

Sonae Indústria, SGPS, SA
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(Translation from the Portuguese original)

SONAE INDÚSTRIA, SGPS, S. A.
Registered Office: Lugar do Espido, Via Norte, Maia
Registered at the Commercial Registry of Maia
Registry and Tax no. 506 035 034
Share Capital: € 812,107,574.17
Publicly Traded Company

NOTICE OF MEETING
SHAREHOLDERS' ANNUAL GENERAL MEETING

Under the terms of the law and the Company's articles of association, the shareholders of the Company are hereby convened for the Shareholders' Annual General Meeting that will be held on May 9th, 2017, at 10 a.m., at the Company's registered office, with the following agenda:

1. Discuss and decide on the Company's individual and consolidated annual report, balance sheet and accounts, for 2016;
2. Decide on the proposal for the appropriation of 2016's net result;
3. Assess the management and audit of the Company;
4. Decide on the ratification of the cooption occurred on the Board of Directors;
5. According with the provision of article 35 of the Companies Code, discuss and decide on the reduction of the share capital of the Company from 812,107,574.17 Euros to 253,319,797.26 Euros, to cover losses, without change of the existent number of shares without nominal value, and consequent amendment of number one of article 5th of the Company's Articles of Association. In the event of non-approval of the share capital reduction, discuss and decide on the Company's dissolution or on the capital contributions to be made by the shareholders to reinforce the capital's coverage;
6. Discuss and decide to proceed to the acquisition free of charge of 167 shares of the Company and their consequent cancellation, as well as to proceed to the reverse stock split of the remain shares representative of the Company's share capital, in the terms of article 23 – E of the Securities Code, and, consequent amendment of number two of article 5th of the Company's Articles of Association;
7. Decide on the statement of the Shareholders' Remuneration Committee on the remuneration policy of the Statutory Governing Bodies and "Persons Discharging Managerial Responsibilities";
8. Decide on the acquisition and sale of own shares up to the legal limit of 10%;
9. Decide on the acquisition and/or holding of the Company's shares by the Company's directly or indirectly controlled affiliates.



As from the publication date of the present notice of meeting, the annual report, the proposals for amendment of the Articles of Association, the remaining available proposals, as well as all other information required by law are available for Shareholders' consultation at the Company's registered office, during working hours, and on the Company's website www.sonaeindustria.com. The annual report, the proposals for amendment of the Articles of Association and the remaining available proposals are also available on the CMVM "Information Disclosure System".

The Shareholders are hereby notified that:

I. Participation in the Shareholders' General Meeting

The Shareholders may participate in the Shareholders' General Meeting once complied the following requirements:

- a. At 00:00 a.m. (GMT) of the 5th trading day prior to the meeting date, that is, at 00:00 a.m. of May 2nd, 2017 – "Record Date", the shareholders hold shares entitling them to at least one vote, corresponding to each share one vote;
- b. Until 11:59 p.m. of May 1st, 2017, the shareholders have stated, in written, to the Chairman of the Board of the Shareholders' General Meeting and to the financial intermediary, where the relevant individual securities account is opened, their intention to participate in the Shareholders' General Meeting. In order to do so, the shareholders may use the form available on the Company's website www.sonaeindustria.com.

For the statement to be sent to the Chairman of the Board of the Shareholders' General Meeting, the shareholders shall send it to the Company's registered office. For this effect, shareholders may use the electronic email address assembleia-sisgps@sonaeindustria.com;

- c. Until 11:59 p.m. of May 2nd, 2017, the relevant financial intermediary has sent to the Chairman of the Board of the Shareholders' General Meeting information on the number of shares registered in the name of such shareholder at 00.00 a.m. of May 2nd, 2017. In order to do so, the financial intermediary may send it to the Company's registered office. For this effect, the electronic email address assembleia-sisgps@sonaeindustria.com may be used.

II. Exercise of Voting Right

- a. The exercise of voting right shall not be affected by the transfer of shares at any time after 00:00 a.m. of May 2nd, 2017, nor shall it be dependent on their blocking between such date and the date of the Shareholders' General Meeting. Nevertheless, the shareholders who, having stated their intention to participate in the Shareholder's General Meeting, transfer the title to shares between 00:00 a.m. of May 2nd, 2017 and the end of the Shareholders' General Meeting, shall immediately inform the Chairman of the Board of the Shareholders' General Meeting and CMVM (the Portuguese Securities Market Commission).



For the information to be sent to the Chairman of the Board of the Shareholders' General Meeting, the shareholders may send it to the Company's registered office. For this effect, shareholders may use the electronic email address assembleia-sisgps@sonaeindustria.com;

- b. The Shareholders who, as a professional, hold shares in his/her/its own name but on behalf of his/her/its clients and wish to vote in different directions with his/her/its shares shall, apart from submitting the documents mentioned in paragraphs b. and c. of point I above, present to the Chairman of the Board of the Shareholders' General Meeting, until the 11:59 p.m. of May 1st, 2017, by using sufficient and adequate means of proof:
 - i. the identification of each client and the number of shares entitled to vote on such client's behalf, as well as,
 - ii. the voting instructions given by each client for each point of the agenda.

III. Vote by Post

Shareholders are entitled to vote by post, under the following terms and conditions:

- a. Votes by post shall only be considered valid, if they are received at the Company's registered office, through registered post with acknowledgement of receipt addressed to the Chairman of the Board of the Shareholders' General Meeting, or by electronic mean, until 6:00 p.m. of May 8th, 2017. This does not dispense proving the shares ownership;
- b. The ballot paper sent by courier must be signed by the shareholders or by his legal representative. An individual shareholder must attach a certified copy of his identification document, and, for a corporate shareholder, the signature must be authenticated to confirm that the signatory is duly authorised and mandated for the purpose;
- c. In the event the ballot paper is sent by electronic mean, it must comply with the following requirements:
 - 1) Shareholders must request the right to vote by electronic mean by sending the form "Exercise of voting right by electronic mean" duly filled, namely with the indication of an e-mail and password, and signed, respecting the procedures referred to in paragraph b) above, to the Company's registered office, through registered post with acknowledgement of receipt. This request must be received until 6:00 p.m. of May 2nd 2017;
 - 2) Upon receipt of the form "Exercise of voting right by electronic mean" within the time period referred to in the previous item, as well as of the statement and information set forth in paragraphs b. and c. of Point I above, the company shall sent to the e-mail indicated by the shareholder a counter password which, together with the password created by him/her in the form "Exercise of voting right by electronic mean" will provide access to the electronic ballot paper available at www.sonaeindustria.com;
 - 3) Shareholders must exercise the right to vote by electronic mean within the term defined in paragraph a. above;



- d. Ballot papers shall only be considered to be valid when they clearly set out in an unambiguous manner:
 - 1) the agenda item or items to which they refer;
 - 2) the specific proposal to which they relate, with an indication of the respective proposer or proposers;
 - 3) the precise and unconditional voting intention on each proposal;
- e. Vote by post will be considered to be revoked if the shareholder, or his representative, is present at the Shareholders' General Meeting;
- f. It is assumed that a shareholder who votes by post abstains from voting any proposals not subject to his vote and that have been presented prior to the date when such vote is issued;
- g. Votes by post are considered as negative votes in relation to any proposals presented after the date they were issued;
- h. The Chairman of the Board of the Shareholders' General Meeting, or his or her substitute, is responsible for verifying that ballot papers comply with all the above requirements, and, any that are not accepted, are treated as null and void;
- i. To maintain confidentiality, votes by post sent by courier should be placed in a sealed envelope and identified as "vote by post by courier". This envelope should then be placed inside the letter mentioned in paragraph a. above.
- j. Ballot papers sent by courier for the exercise of vote by post, as well as the form "Exercise of voting right by electronic mean", are available at the Company's registered office during working hours, and on the Company's website www.sonaeindustria.com.

IV. Right to Insert Items on the Agenda

Shareholders holding shares representing, at least, 2% of the Company's share capital are entitled to request the insertion of items on the agenda, by means of a written request addressed to the Chairman of the Board of the Shareholders' General Meeting, within five days following the latest publication date of the present notice of meeting. This written request must be accompanied by a resolution proposal for each item whose insertion has been requested.

V. Right to Submit Resolution Proposals

Shareholders holding shares representing, at least, 2% of the Company's share capital are entitled to submit resolution proposals regarding items on the agenda, or inserted therein, by means of a written request addressed to the Chairman of the Board of the Shareholders' General Meeting, within five days following the publication date of the present notice of meeting. This written request must include the information that should accompany such resolution proposal.

VI. Right to information at the Shareholders' General Meeting



During the Shareholders' General Meeting, shareholders may request true, complete and elucidative information which enables them to form a grounded opinion on the items of the agenda. The duty of information includes the relations between the company and other companies affiliated to it. The information requested will be provided by the company's body qualified to do so and may only be refused if its disclosure could cause serious damages, to the company or to an affiliated company, or a breach of a secrecy imposed by law.

VII. Representation in the Shareholders' General Meeting

- a. Shareholders may be represented at the Shareholders' General Meeting, by means of a representation letter addressed to the Chairman of the Board of the Shareholders' General Meeting, indicating the name and address of the representative nominated as well as the date of the meeting, which shall be delivered until the beginning of the meeting. For this effect, shareholders may use the electronic email address assembleia-sisgps@sonaeindustria.com;
- b. A shareholder may appoint different representatives for the shares hold in different securities accounts, without prejudice to the principle of unit of voting set forth in article 385 of the Companies Code;
- c. The form of the representation letter is available at the Company's registered office during working hours, and on the Company's website www.sonaeindustria.com.

The Shareholders' General Meeting shall meet in first instance provided that shareholders representing over fifty per cent of the Company's share capital are present or represented.

If this quorum is not reached on the scheduled date, the meeting is rescheduled for May 25th, 2017 at the same time and place, regardless of the quorum.

Maia, 27 March, 2017

The Chairman of the Board of the Shareholders' General Meeting,

(Carlos Lucena)