

**VAA – VISTA ALEGRE ATLANTIS, SGPS, S.A.**

Public company  
Head office: Lugar da Vista Alegre  
Region: Aveiro, Ílhavo  
Parish: Ílhavo (São Salvador)  
3830 292 ILHAVO  
Registered with the Commercial Registry of Ílhavo  
Share capital: 121,927,316.80 Euros  
Taxpayer and legal person no.: 500.978.654

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Chairman of the General Shareholders Meeting of  
Vista Alegre Atlantis, SGPS, S.A

**PROPOSAL**  
**ITEM ONE OF THE AGENDA**

**Whereas:**

- A)** In the context of the reorganization of the Vista Alegre Group carried out, the Board of Directors has been considering the corporate interest of Vista Alegre Atlantis, SGPS, S.A. (“**VAA**” or the “**Company**”) in enlarging its shareholder composition and increasing the dispersion of its capital to the public, as well as the most favourable funding alternatives for the Company's strategy;
- B)** Within this context, the Board of Directors believes that it is required for the Company's best corporate interests to consider the possibility of a share capital increase in order to increase the dispersion of VAA's capital to the public and to optimise financing sources, in the context of a public and/or institutional subscription offer of up to 21,772,735 ordinary shares with a nominal value of 0.80 Euro each, which will represent up to 12.5% of VAA's share capital, in a maximum global amount of increase corresponding to 17,418,188.00 Euros (seventeen million, four hundred and eighteen thousand, one hundred and eighty-eight Euros), this offer being potentially combined with a public and/or institutional offer for the sale of already issued Company's shares;
- C)** In order to ensure the flexibility required for the potential completion of this capital markets transaction, the Board of Directors deems it necessary to amend the bylaws of VAA (“Bylaws”) in order to authorize the Board of Directors of the Company to resolve on said share capital increase pursuant to Article 456 of the Portuguese Companies Code, setting out the terms and characteristics of the share capital increase in accordance with the Bylaws' permission to be approved by the General Shareholders' Meeting;

- D) In fact, under Article 456, the articles of association may authorize the board to increase the share capital, by cash contributions, setting out in such authorization the conditions and limits for the exercise of said competence by that body, including, in particular, the maximum limit of the share capital increase, the period during which such competence may be exercised and the requirement of an opinion of the supervisory body prior to the resolution of the share capital increase envisaged by the board.

**The Board of Directors therefore proposes that the General Shareholders Meeting of VAA resolves on:**

1. The authorisation for the Board of Directors to resolve on the share capital increase of VAA in a maximum global amount of 17,418,188.00 Euros (seventeen million, four hundred and eighteen thousand, one hundred and eighty-eight Euros), within the context of a public and/or institutional subscription offer of up to 21,772,735 ordinary, book-entry and nominative shares, with a nominal value of 0.80 Euro each, which will represent up to 12.5% of the share capital of VAA, with a view to increase the Company's capital dispersion to the public and to optimise VAA's strategy financing sources, which may potentially be combined with a public and/or institutional offer for the sale of already issued Company's shares, being the Board of Directors empowered to establish the terms and characteristics of the share capital increase, subject to the provisions of the Bylaws (attached to this Proposal as a draft); and
2. To approve the amendment to the Bylaws of the Company in accordance with the draft attached to this Proposal, adding a new paragraph 2 to article 5, as follows:

**“Article 5  
(Capital)**

**One** – [unchanged]

**Two** – *The Board of Directors is authorized to resolve on a share capital increase and to determine all its terms and characteristics, subject to the following provisions:*

- a) *The amount of the share capital may not be increased in more than 17,418,188.00 Euros (seventeen million, four hundred and eighteen thousand, one hundred and eighty-eight Euros) as a result of the share capital increase resolved by the Board of Directors under this authorization;*
- b) *The authorization may be used exclusively for the purposes of a public and/or institutional offer for the subscription of up to 21,772,735 ordinary, book-entry and nominative shares with a nominative value of 0.80 Euro each, representing up to 12.5% of the share capital of VAA, with a view to increase the Company's capital dispersion to the public and to optimise its strategy's financing sources, which may potentially be combined with a public and/or institutional offer for the sale of already issued Company's shares;*
- c) *This authorization comprehends the resolution of a single capital increase until May 31, 2019, through cash contributions and through the issue of new ordinary shares with or without share premium;*

- d) *The resolution of share capital increase pursuant to this authorization shall be preceded by a prior favourable opinion of the Supervisory Board, pursuant to paragraph 3 of article 456 of the Portuguese Companies Code."*

Annex: Draft amendment to VAA's Bylaws.

Lisbon, September 20, 2018

## THE BOARD OF DIRECTORS

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