

*(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: € 308.321.344,20

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 **June 28, 2021, at 11:00 a.m.**, by telematic means, with the following agenda:

1. Discuss and decide on the Company's individual and consolidated annual report, balance sheet and accounts, for 2020;
2. Decide on the proposal for the appropriation of 2020's net result;
3. Assess the management and audit of the Company;
4. Decide on the election of members to the Board of the Shareholders' General Meeting, Board of Directors, Statutory Audit Board and Shareholders' Remuneration Committee for the new mandate (2021/2023);
5. Decide on the election of the Company's Statutory External Auditor for the new mandate (2021/2023);
6. Decide on the remuneration policy of the Statutory Governing and Supervisory Bodies;
7. Decide on the remuneration of the members of the Shareholders' Remuneration Committee;
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 Company shares by affiliates directly or indirectly controlled by the Company.
10. Decide on loss of status of public company of Sonae Indústria, SGPS, SA, under the terms and for the purposes of article 27, number 1, paragraph b) of the Portuguese Securities Code.

Due to the current pandemic framework, and in accordance to the "Recommendations for the execution of General Meetings" released by the Portuguese Securities Market Commission in 2020 (available at CMVM's website page: [https://www.cmvm.pt/pt/Legislação/Legislaçãonacional/Recomendacoes/Pages/Rec\\_ag\\_2020.aspx?v=](https://www.cmvm.pt/pt/Legislação/Legislaçãonacional/Recomendacoes/Pages/Rec_ag_2020.aspx?v=)), which according to the Annual Newsletter for Issuers 2021 (available at

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<https://www.cmvm.pt/pt/Legislacao/Legislacaonacional/Circulares/Documents/Circular%20Anual%20Emitentes%20-%202021.pdf>), must still be taken into consideration when convening General Meetings in 2021, the General Meeting **will take place exclusively by telematic means**, pursuant to Article 377º, Number 6, paragraph b) of the Companies Law and to Article 25º of the company's Articles of Association

Since the execution of the General Meeting using telematic means is subject to the availability of the required technical and operating tools by the shareholders as described in Point VI below, "Technical Requirements for General Meeting using telematic means", **we encourage our shareholders to carefully ensure the timely exercise of their voting right using the vote by electronic means which will be made available by the company, in accordance and for the purpose of Article 24º, Number 2 of the company's Articles of Association and Article 22º of the Securities Code, as described in Point III ("Vote by electronic means") of this notice of meeting.**

As from the publication date of the present notice of meeting, the annual report, the available proposals, as well as all other information required by law are available for Shareholders' consultation at the Company's headquarters, by prior appointment to be made using the e-mail address [assembleia-sisgps@sonaeindustria.com](mailto:assembleia-sisgps@sonaeindustria.com), and on the Company's website [www.sonaeindustria.com](http://www.sonaeindustria.com). The annual report and the available proposals are also available on CMVM's website section "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 provided that the following requirements are met:

- a. At 00:00 a.m. (GMT) of the fifth trading day prior to the meeting date, that is, at 00:00 a.m. of June 21, 2021 – "Record Date", the shareholders hold shares entitling them to at least one vote, corresponding to each share one vote;
- b. Until 00:00 a.m. of June 21, 2021, 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 open, their intention to participate in the Shareholders' General Meeting. In order to do so, shareholders may use the form available on the Company's website [www.sonaeindustria.com](http://www.sonaeindustria.com).

In relation to the statement to be sent to the Chairman of the Board of the Shareholders' General Meeting, shareholders shall send it to the e-mail address [assembleia-sisgps@sonaeindustria.com](mailto:assembleia-sisgps@sonaeindustria.com). This statement must indicate an e-mail address to which the Company's will send **a secret participation code** to be used

by the shareholder at the General Meeting taking place by telematic means, as described in Point VI below, (“Technical Requirements for General Meeting using Telematic Means”). The secret participation code must be stated by the shareholder at the beginning of the meeting to confirm his/her identity.

- c. Until 11:59 p.m. of June 21, 2021, the respective 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 as at 00.00 a.m. of June 21, 2021. For this purpose, the financial intermediary shall send it to the e-mail address [assembleia-sisgps@sonaeindustria.com](mailto:assembleia-sisgps@sonaeindustria.com).

## **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 June 21, 2021, nor shall it be dependent on their blocking between such date and the date of the Shareholders’ General Meeting. Nevertheless, shareholders who, having stated their intention to participate in the Shareholder’s General Meeting, transfer the shares ownership between 00:00 a.m. of June 21, 2021 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).

The information to be sent to the Chairman of the Board of the Shareholders’ General Meeting, shareholders shall be made using the e-mail address [assembleia-sisgps@sonaeindustria.com](mailto:assembleia-sisgps@sonaeindustria.com);

- b. 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, up to 00:00 a.m. of June 21, 2021, 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 item in the agenda.

The statement must be sent to the e-mail address [assembleia-sisgps@sonaeindustria.com](mailto:assembleia-sisgps@sonaeindustria.com).

Due to the current situation, it is recommended that professional shareholders request from their respective clients the necessary powers for the exercise of voting right by electronic means, which must be included in the representation statement, in accordance to the terms of Point III below (“Vote by Electronic Means”).

### III. Vote by Post

**a) It should be noted that the Company encourages its shareholders to adhere to the vote by electronic means as the privileged means of exercising the voting right, for which:**

a.1. Shareholders must request the right to vote by electronic means using the form “Exercise of voting right by electronic means” duly filled, namely with the indication of an e-mail address and password, and indicating whether it is a corporate Shareholder, how many clients are represented, indicating a password for each client (as mentioned in b) of this paragraph). The company highlights that if there is not a password per each client, it is only possible to vote in the same direction with all the shares held;

a.2. The form must be signed by the shareholder or by his/her legal representative. An individual shareholder must attach a certified copy of his identification document, and, for a corporate shareholder, a copy of the identification document of the signatory and a confirmation that the signatory is duly authorised and mandated for the purpose (for companies incorporated in Portugal, the indication of the number of the permanent registry, “Certidão Permanente”, is valid. As an alternative to sending the identification document, the form must be signed with a certified signature according to the applicable law.

a.3. The form must be sent by e-mail to [assembleia-sisgps@sonaeindustria.com](mailto:assembleia-sisgps@sonaeindustria.com) **until 18h00 of June 21, 2021.**

b) Upon receipt of the form “Exercise of voting right by electronic means” within the time period referred to in the previous paragraph, as well as of the statement and information set forth in paragraphs a.2. and a.3. of Point I above, the company shall send 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 means” will provide access to the electronic ballot paper available at [www.sonaeindustria.com](http://www.sonaeindustria.com);

c) Shareholders must exercise the right to vote by electronic means up to **18h00 on June 25 2021**;

d) Ballot papers shall only be considered 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 for each proposal;

e) Vote by post will be considered revoked if the shareholder or his/her 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 that any votes that are not accepted are treated as null and void;
- i) The form for "Exercise of voting right by electronic means", is available at the Company's website [www.sonaeindustria.com](http://www.sonaeindustria.com).

The vote by post is a shareholders' right, although it is not recommended within the current pandemic situation, aiming to prevent general public health, therefore the company reinforces the recommendation to vote by electronic means. However, it should be noted that if shareholders intend to vote by post, votes will only be considered provided that they are received at the Company's headquarters, by registered letter with acknowledgement receipt addressed to the Chairman of the Board of the Shareholders' General Meeting, until **18:00 on June 25, 2021**. This does not dispense proof of the shares ownership.

The form must be signed by the shareholder or by his/her legal representative. An individual shareholder must attach a certified copy of his identification document, and, for a corporate shareholder, a copy of the identification document of the signatory and a confirmation that the signatory is duly authorised and mandated for the purpose (for companies incorporated in Portugal, the indication of the number of the permanent registry, "Certidão Permanente", is valid. As an alternative to sending the identification document, the form must be signed with a certified signature according to the applicable law.

#### **IV. Right to insert items in the meeting 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. Technical requirements to carry out the General Meeting using telematic means**

The Shareholders' General Meeting will take place by telematic means using the software Microsoft Teams, therefore shareholders must ensure that the following technical and operating requirements are available, which are the minimum required to access such communication platform:

- Computer with Windows or Mac software installed and with internet access;
- Windows 10 / 8.1 operating system or Mac OS X 10.11 El Capitan (or later version)
- Camera, speakers/headphones (either internal or external)
- Internet browser Google Chrome or Microsoft Edge

The respective installation and technical tutorials are available at the company website [www.sonaeindustria.com](http://www.sonaeindustria.com). Any doubt or clarification regarding the technical requirements of the General Meeting can be sent to the e-mail address [ag.suporte.tecnico@sonaeindustria.com](mailto:ag.suporte.tecnico@sonaeindustria.com).

The company will carry out a test session on **June 22, 2021 – between 09h00 and 12h00**. If you wish to participate in such test session, please inform us by e-mail to [ag.suporte.tecnico@sonaeindustria.com](mailto:ag.suporte.tecnico@sonaeindustria.com) up to June 16 2021. The details to participate in the test and telephone helpline will be sent by return e-mail.

**It is advisable that shareholders test the platform to participate in the General Meeting by telematic means in advance, in order to guarantee they are able to use alternatives such as the exercise of vote by electronic means.**

In addition, the company informs on the following requirements for participation in the General Meeting, which must be followed by the shareholders in order to guarantee the normal and adequate course of the agenda:

- Shareholders must start the Microsoft Teams meeting 45 (forty five) minutes before the General Meeting starts, at 10:15 a.m., to carry out all the formalities such as verification of shareholder's identity, by making available his/her identification document and, for corporate shareholders, a copy of the certified representation letter, as well as the **participation secret code** sent by the company as described in Point I. b) above (*Participation in the General Meeting*);
  - The access to the meeting will be done via Microsoft Teams and not by videoconference;
  - It is not possible to participate in the General Meeting using mobile devices, so the connection must be done via a computer;
  - Shareholders must have the computer camera and speaker off;

- Upon the Chairman of the Board of the Shareholders' General Meeting request, shareholders who wish to exercise his/her right to participate must request their will to speak to the Chairman;
- The Chairman will subsequently allow the respective shareholder to speak, and such shareholder must turn the camera and speaker of his/her computer on in order to exercise his/her right. At the end of his/her participation, the shareholder must again turn the camera and speaker off;
- To exercise the voting right, after the presentation of each proposal made by the Chairman, each shareholder must indicate their vote when requested by the Chairman;
- The company will make available, on the General Meeting date, telephone numbers for technical support which can be used simultaneously by all shareholders;
- In the course of the General Meeting, shareholders must follow the technical and operating guidelines which will be provided in order to ensure the normal and adequate functioning of the General Meeting.

## **VII. 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 affiliated companies affiliated. 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.

## **VIII. 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 18h00 of June 25, 2021 to the e-mail address [assembleia-sisgps@sonaeindustria.com](mailto:assembleia-sisgps@sonaeindustria.com);
- b. A shareholder may appoint different representatives for the shares held 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 website [www.sonaeindustria.com](http://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 July 14, 2021 at the same time and using similar telematic means, regardless of the quorum.

**Personal data protection**

Personal information provided to the Company by shareholders, custodian financial entities and shareholders' representatives in the exercise of the right of participation, representation and voting rights in the General Meeting will be used by the Company with the objective of managing its relationship with shareholders in the framework of the Annual General Meeting, in compliance with legal regulations. Personal information shall be retained for the time legally set forth in the Companies Code and the Securities Code, or for the duration of any dispute resulting from the Annual General Meeting procedures, including the respective processing and deliberative outcome.

Furthermore, it should be noted that shareholders, in accordance with the applicable law, may exercise their right of requesting to the Company the access to their personal information, as well as to amend, limit or oppose to the treatment of personal information, using the e-mail address [dataprotection@sonaeindustria.com](mailto:dataprotection@sonaeindustria.com).

Maia, 2 June, 2021

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

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(Carlos Lucena)