

Sonae – SGPS, S.A.

Head Office: Lugar do Espido,
Via Norte, Maia

Maia Commercial Registry nr.
14168

Share Capital: Euros 2,000,000,000

Fiscal Number 500 273 170

Public Company

Sonae Indústria – SGPS, S.A.

Head Office: Lugar do Espido,
Via Norte, Maia

Maia Commercial Registry nr.
1067

Share Capital: Euros 700,000,000

Fiscal Number 500 204 128

Public Company

Sonae 3P – Panels, Pulp and Paper, SGPS, S.A.

Head Office: Lugar do Espido,
Via Norte, Maia

Maia Commercial Registry nr.
57048

Share Capital: Euros 50,000

Fiscal Number 506 035 034

Announcement of Relevant Fact

In accordance with the terms and for the effects of Article 248 of the Portuguese Securities Code (*Código dos Valores Mobiliários*), we inform the following:

1. Signing of public deed

A public deed was signed today, formalizing the following simultaneous acts:

- Demerger-merger of Sonae – SGPS, S.A. by means of the demerger of part of the company's shareholding in Sonae Indústria – SGPS, S.A. and its merger into Sonae 3P – Panels, Pulp and Paper, SGPS, S.A. (Sonae 3P); and
- Merger by incorporation of the whole of Sonae Indústria – SGPS, S.A. into Sonae 3P and subsequent extinction of that company and the renaming of the incorporating company which becomes Sonae Indústria, SGPS, S.A.,

with a share capital increase in Sonae 3P from € 50,000 to € 700,000,000, through the issue of 139,990,000 ordinary, non-titled shares, with a nominal value of € 5 each.

2. Registration with the Company Register's Office

Today the requests to register the demerger-merger and merger in the Company Register's Office of Maia were filed. Although the timing of completion of registration is not controlled by the companies, it is expected that the final registration of the above mentioned acts will be obtained within a few days, probably during the course of next week.

Once the final registration of the above mentioned acts is completed by the Company Register's Office, the following will take place:

- Delivery to the shareholders of the demerged company Sonae – SGPS, S.A. of the shares representing the share capital of the incorporating company Sonae 3P

(which on the delivery date will already be renamed as Sonae Indústria, SGPS, S.A.); and

- Delivery to the shareholders of the merged company Sonae Indústria – SGPS, S.A., which will be extinguished by the merger, of the shares representing the incorporating company Sonae 3P (which on the delivery date will already be renamed as Sonae Indústria, SGPS, S.A.).

3. Terms of exchange

The terms of exchange of this transaction are the following:

- Each share in Sonae – SGPS, S.A. will be entitled to receive 0.0677966103 shares in Sonae 3P (which on the delivery date will be already renamed as Sonae Indústria, SGPS, S.A.). Any fraction of shares arising thereon will be rounded down to the nearest whole ordinary share, and
- Each share of Sonae Indústria – SGPS, S.A. will be entitled to receive one share in Sonae 3P (which on the delivery date will be already renamed as Sonae Indústria, SGPS, S.A.).

4. Operational procedures

4.1 Shares in Sonae – SGPS, S.A.

An application was submitted to and approved by Euronext Lisbon for trading on the stock exchange, for a period of five business days, of the demerger rights of the shares of Sonae – SGPS, S.A.. Shares in Sonae – SGPS, S.A. will trade ex-rights as from the 3rd business day prior to the 1st day that rights are traded on the stock exchange and, as a consequence, there will be no interruption in trading of these shares.

4.2 Delivery of shares to shareholders of Sonae Indústria – SGPS, S.A.

On completion of the registration of these transactions with the Company Register's Office, which also effectively extinguishes Sonae Indústria – SGPS, S.A., the shares of that company will be delisted, with Euronext Lisbon suspending them from trading, in terms yet to be defined, possibly on the same day as the registration is completed.

Settlement of shares traded on the last day of trading will occur on the third business day thereafter and those shares will be exchanged for shares in the renamed Sonae Indústria, SGPS, S.A. (formerly Sonae 3P) during the night batch of *Central de Valores Mobiliários* (Share Register's Office) on that same day. As a result, the registration of the new shares in the individual current accounts of shareholders will take effect on the fourth business day after delisting of the extinguished Sonae Indústria – SGPS, S.A..

As the share capital of Sonae, Indústria - SGPS, S.A. is represented by non-titled shares, no action is required by shareholders in order to effect their exchange for the new shares in Sonae Indústria, SGPS, S.A.. All the necessary actions will be automatically ensured by *Central de Valores Mobiliários* (Share Register's Office) by registering the new shares in the individual current accounts of shareholders, which will take place on the fourth business day after the delisting of the extinguished Sonae Indústria – SGPS, S.A..

Those shareholders that still hold share certificates in representation of their shares should contact a qualified financial intermediary in order to convert those shares into non-titled shares.

4.3 Delivery of shares to shareholders of Sonae – SGPS, S.A.

As the terms of exchange which applies to the shares in Sonae – SGPS, S.A. is not a whole number, there will be a trading period for the demerger-merger rights on the stock exchange. Once the registration of the demerger-merger and merger deed with the Company Register's Office is completed, an announcement will be published for the rights to be exercised, giving notice of the dates of the trading period and the timing of attribution of shares in Sonae 3P.

As previously mentioned, a period of five business days will be available for trading of these rights, and the attribution of shares in Sonae Indústria, SGPS, SA (formerly Sonae 3P) will be processed in accordance with article 8 of Circular nr. 1/2000 of Interbolsa – exercise of rights (considering its last amendment).

As the share capital of Sonae, SGPS, S.A. is represented by non-titled shares, no action is required by shareholders in order to effect their exchange for the new in Sonae Indústria. All the necessary actions will be automatically ensured by *Central de Valores Mobiliários* (Share Register's Office), on dates to be announced.

Those shareholders that still hold share certificates in representation of their shares should contact a qualified financial intermediary in order to convert those shares into non-titled shares.

5. Listing of shares in Sonae Indústria, SGPS, S.A. (previously named Sonae 3P)

An application was submitted for listing on Eurolist by Euronext Lisbon of the shares of Sonae Indústria, SGPS, S.A. (previously named Sonae 3P), and that listing is expected to occur in two different phases:

- a) On the fourth business day following the delisting of shares in Sonae Indústria – SGPS, S.A. (on the same day in which the new shares will be recorded in each shareholder account), or on a date close to that date, for the 13,479,908 shares which will be attributed to the shareholders of this company and for the 10,000 shares of the now renamed Sonae Indústria, SGPS, S.A. already existing before the acts mentioned in this announcement, and

- b) On the business day following the completion of the delivery of shares mentioned in 4.3. above, or on a date close to that date, for the 126,510,092 shares which will be attributed to the shareholders of Sonae – SGPS, S.A..

According to item a) above there will be an estimated period of 3 days during which both the shares in Sonae Indústria – SGPS, S.A. (meanwhile extinguished) and in Sonae Indústria, SGPS, S.A. (formerly Sonae 3P) will not trade on Eurolist by Euronext Lisbon.

The new shares will trade under the code ISIN PTS3P0AE0009 and trading code SONI.

Maia, 15 December 2005

The Board of Directors of Sonae, SGPS, SA

The Board of Directors of Sonae Indústria, SGPS, SA

The Board of Directors of Sonae 3P – Panels, Pulp and Paper, SGPS, SA