CONSOLIDATED AND EACH BUSINESS UNIT, REGISTERING ANOTHER DECREASE AT THE NET DEBT LEVEL...

... Consolidated TOP LINE GREW 10.2%, based on:

- The Energy segment growth of 8.45M€ to 15.58M€, driven by the consolidation of the new cogeneration plants acquired during the 1Q14, the contribution of Martim Longo photovoltaic operation that started production during the 2H14 and the increased activity of the industrial players, hosted of the cogeneration operations;
- The growth of 21.3% to 13.86M€ achieved on the Refrigeration & HVAC segment;
- The growth of 22.3% on Hospitality and of 4.0% on Fitness, consolidating the positive trend seen in previous quarters; and
- The maintenance of a sales rhythm of touristic Real Estate at troiaresort, similar to that achieved on previous quarters, despite the reduction of 48.8% compared to 1Q14. During 1Q15 there were signed 9 deeds regarding real estate residential units in troiaresort, to which we should add a stock of 15 promissory purchase and reserve agreements.

... Consolidated EBITDA amounted to 2.47M€, a significant improvement of 2.63M€ when compared to 1Q14:

- It should be highlighted the 3.22M€ contribution from the Energy segment that has registered an improvement of 1.77M€ compared to 1Q14;
- The Refrigeration & HVAC segment, following the implementation of an important internal reorganization process initiated in 2014 and still in course, presented a positive contribution of 0.42M€, registering an improvement of 0.8M€ compared to last year;
- Resorts, notwithstanding the lower number of deeds, driven by a better sales mix and the general improvement of the Resort operations, registered a growth of 0.25M€ compared to 1Q14;

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- Excluding the Provision related to the estimated present value of the potential costs for the full period of the guaranteed income in real estate sales at troiaresort, Consolidated EBITDA reached 2.76M€, growing 1.26M€ or 84.1% when compared to the 1Q14.

Net Results in 1Q15 amounted to negative 2.68M€, representing an improvement of 2.55M€ to the 1Q14. It should be highlighted that driven by the positive Net Debt trend and the constant financing costs optimization, Net Financial costs reduced by 0.66M€ compared to last year.

FREE CASH FLOW (levered) reached 4.67M€, representing an improvement of 4.31M€ compared to last year, benefiting from the improved operational performance across the majority of the segments, despite the lower level of real estate sales at troiaresort in the quarter.

NET DEBT registered, again, a quarterly reduction of 5.92M€ compared to the end of 2014, to 228.53M€, the lowest value since the spin-off.

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2. OVERALL PERFORMANCE

The financial and operational performance during the first three months of the year, as in previous quarters, was globally positive, with growth across all major financial indicators, namely, 10.2% in the consolidated Top Line, 2.63M€ in EBITDA and 48.8% in Net Results. Also in terms of FCF the performance was positive which consequently led Net Debt to a 5.92M€ reduction to 228.5M€.

2.1. CONSOLIDATED PROFIT & LOSS STATEMENT

Consolidated Profit and Loss Account			
Million euro			
	1Q 2015	1Q 2014	Δ 15/14
Total Operational Income	42.82	36.87	+16.1%
Turnover	39.84	36.17	+10.2%
Resorts	6.44	12.58	-48.8%
Hospitality	1.87	1.53	+22.3%
Fitness	3.50	3.37	+4.0%
Energy	15.58	7.13	>100%
Refrigeration & HVAC	13.86	11.42	+21.3%
Others & Eliminations	-1.41	0.13	-
Other Operational Income	2.98	0.71	>100%
EBITDA, excluding Guaranteed Income Provisions ⁽¹⁾	2.76	1.50	+84.1%
Resorts	1.04	2.17	-51.8%
Hospitality	-2.43	-2.45	+0.9%
Fitness	0.23	0.32	-27.0%
Energy	3.22	1.45	>100%
Refrigeration & HVAC	0.42	-0.38	-
Others & Eliminations	0.27	0.40	-31.5%
Provisions for Guaranteed Income	-0.28	-1.65	+83.0%
EBITDA	2.47	-0.16	-
Amortization & Depreciation	-3.92	-3.27	-19.6%
Provisions & Impairment Losses	-0.07	-0.03	<-100%
Non-recurrent costs/income ⁽²⁾	0.76	-0.02	-
Discontinued Operations ⁽³⁾	-0.01	-0.16	+96.9%
EBIT	-0.76	-3.64	+79.0%
Net Financial Expenses	-2.25	-2.91	+22.4%
Investment Income and Results from Assoc. Undertakings	1.21	1.73	-30.0%
EBT	-1.81	-4.82	+62.4%
Taxation	-0.87	-0.41	<-100%
Net Profit	-2.68	-5.23	+48.8%
Attributable to Equity Holders of Sonae Capital	-2.93	-5.00	+41.4%
Attributable to Non-Controlling Interests	0.25	-0.23	-

(1) EBITDA excluding the estimated present value of potential costs for the period of the Guaranteed Income from real estate sales at troiaresort

(2) Non-recurrent items mainly related to restructuring costs and one-off income

(3) Includes discontinued businesses in the reported period (2014/15)

The consolidated Top Line in the 1Q15 reached 39.84M€, a growth of 10.2% over the same period last year, with the majority of the segments presenting favorable evolutions. It should be highlighted the performance of the segments: (i) Energy (+2.18x), due to the contribution of the operations acquired during the 1Q14, the start into full operation of the photovoltaic plant of Martim Longo and the higher level of heat energy consumption in major industrial players; (ii) Hospitality (+22.3%), due to the growth in occupancy rates and the contribution of the Hotel "The Artist" opened in April 2014; and (iii) Refrigeration & HVAC (+21.3%), due to the delivery of projects previously in backlog. On the other hand, it should be recorded the lower level of Turnover at Resorts segment, related to the number of deeds registered in the quarter (1Q14 registered the highest number of deeds of the year, due to sales at the end of 2013).

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Consolidated EBITDA in 1Q15, not including Guaranteed Income Provisions, amounted to 2.76M€, corresponding to a margin of 6.9%, registered a growth of 84.1% or 1.26M€.

Consolidated EBITDA in 1Q15 including the estimated present value of the potential costs for the full period of the guaranteed income in real estate sales at troiaresort, amounted to 2.47M€, registering a growth of 2.63M€ over the previous year. The main contributor to Consolidated EBITDA is the Energy segment, which improved by 1.77M€ to 3.22M€. The Refrigeration & HVAC segment also revealed an improvement of 0.8M€, driven by the first results of the internal restructuring process started in 2014 and still in course. The Resorts segment, despite the lower Turnover, improved EBITDA by 48.1% or 0.25M€ as a consequence of lower Guaranteed Income provisions due to the lower number of deeds and a better sales mix.

Net income in the 1Q15, due to the operational improvement registered across the majority of the businesses, improved by 48.8% or 2.55M€, despite remaining at negative levels of 2.68M€. Among the contributions to net income it should be highlighted: (i) besides the already noted growth at the EBITDA level (+2.63M€); (ii) the higher costs with Depreciation and Amortization, due to operations acquired during the 1Q14; (iii) the positive contribution of non-recurring income at circa 0.76M€, related to penalties charged to suppliers; (iv) the decrease in net financial expenses of 0.66M€ driven by lower levels of net debt and lower financing costs; (v) decrease of 30.0% related to Results from Associated Companies / Investment Income, mainly explained by lower contributions from Energy operations acquired during the 1Q14 where the Group does not own the majority shareholding; and (vi) an increase in Tax, due to the better results reached.

2.2. CAPEX

Capex in 1Q15 amounted to 5.29M€ and stood below LY by 3.9M€. The main Capex contributions were registered at the Real Estate Assets, namely the expansion and refurbishment of Aqualuz Lagos ApartHotel. The Energy segment also accounted for a significant share of this investment and is related to repowering plants' investments in order to increase their profitability.

2.3. CAPITAL STRUCTURE

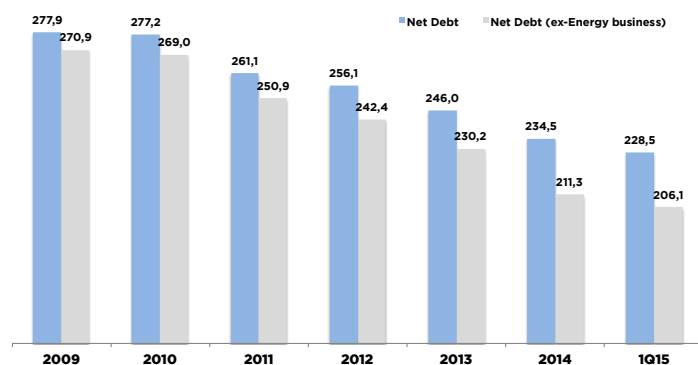
At the end of the quarter, Net Debt amounted to 228.5M€, 5.9M€ below the 2014 year-end figure and was, as in previous quarters, the lowest since the Group's spin-off in 2007. This accomplishment was driven, above all, by the performance of the consolidated FCF which includes the sale of a Imosede Fund stake amounting to 2.5M€ and the end of some Derivatives operations.

It also should be highlighted that, when compared to the same period last year, Net Debt displays a 17.1M€ reduction.

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Consolidated Balance Sheet			
Million euro			
	Mar 2015	Dec 2014	Δ Mar15/Dec14
Total Assets	626.2	636.0	-1.5%
Tangible and Intangible Assets	249.3	248.7	+0.2%
Goodwill	61.0	61.0	+0.0%
Non-Current Investments	53.8	54.8	-1.8%
Other Non-Current Assets	45.3	44.4	+2.1%
Stocks	155.2	157.6	-1.5%
Trade Debtors and Other Current Assets	55.7	60.2	-7.5%
Cash and Cash Equivalents	6.0	9.3	-36.2%
Total Equity	304.0	307.3	-1.1%
Total Equity attributable to Equity Holders of Sonae Capital	295.4	298.0	-0.9%
Total Equity attributable to Non-Controlling Interests	8.5	9.4	-9.0%
Total Liabilities	322.2	328.7	-2.0%
Non-Current Liabilities	208.4	217.4	-4.1%
Non-Current Borrowings	190.6	199.6	-4.5%
Deferred Tax Liabilities	11.8	11.7	+0.4%
Other Non-Current Liabilities	6.0	6.2	-1.9%
Current Liabilities	113.8	111.2	+2.3%
Current Borrowings	43.8	44.2	-0.9%
Trade Creditors and Other Current Liabilities	69.9	67.0	+4.4%
Total Equity and Liabilities	626.2	636.0	-1.5%
Net Capital Employed	532.5	541.8	-1.7%
Fixed Assets	310.3	309.7	+0.2%
Non-Current Investments (net)	81.3	81.3	-0.0%
Working Capital	140.9	150.8	-6.5%
Capex (3M period)	5.3	1.4	>100%
% Fixed Assets	1.7%	0.5%	
Net Debt	228.5	234.5	-2.5%
% Net Capital Employed	42.9%	43.3%	
Debt to Equity	75.2%	76.3%	
Net Debt excluding Energy	206.1	211.3	-2.5%



Net Capital Employed reduced 1.7% compared to year-end 2014, to 532.5M€. This performance resulted, mainly, from the working capital reduction of 9.8M€.

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3. SEGMENTS PERFORMANCE

3.1. RESORTS

Profit and Loss Account Million euro			
Resorts	1Q 2015	1Q 2014	Δ 15/14
Total Operational Income	7.32	12.87	-43.1%
Turnover	6.44	12.58	-48.8%
Other Operational Income	0.88	0.29	>100%
Total Operational Costs	-6.28	-10.70	+41.4%
Cost of Goods Sold	-0.96	-0.05	<-100%
Change in Stocks of Finished Goods	-1.64	-5.96	+72.6%
External Supplies and Services	-2.41	-3.50	+31.1%
Staff Costs	-0.85	-0.82	-4.3%
Other Operational Expenses	-0.42	-0.36	-15.4%
EBITDA excluding Guaranteed Income Provisions *	1.04	2.17	-51.8%
Provisions for Guaranteed Income	-0.28	-1.65	+83.0%
EBITDA	0.76	0.51	+48.1%
Capex	0.11	0.32	-63.9%
EBITDA-Capex	0.65	0.20	>100%

* EBITDA excluding the estimated present value of potential costs for the period of the Guaranteed Income from real estate sales at troiaresort

During the 1Q15 were signed 9 deeds regarding residential units in troiaresort, a decrease when compared to the 21 deeds registered in 1Q14 (result of the sales realized at the end of 2013) and the 12 registered in the 4Q14. Furthermore, 15 promissory purchase and reserve agreements with advance payment were registered. As at 31 March 2015, there were celebrated 328 deeds on residential units in troiaresort.

Mainly related to the number of deeds registered in this quarter, the Turnover stood at 6.44M€, with a decrease of 48.8% when compared to the 1Q14. However, benefiting from the positive sales mix and the general improvement of the operations that support the Resorts segment, EBITDA registered 0.76M€ in the 1Q15, a growth of 48.1% when compared to the same period last year.

For prudence reasons and following the traditional conservative approach that should govern the accounting principles, it is accounted as Provisions, at the time of the sale, the present value of potential costs for the entire period of the guaranteed income from troiaresort real estate sales (the difference between the guaranteed rate of return and a prudent expected commercial operation). Driven by the sales registered in the 1Q15 and the favorable sales mix, the value amounted to 0.28M€, a decrease of 83.0% when compared to the same period last year.

CAPEX remained at controllable levels, below the level registered in 1Q14 and contributing to an improvement on EBITDA-Capex of 0.45M€.

3.2. FITNESS

As for Fitness activity, improvements of its competitive position are still registered, evidenced by the increase of 12% in the number of active members.

During 1Q15 Fitness Top Line increased 4.0% to 3.50M€, as a result of the above mentioned growth in the number of active members, notwithstanding the lower market average monthly fees. However the better levels of Turnover, due to the consequent costs increase related to new clubs openings, EBITDA reached 0.23M€, a decrease of 0.09M€ when compared to the same period last year.

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Profit and Loss Account Million euro			
Fitness	1Q 2015	1Q 2014	Δ 15/14
Total Operational Income	3.59	3.42	+5.2%
Turnover	3.50	3.37	+4.0%
Other Operational Income	0.09	0.05	+92.4%
Total Operational Costs	-3.36	-3.10	-8.5%
Cost of Goods Sold	-0.04	-0.04	+1.4%
External Supplies and Services	-2.17	-2.08	-4.6%
Staff Costs	-1.06	-0.91	-16.9%
Other Operational Expenses	-0.09	-0.08	-21.3%
EBITDA	0.23	0.32	-27.0%
Capex	0.18	0.06	>100%
EBITDA-Capex	0.05	0.26	-80.4%

Capex amounted to 0.18M€, mainly resulting from the investments related to the opening of a new club, in Alfragide.

3.3. HOSPITALITY

Profit and Loss Account Million euro			
Hospitality	1Q 2015	1Q 2014	Δ 15/14
Total Operational Income	1.96	1.63	+20.5%
Turnover	1.87	1.53	+22.3%
Other Operational Income	0.09	0.10	-6.1%
Total Operational Costs	-4.39	-4.08	-7.7%
Cost of Goods Sold	-0.22	-0.23	+3.6%
External Supplies and Services	-2.67	-2.58	-3.4%
Staff Costs	-1.32	-1.15	-14.4%
Other Operational Expenses	-0.18	-0.12	-58.3%
EBITDA	-2.43	-2.45	+0.9%
Capex	0.15	0.27	-45.7%
EBITDA-Capex	-2.58	-2.72	+5.3%

During 1Q15, Hospitality Top Line showed an increase of 22.3%, to 1.87M€, when compared to 1Q14. This performance mainly resulted from the 6pp occupancy rate growth. In the same period, the number of room nights sold rose 44% in the total Group's hotel properties and RevPar revealed an improvement of 42%.

Due to the increased Top Line level and the optimization and rationalization cost measures implemented over the past years, 1Q15 EBITDA remained stable when compared to last year, with a light improvement of 0.9%.

Excluding rents, it should be highlighted that the Hospitality segment EBITDAR was negative in 1.02M€, with an improvement of 2.7% when compared to 1Q14. Pointing out the seasonality of the Turnover, the first and fourth quarters usually register negative EBITDARs that are more than compensated by the positive results of the second and third quarters' activity.

Hospitality Capex levels were kept under tight control, reducing in 45.7% when compared to 1Q14 (that included the development investment in "The Artist" Hotel), revealing an enhancement of 5.3% at EBITDA-Capex levels.

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3.4. ENERGY

Profit and Loss Account Million euro			
Energy	1Q 2015	1Q 2014	Δ 15/14
Total Operational Income	15.78	7.15	>100%
Turnover	15.58	7.13	>100%
Other Operational Income	0.20	0.02	>100%
Total Operational Costs	-12.56	-5.71	<-100%
Cost of Goods Sold	-10.56	-4.70	<-100%
External Supplies and Services	-0.97	-0.61	-58.5%
Staff Costs	-0.84	-0.36	<-100%
Other Operational Expenses	-0.18	-0.04	<-100%
EBITDA	3.22	1.45	>100%
Capex	1.06	0.52	>100%
EBITDA-Capex	2.16	0.92	>100%

In the 1Q15 Energy segment Top Line increased 2.18x to 15.58M€, including the contribution of the new cogeneration operations acquired at the end of 1Q14.

Excluding that effect (3.61M€ in 1Q14 and 11.35M€ in 1Q15), Turnover would have increased 20.2%. EBITDA of the period also showed a significant increase of 2.22x to 3.22M€, with EBITDA margin of 20.7%, as a result of the increased level of heat sales due to the larger activity of the industrial players. Excluding the contribution of the new operations (0.49M€ in 1Q14 and 2.27M€ in 1Q15), EBITDA levels would have been stable in 1Q15 when compared to the same period last year.

Capex registered 1.06M€, mainly due to repowering operations in progress, and doubled last year levels. Anyhow, the increase of investment was more than compensated by EBITDA levels, as EBITDA-Capex registered 2.16M€, 2.35x above last year.

3.5. REFRIGERATION & HVAC

Refrigeration & HVAC 1Q15 Top Line amounted to 13.86M€, an increase of 21.3% when compared to the same period last year. Backlog at the end of the period amounted to, approximately, 23.3M€, being stable when compared to previous quarter, representing circa 4.5 months of Turnover.

International Top Line of Refrigeration & HVAC (consolidating exports and direct sales abroad) represented 33.6% of the consolidated Turnover, 10.9pp above registered in 2014.

Under the continuous implementation of measures leading to a more balanced and flexible business cost structure adjusted to the new benchmark, and as a result of the restructuring process started in 2014 and still in course, first results started to be visible. EBITDA registered 0.42M€, showing a positive increase of 0.8M€ when compared to 1Q14.

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Profit and Loss Account Million euro			
Refrigeration & HVAC	1Q 2015	1Q 2014	Δ 15/14
Total Operational Income	14.20	11.57	+22.7%
Turnover	13.86	11.42	+21.3%
Other Operational Income	0.35	0.15	>100%
Total Operational Costs	-13.79	-11.95	-15.3%
Cost of Goods Sold	-3.89	-3.39	-14.9%
Change in Stocks of Finished Goods	-0.47	-0.32	-47.1%
External Supplies and Services	-5.47	-4.02	-36.2%
Staff Costs	-3.70	-3.80	+2.7%
Other Operational Expenses/Income	-0.25	-0.43	+41.0%
EBITDA	0.42	-0.38	-
Capex	0.09	0.08	+11.5%
EBITDA-Capex	0.33	-0.46	-

EBITDA in the domestic operation amounted to 0.23M€ in 1Q15, with an increase of 0.41M€, when compared to last year.

Capex levels stood at low levels and most of the increase of EBITDA-Capex results from the EBITDA positive performance.

3.6. OTHER ASSETS

Sonae Capital Group owns a set of non-strategic assets and thus available for sale, including Real Estate assets and Financial Shareholdings.

During this reporting period it was sold a stake of the Imosedo Fund for 2.5M€, and there were no other material operations to highlight.

Nonetheless, important steps were taken to implement the defined strategy, as was the case of the approval of the Council of Ministers of the new Norscut's concession agreement, an important step to fulfill our strategic commitment of releasing cash from non-strategic assets. Also, as regards Real Estate assets, several important developments in order to materialize significant real estate sales during 2015 were taken.

As of 31 March, Capital Employed in this set of assets (real estate) amounted to 123.3M€.

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4. CORPORATE INFORMATION

4.1. CORPORATE INFORMATION 1Q15

There was no corporate information to register.

4.2. SUBSEQUENT CORPORATE EVENTS

There were no subsequent corporate events to register.

5. METHODOLOGICAL NOTES

The consolidated financial statements presented in this report are non-audited and have been prepared in accordance with International Financial Reporting Standards ("IAS/IFRS"), issued by International Accounting Standards Board ("IASB"), as adopted by European Union.

With the aim of continuing improve the quality and transparency of the information provided, not only at the Consolidated level, but also, at the Business Unit level, from the 1Q15 onwards Sonae Capital reports Business Units' financial information on a consolidated basis and not as a contribution to the Sonae Capital Consolidated accounts as practice until last reporting season. At the EBITDA level there are no differences to the reported figures, both at the Consolidated and Business Unit level. The only change is reflected at the Business Units' Top Line (not affecting the reported Consolidated figures). To assure comparable information, we are disclosing in appendix a table with the 2014 quarterly information reflecting this new criteria.

The present document is a translation from the Portuguese original version.

GLOSSARY

- HVAC = Heating, Ventilation and Air Conditioning
- Operational Cash Flow = EBITDA - Capex
- EBITDA = Operational Profit (EBIT) + Amortization and Depreciation + Provisions and Impairment Losses + Impairment Losses of Real Estate Assets in Stocks (included in Costs of Goods Sold) - Reversal of Impairment Losses and Provisions (including in Other Operation Income)
- EBITDA excluding Guaranteed Income Provisions = EBITDA + Provisions related to the estimated present value of potential costs for the full period of the Guaranteed Income from real estate sales at troiaresort
- EBITDAR = EBITDA + Rents for buildings
- Net Debt = Non-Current Loans + Current Loans - Cash and Cash Equivalents - Current Investments
- Capex = Investment in Tangible and Intangible Assets
- Gearing: Debt to Equity = Net Debt / Equity

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APPENDIX

Consolidated Profit and Loss Account Million euro					
	1Q2014	2Q2014	3Q2014	4Q2014	1Q 2015
Total Operational Income	36.87	41.99	56.11	48.70	42.82
Turnover	36.17	40.07	54.34	46.00	39.84
Resorts	12.58	5.90	14.06	7.81	6.44
Hospitality	1.53	4.06	7.15	2.36	1.87
Fitness	3.37	3.53	3.27	3.56	3.50
Energy	7.13	13.14	13.25	13.89	15.58
Refrigeration & HVAC	11.42	14.07	17.33	18.21	13.86
Others & Eliminations	0.13	-0.64	-0.73	0.17	-1.41
Other Operational Income	0.71	1.93	1.77	2.70	2.98
EBITDA, excluding Guaranteed Income Provisions ⁽¹⁾	1.50	4.58	6.78	2.68	2.76
Resorts	2.17	0.95	3.43	0.23	1.04
Hospitality	-2.45	-1.00	0.74	-2.00	-2.43
Fitness	0.32	0.61	0.17	0.26	0.23
Energy	1.45	2.95	2.62	2.52	3.22
Refrigeration & HVAC	-0.38	0.57	-0.66	1.36	0.42
Others & Eliminations	0.40	0.49	0.48	0.30	0.27
Provisions for Guaranteed Income	-1.65	-0.44	-0.81	-0.80	-0.28
EBITDA	-0.16	4.13	5.97	1.87	2.47
Amortization & Depreciation	-3.27	-3.77	-3.85	-3.89	-3.92
Provisions & Impairment Losses	-0.03	-0.14	0.00	1.99	-0.07
Non-recurrent costs/income ⁽²⁾	-0.02	-0.05	0.07	-0.15	0.76
Discontinued Operations ⁽³⁾	-0.16	0.02	-0.07	-0.07	-0.01
EBIT	-3.64	0.19	2.12	-0.25	-0.76
Net Financial Expenses	-2.91	-3.20	-2.95	-2.45	-2.25
Investment Income and Results from Assoc. Undertakings	1.73	1.55	1.84	6.18	1.21
EBT	-4.82	-1.47	1.01	3.47	-1.81
Taxation	-0.41	-0.49	-1.62	-1.98	-0.87
Net Profit	-5.23	-1.96	-0.61	1.50	-2.68
Attributable to Equity Holders of Sonae Capital	-5.00	-2.37	-0.57	1.10	-2.93
Attributable to Non-Controlling Interests	-0.23	0.41	-0.04	0.40	0.25
Net Debt	245.63	254.00	238.00	234.46	228.53
Delta Net debt	-0.39	8.37	-16.00	-3.54	-5.93
Net Debt/Ebitda*	30.94x	23.90x	20.05x	19.83x	15.81x

(1) EBITDA excluding the estimated present value of potential costs for the period of the Guaranteed Income from real estate sales at troiaresort

(2) Non-recurrent items mainly related to restructuring costs and one-off income

(3) Includes discontinued businesses in the reported period (2014/15)

*EBITDA L12M excluding discontinued operations

PART II

**CONSOLIDATED FINANCIAL
STATEMENTS**

31 MARCH 2015



SONAE CAPITAL

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

SONAE CAPITAL, SGPS, SA

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2015 AND 31 DECEMBER 2014

(Amounts expressed in euro)

ASSETS	Notes	31.03.2015	31.12.2014
NON-CURRENT ASSETS:			
Tangible assets	7	241,104,557	240,710,716
Intangible assets	7	8,166,797	8,024,620
Goodwill	8	60,990,244	60,990,244
Investments in associated companies	5	21,925,404	20,730,694
Other investments	6 and 9	31,884,361	34,081,492
Deferred tax assets	13	23,683,524	23,718,439
Other non-current assets	10	21,614,971	20,653,819
Total non-current assets		<u>409,369,858</u>	<u>408,910,024</u>
CURRENT ASSETS:			
Stocks	11	155,179,459	157,562,294
Trade account receivables and other current assets	12	55,663,282	60,191,897
Cash and cash equivalents	14	5,950,901	9,327,550
Total Current Assets		<u>216,793,642</u>	<u>227,081,741</u>
TOTAL ASSETS		<u><u>626,163,500</u></u>	<u><u>635,991,765</u></u>
EQUITY AND LIABILITIES			
EQUITY:			
Share capital	15	250,000,000	250,000,000
Own Shares	15	(1,486,301)	(1,486,301)
Reserves and retained earnings		49,833,596	56,279,740
Profit/(Loss) for the year attributable to the equity holders of Sonae Capital		<u>(2,926,079)</u>	<u>(6,832,009)</u>
Equity attributable to the equity holders of Sonae Capital		<u>295,421,216</u>	<u>297,961,430</u>
Equity attributable to non-controlling interests	16	<u>8,529,288</u>	<u>9,375,864</u>
TOTAL EQUITY		<u><u>303,950,504</u></u>	<u><u>307,337,294</u></u>
LIABILITIES:			
NON-CURRENT LIABILITIES:			
Loans	17	190,640,857	199,570,233
Other non current liabilities	19	2,959,371	3,073,863
Deferred tax liabilities	13	11,758,808	11,709,284
Provisions	22	3,079,824	3,079,824
Total Non-Current Liabilities		<u>208,438,860</u>	<u>217,433,204</u>
CURRENT LIABILITIES:			
Loans	17	43,842,125	44,218,573
Trade creditors and other current liabilities	21	64,292,707	61,360,493
Provisions	22	5,639,304	5,642,201
Total Current Liabilities		<u>113,774,136</u>	<u>111,221,267</u>
TOTAL LIABILITIES		<u><u>322,212,996</u></u>	<u><u>328,654,471</u></u>
TOTAL EQUITY AND LIABILITIES		<u><u>626,163,500</u></u>	<u><u>635,991,765</u></u>

The accompanying notes are part of these financial statements.

The Board of Directors

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

SONAE CAPITAL, SGPS, SA

CONSOLIDATED INCOME STATEMENTS BY NATURE

FOR THE THREE MONTHS PERIODS ENDED 31 MARCH 2015 AND 2014

(Amounts expressed in euro)

	Notes	31.03.2015	31.03.2014
Sales		20,831,885	20,277,961
Services rendered		18,009,489	17,135,280
Other operating income		3,950,172	847,713
Cost of sales		(15,072,646)	(9,932,369)
Changes in stocks of finished goods and work in progress		(2,249,669)	(6,360,632)
External supplies and services		(12,123,466)	(11,565,599)
Staff costs		(9,147,908)	(8,642,448)
Depreciation and amortisation (Increases/Decreases)		(3,917,999)	(3,277,120)
Provisions and impairment losses		(82,825)	(1,563,777)
Other operating expenses		(960,098)	(558,186)
Operational profit/(loss)		(763,065)	(3,639,177)
Financial Expenses		(2,571,157)	(3,306,952)
Financial Income		316,655	401,870
Profit/(Loss) in associated and jointly controlled companies	5	1,247,978	1,447,815
Investment income		(39,576)	279,690
Profit/(Loss) before taxation		(1,809,165)	(4,816,754)
Taxation	24	(868,595)	(411,680)
Profit/(Loss) for the year	25	(2,677,760)	(5,228,434)
Attributable to:			
Equity holders of Sonae Capital		(2,926,079)	(4,996,457)
Non-controlling interests	16	248,321	(231,977)
Profit/(Loss) per share			
Basic	27	(0.011884)	(0.020299)
Diluted	27	(0.011884)	(0.020299)

The accompanying notes are part of these financial statements.

The Board of Directors

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

SONAE CAPITAL, SGPS, SA

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE THREE MONTHS PERIODS ENDED 31 MARCH 2015 AND 2014

(Amounts expressed in euro)

	31.03.2015	31.03.2014
Consolidated net profit/(loss) for the period	(2,677,760)	(5,228,434)
Items that may be reclassified subsequently to net profit / (loss):		
Changes in the currency translation differences	(44,296)	51,206
Share of other comprehensive income of associates and joint ventures accounted for by the equity method (Note 5)	(53,267)	(1,030,836)
Change in the fair value of assets available for sale	340,149	399,953
Change in the fair value of cash flow hedging	203,382	264,136
Tax related to other comprehensive income captions	(73,001)	(91,989)
Other comprehensive income for the period	<u>372,967</u>	<u>(407,530)</u>
Total comprehensive income for the period	<u>(2,304,793)</u>	<u>(5,635,964)</u>
Attributable to:		
Equity holders of Sonae Capital	(2,540,236)	(5,423,455)
Non-controlling interests	<u>235,443</u>	<u>(212,509)</u>

The accompanying notes are part of these financial statements.

The Board of Directors

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

SONAE CAPITAL, SGPS, SA

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE THREE MONTHS ENDED 31 MARCH 2015 AND 2014

(Amounts expressed in Euro)

Attributable to Equity Holders of Sonae Capital

	Share Capital	Own Shares	Demerger Reserve (Note 16)	Translation Reserves	Fair Value Reserves	Hedging Reserves	Other Reserves and Retained Earnings	Sub total	Net Profit/(Loss)	Total	Non-Controlling Interests	Total Equity
Balance as at 1 January 2014	250,000,000	(1,124,125)	132,638,253	(189,622)	(590,856)	(1,166,854)	(62,056,375)	68,634,546	(13,200,373)	304,310,048	8,850,291	313,160,339
Total consolidated comprehensive income for the period	-	-	-	35,321	(51,994)	260,553	(670,878)	(426,998)	(4,996,457)	(5,423,455)	(212,509)	(5,635,964)
Appropriation of profit of 2013:												
Transfer to legal reserves and retained earnings	-	-	-	-	-	-	(13,200,373)	(13,200,373)	13,200,373	-	-	-
Dividends paid	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition of own shares	-	(404,783)	-	-	-	-	-	-	-	(404,783)	-	(404,783)
Changes in the percentage of capital held in affiliated	-	-	-	-	-	-	-	-	-	-	851,160	851,160
Other changes	-	-	-	-	-	-	1,682	1,682	-	1,682	81	1,763
Balance as at 31 March 2014	<u>250,000,000</u>	<u>(1,528,908)</u>	<u>132,638,253</u>	<u>(154,301)</u>	<u>(642,850)</u>	<u>(906,301)</u>	<u>(75,925,944)</u>	<u>55,008,857</u>	<u>(4,996,457)</u>	<u>298,483,492</u>	<u>9,489,023</u>	<u>307,972,516</u>
Balance as at 1 January 2015	250,000,000	(1,486,301)	132,638,253	(130,882)	(750,961)	(239,276)	(75,237,394)	56,279,740	(6,832,009)	297,961,430	9,375,864	307,337,294
Total consolidated comprehensive income for the period	-	-	-	(28,585)	340,149	200,549	(126,270)	385,843	(2,926,079)	(2,540,236)	235,443	(2,304,793)
Appropriation of profit of 2014:												
Transfer to legal reserves and retained earnings	-	-	-	-	-	-	(6,832,009)	(6,832,009)	6,832,009	-	-	-
Dividends paid	-	-	-	-	-	-	-	-	-	-	(1,082,019)	(1,082,019)
Acquisition of own shares	-	-	-	-	-	-	-	-	-	-	-	-
Changes in the percentage of capital held in affiliated	-	-	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	-	22	22	-	22	-	22
Balance as at 31 March 2015	<u>250,000,000</u>	<u>(1,486,301)</u>	<u>132,638,253</u>	<u>(159,467)</u>	<u>(410,812)</u>	<u>(38,727)</u>	<u>(82,195,651)</u>	<u>49,833,596</u>	<u>(2,926,079)</u>	<u>295,421,216</u>	<u>8,529,288</u>	<u>303,950,504</u>

The accompanying notes are part of these financial statements.

The Board of Directors

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

SONAE CAPITAL, SGPS, SA

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED 31 MARCH 2015 AND 2014

(Amounts expressed in Euro)

	Notes	31.03.2015	31.03.2014
OPERATING ACTIVITIES:			
Cash receipts from trade debtors		43,440,923	40,544,375
Cash receipts from trade creditors		(26,497,705)	(23,415,814)
Cash paid to employees		(7,739,642)	(7,501,401)
Cash flow generated by operations		<u>9,203,576</u>	<u>9,627,160</u>
Income taxes (paid) / received		(54,627)	(19,429)
Other cash receipts and (payments) relating to operating activities		<u>(794,997)</u>	<u>1,175,547</u>
Net cash flow from operating activities (1)		<u>8,353,952</u>	<u>10,783,278</u>
INVESTMENT ACTIVITIES:			
Cash receipts arising from:			
Investments		2,886,963	-
Tangible assets		1,542,378	574,382
Interest and similar income		766,456	1,076,065
		<u>5,195,797</u>	<u>1,650,447</u>
Cash Payments arising from:			
Investments		(2,763)	(3,264,911)
Tangible assets		(4,716,563)	(2,281,612)
Intangible assets		(230,340)	(288,918)
Loans granted		(987,797)	(936,926)
		<u>(5,937,463)</u>	<u>(6,772,367)</u>
Net cash used in investment activities (2)		<u>(741,666)</u>	<u>(5,121,920)</u>
FINANCING ACTIVITIES:			
Cash receipts arising from:			
Loans obtained		6,000,000	11,624,500
		<u>6,000,000</u>	<u>11,624,500</u>
Cash Payments arising from:			
Loans obtained		(13,673,638)	(2,565,633)
Interest and similar charges		(2,182,705)	(4,118,376)
Purchase of own shares		-	(404,783)
		<u>(15,856,343)</u>	<u>(7,088,792)</u>
Net cash used in financing activities (3)		<u>(9,856,343)</u>	<u>4,535,708</u>
Net increase in cash and cash equivalents (4) = (1) + (2) + (3)		<u>(2,244,057)</u>	<u>10,197,067</u>
Effect of foreign exchange rate		<u>(41,410)</u>	<u>(6,262)</u>
Cash and cash equivalents at the beginning of the period	14	<u>8,148,876</u>	<u>2,922,307</u>
Cash and cash equivalents at the end of the period	14	<u>5,946,229</u>	<u>13,125,636</u>

The accompanying notes are part of these financial statements.

The Board of Directors

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

SONAE CAPITAL, SGPS, SA

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED 31 MARCH 2015

(Translation from the Portuguese Original)

(Amounts expressed in Euro)

1. INTRODUCTION

SONAE CAPITAL, SGPS, SA ("Company", "Group" or "Sonae Capital") whose head-office is at Lugar do Espido, Via Norte, Apartado 3053, 4471-907 Maia, Portugal, is the parent company of a group of companies, as detailed in Notes 5 to 7 ("Sonae Capital Group") and was set up on 14 December 2007 as a result of the demerger of the shareholding in SC, SGPS, SA (previously named Sonae Capital, SGPS, SA) from Sonae, SGPS, SA, which was approved by the Board of Directors on 8 November 2007 and by the Shareholder's General Meeting held on 14 December 2007.

Reflecting the current management structure, the reporting segments were revised, addressing the strategic business areas identified in the Group:

- Resorts;
- Hotels;
- Fitness;
- Energy,
- Refrigeration and HVAC;
- Other Assets.

The non-strategic assets (including non-tourism real estate assets and financial shareholdings) are included in the segment "Other assets".

2. MAIN ACCOUNTING POLICIES

The accounting policies adopted are consistent with those used in the financial statements presented for the year ended 31 December 2014.

Basis of preparation

Interim financial statements were presented quarterly, in accordance with IAS 34 - "Interim Financial Reporting".

The accompanying consolidated financial statements have been prepared from the books and accounting records of the Company and of its affiliated undertakings (Notes 4 to 6), on a going concern basis and under the historical cost convention, with the exception of derivative financial instruments and investments held for sale, which are stated at fair value.

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

3. CHANGES IN ACCOUNTING POLICIES

Changes to international accounting standards that came into force on or after 1 January 2015, did not have material impacts in the financial statements as at 31 March 2015.

4. GROUP COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS

Group companies included in the consolidated financial statements, their head offices and percentage of the share capital held by the Group as at 31 March 2015 and 31 December 2014, are as follows:

Company	Head Office	Percentage of capital held			
		31 March 2015		31 December 2014	
		Direct	Total	Direct	Total
Sonae Capital SGPS, SA	Maia	Holding	Holding	Holding	Holding
Hotels					
Aqualuz - Turismo e Lazer, Lda	a) Lagos	100.00%	100.00%	100.00%	100.00%
Solinca-Investimentos Turísticos, SA	a) Porto	100.00%	100.00%	100.00%	100.00%
1) Sonae Turismo - SGPS, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
The Artist Hotel & Bistro - Actividades Hotelaria, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Troiaverde-Expl.Hoteleira Imob., SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Resorts					
Atlantic Ferries - Traf.Loc.Flu.e Marit., SA	a) Grândola	83.41%	83.41%	83.41%	83.41%
Golf Time - Golfe e Inv.Turísticos, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Imoareia - Investimentos Turísticos,SGPS, SA	a) Matosinhos	100.00%	100.00%	100.00%	100.00%
Imopenínsula - Sociedade Imobiliária, SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Imoresort - Sociedade Imobiliária, SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Marina de Tróia, SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Marmagno-Expl.Hoteleira Imob., SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Marvero-Expl.Hoteleira Imob., SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
SII - Soberana Investimentos Imobiliários, SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Soltroia-Imob.de Urb.Turismo de Tróia, SA	a) Lisbon	100.00%	100.00%	100.00%	100.00%
Tróia Market, SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Tróia Natura, SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Troiareort - Investimentos Turísticos, SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Tulipamar-Expl.Hoteleira Imob., SA	a) Grândola	100.00%	100.00%	100.00%	100.00%
Fitness					
Solinca - Health & Fitness, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Energy					
Atelgen - Produção de Energia, ACE	a) Barcelos	51.00%	51.00%	51.00%	51.00%
CAPWATT - Brainpower, S.A.	a) Maia	100.00%	100.00%	100.00%	100.00%
2) Capwatt ACE, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
3) Capwatt Colombo - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
4) Capwatt Engenho Novo - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
5) Capwatt Hectare - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
6) Capwatt II - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
7) Capwatt III - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
8) Capwatt Maia - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
9) Capwatt Martim Longo - Solar Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
10) Capwatt Vale do Caima - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
11) Capwatt Vale do Tejo - Heat Power, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
CAPWATT, SGPS, S.A.	a) Maia	100.00%	100.00%	100.00%	100.00%
Carvemagere - Manutenção e Energias Renováveis, Lda	a) Barcelos	65.00%	65.00%	65.00%	65.00%
Companhia Térmica SERRADO, ACE	a) Maia	70.00%	70.00%	70.00%	70.00%

REPORT AND ACCOUNTS - MARCH 2015

Consolidated Financial Statements

	Companhia Térmica Tagol, Lda	a)	Oeiras	100.00%	100.00%	100.00%	100.00%
	C.T.E. - Central Termoeléctrica do Estuário, Lda	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Enerlousado - Recursos Energéticos, Lda	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Ronfegen - Recursos Energéticos, Lda	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Soternix - Produção de Energia ACE	a)	Barcelos	51.00%	51.00%	51.00%	51.00%
Refrigeration and HVAC							
	Sistavac, SA	a)	Matosinhos	100.00%	70.00%	100.00%	70.00%
	Sistavac, SGPS, SA	a)	Matosinhos	70.00%	70.00%	70.00%	70.00%
	Sistavac Sistemas HVAC-R do Brasil, Lda	a)	São Paulo	100.00%	70.00%	100.00%	70.00%
	Sopair, SA	a)	Madrid	100.00%	70.00%	100.00%	70.00%
	Spinarq-Moçambique, Lda	a)	Maputo	70.00%	70.00%	100.00%	100.00%
	Spinarq-Engenharia, Energia e Ambiente,SA	a)	Luanda	99.90%	99.90%	99.90%	99.90%
Other Assets							
	Bloco Q-Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Casa da Ribeira - Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Centro Residencial da Maia,Urban., SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Cinclus Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Contacto Concessões, SGPS, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Country Club da Maia-Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Empreend.Imob.Quinta da Azenha, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Fundo Especial de Investimento Imobiliário Fechado WTC	a)	Maia	99.82%	99.82%	99.82%	99.82%
	Imoclub-Serviços Imobiliários, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Imodivor - Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Imohotel-Emp.Turist.Imobiliários, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Imoponte-Soc.Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Imosedas-Imobiliária e Serviços, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Implantação - Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Inparvi SGPS, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Interlog-SGPS, SA	a)	Lisbon	98.98%	98.98%	98.98%	98.98%
14)	Martimope - Empreendimentos Turísticos, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Porturbe-Edifícios e Urbanizações, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Praedium - Serviços, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Praedium II-Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Praedium-SGPS, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Prédios Privados Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Predisedas-Predial das Sedas, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Promessa Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	SC - Eng. e Promo Imobiliária,SGPS,SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Sete e Meio Herdades - Investimentos Agrícolas e Turismo, SA	a)	Grândola	100.00%	100.00%	100.00%	100.00%
	Société de Tranchage Isoroy SAS	a)	Honfleur	100.00%	100.00%	100.00%	100.00%
14)	Soconstrução, BV	a)	Amsterdam	100.00%	100.00%	100.00%	100.00%
	Soira-Soc.Imobiliária de Ramalde, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Sôtaqua - Soc. de Empreendimentos Turísticos, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Spinveste - Promoção Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Spinveste-Gestão Imobiliária SGII, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
14)	Torre São Gabriel-Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Urbisedas-Imobiliária das Sedas, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	Vistas do Freixo-Emp.Tur.imobiliários,SA	a)	Maia	100.00%	100.00%	100.00%	100.00%

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Others							
	Imobeauty, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	SC - Sociedade de Consultadoria, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	SC Finance, BV	a)	Amsterdam	100.00%	100.00%	100.00%	100.00%
	SC For - Ser.Formação e Desenvolvimento de Recursos Humanos, Unipessoal, Lda.	a)	Maia	100.00%	100.00%	100.00%	100.00%
13)15)	SC Hospitality, SGPS, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	SC-SGPS, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
15)	Solinfitness - Club Málaga, S.L.	a)	Malaga (Spain)	100.00%	100.00%	100.00%	100.00%
14)15)	Sontur BV	a)	Amsterdam	100.00%	100.00%	100.00%	100.00%
12)	Spred SGPS, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
	a) Majority of voting rights.						
	1) Ex-SC Assets, S.G.P.S., S.A.;						
	2) Ex-Integrum ACE, SA;						
	3) Ex-Integrum Colombo - Energia, SA;						
	4) Ex-Integrum Engenho Novo - Energia SA;						
	5) Ex-Companhia Térmica Hectare, SA;						
	6) Ex-Integrum II - Energia, SA;						
	7) Ex-Integrum III - Energia, SA;						
	8) Ex-Ecocicloll - Energias, SA;						
	9) Ex-Integrum Martim Longo - Energia, SA;						
	10) Ex-Integrum Vale do Caima - Energia, SA;						
	11) Ex-Integrum Vale do Tejo - Energia, SA;						
	12) Company included in the Other Assets segment in 2014;						
	13) Ex-Sonae Turismo, SGPS, SA;						
	14) Company dissolved in the period;						
	15) Company included in the Tourism segment in 2014.						

5. INVESTMENTS IN ASSOCIATED AND JOINTLY CONTROLLED COMPANIES

Associated and jointly controlled companies included in the consolidated financial statements, their head offices and the percentage of share capital held by the Group as at 31 March 2015 and 31 December 2014 are as follows:

Company	Head Office	Percentage of capital held				Book Value	
		31 March 2015		31 December 2014		31 March 2015	31 December 2014
		Direct	Total	Direct	Total		
Other Assets							
Andar - Sociedade Imobiliária, SA	Maia	50.00%	50.00%	50.00%	50.00%	-	53,344
1) Sociedade de Construções do Chile, SA	Maia	100.00%	50.00%	100.00%	50.00%	-	-
1) Vastgoed One - Sociedade Imobiliária, SA	Maia	100.00%	50.00%	100.00%	50.00%	-	-
1) Vastgoed Sun - Sociedade Imobiliária, SA	Maia	100.00%	50.00%	100.00%	50.00%	-	-
Lidergraf - Artes Gráficas, Lda	Vila do Conde	24.50%	24.50%	24.50%	24.50%	821,994	891,317
Norscut - Concessionária de Scut Interior Norte, SA	Lisbon	36.00%	36.00%	36.00%	36.00%	20,917,418	19,654,903
Operscut - Operação e Manutenção de Auto-estradas, SA	Lisbon	15.00%	15.00%	15.00%	15.00%	24,000	24,000
Energy							
Feneralt - Produção de Energia, ACE	Barcelos	25.00%	25.00%	-	-	161,992	107,130
Total						21,925,404	20,730,694

1) Null investment values result from the adoption of the equity method in Andar - Sociedade Imobiliária, SA, holder of all of these investments.

Associated and jointly controlled companies are consolidated using the equity method.

Nil balances shown result from the reduction to acquisition cost of amounts determined by the equity method, discontinuing the recognition of its part of additional losses under the terms of IAS 28.

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As at 31 March 2015 and 31 December 2014, aggregate values of main financial indicators of associated and jointly controlled companies can be summarized as follows:

	31 March 2015	31 December 2014
Total Assets	661,161,334	688,065,258
Total Liabilities	557,290,459	583,955,642
Income	21,939,774	115,284,242
Expenses	18,016,992	88,388,616

During the periods ended 31 March 2015 and 31 March 2014, movements in investments of associated and jointly controlled companies are as follows:

	31 March 2015	31 March 2014
Opening balance as at 1 January	20,762,638	12,490,395
Acquisitions in the period	-	1,320,301
Equity method	1,194,710	416,978
Closing balance as at 31 March	21,957,348	14,227,674
Accumulated impairment losses (Note 22)	(31,944)	(31,943)
	21,925,404	14,195,731

The use of the equity method had the following impacts: 1,247,978 euro recorded on share of results of associated undertakings (8,223,458 euro at 31 December 2014), and -53,267 euro in changes in reserves (-65,531 euro at 31 December 2014).

6. OTHER INVESTMENTS

Other investments, their head offices, percentage of share capital held and book value as at 31 March 2015 and 31 December 2014 are made up as follows:

Company	Head Office	Percentage of capital held				Book Value	31 March 2015	31 December 2014
		31 March 2015		31 December 2014				
		Direct	Total	Direct	Total			
Resorts								
Infratroia - Emp. de Infraest. de Troia, E.N.	Grândola	25.90%	25.90%	25.90%	25.90%	64,747	64,747	
Other Assets								
Fundo de Investimento Imobiliário Fechado Imosedede	Maia	20.90%	20.90%	22.57%	22.57%	31,293,991	33,493,884	
Fundo de Investimento Imobiliário Imosonae Dois	Maia	0.06%	0.06%	0.06%	0.06%	124,892	124,892	
Net, SA	Lisbon	2.80%	2.80%	2.80%	2.80%	23,034	23,034	
Fundo de Capital de Risco F-HITEC	Lisbon	6.48%	6.48%	6.48%	6.48%	250,950	250,950	
Other investments						126,747	123,985	
Total (Note 9)						31,884,361	34,081,492	

Sonae Capital sold in 31 March 2015 a total of 3,183 units of the Imosedede Real Estate Investment Fund in the amount of 2,500,557 euro.

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7. TANGIBLE AND INTANGIBLE ASSETS

During the three months period ended 31 March 2015, movements in tangible and intangible assets as well as in amortisation and accumulated impairment losses, are made up as follows:

	Tangible Assets				
	Land and Buildings	Equipment	Other Tangible Assets	Tangible Assets in progress	Total Tangible Assets
Gross Cost:					
Opening balance as at 1 January 2015	222,289,448	179,441,283	2,197,777	11,880,186	415,808,694
Changes in consolidation perimeter	-	-	-	-	-
Capital expenditure	49,832	88,742	952	4,809,054	4,948,580
Disposals	(717,594)	(461,991)	-	-	(1,179,585)
Exchange rate effect	-	42,742	(3,571)	-	39,171
Transfers	-	1,901,288	56	(1,939,984)	(38,640)
Closing balance as at 31 March 2015	<u>221,621,686</u>	<u>181,012,064</u>	<u>2,195,214</u>	<u>14,749,255</u>	<u>419,578,219</u>
Accumulated depreciation and impairment losses					
Opening balance as at 1 January 2015	81,960,385	91,386,095	1,751,498	-	175,097,978
Changes in consolidation perimeter	-	-	-	-	-
Charges for the period 1)	741,432	3,034,346	21,352	-	3,797,130
Disposals	(195,638)	(246,447)	-	-	(442,085)
Exchange rate effect	-	23,231	(2,630)	-	20,601
Transfers	-	38	-	-	38
Closing balance as at 31 March 2015	<u>82,506,179</u>	<u>94,197,263</u>	<u>1,770,220</u>	<u>-</u>	<u>178,473,662</u>
Carrying amount as at 1 January 2015	<u>140,329,063</u>	<u>88,055,188</u>	<u>446,279</u>	<u>11,880,186</u>	<u>240,710,716</u>
Carrying amount as at 31 March 2015	<u>139,115,507</u>	<u>86,814,801</u>	<u>424,994</u>	<u>14,749,255</u>	<u>241,104,557</u>

Major amounts included in the caption Tangible assets in progress, refers to the following projects:

	31 March 2015	31 December 2014
Tróia	7,649,172	7,624,730
Cogeneration Project	792,562	1,555,061
Hotels Refurbishment	5,366,936	1,825,022
Others	940,585	875,373
	<u>14,749,255</u>	<u>11,880,186</u>

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	Intangible Assets				
	Patents and other similar rights	Software	Other Intangible Assets	Intangible Assets in progress	Total Intangible Assets
Gross Cost:					
Opening balance as at 1 January 2015	7,846,758	2,877,589	466,858	217,498	11,408,703
Changes in consolidation perimeter	-	-	-	-	-
Capital expenditure	14,040	215	177,962	151,076	343,293
Disposals	-	-	-	-	-
Exchange rate effect	-	(1,480)	-	-	(1,480)
Transfers	(71,561)	292,413	(19,587)	(205,347)	(4,082)
Closing balance as at 31 March 2015	7,789,237	3,168,737	625,233	163,227	11,746,434
Accumulated depreciation and impairment losses					
Opening balance as at 1 January 2015	1,380,363	1,994,300	9,421	-	3,384,083
Changes in consolidation perimeter	-	-	-	-	-
Charges for the period	48,782	147,660	-	-	196,443
Disposals	-	-	-	-	-
Exchange rate effect	-	(889)	-	-	(889)
Transfers	(42,405)	42,405	-	-	-
Closing balance as at 31 March 2015	1,386,740	2,183,476	9,421	-	3,579,637
Carrying amount as at 1 January 2015	6,466,395	883,289	457,437	217,498	8,024,620
Carrying amount as at 31 March 2015	6,402,497	985,261	615,812	163,227	8,166,797

As at March 2015 net assets of Marina de Troia amount to 5,957,560 euro (5,994,383 euro at 31 December 2014).

8. GOODWILL

During the periods ended 31 March 2015 and 31 December 2014, movements in goodwill, as well as in corresponding impairment losses, are as follows:

	31 March 2015	31 December 2014
Gross amount:		
Opening balance	62,291,840	62,283,809
Increases - acquisition of affiliated companies	-	8,031
Decreases - disposals of affiliated companies	-	-
Closing balance	62,291,840	62,291,840
Accumulated impairment losses:		
Opening balance	1,301,596	1,301,596
Closing balance	1,301,596	1,301,596
	-	-
Total	60,990,244	60,990,244

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9. OTHER INVESTMENTS

As at 31 March 2015 and 31 December 2014, movements in investments were as follows:

	31 March 2015		31 December 2014	
	Non current	Current	Non current	Current
<u>Investments at acquisition cost</u>				
Opening balance as at 1 January	879,446	-	8,071,101	-
Acquisitions in the period	2,762	-	17,742	-
Disposals in the period	-	-	(7,652,356)	-
Transfers	-	-	442,959	-
Closing balance as at 31 March	882,208	-	879,446	-
Accumulated impairment losses (Note 22)	(291,838)	-	(291,838)	-
	<u>590,370</u>	<u>-</u>	<u>587,608</u>	<u>-</u>
<u>Investments held for sale</u>				
Fair value as at 1 January	33,493,884	-	39,305,931	-
Disposals in the period	(2,482,675)	-	(5,221,742)	-
Transfers	-	-	(430,200)	-
Increase/(Decrease) in fair value	282,782	-	(160,105)	-
Fair value as at 31 March	31,293,991	-	33,493,884	-
Accumulated impairment losses (Note 22)	-	-	-	-
Fair value (net of impairment losses) as at 31 March	<u>31,293,991</u>	<u>-</u>	<u>33,493,884</u>	<u>-</u>
	<u>31,884,361</u>	<u>-</u>	<u>34,081,492</u>	<u>-</u>

The amounts shown at fair value related to the Imosede Fund.

The Imosede Fund is accounted as an available for sale asset, measured at fair value. For the remaining investment under this heading, the Group considers that it is not reasonable to estimate a fair value, as there is no observable market data.

These investments are recorded at acquisition cost less impairment losses.

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10. OTHER NON-CURRENT ASSETS

As at 31 March 2015 and 31 December 2014, other non-current assets are detailed as follows:

	31 March 2015	31 December 2014
Loans granted to related parties		
Norscut - Concessionária de Scut Interior Norte, SA	19,606,752	18,647,695
Others	784,815	756,076
	<u>20,391,567</u>	<u>19,403,771</u>
Impairment losses (Note 22)	(34,916)	(34,916)
	<u>20,356,651</u>	<u>19,368,855</u>
Trade accounts receivable and other debtors		
Sale of financial investments	-	-
Others	1,258,320	1,284,964
Impairment losses (Note 22)	-	-
	<u>1,258,320</u>	<u>1,284,964</u>
Other non current assets	<u>21,614,971</u>	<u>20,653,819</u>

11. INVENTORIES

Inventories as at 31 March 2015 and 31 December 2014 can be detailed as follows, highlighting the value attributable to real estate developments:

	31 Março 2015		31 December 2014	
	Total	of which real estate developments	Total	of which real estate developments
Raw materials, by-products and consumables	1,077,086	-	1,022,596	-
Goods for sale	30,831,691	29,417,881	31,110,475	29,736,226
Finished goods	51,884,485	51,884,485	53,463,323	53,463,323
Work in progress	77,643,761	76,225,997	78,258,356	76,373,416
	<u>161,437,022</u>	<u>157,528,363</u>	<u>163,854,750</u>	<u>159,572,965</u>
Accumulated impairment losses on stocks (Note 22)	(6,257,563)	(6,242,656)	(6,292,456)	(6,242,656)
	<u>155,179,459</u>	<u>151,285,707</u>	<u>157,562,294</u>	<u>153,330,309</u>

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12. TRADE ACCOUNTS RECEIVABLE AND OTHER CURRENT ASSETS

As at 31 March 2015 and 31 December 2014, trade accounts receivable and other current assets are detailed as follows:

	31 March 2015	31 December 2014
Trade accounts receivable	26,126,441	30,337,378
Accumulated impairment losses on trade debtors (Note 22)	(4,282,440)	(4,356,479)
	<u>21,844,001</u>	<u>25,980,899</u>
Taxes recoverable	17,214,153	16,676,255
Loans granted to and other amounts to be received from related parties	214,520	167,444
Other current assets		
Suppliers with a debtor balance	1,091,224	610,343
Other debtors	10,131,913	11,077,668
Accounts receivable from the sale of financial investments	4,998,820	5,394,384
Accounts receivable from the sale of tangible assets	5,925	10,659
Interest receivable	251,195	988,617
Deferred costs - Rents	407,322	282,514
Deferred costs - External supplies and services	1,624,895	1,419,585
Other current assets	4,313,364	3,939,878
	<u>22,824,658</u>	<u>23,723,648</u>
Accumulated impairment losses on other current assets (Note 22)	(6,434,050)	(6,356,349)
	<u>(6,434,050)</u>	<u>(6,356,349)</u>
Trade accounts receivable and other current assets	<u><u>55,663,282</u></u>	<u><u>60,191,897</u></u>

13. DEFERRED TAXES

Deferred tax assets and liabilities as at 31 March 2015 and 31 December 2014 can be detailed as follows, split between the different types of temporary differences:

	Deferred tax assets		Deferred tax liabilities	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Amortisation and Depreciation harmonisation adjustments	758,533	767,399	3,292,660	3,145,808
Provisions and impairment losses of non-tax deductible	6,743,882	6,762,992	-	-
Write off of tangible and intangible assets	71,250	71,250	-	-
Write off of accruals	-	-	-	-
Revaluation of tangible assets	-	-	93,738	94,169
Tax losses carried forward	16,063,686	16,063,686	-	-
Financial instruments	-	-	998,553	1,066,862
Write off of stocks	-	-	795,469	906,974
Taxable temporary differences arising from the fair value of non-current liabilities	-	-	6,552,692	7,141,626
Others	46,172	53,111	25,696	(646,156)
	<u>23,683,524</u>	<u>23,718,439</u>	<u>11,758,808</u>	<u>11,709,284</u>

In accordance with the tax statements presented by companies that recorded deferred tax assets arising from tax losses carried forward, as at 31 March 2015 and

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31 December 2014, and using tax rates effective at that time, tax losses carried forward can be summarized as follows:

	31 March 2015			31 December 2014		
	Tax losses carried forward	Deferred tax assets	Time limit	Tax losses carried forward	Deferred tax assets	Time limit
With limited time use						
Generated in 2009	3,853,149	809,161	2015	3,853,149	809,161	2015
Generated in 2010	-	-	2014	-	-	2014
Generated in 2011	16,629,456	3,492,186	2015	16,629,456	3,492,186	2015
Generated in 2012	19,769,442	4,151,583	2017	19,769,442	4,151,583	2017
Generated in 2013	18,088,306	3,798,545	2018	18,088,306	3,798,545	2018
Generated in 2014	18,153,387	3,812,211	2026	18,153,387	3,812,211	2026
Generated in 2015	-	-	2027	-	-	
	<u>76,493,741</u>	<u>16,063,686</u>		<u>76,493,741</u>	<u>16,063,686</u>	
With a time limit different from the above mentioned	-	-		-	-	
	<u>76,493,741</u>	<u>16,063,686</u>		<u>76,493,741</u>	<u>16,063,686</u>	

As at 31 March 2015 and 31 December 2014, deferred tax assets resulting from tax losses carried forward were re-assessed. Deferred tax assets have only been recorded to the extent that future profits will arise which may be offset against available tax losses or against deductible temporary differences.

As at 31 March 2015 and 31 December 2014, tax losses carried forward amounting to 114,800,282 euro (109,866,615 euro as at 31 December 2014), have not originated deferred tax assets for prudential reasons and are detailed as follows:

	31 March 2015			31 December 2014		
	Tax losses carried forward	Tax Credit	Time limit	Tax losses carried forward	Tax Credit	Time limit
With limited time use						
Generated in 2009	37,934,224	7,966,187	2015	37,739,388	7,925,271	2015
Generated in 2010	-	-	2014	-	-	2014
Generated in 2011	17,081,280	3,587,069	2015	16,920,254	3,553,253	2015
Generated in 2012	13,715,714	2,880,300	2017	14,136,576	2,968,681	2017
Generated in 2013	27,069,632	5,684,623	2018	22,115,430	4,644,240	2018
Generated in 2014	22,424	4,709	2026	70,534	14,812	2026
Generated in 2015	9,295	1,952	2027	-	-	
	<u>95,832,569</u>	<u>20,124,839</u>		<u>90,982,182</u>	<u>19,106,258</u>	
Without limited time use	-	-		-	-	
With a time limit different from the above mentioned	18,967,713	4,840,438		18,884,433	4,819,618	
	<u>18,967,713</u>	<u>4,840,438</u>		<u>18,884,433</u>	<u>4,819,618</u>	
	<u>114,800,282</u>	<u>24,965,277</u>		<u>109,866,615</u>	<u>23,925,876</u>	

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14. CASH AND CASH EQUIVALENTS

As at 31 March 2015 and 31 December 2014, cash and cash equivalents can be detailed as follows:

	31 March 2015	31 December 2014
Cash at hand	89,575	132,458
Bank deposits	5,855,144	9,184,154
Treasury applications	6,183	10,938
Cash and cash equivalents on the balance sheet	5,950,901	9,327,550
Bank overdrafts - (Note 17)	(4,672)	(1,178,675)
Cash and cash equivalents in the statement of cash-flows	5,946,229	8,148,875

Bank overdrafts include creditor balances of current accounts in financial institutions, and are disclosed in the balance sheet under current bank loans (Note 17).

15. EQUITY

The share capital of Sonae Capital SGPS, SA is represented by 250,000,000 ordinary shares, which do not have the right to a fixed remuneration, with a nominal value of 1 euro each.

As at 31 March 2015, Sonae Capital SGPS, S.A. owns 6,068,850 own shares (6,068,850 own shares at 31 December 2014) booked for 1,486,301 euro (1,486,301 euro at 31 December 2014).

The Reserves and retained earnings of Sonae Capital Group in the periods ended 31 March 2015 and 31 December 2014 are as follows:

	31 March 2015	31 December 2014
Demerger reserve	132,638,253	132,638,253
Translation reserves	(159,467)	(130,882)
Fair value reserves	(410,812)	(750,961)
Hedging reserves	(38,727)	(239,276)
Other reserves and retained earnings	(82,195,651)	(75,237,394)
Reserves and retained earnings	49,833,596	56,279,740

Demerger reserve

The demerger originated a reserve in the amount of 132,638,253 euro, which has a treatment similar to that of a Legal Reserve. According to Company Law, it cannot be distributed to shareholders, unless the company is liquidated, but can be used to make good prior year losses, once other reserves have been used fully, or for capital increases.

Translation reserves

The reserve is made up by the conversion into euro of the financial statements of the subsidiaries that have other functional currency.

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Fair Value Reserves

This reserve reflects the fair value of assets available for sale.

Hedging Reserve

This reserve is made up by the fair value of hedging derivatives and the respective accrued interest.

16. NON CONTROLLING INTERESTS

Movements in non-controlling interests in the periods ended 31 Março 2015 and 31 December 2014 are as follows:

	31 March 2015	31 December 2014
Opening balance as at 1 January	9,375,864	8,850,291
Changes in hedging reserves	2,833	12,699
Changes in the percentage of capital held in affiliated companies	-	679,088
Changes resulting from currency translation	(15,711)	20,118
Dividends paid	(1,082,019)	(721,525)
Others	-	174
Profit for the period attributable to minority interests	248,321	535,019
Closing balance	8,529,288	9,375,864

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17. BORROWINGS

As at 31 March 2015 and 31 December 2014, Borrowings are made up as follows:

	31 March 2015		31 December 2014		Repayable on
	Outstanding amount		Outstanding amount		
	Current	Non Current	Current	Non Current	
Bank loans					
Sonae Capital SGPS - commercial paper ^{a)}	10,500,000	-	17,250,000	-	Mar/2018
Sonae Capital SGPS - commercial paper ^{d)}	8,250,000	-	8,250,000	-	Dec/2015
Sonae Capital SGPS - commercial paper ^{b)}	-	27,050,000	-	28,900,000	Aug/2016
Sonae Capital SGPS - commercial paper ^{c)}	-	30,000,000	-	30,000,000	Dec/2017
Sonae Capital SGPS - commercial paper ^{f)}	3,500,000	4,750,000	3,500,000	4,750,000	May/2017
Sonae Capital SGPS - commercial paper ^{g)}	2,400,000	-	4,000,000	-	Feb/2016
Sonae Capital SGPS - commercial paper ^{h)}	1,200,000	4,800,000	-	-	Mar/2020
Sonae Capital SGPS ^{e)}	3,290,000	11,515,000	3,290,000	12,337,500	Set/2019
Up-front fees	-	(400,815)	-	(415,978)	
Others	1,243,387	2,242,108	2,524,257	2,652,051	
	<u>30,383,387</u>	<u>79,956,293</u>	<u>38,814,257</u>	<u>78,223,573</u>	
Bank overdrafts (Note 14)	4,672	-	1,178,675	-	
Bank loans	<u>30,388,060</u>	<u>79,956,293</u>	<u>39,992,932</u>	<u>78,223,573</u>	
Bond Loans					
Sonae Capital 2011/2016 Bonds	10,000,000	-	-	10,000,000	Jan/2016
Sonae Capital 2014/2019 Bonds	-	42,500,000	-	42,500,000	Jun/2019
SC, SGPS, S.A. 2008/2018 Bonds	-	50,000,000	-	50,000,000	Mar/2018
Up-front fees	-	(555,851)	-	(608,709)	
Bond Loans	<u>10,000,000</u>	<u>91,944,149</u>	<u>-</u>	<u>101,891,291</u>	
Other loans	565,165	609,257	752,665	609,258	
Derivatives (Note 18)	42,536	-	621,462	-	
Obligations under finance leases	2,846,364	18,217,188	2,851,514	18,935,072	
Up-front fees on finance leases	-	(86,030)	-	(88,961)	
	<u>43,842,125</u>	<u>190,640,857</u>	<u>44,218,573</u>	<u>199,570,233</u>	

- a) Short term commercial paper programme, issued on 28 March 2008 and valid for a 10 year period, which may be extended at the option of Sonae Capital. Placed in investors or financial institutions and guaranteed by credit lines, with commitment of at least six months to a year, placed in relationship banks.
- b) Commercial paper programme, with subscription guarantee, issued on 31 March 2011 and valid up to August 2018, except if the reimbursement is anticipated under the contracted terms of the call/put option, in August 2016. This loan is guaranteed by a mortgage on real estate assets
- c) Commercial paper programme, with subscription guarantee, issued on 27 December 2012 and valid up to December 2017.
- d) Commercial paper programme, with subscription guarantee, issued on 31 December 2013, with annual renewals up to 3 years.
- e) Bank loan guarantee by a mortgage on real estate, started on 2 June 2011 and valid up to September 2019, with quarterly payments.
- f) Commercial paper programme, with subscription guarantee, issued on 7 May 2014 and valid for a 3 year period, with semi-annual payments.
- g) Short term commercial paper programme, with subscription guarantee, issued on 17 February 2011, with annual renewals up to a maximum of 5 years.
- h) Short term commercial paper programme, with subscription guarantee, issued on 18 March 2015, valid up to March 2020, with annual payments.

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As at 31 March 2015, borrowings of the Group were as follows:

- SC, SGPS, SA, 2008/2018 bond loan in the amount of 50,000,000 euro, with a 10 year maturity, and a sole reimbursement on 3 March 2018, except if the reimbursement is anticipated, fully or partially, which can happen on 3 March 2016. This bond loan bears interest every six months.
- Sonae Capital SGPS - 2011/2016 bond loan in the amount of 10,000,000 euro, with a 5 year maturity, and a sole reimbursement on 17 January 2016. This bond loan bears interest every six months.
- SC, SGPS, SA, 2014/2019 bond loan in the amount of 42,500,000 euro, with a 5 year maturity, and a sole reimbursement on 28 May 2019. This bond loan bears interest every six months.

The interest rate on bonds and bank loans in force on 31 March 2015 was on average 2.61%.

Bank loans pay interest rates that are indexed to the Euribor market rates of the period, and its fair value is considered close to its book value.

Other non-current loans include government reimbursable grants to group companies, which do not bear interest.

The repayment schedule of the nominal value of borrowings may be summarised as follows:

	31 March 2015		31 Dezembro 2014	
	Nominal value	Interest	Nominal value	Interest
N+1 ^{a)}	43,799,589	6,458,141	43,597,111	6,730,136
N+2	20,904,715	4,782,860	30,417,502	5,187,358
N+3	98,514,475	3,968,168	48,102,235	4,615,274
N+4	17,044,159	2,284,402	66,438,849	2,795,451
N+5	48,640,468	1,089,808	48,576,622	1,110,569
After N+5	6,579,737	184,976	7,148,672	216,245
	<u>235,483,142</u>	<u>18,768,355</u>	<u>244,280,992</u>	<u>20,655,033</u>

a) Includes amounts drawn under commercial paper programmes. Of the total amount maturing in N+1, 22% concerns to commercial paper taken under lines of credit with commitment exceeding one year. Taking into account the policies and measures to manage liquidity risk, no risks that could jeopardize the continuity of operations are anticipated.

18. DERIVATIVES

Interest rate derivatives

Hedging instruments used by the Group as at 31 March 2015 were mainly interest rate options (cash-flow hedges) contracted with the goal of hedging interest rate risks on loans in the amount of 773,050 euro, whose fair value of 42,536 euro (621,462 euro at 31 December 2014) is recorded as liabilities in other loans. As at 31 de Março de 2015 and 31 December 2014, all derivatives are hedging derivatives.

These interest rate hedging instruments are valued at fair value as at the balance sheet date, determined by valuations made by the Group using derivative valuation calculation schedules and external valuations when these schedules do not permit the valuation of certain instruments. For options, fair value is determined using the Black-Scholes model and its variants.

The fair value of derivatives is calculated using valuation models based on assumptions which are confirmed by market benchmarks, thus complying with level 2 requirements set on the IFRS 7.

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Risk coverage guidelines generally used by the Group in contractually arranged hedging instruments are as follows:

- Matching between cash-flows received and paid, i.e., there is a perfect match between the dates of the re-fixing of interest rates on financing contracted with the bank and the dates of the re-fixing of interest rates on the derivative;
- Perfect matching between indices: the reference index for the hedging instrument and that for the financing to which the underlying derivative relates are the same;
- In the case of extreme rises in interest rates, the maximum cost of financing is limited.

Counterparts for derivatives are selected based on their financial strength and credit risk profile, with this profile being generally measured by a rating note attributed by rating agencies of recognized merit. Counterparts for derivatives are top level, highly prestigious financial institutions which are recognized nationally and internationally.

Fair value of derivatives

The fair value of derivatives is as follows:

	Assets		Liabilities	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Non-Hedge accounting derivatives				
Interest rate	-	-	-	-
Hedge accounting derivatives				
Interest rate (Note 17)	-	-	42,536	621,462
Other derivatives	-	-	-	-
	-	-	42,536	621,462

19. OTHER NON-CURRENT LIABILITIES

As at 31 March 2015 and 31 December 2014 other non-current liabilities can be detailed as follows:

	31 March 2015	31 December 2014
Loans and other amounts payable to related parties		
Plaza Mayor Parque de Ocio, SA	1,995,929	2,017,783
Others	216,645	216,645
	<u>2,212,574</u>	<u>2,234,428</u>
Other creditors		
Creditors in the restructuring process of Torralta	519,587	506,206
Others	83,356	-
	<u>602,943</u>	<u>506,206</u>
Deferred income	-	-
Obligations by share-based payments (Note 20)	143,854	333,229
	<u>143,854</u>	<u>333,229</u>
Other non current liabilities	<u>2,959,371</u>	<u>3,073,863</u>

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20. SHARE-BASED PAYMENTS

In 2012 and in previous years, the Sonae Capital Group granted deferred performance bonuses to employees, based on shares of Sonae Capital SGPS, SA to be acquired at nil cost, three years after they were attributed to the employee. In any case, the acquisition can be exercised during the period commencing on the third anniversary of the grant date and the end of that year. The company has the choice to settle in cash instead of shares. The option can only be exercised if the employee still works for the Sonae Capital Group on the vesting date.

As at 31 March 2015 and 31 December 2014, the market value of total liabilities arising from share-based payments, which have not yet vested, may be summarised as follows:

	Year of grant	Vesting year	Number of participants	Fair Value	
				31 March 2015	31 December 2014
Shares					
	2012	2015	2	137,185	341,223
	2013	2016	8	525,419	423,280
	2014	2017	8	264,741	153,131
	2015	2018	8	332,649	-
Total				<u>1,259,994</u>	<u>917,634</u>

As at 31 March 2015 and 31 December 2014, the financial statements include the following amounts corresponding to the period elapsed between the date of granting and those dates for each deferred bonus plan, which have not yet vested:

	31 March 2015	31 Dezembro 2014
Other non current liabilities (Note 19)	143,854	333,229
Other current liabilities	513,417	341,223
Reserves	103,299	391,028
Staff Costs	<u>553,971</u>	<u>283,426</u>

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21. TRADE ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

As at 31 March 2015 and 31 December 2014 trade accounts payable can be detailed as follows:

	31 March 2015	31 December 2014
Trade creditors	16,145,223	17,028,403
Loans granted by and other payables to related parties	1,250,092	107,740
Other current liabilities		
Fixed assets suppliers	1,674,142	1,296,713
Advances from customers and down payments	4,005,579	4,350,703
Other creditors	2,042,070	2,220,512
Taxes and contributions payable	12,247,458	9,567,955
Staff costs	6,495,539	5,987,039
Amounts invoiced for works not yet completed	3,652,008	4,667,245
Accrued expenses with purchases - Energy Segment	4,200,922	4,126,642
Interest payable	1,312,147	821,515
Investment aid	1,569,070	1,601,914
Other liabilities	9,698,457	9,584,112
	<u>46,897,392</u>	<u>44,224,350</u>
Trade accounts payable and other current liabilities	<u>64,292,707</u>	<u>61,360,493</u>

22. PROVISIONS AND ACUMULATED IMPAIRMENT LOSSES

Movements in provisions and accumulated impairment losses over the period ended 31 March 2015 were as follows:

Captions	Balance as at 1 January 2015	Increases	Decreases	Utilisations	Balance as at 31 March 2015
Accumulated impairment losses on:					
Other Investments (Notes 5 and 9)	323,782	-	-	-	323,782
Other non current assets (Note 10)	34,916	-	-	-	34,916
Trade accounts receivable (Note 12)	4,356,479	376,928	(422,477)	(28,490)	4,282,440
Other current assets (Note 12)	6,356,348	85,434	(7,732)	-	6,434,050
Stocks (Note 11)	6,292,456	-	(34,892)	-	6,257,563
Non current provisions	3,079,824	-	-	-	3,079,824
Current provisions	5,642,201	291,389	(294,286)	-	5,639,304
	<u>26,086,007</u>	<u>753,751</u>	<u>(759,387)</u>	<u>(28,490)</u>	<u>26,051,880</u>

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As at 31 March 2015 and 31 December 2014 detail of other provisions was as follows:

	31 March 2015	31 December 2014
Judicial claims	1,790,009	1,802,697
Provision for secured income	4,632,108	4,350,846
Others	2,297,011	2,568,482
	<u>8,719,128</u>	<u>8,722,025</u>

23. CONTINGENT ASSETS AND LIABILITIES

As at 31 March 2015 and 31 December 2014 the most important contingent liabilities referred to guarantees given and were made up as follows:

	31 March 2015	31 December 2014
Guarantees given:		
On VAT reimbursements	5,064,574	5,064,574
On tax claims	8,850,378	5,729,805
On municipal claims	1,134,224	1,134,224
Others	12,286,497	14,418,892

Others include the following guarantees:

- 5,471,187 euro as at 31 March 2015 (7,507,705 euro as at 31 December 2014) of guarantees on construction works given to clients;
- 5,581,280 euro as at 31 March 2015 and as at 31 December 2014 of guarantees given concerning building permits in the Resorts segments.

The Group has not registered provisions for the events/disagreements for which these guarantees were given since the Group believes that the above mentioned events will not result in a loss for the Group.

24. TAXATION

As at 31 March 2015 and 2014, Taxation was made up as follows:

	31 March 2015	31 March 2014
Current tax	858,815	171,794
Deferred tax	9,780	239,886
Taxation	<u>868,595</u>	<u>411,680</u>

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25. RECONCILIATION OF CONSOLIDATED NET PROFIT

As at 31 March 2015 and 2014, the reconciliation of consolidated net profit can be analysed as follows:

	31 March 2015	31 March 2014
Aggregate net profit	(6,681,185)	14,477,528
Harmonisation adjustments	18,443	(854,990)
Elimination of intragroup dividends	(33,314,290)	(20,192,842)
Share of gains/(losses) of associated undertakings	1,247,978	1,447,815
Elimination of intragroup capital gains/(losses)	(3,221,077)	-
Elimination of intragroup impairment	(5,564,515)	(385,636)
Adjustments of gains/(losses) of financial shareholdings sale	44,836,886	-
Others	-	279,691
Consolidated net profit for the year	(2,677,760)	(5,228,434)

26. RELATED PARTIES

Balances and transactions with related parties are detailed as follows:

Transactions	Sales and services rendered		Purchases and services obtained	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Parent company (a)	-	1,025	-	-
Associated companies	126,930	3,717	9,122	7,913
Other partners and Group companies (b)	4,349,978	5,638,595	924,048	1,266,395
	<u>4,476,908</u>	<u>5,643,337</u>	<u>933,170</u>	<u>1,274,308</u>

Transactions	Interest income		Interest expenses	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Parent company (a)	-	-	-	-
Associated companies	250,448	252,188	-	-
Other partners and Group companies (b)	-	-	28,106	32,351
	<u>250,448</u>	<u>252,188</u>	<u>28,106</u>	<u>32,351</u>

Balances	Accounts receivable		Accounts payable	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Parent company (a)	-	-	-	-
Associated companies	452,882	1,599,727	9,212	18,980
Other partners and Group companies (b)	5,325,877	11,254,391	2,294,989	2,243,084
	<u>5,778,759</u>	<u>12,854,118</u>	<u>2,304,201</u>	<u>2,262,064</u>

Balances	Loans obtained		Loans granted	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Parent company (a)	-	-	-	-
Associated companies	-	-	20,356,651	19,368,854
Other partners and Group companies (b)	1,995,929	2,017,783	-	-
	<u>1,995,929</u>	<u>2,017,783</u>	<u>20,356,651</u>	<u>19,368,854</u>

a) The parent company is Efanor Investimentos, SGPS, SA;

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- b) Balances and transactions with Group Sonae, SGPS and Group Sonae Indústria, SGPS, SA are included under Other partners and Group companies.

27. EARNINGS PER SHARE

Earnings per share for the periods ended 31 March 2015 and 31 March 2014 were calculated taking into consideration the following amounts:

	<u>31 March 2015</u>	<u>31 March 2014</u>
Net profit		
Net profit taken into consideration to calculate basic earnings per share (Net profit for the period)	(2,926,079)	(4,996,457)
Net profit taken into consideration to calculate diluted earnings per share	<u>(2,926,079)</u>	<u>(4,996,457)</u>
Number of shares		
Weighted average number of shares used to calculated basic earnings per share	246,211,552	246,147,643
Weighted average number of shares used to calculated diluted earnings per share	<u>246,211,552</u>	<u>246,147,643</u>
Earnings per share (basic and diluted)	<u>(0.011884)</u>	<u>(0.020299)</u>

There are no convertible instruments included in Sonae Capital, SGPS, SA's shares, hence there is no dilutive effect.

28. SEGMENT INFORMATION

In 31 March 2015 and 2014 and 31 December 2014, the following were identified as segments:

- Resorts;
- Hotels;
- Fitness;
- Energy;
- Refrigeration and HVAC;
- Other Assets;
- Holding and Others.

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The contribution of the business segments to the income statement of the periods ended 31 March 2015 and 31 March 2014 can be detailed as follows:

31 March 2015								
Profit and Loss Account	Resorts	Hotels	Fitness	Energy	Refrigeration and HVAC	Holding & Others	Intersegment Adjustments	Consolidated
Turnover	5,440,895	1,871,479	3,503,340	15,580,533	13,855,619	3,476,997	(4,887,489)	38,841,374
Other operational income	1,320,579	99,063	108,684	697,003	341,650	50,652	1,332,541	3,950,172
Total operational income	6,761,474	1,970,542	3,612,024	16,277,536	14,197,269	3,527,649	(3,554,948)	42,791,546
Operational cash-flow (EBITDA)	762,744	(2,430,915)	232,923	3,221,024	420,723	263,367	5	2,469,871

31 March 2014								
Profit and Loss Account	Resorts	Hotels	Fitness	Energy	Refrigeration and HVAC	Holding & Others	Intersegment Adjustments	Consolidated
Turnover	12,583,234	1,530,801	3,369,609	7,128,955	12,671,688	3,809,822	(3,680,868)	37,413,241
Other operational income	291,701	99,062	83,218	32,191	177,133	254,433	(90,025)	847,713
Total operational income	12,874,935	1,629,863	3,452,827	7,161,146	12,848,821	4,064,255	(3,770,893)	38,260,954
Operational cash-flow (EBITDA)	526,922	(2,442,297)	367,543	1,443,840	(470,591)	299,337	4	(275,242)

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The contribution of the business segments to the Balance sheets as at 31 March 2015 and 31 December 2014 can be detailed as follows:

31 March 2015								
Balance Sheet	Resorts	Hotels	Fitness	Energy	Refrigeration and HVAC	Holding and Others	Intersegment Adjustments	Consolidated
Fixed Assets Tangible and Intangible	133,695,762	13,583,665	9,087,488	26,363,870	10,206,976	116,805,615	518,223	310,261,598
Investments	39,365,951	31,277,667	25,364	175,208	1,253	609,673,784	(626,709,463)	53,809,765
Other Assets	105,458,840	40,344,108	2,762,304	14,754,673	39,510,819	590,401,617	(531,140,226)	262,092,136
Total Assets	278,520,554	85,205,440	11,875,157	41,293,751	49,719,048	1,316,881,016	(1,157,331,465)	626,163,500
Total Liabilities	232,068,215	50,837,010	8,839,584	40,084,963	16,946,184	505,052,560	(531,615,520)	322,212,996
Technical investment	114,218	148,061	182,680	1,056,371	90,178	3,700,364	-	5,291,872
Gross Debt	15,407,756	-	616,071	9,616,289	-	208,842,866	-	234,482,982
Net Debt	15,277,889	(100,755)	571,719	9,281,679	(1,282,765)	204,784,315	-	228,532,080

31 December 2014								
Balance Sheet	Resorts	Hotels	Fitness	Energy	Refrigeration and HVAC	Holding and Others	Intersegment Adjustments	Consolidated
Fixed Assets Tangible and Intangible	135,559,390	13,705,579	9,301,498	26,480,547	10,176,911	113,983,432	518,223	309,725,580
Investments	39,365,628	31,163,716	24,563	120,196	611	613,053,027	(628,915,555)	54,812,186
Other Assets	106,471,805	42,913,396	2,854,314	11,866,682	41,948,979	990,664,413	(925,265,587)	271,454,002
Total Assets	281,396,823	87,782,691	12,180,375	38,467,424	52,126,501	1,717,700,872	(1,553,662,919)	635,991,768
Total Liabilities	232,409,762	37,437,989	8,905,387	38,162,518	19,532,634	921,903,264	(929,697,083)	328,654,472
Technical investment	1,768,152	470,708	1,285,193	2,637,973	311,956	2,484,157	-	8,958,139
Gross Debt	16,056,102	-	734,375	11,382,132	1,283,258	214,332,940	-	243,788,807
Net Debt	15,869,776	(119,991)	683,804	10,986,752	(30,877)	207,071,792	-	234,461,257

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29. SUBSEQUENT EVENTS

No significant events, requiring further disclosure, have occurred after 31 March 2015.

30. APPROVAL OF THE FINANCIAL STATEMENTS

These consolidated financial statements were approved by the Board of Directors and authorized for issue on 5 May 2015.

The Board of Directors

PART III
**INDIVIDUAL FINANCIAL
STATEMENTS**
31 MARCH 2015



SONAE CAPITAL

REPORT AND ACCOUNTS – MARCH 2015

Individual Financial Statements

SONAE CAPITAL, SGPS, SA

INDIVIDUAL BALANCE SHEETS AS AT 31 MARCH 2015 AND 31 DECEMBER 2014

(Translation of the individual financial statements originally issued in Portuguese)

(Amounts expressed in euro)

ASSETS	Notes	31 March 2015	31 December 2014
NON CURRENT ASSETS:			
Tangible assets		27,978	28,987
Investments	4	434,275,624	434,115,996
Deferred tax assets	7	4,069,727	4,069,727
Other non current assets	5	543,645,531	197,085,531
Total Non Current Assets		<u>982,018,859</u>	<u>635,300,241</u>
CURRENT ASSETS:			
Other current assets	6	259,532,579	573,184,059
Cash and cash equivalents	8	849,067	5,112,291
Total Current Assets		<u>260,381,646</u>	<u>578,296,350</u>
TOTAL ASSETS		<u>1,242,400,505</u>	<u>1,213,596,591</u>
EQUITY AND LIABILITIES			
EQUITY:			
Share Capital	9	250,000,000	250,000,000
Own shares	9	(1,486,301)	(1,486,301)
Legal reserve	10	9,463,225	8,611,464
Other reserves	10	309,676,446	293,493,001
Profit / (Loss) for the period		26,573,098	17,035,205
TOTAL EQUITY		<u>594,226,468</u>	<u>567,653,369</u>
LIABILITIES:			
NON CURRENT LIABILITIES:			
Bank loans	11	77,754,044	75,613,439
Bonds	11	42,040,390	52,013,159
Other non current liabilities		40,084	157,880
Total Non Current Liabilities		<u>119,834,518</u>	<u>127,784,478</u>
CURRENT LIABILITIES			
Suppliers		199,011	107,498
Bank loans	11	39,140,000	36,293,800
Other creditors	12	481,858,152	476,548,040
Other current liabilities	13	7,142,356	5,209,406
Total Current Liabilities		<u>528,339,519</u>	<u>518,158,744</u>
TOTAL EQUITY AND LIABILITIES		<u>1,242,400,505</u>	<u>1,213,596,591</u>

The accompanying notes are an integral part of these financial statements

REPORT AND ACCOUNTS – MARCH 2015

Individual Financial Statements

SONAE CAPITAL, SGPS, SA

INDIVIDUAL INCOME STATEMENTS BY NATURE

FOR THE THREE MONTHS ENDED 31 MARCH 2015 AND 2014

(Translation of the individual financial statements originally issued in Portuguese)

(Amounts expressed in euro)

	Notes	31 March 2015	31 March 2014
Operational income			
Other operational income		7,098	19,956
Total operational income		<u>7,098</u>	<u>19,956</u>
Operational expenses			
External supplies and services	14	(258,060)	(99,969)
Staff costs	15	(452,577)	(498,248)
Depreciation and amortisation		(1,010)	(876)
Other operational expenses		(20,542)	(8,664)
Total operational expenses		<u>(732,188)</u>	<u>(607,757)</u>
Operational profit/(loss)		<u>(725,090)</u>	<u>(587,801)</u>
Financial income	16	7,065,685	2,613,491
Financial expenses	16	<u>(2,367,147)</u>	<u>(2,545,241)</u>
Net financial income/(expenses)		<u>4,698,538</u>	<u>68,250</u>
Investment income	16	<u>22,287,656</u>	<u>15,256,422</u>
Profit/(loss) before taxation		<u>26,261,103</u>	<u>14,736,871</u>
Taxation	17	311,996	2,695,793
Profit/(loss) for the period		<u>26,573,098</u>	<u>17,432,664</u>
Profit/(loss) per share			
Basic and diluted	18	0.107928	0.070822

The accompanying notes are an integral part of these financial statements

REPORT AND ACCOUNTS – MARCH 2015

Individual Financial Statements

SONAE CAPITAL, SGPS, SA

INDIVIDUAL STATEMENTS OF COMPREHENSIVE INCOME

FOR THE THREE MONTHS ENDED 31 MARCH 2015 AND 2014

(Translation of the individual financial statements originally issued in Portuguese)

(Amounts expressed in euro)

	<u>31 March 2015</u>	<u>31 March 2014</u>
Net profit for the period	26,573,098	17,432,664
Items that may subsequently be reclassified to net income:		
Change in currency translation reserve	-	-
Share of other comprehensive income of associated undertakings and joint ventures accounted for by the equity method	-	-
Change in the fair value of assets available for sale	-	-
Change in the fair value of cash flow hedging derivatives	-	-
Income tax relating to components of other comprehensive income	-	-
Other comprehensive income for the period	<u>-</u>	<u>-</u>
Total comprehensive income for the period	<u><u>26,573,098</u></u>	<u><u>17,432,664</u></u>

The accompanying notes are an integral part of these financial statements

REPORT AND ACCOUNTS – MARCH 2015

Individual Financial Statements

SONAE CAPITAL SGPS, SA

INDIVIDUAL STATEMENTS OF CHANGES IN EQUITY

FOR THE THREE MONTHS ENDED 31 MARCH 2015 AND 2014

(Translation of the individual financial statements originally issued in Portuguese)

(Amounts expressed in euro)

	Share Capital	Own Shares	Legal Reserve	Other Reserves	Sub total	Net profit / (loss)	Total Equity
Balance as at 1 January 2014	250,000,000	(1,124,125)	8,307,376	287,715,325	296,022,701	6,081,764	550,980,341
Total comprehensive income for the period	-	-	-	-	-	17,432,664	17,432,664
Appropriation of profits:							
Transfer to legal reserve and retained earnings	-	-	304,088	5,777,676	6,081,764	(6,081,764)	-
Dividends distributed	-	-	-	-	-	-	-
Acquisition/(disposal) of own shares	-	(404,782)	-	-	-	-	(404,782)
Others	-	-	-	-	-	-	-
Balance as at 31 March 2014	<u>250,000,000</u>	<u>(1,528,907)</u>	<u>8,611,464</u>	<u>293,493,001</u>	<u>302,104,465</u>	<u>17,432,664</u>	<u>568,008,222</u>
Balance as at 1 January 2015	250,000,000	(1,486,301)	8,611,464	293,493,001	302,104,465	17,035,205	567,653,369
Total comprehensive income for the period	-	-	-	-	-	26,573,098	26,573,098
Appropriation of profits:							
Transfer to legal reserve and retained earnings	-	-	851,760	16,183,445	17,035,205	(17,035,205)	-
Dividends distributed	-	-	-	-	-	-	-
Acquisition/(disposal) of own shares	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Balance as at 31 March 2015	<u>250,000,000</u>	<u>(1,486,301)</u>	<u>9,463,224</u>	<u>309,676,446</u>	<u>319,139,670</u>	<u>26,573,098</u>	<u>594,226,468</u>

The accompanying notes are an integral part of these financial statements

REPORT AND ACCOUNTS – MARCH 2015

Individual Financial Statements

SONAE CAPITAL, SGPS, SA

INDIVIDUAL CASH FLOW STATEMENTS

FOR THE THREEMONTHS ENDED 31 MARCH 2015 AND 2014

(Translation of the individual financial statements originally issued in Portuguese)

(Amounts expressed in euro)

	Notes	31 March 2015	31 March 2014
<u>OPERATING ACTIVITIES</u>			
Cash paid to trade creditors		178,099	276,150
Cash paid to employees		197,543	278,105
Cash flow generated by operations		<u>(375,642)</u>	<u>(554,255)</u>
Income taxes (paid)/received		1,019	509
Other cash receipts/(payments) relating to operating activities		<u>(228,023)</u>	<u>(256,848)</u>
Net cash flow from operating activities [1]		<u><u>(604,685)</u></u>	<u><u>(811,612)</u></u>
<u>INVESTMENT ACTIVITIES</u>			
Cash receipts arising from:			
Investments		346,551,390	-
Interest and similar income		5,275,827	4,976,330
Loans obtained		-	-
		<u>351,827,217</u>	<u>4,976,330</u>
Cash payments arising from:			
Tangible assets		9,515	-
Loans granted		<u>354,120,000</u>	<u>(445,640)</u>
		<u>354,129,515</u>	<u>(445,640)</u>
Net cash flow from investment activities [2]		<u><u>(2,302,298)</u></u>	<u><u>5,421,970</u></u>
<u>FINANCING ACTIVITIES</u>			
Cash receipts arising from:			
Loans obtained		<u>10,966,430</u>	<u>11,550,000</u>
		<u>10,966,430</u>	<u>11,550,000</u>
Cash Payments arising from:			
Interest and similar costs		1,296,371	2,043,795
Acquisition of own shares		-	404,783
Loans obtained		<u>11,026,300</u>	<u>13,935,800</u>
		<u>12,322,671</u>	<u>16,384,378</u>
Net cash flow from financing activities [3]		<u><u>(1,356,241)</u></u>	<u><u>(4,834,378)</u></u>
Net increase/(decrease) in cash and cash equivalents [4] = [1]+[2]+[3]		<u><u>(4,263,224)</u></u>	<u><u>(224,020)</u></u>
Cash and cash equivalents at the beginning of the period	8	<u>5,112,291</u>	<u>786,250</u>
Cash and cash equivalents at the end of the period	8	<u><u>849,067</u></u>	<u><u>562,230</u></u>

The accompanying notes are an integral part of these financial statements

REPORT AND ACCOUNTS – MARCH 2015

Individual Financial Statements

NOTES TO THE INDIVIDUAL FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED 31 MARCH 2015 (Translation from the Portuguese Original) (Amounts expressed in Euro)

1. INTRODUCTION

Sonae Capital, SGPS, SA (“the Company” or “Sonae Capital”) whose registered office is at Lugar do Espido, Via Norte, Apartado 3053, 4471-907 Maia, Portugal, was set up on 14 December 2007 by public deed, following the demerger from Sonae, SGPS, SA of the whole of the shareholding in the company formerly named Sonae Capital, SGPS, SA, now named SC, SGPS, SA, in compliance with paragraph a) of article 118 of the Commercial Companies Code.

The Company’s financial statements are presented as required by the Commercial Companies Code. According to Decree-Law 158/2009 of 13 July of 2009, the Company’s financial statements have been prepared in accordance with International Financial Reporting Standards

2. MAIN ACCOUNTING POLICIES

The principal accounting policies adopted in preparing the accompanying individual financial statements are consisting with those used in the financial statements presented for the year ended 31 December 2014.

Basis of preparation

Interim financial statements are presented quarterly, in accordance with IAS 34 – “Interim Financial Reporting”.

The accompanying financial statements have been prepared from the books and accounting records on a going concern basis and under the historical cost convention, except for financial instruments which are stated at fair value.

3. CHANGES IN ACCOUNTING POLICIES

During the period there were no changes in accounting policies or prior period errors.

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4. FINANCIAL INVESTMENTS

As at 31 March 2015 and 31 December 2014 Investments are detailed as follows:

	31 March 2015	31 December 2014
Investments in affiliated and associated undertakings	494,491,377	494,491,377
Investments in other companies		
Sonae RE - (0,04%)	1,200	1,200
Fundo Invest. Imob. Imosonae Dois - (0,001%)	2,546	2,546
Matadouro Alto Alentejo, SA - (0,89%)	1	1
NET Novas Tecnologias, SA - (2,80%)	23,034	23,034
Saúde Atlântica - Gestão Hospitalar, SA (0,01%)	34	34
Fundo F HITEC - (6,48%)	250,950	250,950
	<u>494,769,143</u>	<u>494,769,143</u>
Impairment	<u>(60,493,519)</u>	<u>(60,653,147)</u>
	<u>434,275,624</u>	<u>434,115,996</u>

4.1 Investments in affiliated and associated undertakings

As at 31 March 2015 and 31 December 2014, the detail of Investments in Affiliated and Associated Companies is as shown in the table below

Company	31 March 2015					
	% Held	Fair Value	Book Value	Fair Value Reserve	Equity	Profit / (Loss) for the period
CAPWATT, S.G.P.S., S.A.	100.00%	-	2,725,000	-	2,705,388	(19,612)
Fundo Esp de Invest. Imob Fechado WTC	59.57%	-	42,057,274	-	70,328,267	2,177,577
Imoareaia - Invest. Turísticos, S.G.P.S., S.A.	100.00%	-	167,132,793	-	82,812,376	(428,587)
Interlog - SGPS, S.A.	98.938%	-	21,658,210	-	21,753,654	84,688
Lidergraf - Artes Gráficas, SA.	24.50%	-	1,125,301	-	5,315,674	927,549
Praedium SGPS, S.A.	100.00%	-	25,577,659	-	20,264,008	(2,512,717)
Sonae Turismo, S.G.P.S., S.A.	100.00%	-	93,714,351	-	53,056,218	(23,739,606)
SC Finance B.V.	100.00%	-	263,698	-	294,502	16,205
SC-Eng. e Promoção imobiliária, S.G.P.S., S.A.	100.00%	-	34,575,100	-	27,117,565	(865,317)
Sistavac, SGPS, S.A.	70.00%	-	32,492,436	-	41,148,204	448,657
Solinca - Health & Fitness, S.A.	100.00%	-	13,553,639	-	1,220,444	(279,556)
Spred, S.G.P.S., S.A.	100.00%	-	59,615,917	-	40,939,316	23,292,661
Total			494,491,377			

Company	31 December 2014					
	% Held	Fair Value	Book Value	Fair Value Reserve	Equity	Profit / (Loss) for the period
CAPWATT, S.G.P.S., S.A.	100.00%	-	2,725,000	-	2,848,149	142,761
Fundo Esp de Invest. Imob Fechado WTC	59.57%	-	42,057,274	-	71,003,523	675,256
Imoareaia - Invest. Turísticos, S.G.P.S., S.A.	100.00%	-	167,132,793	-	82,489,379	(322,997)
Interlog - SGPS, S.A.	98.938%	-	21,658,210	-	21,781,774	12,308
Lidergraf - Artes Gráficas, SA.	24.50%	-	1,125,301	-	5,315,674	927,549
Praedium SGPS, S.A.	100.00%	-	25,577,659	-	19,019,207	(1,244,801)
Sonae Turismo, S.G.P.S., S.A.	100.00%	-	93,714,351	-	40,077,482	(13,082,160)
SC Finance B.V.	100.00%	-	263,698	-	(1,135,916)	(1,430,418)
SC-Eng. e Promoção imobiliária, S.G.P.S., S.A.	100.00%	-	34,575,100	-	27,349,931	232,366
Sistavac, SGPS, S.A.	70.00%	-	32,492,436	-	42,145,753	997,549
Solinca - Health & Fitness, S.A.	100.00%	-	13,553,639	-	896,371	(324,074)
Spred, S.G.P.S., S.A.	100.00%	-	59,615,917	-	17,703,537	(1,107,751)
Total			494,491,377			

Investments carried at cost correspond to those in unlisted companies and for which a fair value cannot be reliably estimated.

Impairment tests on financial investments were performed, based on external valuations of the real estate of group companies or DCF methodology, to assess the fair value of such investments.

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As at 31 March 2015 and 31 December 2014, the detail of Impairments on Investments in Affiliated and Associated Companies is as shown in the table below.

	<u>31 March 2015</u>	<u>31 December 2014</u>
Fundo Esp.Inv.Imo.Fec. WTC	-	(159,628)
Spred, SGPS, SA	(16,926,218)	(16,926,218)
Sonae Turismo, SGPS, SA	(43,567,301)	(43,567,301)
	<u>(60,493,519)</u>	<u>(60,653,147)</u>

5. OTHER NON-CURRENT ASSETS

As at 31 March 2015 and 31 December 2014, other non-current assets are detailed as follows:

	<u>31 March 2015</u>	<u>31 December 2014</u>
Loans granted to group companies:		
Sonae Turismo, SGPS, SA	11,703,934	11,703,934
Praedium, SGPS, SA	85,134,991	85,134,991
Imoareaia - Invest. Turísticos, S.G.P.S., SA	94,593,637	94,593,637
SC-Eng. e Promoção imobiliária, S.G.P.S., SA	2,788,000	2,788,000
Solinca - Health & Fitness, SA	2,864,968	2,864,968
SC Finance BV	346,560,000	-
	<u>543,645,531</u>	<u>197,085,531</u>

These assets were not due or impaired as at 31 December 2014. The fair value of loans granted to Group companies is basically the same as their book value.

Loans to group companies interest at market rates and are repayable within a period exceeding one year. The interest rate as at 31 March 2015 stood, in average, at approximately 4.8%.

6. OTHER CURRENT ASSETS

As at 31 March 2015 and 31 December 2014, other current assets are made up as follows:

	<u>31 March 2015</u>	<u>31 December 2014</u>
Other Debtors - Group	4,077,753	4,077,753
Loans granted	215,294,600	207,734,600
Other Debtors	22,944,146	347,371,160
Income tax withheld	8,712,797	7,519,432
Accrued income	7,748,173	5,948,878
Deferred costs	755,110	532,236
	<u>259,532,579</u>	<u>573,184,059</u>

The balance registered at Shareholding, other Operations is related to the values transferred from subsidiaries under the IRC regime (RETGS).

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As at 31 March 2015 and 31 December 2014, the item Loans Granted is related to financial operations with the following subsidiaries:

	31 March 2015	31 December 2014
Aqualuz - Turismo e Lazer, Lda	-	139,000
Bloco Q-Soc.Imobil.SA	-	310,000
Casa da Ribeira-Sociedade Imobiliária, S.A.	-	8,000
The Artist Porto Hotel & Bistrô - Activ. Hotel., S.A.	-	316,000
Contacto Concessões, SGPS, S.A.	-	1,041,000
Imoareia - Invest. Turísticos, SGPS, SA	90,842,900	87,537,900
Inparvi SGPS, SA	119,500	118,000
Martimope-Empreendimentos Turísticos, SA	-	214,000
Praedium SGPS, SA	105,729,500	100,050,000
Praedium II-Imobiliária,SA	-	5,000
SC-Eng. e promoção imobiliária,SGPS,S.A.	4,049,200	2,890,200
Sete e Meio Herdades-Inv. Agr. e Tur.,SA	-	1,000
Solinca - Health & Fitness, SA	1,037,300	1,162,000
Sótaqua - Soc. de Empreend. Turísticos	-	6,000
SC Finance BV	394,000	-
SC For - Serv. Form. Des. Rec. Humanos, Unip., Lda	4,000	-
Spinveste-Gestão Imobiliária SGII,SA	-	952,000
Spinveste - Promoção Imobiliária, SA	-	2,000
CAPWATT, SGPS, S.A.	13,118,200	12,982,500
	<u>215,294,600</u>	<u>207,734,600</u>

Loans to group companies interest at market rates and are repayable within a period inferior to one year. The interest rate as at 31 March 2015 stood, in average, at approximately 5.23%.

As at 31 March 2015 and 31 December 2014, the item State & Other public Entities are made up as follows:

	31 March 2015	31 December 2014
Income tax withheld	2,359,166	2,359,147
Income tax (advanced payment)	2,126,478	2,028,682
Income tax	4,227,153	3,131,602
	<u>8,712,797</u>	<u>7,519,431</u>

The value registered for as Tax Income (IRC) refers to the tax saving driven by the RETGS.

The amount registered in Accrued Income includes 7,737,780 euro relative to interest o loan granted to subsidiaries.

Deferred Costs includes 700,206 euros relative to bank commissions that are deferred for the loan period.

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7. DEFERRED TAXES

Deferred tax assets and liabilities as at 31 March 2015 and 31 December 2014 can be detailed as follows, split between the different types of temporary differences:

	Deferred tax assets		Deferred tax liabilities	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Tax losses carried forward	4,069,727	4,069,727	-	-

During the periods ended 31 March 2015 and 31 December 2014, movements in deferred tax are as follows:

	Activos por impuestos diferidos		Passivo por impuestos diferidos	
	31 March 2015	31 December 2014	31 March 2015	31 December 2014
Opening balance	4,069,727	407,059	-	-
Effect in results (Nota 17):				
Tax losses carried forward	-	3,687,193	-	-
Others	-	(24,525)	-	-
	4,069,727	4,069,727	-	-
Effect in reserves:	-	-	-	-
Closing balance	4,069,727	4,069,727	-	-

In accordance with the tax statements presented by companies that recorded deferred tax assets arising from tax losses carried forward, as at 31 March 2015 and 31 December 2014, tax losses carried forward can be summarized as follows:

	31 March 2015			31 December 2014		
	Prejuízo fiscal	Deferred tax assets	To be used until	Prejuízo fiscal	Deferred tax assets	To be used until
Generated in 2010	-	-	2014	-	-	2014
Generated in 2011	1,165,089	244,669	2015	1,165,089	244,669	2015
Generated in 2013	61,175	12,847	2018	61,175	12,847	2018
Generated in 2014	18,153,387	3,812,211	2018	18,153,387	3,812,211	2018
Generated in 2015	-	-		-	-	
	19,379,651	4,069,727		19,379,651	4,069,727	

8. CASH AND CASH EQUIVALENTS

As at 31 March 2015 and 31 December 2014, cash and cash equivalents can be detailed as follows:

	31 March 2015	31 December 2014
Cash	4	4
Bank deposits	849,064	5,112,287
Cash and cash equivalents in the balance sheet	849,067	5,112,291
Bank overdrafts	-	-
Cash and cash equivalents in the cash flow statement	849,067	5,112,291

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9. EQUITY

The share capital of Sonae Capital SGPS, SA both in March 2015 and December 2014 is represented by 250,000,000 ordinary shares, which do not have the right to a fixed remuneration, with a nominal value of 1 euro each.

During 2015 the Company did not acquired own shares. As at 31 March 2015 Sonae Capital SGPS, S.A. owns 6,068,850 own shares representing 2.428% of its share capital.

10. RESERVES

As at 31 March 2015, and 31 December 2014 the caption Other Reserves can be detailed as follows:

	31 March 2015	31 December 2014
Free reserves	175,551,892	159,368,447
Demerger reserve	132,638,252	132,638,252
Own shares reserve	1,486,301	1,486,301
	<u>309,676,446</u>	<u>293,493,001</u>

The demerger reserve (Note 1), corresponds to the difference between the book value of the shareholding in SC, SGPS, SA (382,638,252 euro) which was spun off from Sonae, SGPS, SA to the Company, and the value of the share capital of the Company (250,000,000 euro). This reserve, which has a treatment similar to that of a Legal Reserve, according to Company Law, it cannot be distributed to shareholders, unless the company is liquidated, but can be used to make good prior year losses, once other reserves have been used fully, or for capital increases.

Legal Reserve: According to the Company Law, at least 5% of the annual net profit must be transferred to the legal reserve until it represents 20% of share capital. This reserve cannot be distributed to shareholders, unless the company is liquidated, but can be used to cover prior year losses, once other reserves have been used fully, or for capital increases. As at 31 March 2015 the value of this caption is 8,611,464 euro.

Own shares reserve: This reserve, established in accordance with article 342 of the CSC, has the same amount of the value of own shares held by the company, and is unavailable as long as they are held by the company.

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11. LOANS

As at 31 March 2015 and 31 December 2014 this caption included the following loans:

	31 March 2015		31 December 2014	
	Current	Non Current	Current	Non Current
Bank loans				
Sonae Capital SGPS - commercial paper a)	10,500,000	-	17,253,800	-
Sonae Capital SGPS - commercial paper d)	8,250,000	-	8,250,000	-
Sonae Capital SGPS - commercial paper b)	-	27,050,000	-	28,900,000
Sonae Capital SGPS - commercial paper c)	-	30,000,000	-	30,000,000
Sonae Capital SGPS e)	3,290,000	11,515,000	3,290,000	12,337,500
Sonae Capital SGPS - commercial paper g)	3,500,000	4,750,000	3,500,000	4,750,000
Sonae Capital SGPS - commercial paper j)	2,400,000	-	4,000,000	-
Sonae Capital SGPS - commercial paper i)	1,200,000	4,800,000	-	-
Up-front fees not yet charged to income statement	-	(360,956)	-	(374,061)
	<u>29,140,000</u>	<u>77,754,044</u>	<u>36,293,800</u>	<u>75,613,439</u>
Bank overdrafts (Nota 8)	-	-	-	-
	<u>29,140,000</u>	<u>77,754,044</u>	<u>36,293,800</u>	<u>75,613,439</u>
Bond Loans				
Obrigações Sonae Capital 2011/2016 f)	10,000,000	-	-	10,000,000
Obrigações Sonae Capital 2014/2019 h)	-	42,500,000	-	42,500,000
Up-front fees not yet charged to income statement	-	(459,610)	-	(486,841)
	<u>10,000,000</u>	<u>42,040,390</u>	<u>-</u>	<u>52,013,159</u>
	<u>39,140,000</u>	<u>119,794,434</u>	<u>36,293,800</u>	<u>127,626,597</u>

- Short term commercial paper programme, issued on 28 March 2008 and valid for a 10 year period, which may be extended at the option of Sonae Capital. Placed in investors or financial institutions and guaranteed by credit lines, with commitment of at least six months to a year, placed in relationship banks.
- Commercial paper programme, with subscription guarantee, issued on 31 March 2011 and valid up to August 2018, except if the reimbursement is anticipated under the contracted terms of the call/put option, in August 2016. This loan is guaranteed by a mortgage on real estate assets.
- Commercial paper programme, with subscription guarantee, issued on 27 December 2012 and valid up to December 2017.
- Commercial paper programme, with subscription guarantee, issued on 31 December 2013, with annual renewals up to 3 years.
- Bank loan guarantee by a mortgage on real estate, started on 2 June 2011 and valid up to September 2019, with quarterly payments.
- Bond loan Sonae Capital, SGPS 2011/2016, repayable after 5 years, in one instalment, on 17 January 2016. This bond issue pays interest every six months.
- Commercial paper programme, with subscription guarantee, issued on 7 May 2014 and valid for a 3 year period, with semi-annual payments.
- Bond loan Sonae Capital, SGPS 2014/2019, repayable after 5 years, in one instalment, on 28 May 2019. This bond issue pays interest every six months.
- Short term commercial paper programme, with subscription guarantee, issued on 17 February 2011, with annual renewals up to a maximum of 5 years.
- Commercial paper programme, with subscription guarantee, issued on 18 March 2015 and valid till March 2020, with annual payments.

The interest rate on bank loans and bonds in force on 31 March 2015 was on average 3.38%

Bank loans pay interest rates that are indexed to the Euribor market rates of the period, and its fair value is considered close to its book value.

In the case any Bank institution or commercial paper investor do not renew, at the maturity date, its respective loans, the Group has credit lines available to overcome such renewables.

There are no derivative instruments

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12. OTHER CREDITORS

As at 31 March 2015 and 31 December 2014 other creditors can be detailed as follows:

	<u>31 March 2015</u>	<u>31 December 2014</u>
<u>Other creditors</u>		
Group companies - Short term loans	477,323,428	472,356,998
Other creditors	<u>4,534,724</u>	<u>4,191,042</u>
	<u>481,858,152</u>	<u>476,548,040</u>

As at 31 March 2015 and 31 December 2014 the caption loans granted is relative to financial operations granted to the following subsidiaries:

	<u>31 March 2015</u>	<u>31 December 2014</u>
Group companies - Short term loans:		
Imobeauty, S.A.	-	12,513,000
Interlog-SGPS,SA	21,773,300	21,774,000
Porturbe-Edifícios e Urbanizações,SA	-	13,000
SC Finance BV	-	263,000
Sonae Turismo, S.G.P.S., S.A.	30,195,513	16,030,513
SC, SGPS, SA	234,396,297	232,684,567
Sistavac, SGPS, S.A.	18,607,800	14,301,000
Solinca-Investimentos Turísticos,SA	-	3,610,000
Soltoira-Imob.de Urb.Turismo de Tróia,SA	-	9,000
SC Hospitality, SGPS, S.A	136,640,617	135,685,517
Spred, SGPS, SA	<u>35,709,900</u>	<u>35,473,400</u>
	<u>477,323,428</u>	<u>472,356,998</u>

Loans obtained from group companies bear interest at market rates and are repayable within one year. The interest rate as at 31 March 2015 was, in average, approximately 0.329%.

The item Other Creditors - other, there are included 4,172,764 euros relative transfers from subsidiaries of tax estimates under the special regime RETGS.

13. OTHER CURRENT LIABILITIES

As at 31 March 2015 and 31 December 2014 other current liabilities can be detailed as follows:

	<u>31 March 2015</u>	<u>31 December 2014</u>
<u>Other current liabilities</u>		
Taxes payable	5,192,118	4,170,928
Accruals:		
Staff costs	203,901	339,294
Interest payable	1,700,582	657,638
Other accruals	39,624	37,253
Deferred income	<u>6,132</u>	<u>4,292</u>
	<u>7,142,356</u>	<u>5,209,406</u>

As at 31 March 2015 and 31 December 2014 the item Taxes payable can be detailed as follows:

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	<u>31 March 2015</u>	<u>31 December 2014</u>
Income taxation	4,888,958	4,105,403
Income taxation - amounts withheld	259,829	42,766
VAT	69	69
Social security contributions	43,262	22,690
	<u>5,192,118</u>	<u>4,170,928</u>

14. EXTERNAL SUPPLIES AND SERVICES

As at 31 March 2015 and 2014 External Supplies and services can be detailed as follows:

	<u>31 March 2015</u>	<u>31 March 2014</u>
Operational rents	10,711	12,538
Insurance costs	13,147	12,408
Travelling expenses	5,342	6,389
Services obtained	208,450	60,787
Other services	18,409	7,847
	<u>256,060</u>	<u>99,969</u>

The item Services obtained includes, in 2015, 90 thousand euro of Holding costs that have not occur in 2014. On the other hand, the shared services fee was, in 2015, up about 45 thousand euro compared to 2014.

15. STAFF COSTS

As at 31 March 2015 and 2014, staff costs were made up as follows:

	<u>31 March 2015</u>	<u>31 March 2014</u>
Governing bodies' remunerations	409,785	454,088
Social security contributions	19,463	34,042
Other staff costs	23,329	10,118
	<u>452,577</u>	<u>498,248</u>

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16. NET FINANCIAL EXPENSES AND INVESTMENT INCOME

As at 31 March 2015 and 2014, Net Financial Expenses and Investment Income can be detailed as follows:

	<u>31 March 2015</u>	<u>31 March 2014</u>
Interest payable and similar expenses		
Interest arising from:		
Bank loans	(1,174,217)	(1,741,868)
Bonds	(558,463)	(119,011)
Other	(6,413)	(20,079)
Other financial expenses	(628,055)	(664,284)
	<u>(2,367,147)</u>	<u>(2,545,241)</u>
Interest receivable and similar income		
Interest income	7,065,685	2,613,491
	<u>7,065,685</u>	<u>2,613,491</u>
	<u>4,698,537</u>	
Net financial expenses	<u>4,698,537</u>	<u>68,250</u>
Reversal of Impairment losses (Note 4.1)	159,628	385,636
Dividends received	22,128,028	14,870,786
Investment income	<u>22,287,656</u>	<u>15,256,422</u>

As at 31 March 2015, the amount of dividends received is from Spred SGPS, SA.

17. TAXATION

As at 31 March 2015 and 2014, Taxation was made up as follows:

	<u>31 March 2015</u>	<u>31 March 2014</u>
Current tax	311,996	1,641,427
Deferred tax	-	1,054,366
	<u>311,996</u>	<u>2,695,793</u>

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18. EARNINGS PER SHARE

Earnings per share for the periods ended 31 March 2015 and 2014 were calculated taking into consideration the following amounts:

	31 March 2015	31 March 2014
Net profit		
Net profit taken into consideration to calculate basic earnings per share (Net profit for the period)	26,573,098	17,432,664
Effect of dilutive potential shares	-	-
Net profit taken into consideration to calculate diluted earnings per share	<u>26,573,098</u>	<u>17,432,664</u>
Number of shares		
Weighted average number of shares used to calculate basic earnings per share	246,211,552	246,147,643
Weighted average number of shares used to calculate diluted earnings per share	<u>246,211,552</u>	<u>246,147,643</u>
Earnings per share (basic and diluted)	<u>0.107928</u>	<u>0.070822</u>

19. COMPLIANCE WITH LEGAL REQUIREMENTS

Art 5 nr 4 of Decree-Law nr 495/88 of 30 December changed by art 1 of Decree-Law nr 318/94 of 24 December.

In the period ended 31 March 2015 shareholders' loan contracts were entered into with the SC Finance BV.

In the period ended 31 March 2015 short-term loan contracts were entered with the companies SC Finance BV, Sistavac SGPS, SA, and Spred SGPS SA

As at 31 March 2015 amounts due by affiliated companies can be summarized as follows:

Loans and Short term loans granted

Companies	Closing Balance
Sonae Turismo, SGPS, SA	11,703,934
CAPWATT, SGPS, S.A.	13,118,200
Imoareaia - Invest. Turísticos, S.G.P.S., SA	185,436,537
Inparvi SGPS, SA	119,500
Praedium, SGPS, SA	190,864,491
SC Finance BV	346,954,000
SC For - Serv. Form. Des. Rec. Humanos, Unipe., Lda	4,000
SC-Eng. e Promoção imobiliária, S.G.P.S., SA	6,837,200
Solinca - Health & Fitness, SA	3,902,268
	<u>758,940,131</u>

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As at 31 March 2015 amounts due to affiliated companies can be summarized as follows:

Short term loans obtained

Companies	Closing Balance
Sonae Turismo, S.G.P.S., S.A.	30,195,513
SC, SGPS, SA	234,396,297
Sistavac, SGPS, S.A.	18,607,800
SC Hospitality, SGPS, S.A	136,640,617
Spred, SGPS, SA	35,709,900
	<u>455,550,128</u>

20. SUBSEQUENT EVENTS

No significant events, requiring further disclosure, have occurred after 31 March 2015.

21. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were approved by the Board of Directors and authorized for issue on 05 May 2015.

Board of Directors