

**SEMAPA - Sociedade de Investimento e Gestão, SGPS, S.A.**

Public Limited Company  
Head Office: Avenida Fontes Pereira de Melo, no. 14, 10<sup>th</sup>, Lisboa  
Share Capital: 81,270,000 Euro  
Corporate Person and Lisbon Companies Registry: 502593130

**DISCLOSURE  
PRIVILEGED INFORMATION**

Under the terms of article 248-A of the Portuguese Securities Code, Semapa – Sociedade de Investimento e Gestão, SGPS, S.A. (“Semapa”) hereby informs the market of the following:

Today, Sodim, SGPS, S.A., in its capacity as offeror, delivered to Semapa, in its capacity as target company, Addendum to the Prospectus of the general and voluntary tender offer for the acquisition of ordinary shares representing the share capital of Semapa, document hereby attached.

Lisbon, 25 May 2021

The Company Secretary,

(Rui Gouveia)



SODIM

**SODIM, SGPS, S.A.**

Registered office: Avenida Fontes Pereira de Melo, 14 - 9.º, 1050-121 Lisbon

Registered with the Commercial Registry Office of Lisbon

with sole registration and taxpayer number 500.259.674

Share capital: 32,832,000 Euros

(the “Offeror”)

**ADDENDUM TO THE PROSPECTUS FOR  
GENERAL AND VOLUNTARY TENDER OFFER FOR THE ACQUISITION OF SHARES  
REPRESENTING THE SHARE CAPITAL OF**

**SEMAPA – SOCIEDADE DE INVESTIMENTO E GESTÃO, SGPS, S.A.**

a listed company

Registered office: Avenida Fontes Pereira de Melo, 14 – 10.º, 1050-121 Lisbon

Registered with the Commercial Registry Office of Lisbon

under sole registration and taxpayer number 502.593.130

Share capital fully subscribed and paid: 81,270,000 Euros

(the “Target”)

*The following is an unofficial English translation of the Portuguese addendum to the prospectus disclosed on this date. The original addendum to the Prospectus, written in Portuguese, is the exclusive legally binding version and the Offeror undertakes no liability for any of the statements or representations made in the English translation. In cases of inconsistencies between the Portuguese addendum to the Prospectus and the English text of the translation, the Portuguese text shall prevail.*

**FINANCIAL INTERMEDIARIES  
PROVIDING ASSISTANCE TO THE OFFEROR**



25 May 2021

## ADDENDUM

Under the terms and for the purposes of article 142 of the Portuguese Securities Code, Sodim, SGPS, S.A. (“**Sodim**” or the “**Offeror**”), in its capacity as Offeror in the general and voluntary tender offer for the acquisition of the shares representing the share capital of Semapa – Sociedade de Investimento e Gestão, SGPS, S.A. (the “**Target**”) registered by the Portuguese Securities Market Commission (“**CMVM**”) on 26 April 2021 (the “**Offer**”) hereby publishes an addendum to the respective prospectus (the “**Prospectus Addendum**”).

The expressions that, in this Prospectus Addendum, start with capital letters, unless expressly stated otherwise, will have the meaning attributed to them in the Prospectus.

As the Offeror has requested the CMVM to extend the period of the Offer to 4 June 2021, and with the CMVM having approved this request, the Offer prospectus is updated as follows:

1. **The texts of the 1<sup>st</sup>, 5<sup>th</sup> and 9<sup>th</sup> paragraphs of the title “Period of the Offer” on the section 0.1 – “Summary of the Offer” should read as follows:**

*“The Offer Period will run from 8.30 am on 27 April 2021 until 3.00 pm on 4 June 2021 (Lisbon time), and the corresponding selling orders can be received up until the end of this period.*

(...)

*Addressees of the Offer that accept the Offer are entitled to revoke their acceptance declarations through a written notification addressed to the financial intermediary that has received such declarations:*

- i. at any time up to three calendar days prior to term of the Offer Period, i.e. until, and including, 3.00 pm on 1 June 2021 (Lisbon time);*
- ii. if a competing offer is launched, up to the last day of the acceptance period;*
- iii. if the CMVM suspends the Offer, until the fifth calendar day following the end of the suspension, with the right to a refund of what has been delivered.*

(...)

*The results of the Offer will be assessed at a Special Session of the Regulated Market of Euronext to be convened on 7 June 2021, the first business day following end of the Offer Period, at a time to be designated in the Notice of the Special Session of the Regulated Market of Euronext, being this entity responsible for the assessment and disclosure of the Offer results.*

(...)

*It is expected that the physical and financial settlement of the Offer will occur on the second business day after the Special Session of the Regulated Market, under the terms of the Settlement and Compensation System set out in Interbolsa Regulation number 2/2016, as amended, and in accordance with the terms of the Notice of the Special Session of the Regulated Market of Euronext. Thus, the settlement of the Offer is expected to occur on 9 June 2021.”*

2. **The text of section 2.4 – “Payment of the consideration” shall read as follows:**

*“The results of the Offer will be determined in a Special Session of the Regulated Market of Euronext, which is expected to take place on the first business day in Portugal after the end*

of the Offer Period, i.e., on 7 June 2021 at a time to be designated in the Special Regulated Market Session Notice to be published by Euronext, being Euronext responsible for such calculation and disclosure of the results of the Offer.

The consideration will be paid in cash, by crediting the account of the addressees of the Offer, and is expected to become available to the addressees of the Offer who have accepted it in the second business day following the assessment of the results of the Offer, i.e., on 9 June 2021.

It is expected that the physical and financial settlement of the transaction will occur on the second business day after the Special Session of the Regulated Market, under the terms of the Settlement and Compensation System set out in Interbolsa Regulation number 2/2016, as amended, and in accordance with the terms of the Notice of the Special Session of the Regulated Market of Euronext foreseen for 7 June 2021. Thus, the settlement of the Offer is expected to occur on 9 June 2021.”

**3. The texts of the 1<sup>st</sup> and 5<sup>th</sup> paragraphs of the section 2.9 – “Acceptance statements” shall read as follows:**

“The Offer Period will run from 8.30 am on 27 April 2021 until 3.00 pm Lisbon on 4 June 2021 (Lisbon time), and the corresponding selling orders can be received up until the end of this period.

(...)

The addressees of the Offer that accept the Offer are entitled to revoke their acceptance declarations through a written notification addressed to the financial intermediary that has received such declarations

- i. up to three calendar days prior to the Offer Period, i.e. until, and including, 3:00 pm on 1 June 2021 (Lisbon time);
- ii. if a competing offer is launched, up to the last day of the acceptance period;
- iii. if the CMVM suspends the Offer, until the fifth calendar day following the end of the suspension, with the right to a refund of what has been delivered.”

**4. The texts of the 1<sup>st</sup> and 4<sup>th</sup> paragraphs of section 2.10 – “Offer results” shall read as follows:**

“The results of the Offer will be assessed at a Special Session of the Regulated Market of Euronext to be convened for the first business day following end of the Offer Period, i.e., on 7 June 2021, at a time to be designated in the Notice of the Special Session of the Regulated Market of Euronext, being this entity responsible for the assessment and disclosure of the Offer results. As a result of the said assessment, the number of Shares acquired by the Offeror will be determined, as well as the amount in cash to be delivered to the Offerors as consideration.

(...)

It is expected that the settlement of the Offer will occur on the second business days after the Special Session of the Regulated Market, under the terms of the Settlement and Compensation System set out in Interbolsa Regulation number 2/2016, as amended, and in accordance with the terms of the Notice of the Special Session of the Regulated Market of Euronext, foreseen to take place on 7 June 2021. Thus, the settlement of the Offer shall occur on 9 June 2021.”

5. **The definition of “Offer Period” included on Chapter 5 – “Definitions” shall read as follows:**

**“Offer Period”** *from 08:30 am on 27 April 2021 until 3:00 pm on 4 June 2021 (Lisbon time);”*

Investors who accepted the Offer before the publication of this Prospectus Addendum are entitled to revoke their declaration of acceptance through a written communication addressed to the financial intermediary who received such declaration until 1 June 2021, i.e., five business days after the disclosure of this Prospectus Addendum.

For the purposes of article 142 of the Portuguese Securities Code, this supplementary information to the Prospectus is published as an addendum to it, which is available in electronic form on the CMVM website and in the other places referred to in section 4.4 – “*Consultation locations*” of the Prospectus.

Lisbon, 25 May 2021