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VAA - Vista Alegre Atlantis, SGPS, S.A.
(Public Company)

Share Capital of Eur 121,927,316.80
Registered with the Commercial Registry of Ílhavo under taxpayer and legal person
number 500.978.654
Head Office: Lugar da Vista Alegre, 3830-292 Ílhavo

EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

NOTICE TO CONVENE

Under the legal and statutory terms, the Shareholders of VAA - VISTA ALEGRE ATLANTIS, SGPS, S.A. ("Company" or "VAA") are hereby invited to attend an Extraordinary General Shareholders Meeting on **12 October 2018**, at 15:00 hours, at the company's registered office, on Lugar da Vista Alegre in Ílhavo, with the following

AGENDA

ITEM ONE: To resolve on the authorisation for the Board of Directors to decide on the share capital increase of VAA in a maximum global amount of Eur 17,418,188.00 (seventeen million, four hundred and eighteen thousand, one hundred and eighty-eight Euros), within the context of a public and/or institutional offer for the subscription of ordinary shares with a view to increasing Company's capital dispersion to the public and optimising VAA's strategy financing sources and to consequently amend the Company's by-laws, adding number 2 to its Article 5.

ITEM TWO: Assuming the approval of **ITEM ONE**, to resolve on the suppression of the shareholders' pre-emption rights in the subscription of VAA's share capital increase to be resolved by the Board of Directors, in a maximum global amount of Eur 17,418,188.00 (seventeen million, four hundred and eighteen thousand, one hundred and eighty-eight Euros), within the context of a public and/or institutional offer to subscribe ordinary shares with a view to increasing the Company's capital dispersion to the public and optimising VAA's strategy financing sources.

ITEM THREE: To resolve on the appointment of a Member of the Company's Board of Directors for the current term of office, thus being such body composed of eleven members.

I. In accordance with the by-laws, together with the general law:

a) Every ten shares correspond to one vote;

b) Only Shareholders who hold no less than ten shares on the "Registration Date" (5 October 2018), shall be entitled to attend and participate in the General Shareholders Meeting, or at each of its sessions, corresponding to 0 hours (GMT) of the 5th negotiation day prior to 12 October 2018. The exercise of these rights is not hindered by the transfer of the shares at a later date than the Registration Date, nor does it depend on the blocking thereof between that date and 12 October 2018.

c) Shareholders intending to participate in the General Shareholders Meeting must declare in writing to the financial intermediary where the individual registration account is open and to the Chairman of the Board of the General Shareholders Meeting no later than at 23:59 hours (GMT) of the day prior to the Registration Date (i.e., by 23:59 (GMT) of 4 October 2018), and may use the email address agextraordinaria12102018@vistaalegre.com for this purpose.

d) The financial intermediary who, in accordance with the previous paragraph, is informed of its client's intention to participate in the General Shareholders Meeting, must send the Chairman of the Board of the General Shareholders Meeting, by 23:59 (GMT) of the Registration Date (i.e., by 23:59 (GMT) of 5 October 2018), information on the number of shares registered on behalf of its client, with reference to the Registration Date, and may use the email address agextraordinaria12102018@vistaalegre.com in order to do so.

e) Shareholders who, on a professional basis, hold shares in their own name, but on behalf of clients, may vote in different directions with their shares, so long as, in addition to the above, they provide the Chairman of the Board of the General Shareholders Meeting, by 23:59 (GMT) of the day before the Registration Date, with sufficient and proportionate evidence of (i) the identification of each client and the number of shares to be voted on their behalf, and (ii) instructions specific to each item on the agenda, given by each client.

f) Those who have declared their intention to participate in the General Shareholders Meeting within the aforementioned deadlines, and who transfer ownership of shares between the Registration Date, corresponding to 0:00 (GMT) of the 5th negotiation day prior to 12 October 2018, and the end of the General Shareholders Meeting, must immediately communicate it to the Chairman of the Board of the General Shareholders Meeting and CMVM thereof.

g) Shareholders who hold shares corresponding to at least 2% of the Company's share capital may request the inclusion of matters on the agenda by means of a written request addressed to the Chairman of the Board of the General Shareholders Meeting within five (5) days following the last publication of this Notice to Convene, which shall be accompanied by a proposal for resolution for each of the matters for which inclusion is requested.

h) Shareholders holding shares corresponding to at least 2% of the Company's share capital may also request:

i) the inclusion of proposals for resolution regarding matters included in the agenda of this Notice to Convene, and this request must also be addressed, in writing, to the Chairman of the Board of the General Shareholders Meeting within five (5) days following the publication of this Notice to Convene, together with the information that must accompany the proposal for resolution;

ii) the inclusion of proposals for resolution regarding any matters that may be added to the agenda of this Notice to Convene must also be addressed, in writing, to the Chairman of the Board of the General Shareholders Meeting within five (5) days after disclosure of the inclusion of the new items on the agenda, together with the information that should accompany the proposal for resolution.

i) Shareholders who, based on the provisions of sub-paragraph a) above, do not have the number of shares required to be present, participate and vote at the General Shareholders Meeting, may group to reach that number, electing amongst them a representative for the General Shareholders Meeting.

j) During the General Shareholders' Meeting, the Shareholders may ask to be provided with the information that they deem necessary or adequate in order to be able to form a reasoned opinion on the matters on the agenda, which also includes relationships between the Company and other companies associated with it. The information must be provided by the corporate body most qualified for the purpose and may only be rejected if the provision of the information in question may imply a breach of secrecy imposed by law or cause serious damage to the Company or another company associated with it.

l) Shareholders without voting rights and bondholders may not be present at General Shareholders Meetings, and shall be represented by their joint representatives.

m) Shareholders who are natural persons may be represented at the General Shareholders Meeting by another shareholder or by whoever is so permitted by law.

n) Shareholders who are legal entities will be represented at the General Shareholders Meeting by the person they appoint for this purpose.

o) A Shareholder may appoint different representatives in relation to the shares held in different securities accounts, subject to the principle of the voting unit established in Article 385 of the Portuguese Companies Code.

p) The instruments of representation provided for in the preceding paragraphs shall be addressed to the Chairman of the Board of the General Shareholders Meeting and delivered to the company at least five days before the date scheduled for the General Shareholders Meeting and may send it by email to agextraordinaria12102018@vistaalegre.com for that purpose.

q) A proxy form for representation at the General Shareholders Meeting is available to Shareholders on the Company's website (www.vistaalegre.com) and at its registered office during office hours.

II. Pursuant to Article 22 of the Securities Code and paragraphs 10 to 13 of Article 12 of the Company's by-laws, Shareholders may exercise the right to vote by correspondence, whereby:

a) Votes cast by correspondence will only be considered, provided they are received up to 24 hours before the General Shareholders Meeting at the company's registered office, in a sealed envelope sent by registered mail with acknowledgement of receipt, addressed to the Chairman of the Board of the General Shareholders Meeting, subject, in all cases, to proof of the quality of shareholder with reference to the Date of Registration, under the terms and period previously specified.

b) The voting declaration shall be signed by the holder of the shares. If the Shareholder is a natural person, he/she must submit together with the declaration a certified copy of his/her Identity Card/Citizen Card; if it is a legal person, the signature must be certified by a notary concerning the capacity and the powers for the act.

c) Only the voting declarations that expressly and unequivocally state the following shall be deemed valid:

- An indication of the item or items on the agenda to which it refers;
- The specific and unconditional indication of the voting powers for each proposal.

d) Votes cast by correspondence shall count towards the quorum constituting the General Shareholders Meeting and shall also be valid for the second invitation to the General Shareholders Meeting for which they were issued. The Chairman of the General Shareholders Meeting or his/her substitute is responsible for verifying the authenticity and regularity of the same, as well as to ensure their confidentiality until the time of voting. Votes corresponding to declarations that have not been accepted shall be counted as not cast.

e) If the Shareholder or his/her representative is present at the General Shareholders Meeting, votes they have cast by correspondence shall be deemed to have been revoked.

f) Votes by correspondence shall be counted as negative votes in relation to proposed resolutions presented after the date on which those same votes were cast.

g) The votes cast by correspondence shall be counted on the day of the meeting by the Board of the General Shareholders Meeting and shall be added to the votes cast in the General Shareholders Meeting.

h) The ballot papers for voting by correspondence are also available at the Company's registered office during office hours, as well as at its website (www.vistaalegre.com).

III. All information and available documents necessary for consideration and voting on matters that constitute the agenda provided for in Article 289, paragraph 1 of the Portuguese Companies Code and Article 21-C of the Portuguese Securities Code shall be available to the Shareholders for consultation, at the registered office during office hours, and on the Company's website, www.vistaalegre.com, as of the date of disclosure of this Notice to Convene.

The proposals to be presented by the Board of Directors are also available to Shareholders in the Information Dissemination System (SDI) of the CMVM, www.cmvm.pt.

IV. All communications to be submitted to the Chairman of the Board of the General Shareholders Meeting or to the Company shall be sent to the company's registered office.

Ílhavo, 20 September, 2018

The Chairman of the Board of the General Shareholders Meeting

José Angelo Ferreira Correia

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