

**Procedure for the exercise of voting through  
electronic means**

- 1) Shareholders shall send their declaration of intent to participate in the Shareholders' General Meeting to the email address [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt) until the **23:59 (GMT) of the 21<sup>st</sup> April 2020**, in accordance with the model hereto attached as Appendix 1.
- 2) After the Company receives the declaration as set forth in point 1) above and the information regarding the number of shares held by the Shareholders, to be sent by the financial intermediary, it will be sent to the Shareholder an email, to the email address indicated by the Shareholder in the declaration referred above in point 1), with a **secret code for the exercise of the vote through electronic means** and the respective voting ballot (see Appendix 2 regarding the voting ballot for shareholders that are natural persons and corporate entities and Appendix 3 regarding the voting ballot for Professional Shareholders<sup>1</sup>).
- 3) The voting ballot received should be filled in and send to the email address [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt) until the **18:00 (GMT) of the 24<sup>th</sup> April 2020**, having as subject the **secret code for the exercise of the vote through electronic means** (see Appendix 2).
- 4) The voting ballot must be sent together with:
  - a. Readable copy of the identification document of the signatory (alternatively, instead of the copy of the identification document, in the terms and for the effects of paragraph 2 of article 5 of Law no. 7/2007 of 5th February, to check the authenticity of the vote and the respective identity of the Shareholder, natural person, or the legal representative of the Shareholder who is a corporate entity, the voting ballot may have a legally authenticated signature);
  - b. **In case of corporate entities (including Professional Shareholders)**, the signatory's power of attorney (in case of corporate entities incorporated and existing in Portugal it shall be enough the permanent certificate code of the represented entity, if such power is included in such certificate);
  - c. **Specifically for Professional Shareholders**, the power of attorney provided by the clients.

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<sup>1</sup> Shareholders who, as professionals, hold shares in their own name but on behalf of their clients.

**APPENDIX 1 – TEMPLATE LETTER FOR PARTICIPATING AT THE SHAREHOLDERS' GENERAL MEETING**

**Template Letter of Declaration of Participation at the Shareholders' General Meeting**

*(to be sent to the email address [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt)*

**until 11:59 p.m. (GMT) of the 21<sup>st</sup> April 2020**)

To the Chairman of the  
Board of the Shareholders'  
General Meeting of Sonaecom - SGPS, SA  
Email: [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt)

**Subject: Declaration of Participation in the Shareholders' General Meeting of Sonaecom - SGPS, SA of 29<sup>th</sup> April 2020**

Dear Sir,

Name: \_\_\_\_\_

**Email [mandatory to include] :** \_\_\_\_\_

**Professional Shareholder<sup>1</sup>:** Yes  No

Address: \_\_\_\_\_

Postal Code: \_\_\_\_\_

Tax Number: \_\_\_\_\_

as a shareholder of Sonaecom - SGPS, SA, pursuant to the terms and provisions set forth in number 3 of Article 23-C of the Portuguese Securities Code ("CMV"), hereby declares his/her/it intention to participate in the Shareholders' General Meeting of 29<sup>th</sup> April 2020.

To this purpose, it was requested to [please insert identification of the Financial Intermediary] to send you, until 11:59 p.m. (GMT) of 22<sup>nd</sup> April 2020, the information on the shares held by the latter at 00:00 (GMT) of 22<sup>nd</sup> April 2020, according to Article 23-C paragraph 4 of the CVM.

It is further stated that I intend to exercise my voting right [please choose one of the options]:

- 1- Through electronic means<sup>2</sup>, by sending the voting ballot with the voting intention until **18:00 (GMT) of the 24<sup>th</sup> April 2020** to the email address [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt);

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<sup>1</sup> Shareholders who, as professionals, hold shares in their own name but on behalf of their clients.

<sup>2</sup> If you have chosen this option you will receive in the email address indicated by you, the voting ballot for the exercise of the voting right and a secret code for the exercise of the vote through electronic means. Both must be sent until the **18:00 (GMT) of the 24<sup>th</sup> April 2020** to the email address [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt).

- 2- At the Shareholders' General Meeting, to be held through telematic resources, using Microsoft Teams software<sup>3</sup>, on the 29<sup>th</sup> April 2020, at 9:30, being aware that I shall have to ensure the minimum technical and operational resources to access such platform of communication<sup>4</sup>, as follows:

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<sup>3</sup> If you have chosen this option you will receive in the email address indicated by you, in the indicated email address a message confirming the receipt of the Shareholders' intention to participate in the Shareholders' General Meeting through the software Microsoft Teams, together with the secret code for participation that shall be used to access such platform and confirm the Shareholders' identity when accessing the Shareholders' General Meeting.

<sup>4</sup>The correspondent manuals for the installation and technical operation will be available for consultation at <https://www.sonaecom.pt>. For any further question or enlightenment regarding the technical requirements for the Shareholders' General Meeting to be held through long-distance communication means, it can be used the email address [agannual2020.suporte.tecnico@sonaecom.pt](mailto:agannual2020.suporte.tecnico@sonaecom.pt). The Company will make available, as well, the technical means to support the system test to the participation on the Shareholders' meeting by making available at the company's website [www.sonaecom.pt](http://www.sonaecom.pt) which may then be contacted during the following calendar:

- 13<sup>th</sup> April 2020 – between 9:00 a.m. and 1:00 p.m.

- 15<sup>th</sup> April 2020 – between 9:00 a.m. and 1:00 p.m.

**It is hereby recommended that Shareholders timely test their respective IT system for participating, through telematic means, at the General Meeting, in order to, if necessary, opt to alternatively exercise their voting right through electronic means.**

The Company further informs about the following conditions for attendance to the Shareholders' General Meeting that shall be complied with by the Shareholders to ensure the normal and adequate course of the agenda:

- The Shareholders shall attend the Microsoft Teams meeting 30 (thirty) minutes before the beginning of the Shareholders' General Meeting, at **9:00 a.m. (GMT)**, in order to comply with all the previous verification of identity formalities, having their identification document and, regarding representatives of shareholders' corporate entities, having copy of the power of attorney, as well as the **secret code for participation** sent by the Company, as per Section I, a), ii above (Participation at the General Meeting and Exercise of the Voting Right);
- The access to the meeting will be done through Microsoft Teams;
- It will not be possible to participate at the Shareholders' General Meeting through mobile devices. The connection shall be established through a computer;
- During the Shareholders' General Meeting, the Shareholders shall have the microphone of their respective computers turned off;
- If, when requested by the Chairman of the Board of the Shareholders' General Meeting, the Shareholders want to exercise their right to participate, they shall turn the microphone on and state their intent to exercise their right;
- The Chairman of the Board of the Shareholders' General Meeting will subsequently give the word to the Shareholder who has asked for it. After exercising their rights, the shareholders shall turn the microphone off;
- For the exercising of the voting right, the Chairman of the Shareholders' General Meeting, after reading each proposal, shall ask the Shareholders to state their vote. At that time, the Shareholders shall turn their microphone on, and at a turn, state their vote, confirming the number of shares held by each. The Shareholders shall turn their microphone off after exercising their voting right;
- The Company will make available telephone contacts for simultaneous technical support of the Shareholders participating in the Shareholders' General Meeting;
- The Shareholders shall comply with the technical or operational instruction conveyed to them throughout the Shareholders' General Meeting, in order to ensure the ordinary course of the General Meeting.

- PC with installed software Windows or Mac and internet access;
- Windows 10 / 8.1 operative system or Mac OS X 10.11 El Capitan operative system (or higher);
- Camera, speakers and microphone (PC's internal or external devices may be used); and,
- PC with installed browser for internet access: Google Chrome or Microsoft Edge.

Best Regards,

\_\_\_\_\_  
[shareholder's signature or, in case the shareholder is a corporate entity, signature of its legal representative]<sup>5</sup>

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**Notes regarding Personal Data Protection**

*The personal data collected by the Company, from the shareholders, the financial intermediaries and their representatives, in the exercise of their right to participate, being representing, and vote in the shareholders' general meeting, directly or indirectly through their intermediaries, will be processed by the Company to manage its relationship with the shareholders, pursuant to the shareholders' general meeting, in the fulfilment of the Company's legal obligations and will be kept within the legal deadlines established in the Portuguese Company Law and the Portuguese Securities Code, or during the time in which any dispute regarding the Shareholders' General Meeting, including the respective process and deliberation, is pending.*

*The Shareholders are further informed that they can exercise their rights, within the applicable framework, to ask the Company access to all the personal data relating to them, as well as the personal data correction, the limitation of treatment or the right to oppose to treatment, by letter to be sent to the company's registered office.*

\_\_\_\_\_  
<sup>5</sup> Signature similar to that of the identification document.

**APPENDIX 2 – VOTING BALLOT FOR VOTING THROUGH ELECTRONIC MEANS (NATURAL AND LEGAL PERSONS)**

To the Chairman of the Board of the Shareholders' General Meeting of Sonaecom, SGPS, S.A.

**Voting by Electronic Means (Electronic Vote)**

Annual Shareholders' General Meeting of Sonaecom SGPS, S.A.  
To be held on the 29<sup>th</sup> April 2020

**WRITTEN VOTING FORM**

**Exercise of Voting by Electronic Means**

*(this Written Voting Form must be sent to the electronic address [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt) until the 18:00 hours (GMT) of the 24<sup>th</sup> April 2020)*

Shareholder's name: \_\_\_\_\_

Full address: \_\_\_\_\_

Tax number: \_\_\_\_\_

Number of Shares: \_\_\_\_\_ Custodian Bank(s): \_\_\_\_\_

**Identification Code** for the Exercise of Voting Rights by Electronic Means<sup>1</sup>: \_\_\_\_\_

**Agenda:**

1 - Discuss and approve the Company's Annual Report, balance sheet, and the Individual and Consolidated Accounts for the year ended 31 December 2019

*Proposed by the Board of Directors*

In favour	Abstention	Against
<input type="text"/>	<input type="text"/>	<input type="text"/>

2 – Decide on the proposed appropriation of the Net Results for year ended 31 December 2019

*Proposed by the Board of Directors*

In favour	Abstention	Against
<input type="text"/>	<input type="text"/>	<input type="text"/>

<sup>1</sup> Code sent to you by e-mail provided by you in the form regarding the declaration of intention to participate in the General Shareholders' Meeting

3 – Deliberar proceder à apreciação geral da administração e fiscalização da Sociedade

Proposed by Sonae SGPS, SA

**In favour**      **Abstention**      **Against**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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4 – Decide on the election of the Chairman and the Secretary of the Shareholders' General Meeting, the members of the Board of Directors, the Statutory Audit Board, and the Shareholders' Remuneration Committee for the four-year mandate 2020-2023;

Proposed by Sonae SGPS, S.A.

**In Favour**      **Abstention**      **Against**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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5 – Decide on the election of the Statutory External Auditor of the Company for the four-year mandate 2020/2023

Proposed by the Statutory Audit Board

**In Favour**      **Abstention**      **Against**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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6 – Decide on the remuneration policy of the statutory governing bodies as well as the share attribution plan and the respective regulation, to be executed by the Shareholders' Remuneration Committee

Proposed by the Remuneration Committee

**In Favour**      **Abstention**      **Against**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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7 – Decide on remuneration of the Shareholders' Remuneration Committee;

Proposed by Sonae SGPS, S.A.

**In Favour**      **Abstention**      **Against**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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8 - Authorise the purchase and sale of own shares up to the limit of 10%, as permitted by Portuguese Company Law

Proposed by the Board of Directors

**In Favour**      **Abstention**      **Against**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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9 - Authorise both purchasing or holding of shares of the Company by affiliated companies, under the terms of Article 325.º-B of Portuguese Company Law

By the Board of Directors

**In Favour**      **Abstention**      **Against**

<input type="text"/>	<input type="text"/>	<input type="text"/>
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(Signature of the Shareholder or, in the case of a legal person, its legal representative)<sup>2</sup>

**Attached:** legible copy of the signatory's<sup>3</sup> identification document and, in the case of legal persons, a document proving the legitimacy of the representation (in the case of legal persons based in Portugal, it will enough to provide the code of the permanent certificate regarding the represented entity).

#### **Data Protection Note**

The personal data collected by the Company, from the shareholders, the financial intermediaries and their representatives, in the exercise of their right to participate, being representing, and vote in the shareholders' general meeting, directly or indirectly through their intermediaries, will be processed by the Company to manage its relationship with the shareholders, pursuant to the shareholders' general meeting, in the fulfilment of the Company's legal obligations and will be kept within the legal deadlines established in the Portuguese Company Law and the Portuguese Securities Code, or during the time in which any dispute regarding the Shareholders' General Meeting, including the respective process and deliberation, is pending.

The Shareholders are further informed that they can exercise their rights, within the applicable framework, to ask the Company access to all the personal data relating to them, as well as the personal data correction, the limitation of treatment or the right to oppose to treatment, by letter to be sent to the company's registered office.

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<sup>2</sup> Signature according to identification document

<sup>3</sup> Alternatively, instead of the copy of the identification document, in the terms and for the effects of paragraph 2 of article 5 of Law no. 7/2007 of 5<sup>th</sup> February, to check the authenticity of the vote and the respective identity of the Shareholder, natural person, or the legal representative of the Shareholder who is a corporate entity, the voting ballot shall have the signature authenticated in the applicable legal terms, pursuant to paragraph 4 of article 22 of the Portuguese Securities Code and paragraph 3 of article 23 of the Company's Articles of Association.

## APPENDIX 3 – VOTING BALLOT FOR VOTING THROUGH ELECTRONIC MEANS (PROFESSIONAL SHAREHOLDERS)

To the Chairman of the Board of the Shareholders' General Meeting of Sonaecom, SGPS, S.A.

### **Voting by Electronic Means (Electronic Vote)**

Annual Shareholders' General Meeting of Sonaecom SGPS, S.A.

To be held on the 29<sup>th</sup> April 2020

### **WRITTEN VOTING FORM**

#### **Exercise of Voting by Electronic Means**

*(this Written Voting Form must be sent to the electronic address [aganual2020@sonaecom.pt](mailto:aganual2020@sonaecom.pt) until the **18:00 hours (GMT) of the 24<sup>th</sup> April 2020**)*

Professional Shareholder's name: \_\_\_\_\_

Full address: \_\_\_\_\_

Tax number: \_\_\_\_\_

Number of Shares: \_\_\_\_\_ Custodian Bank(s): \_\_\_\_\_

**Identification Code** for the Exercise of Voting Rights by Electronic Means<sup>1</sup>: \_\_\_\_\_

Dear Chairman,

We hereby attach as Appendix I, the voting instructions given by each client for the purposes of exercising the vote by electronic means, specifically for each item on the agenda :

1 - Discuss and approve the Company's Annual Report, balance sheet, and the Individual and Consolidated Accounts for the year ended 31 December 2019

*Proposed by the Board of Directors*

2 – Decide on the proposed appropriation of the Net Results for year ended 31 December 2019

*Proposed by the Board of Directors*

3 – Deliberar proceder à apreciação geral da administração e fiscalização da Sociedade

*Proposed by Sonaecom SGPS, SA*

4 – Decide on the election of the Chairman and the Secretary of the Shareholders' General Meeting, the members of the Board of Directors, the Statutory Audit Board, and the Shareholders' Remuneration Committee for the four-year mandate 2020-2023;

*Proposed by Sonaecom SGPS, S.A.*

<sup>1</sup> Code sent to you by e-mail provided by you in the form regarding the declaration of intention to participate in the General Shareholders' Meeting



5 – Decide on the election of the Statutory External Auditor of the Company for the four-year mandate 2020/2023

Proposed by the Statutory Audit Board

6 – Decide on the remuneration policy of the statutory governing bodies as well as the share attribution plan and the respective regulation, to be executed by the Shareholders' Remuneration Committee

Proposed by the Remuneration Committee

7 – Decide on remuneration of the Shareholders' Remuneration Committee;

Proposed by Sonae SGPS, S.A.

8 - Authorise the purchase and sale of own shares up to the limit of 10%, as permitted by Portuguese Company Law

Proposed by the Board of Directors

9 - Authorise both purchasing or holding of shares of the Company by affiliated companies, under the terms of Article 325.º-B of Portuguese Company Law

By the Board of Directors

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(Signature of the legal representative of the Professional Shareholder)<sup>2</sup>

**Attached:** legible copy of the signatory's<sup>3</sup> identification document and document proving the legitimacy of the signatory's representation (in the case of legal entities based in Portugal, the indication of the code of the permanent certificate regarding the represented entity will be enough) and a mandate instrument assigned by the clients.

#### **Data Protection Note**

The personal data collected by the Company, from the shareholders, the financial intermediaries and their representatives, in the exercise of their right to participate, being representing, and vote in the shareholders' general meeting, directly or indirectly through their intermediaries, will be processed by the Company to manage its relationship with the shareholders, pursuant to the shareholders' general meeting, in the fulfilment of the Company's legal obligations and will be kept within the legal deadlines established in the Portuguese Company Law and the Portuguese Securities Code, or during the time in which any dispute regarding the Shareholders' General Meeting, including the respective process and deliberation, is pending.

The Shareholders are further informed that they can exercise their rights, within the applicable framework, to ask the Company access to all the personal data relating to them, as well as the personal data correction, the limitation of treatment or the right to oppose to treatment, by letter to be sent to the company's registered office.

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<sup>2</sup> Signature according to identification document

<sup>3</sup> Alternatively, instead of the copy of the identification document, in the terms and for the effects of paragraph 2 of article 5 of Law no. 7/2007 of 5<sup>th</sup> February, to check the authenticity of the vote and the respective identity of the Shareholder, natural person, or the legal representative of the Shareholder who is a corporate entity, the voting ballot shall have the signature authenticated in the applicable legal terms, pursuant to paragraph 4 of article 22 of the Portuguese Securities Code and paragraph 3 of article 23 of the Company's Articles of Association.

