

**REPORT OF THE  
BOARD OF DIRECTORS OF SONAECOM  
- S.G.P.S., S.A.**

**ON THE OPPORTUNITY AND CONDITIONS OF THE  
GENERAL AND VOLUNTARY OFFER LAUNCHED BY  
SONAE S.G.P.S., S.A.**

*(translation from the original text in Portuguese)*

Sonaecom - S.G.P.S. S.A.

Lugar do Espido, Apartado 11, Via Norte, 4470-177 Maia

Sole Commercial Registry and Tax Number: 502 028 351

Share capital: €230,391,627.38

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**DISCLAIMER**

1. This report was prepared by the Board of Directors of Sonaecom S.G.P.S., S. A. ("**Sonaecom**" or "**Company**"), under the terms of Article 181(1) of the Portuguese Securities Code ("**CVM**"), following the analysis carried out by the Board of Directors of Sonaecom ("**Board of Directors**") of the draft of the prospectus received on 27 December, 2022, concerning the general and voluntary tender offer, aiming for the acquisition of shares representing the share capital of Sonaecom ("**Offer**"), launched by Sonae S.G.P.S., S.A. ("**Sonae**" or "**Offeror**"), which preliminary announcement was published on 21 December 2022.
2. It is hereby informed that the members of the Board of Directors Ângelo Gabriel Ribeirinho dos Santos Paupério, Maria Cláudia Teixeira de Azevedo and João Pedro Magalhães da Silva Torres Dolores, who have also been involved in the preparation and approval of this report, are also members of the Board of Directors of the Offeror, which is why, for the purposes of Article 181(3), there is a conflict of interest between those directors of the Company and the addressees of the Offer.
3. This report was prepared based on the information available to the Board of Directors at this date. In the context of their individual decision-making process on the acceptance or rejection of the Offer, Sonaecom's shareholders are advised to take this report into consideration, without prejudice to the necessary individual and weighted assessment and judgment by each of the Sonaecom's shareholders.
4. The forecasts and estimates included in this report have been incorporated in accordance with the Board of Directors' best knowledge and belief, based on the information available as of this date. Forecasts and estimates, by nature, imply risks and uncertainties to the extent that they are related to future events and depend on circumstances that may or may not occur. Being forecasts and estimates, there is no guarantee as to the verification of the outcome envisaged herein, given the multiplicity of constraints on which they depend and which, if they do not occur or are subject to change, could substantially change the outcome. This report also includes statements that reflect the Board of Directors' expectations, being no guarantee that they will be verified. Certain statements reflect the views or opinions of the Board of Directors and do not necessarily reflect facts that are tangible or which occurrence is guaranteed.
5. Sonaecom assumes no obligation to update or make publicly available any revisions to the forecasts or estimates contained in this report to reflect events or circumstances occurring after this date, without prejudice to the publication of a supplement or addendum to this report, which may occur in the event of a possible revision of the Offer, the update of its terms and conditions or if any additional information is made available in the meantime.
6. This document should not be understood as an exhaustive analysis containing all the information provided to the market regarding Sonaecom. Shareholders shall also consult the Offer prospectus (to be released after the registration of the Offer), and other documents related to the Offer, as well as all the previous press releases, publications and financial statements disclosed by Sonaecom which are or will be made available in [www.cmvm.pt](http://www.cmvm.pt) and/or on the Company's website.

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## 1. SUMMARY OF THE TRANSACTION

### 1.1. Context

Pursuant to number 1 of Article 181 of the CVM, the Board of Directors hereby presents its report that contains a summary of the position of the Board of Directors regarding the opportunity and conditions of the general and voluntary tender offer launched by Sonaec described in the draft prospectus received on 27 December 2022.

The draft prospectus does not include any indication on the length or the beginning and end dates of the Offer period, during which Sonaecom's shareholders will be able to accept the Offer. This information shall be made available to investors in the version of the prospectus that comes to be approved by the Portuguese Securities Market Commission ("CMVM") and disclosed by the Offeror to the market.

### 1.2. Consideration

According to the preliminary announcement and the draft prospectus, the consideration, to be paid in cash, announced in the Offer, shall be an amount of €2.50 (two euros and fifty cents) for each share, deducting any (gross) amount that is attributed to each share, whether as dividends, advance for account of profit, distribution of reserves or other; such deduction to be made from the moment when the right to the relevant amount has been detached from the shares, if the detachment occurs prior to the financial settlement of the Offer.

As mentioned by the Offeror, the offered consideration represents:

- (i) a premium of 32.6% in relation to the volume-weighted average price of Sonaecom's shares on the regulated market of Euronext Lisbon, during the six months immediately prior to the date of the preliminary announcement, on 21 December 2022, which is €1.89 (one euro and eighty-nine cents) per share; and
- (ii) a premium of 25.0% in relation to the closing price of Sonaecom's shares on the regulated market of Euronext Lisbon on 20 December 2022, which was €2.00 (two euros) per share.

### 1.3. Conditions to Launch the Offer

The Offer is general and voluntary, and the Offeror undertakes to acquire, in cash, all the shares whose holders accept the Offer, provided that:

- The Offer is previously registered by CMVM with the consideration of €2.50 (two euros and fifty cents) per share;
- The Offer is subject to the confirmation by CMVM that the consideration payable for the exercise of the squeeze-out mechanism provided for under the terms of Articles 194 and 196 of the Portuguese Securities Code is no greater than the consideration of this Offer; and
- The success of the Offer is conditional on the Offeror holding, as a consequence of the Offer, a minimum of 90% of the voting rights of Sonaecom, calculated under the terms of Article 20(1) of the CVM. As the Offeror acquired shares of Sonaecom after the date of the preliminary announcement and, as a consequence, more than 90% of the voting rights of Sonaecom are attributable to the Offeror, this condition is no longer applicable as it is already verified.

### 1.4. Intentions of the Offeror and Impacts of the Offer

After analysing the draft prospectus, the Board of Directors of Sonaecom considers that it is the Offeror's goal to maintain the existing strategic plan, not foreseeing material impacts on the current conditions of employees, customers and suppliers. The Board of Directors notes that, following the Offer, the Offeror intends to use the squeeze-out mechanism provided for under the terms of Article 194 of the Portuguese Securities Code, which, if occurs, will result in the immediate exclusion from trading in the regulated market of Sonaecom's shares.

### 1.5. Conclusion of the Board of Directors

Based on the analysis included in this report, the Board of Directors understands that, in respect of the criteria set out in Article 181 of the CVM, the Offer is justifiable and its conditions are adequate and, in view of the existing information about Sonaecom and the historical behavior of its shares in the regulated market, the consideration of the Offer deserves to be considered and is susceptible of being accepted by the shareholders.

The Board of Directors also recommends that each shareholder makes an assessment of the consideration and respective decision as to the acceptance or not of the Offer, based on its own investment profile and its target return, liquidity and investment's time horizon.

## 2. TERMS AND CONDITIONS OF THE OFFER

The share capital of Sonaecom is €230,391,627.38 (two hundred and thirty million, three hundred and ninety-one thousand, six hundred and twenty-seven euros, and thirty-eight cents), represented by 311,340,037 shares, with a nominal value of €0.74 each, nominative and book-entry, fully subscribed and held, which are admitted to trading on the regulated market of Euronext Lisbon, managed by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A. ("Euronext Lisbon"), with the ISIN code PTSNCOAM0006.

For a complete description of the Offer, shareholders may consult the documents related to it, available on the Company's website: [www.sonaecom.pt](http://www.sonaecom.pt).

### 2.1. Offeror

According to the information included in the preliminary announcement and the draft prospectus, the Offeror is Sonae, S.G.P.S., S.A., a company with its registered head office at Lugar do Espido, Via Norte, 4470-150 Maia, registered at the Commercial Registry office of Maia under the sole commercial registry and tax number 500273170, with the share capital of € 2,000,000,000.00.

Additionally, and in accordance with the preliminary announcement, the Offeror held (at the date of the preliminary announcement), directly and indirectly, pursuant to Article 20(1) of the CVM, 275,086,083 shares representing 88.356% of the share capital and 89.965% of Sonaecom's voting rights. It shall be noted that, after the preliminary announcement, the Offeror acquired shares of Sonaecom and announced that it already holds more than 90% of the Company's voting rights.

### 2.2. Type of Offer

The Offer is general and voluntary, having as object all the shares issued and admitted to trading on the regulated market of Euronext Lisbon representing the Company's share capital, including its treasury shares and with the exception of the shares held by the Offeror and Sontel, the only entity in one of the situations provided for under the terms of Article 20, paragraph 1 of the Portuguese Securities Code with the Offeror, and the Offeror undertakes, in accordance with the terms and conditions of the draft prospectus, to acquire, with a consideration in cash, all the shares subject to the Offer and that are validly accepted.

### 2.3. Financial Intermediary

The financial intermediary indicated by the Offeror as acting on behalf of the Offeror and providing advisory in relation to the Offer, namely through the provision of the necessary services to prepare, launch and execute the Offer is Caixa - Banco de Investimento, S.A., a company incorporated under Portuguese law, with its registered office at Avenida João XXI, no. 63, 1000-300, Lisboa, registered at the Commercial Registry Office of Lisbon, under the sole commercial registry and tax number 501898417, with the share capital of €81,250,000.00.

#### **2.4. Shares Subject to the Offer**

In accordance with the preliminary announcement, the object of the Offer encompasses the 36,253,954 shares representing 11.644% of Sonaecom's share capital, which correspond to all the shares representing the Company's share capital, excluding (i) the 81,022,964 shares held directly by the Offeror as of the date of the preliminary announcement and (ii) the 194,063,119 shares owned by Sontel, the only entity which has a relationship with the Offeror in accordance with the terms of Article 20(1) of the Portuguese Securities Code, which undertakes not to tender their shares pursuant to the Offer. It shall be noted that, after the preliminary announcement, the Offeror acquired shares of Sonaecom and announced that it already holds more than 90% of the Company's voting rights.

Sonaecom owns 5,571,014 treasury shares, which are part of the shares subject to the Offer.

The shares are admitted to trading on the regulated market of Euronext Lisbon, managed by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A..

The acceptance of the Offer is limited to the shares that, at the date of settlement of the Offer, are fully paid up, with all its inherent rights and free of any liens, encumbrances or other limitations over themselves, notably economic and/or political rights or their ability to be transferred, including when such limitation to the transfer arises from the blocking of the shares in a securities account by initiative of the owner, in accordance with the terms of Article 72(2) (a) of the Portuguese Securities Code.

The acceptance of the Offer by its addressees is subject to compliance with the relevant legal or regulatory requirements, including those set out in foreign law to which the addressees of the Offer may be subject.

#### **2.5. Conditions to Launch the Offer**

The launch of the Offer is subject to the prior registration of the Offer with the Portuguese Securities Market Commission, with the consideration of € 2.50 (two euros and fifty cents) for each share (or, if higher, the higher price paid by the Offeror or any of the entities or persons who, in relation to it, are in any of the situations provided under the terms of Article 20(1) for the acquisition of securities of the same type, or that the Offeror or any of those persons had to pay, between the assessment of the results of the Offer and the registration of the squeeze out by CMVM).

The Offer is also subject to confirmation by CMVM that the consideration payable in the exercise of the squeeze-out mechanism provided under the terms of Articles 194 and 196 of the Portuguese Securities Code is no greater than the consideration of this Offer.

Finally, and as indicated in the preliminary announcement, the success of the Offer is conditional upon the Offeror holding, as consequence of the Offer, a minimum of 90% of the voting rights of Sonaecom, calculated under the terms of Article 20(1) of the CVM. As per the draft prospectus, more than 90% of the voting rights of Sonaecom are already attributable to the Offeror and, consequently, this condition is no longer applicable as it is already verified.

#### **2.6. Assumptions**

In the preliminary announcement and the draft prospectus, the Offeror stated a set of assumptions related to the decision to launch the Offer.

Therefore, and as stated in the preliminary announcement and draft prospectus, it is assumed that none of the following events occur until the settlement of the Offer:

- i. any event not attributable to the Offeror and that is capable to cause an increase of the consideration proposed in the Offer;
- ii. any fact not attributable to the Offeror that is capable to affect the free disposal of the funds allocated to the financial settlement of the Offer and that is not capable of being corrected in due time;
- iii. substantial change in the national or international financial markets or in their financial institutions occurs, such change not being anticipated in the official scenarios disclosed by the authorities of the countries in which the Company carries out its business and that has a material negative impact on the Offer, thus exceeding the risks inherent to it;
- iv. circumstances with significant impact on the Company's assets, economic or financial situation, in a consolidated basis, or of companies controlled by or in a group relationship with Sonaecom, pursuant to the terms of Article 21 of the Portuguese Securities Code;
- v. facts that are not publicly disclosed until the date of the preliminary announcement of the Offer and that are capable to negatively and substantially influence the valuation of Sonaecom's shares become known.

In launching the Offer, the Offeror states that it does not waive any rights, in particular the right to request the CMVM to modify or revoke the Offer, with respect to facts or acts that are not consistent with the assumptions included in the preliminary announcement and draft prospectus, notably those which impacts or consequences are not yet fully verified or were not fully known by the Offeror at the time of the disclosure of the preliminary announcement.

## 2.7. Consideration

The consideration of the Offer shall be an amount of €2.50 (two euros and fifty cents) for each share, to be paid in cash, deducting any amount (gross) that is attributed to each share, whether as dividends, advance for account of profit, distribution of reserves or other; such deduction to be made from the moment when the right to the relevant amount has been detached from the shares if the detachment occurs prior to financial settlement of the Offer.

The Offer is not a mandatory tender offer, however the Offeror states that the consideration would meet the criteria set out under the terms of Article 188 of the CVM, if they were applicable, since:

- a) neither the Offeror nor, as far as it is known, the entities or persons who, in relation to it, are in any of the situations provided for in the terms of Article 20(1) of the CVM, acquired shares of the Company during the six months preceding the date of the preliminary announcement, at a price higher than the offered consideration (€2.50); and
- b) the consideration is higher than the volume-weighted average price of Sonaecom's shares on the regulated market of Euronext Lisbon during the six months immediately preceding the date of 21 December 2022, which is €1.89 per share.

The consideration will be paid in cash, by crediting the account of the addresses of the Offer, and is expected to become available to the addressees of the Offer who have accepted it on

the second business day after the special session of the regulated market where the results of the Offer are assessed.

## 2.8. Term of the Offer

The draft prospectus does not include an indicative term for the Offer, as it is subject to the date that CMVM approves the final version of the prospectus and launches the announcement of the Offer.

The results of the Offer will be assessed on a special session of the regulated market of Euronext Lisbon, on a date to be defined. The respective physical and financial settlement will take place on the second business day after this special session.

## 2.9. Squeeze-out and Exclusion from Negotiation in the Regulated Market

According to the preliminary announcement, the effectiveness of the Offer was subject to the Offeror holding, following the Offer, more than 90% of the voting rights of the Company, calculated pursuant to Article 20(1) of the CVM. As per the draft prospectus, more than 90% of the voting rights of Sonaecom are already attributable to the Offeror and, consequently, this condition is no longer applicable as it is already verified.

As of today, the Offeror intends to, within three months of the assessment of the result of the Offer, to use the squeeze-out mechanism provided under the terms of Article 194 of the CVM, which, if occurs, will result in the immediate exclusion from trading in the regulated market of the Company's shares.

## 2.10. Declaration of Interest by Sonaecom's Shareholders

Sonaecom's shareholders that intend to accept the Offer must express their acceptance during the Offer period through sales orders transmitted to the brokerage companies, agents of brokerage or branches of financial intermediaries eligible for the provision of securities registration and deposit services.

# 3. INTENTIONS OF THE OFFEROR AND IMPACT OF THE OFFER

## 3.1. Strategic Plans of the Offeror

In the opinion of the Board of Directors, the Offeror and current majority shareholder, Sonae, has the necessary knowledge and resources to ensure compliance with Sonaecom's strategy, as shown by the information transcribed below and contained in the draft prospectus.

The Offeror expressly declares in the draft prospectus that it intends to *"continue the business activity of [Sonaecom] and of the companies that have a controlling or group relationship with it, maintaining the strategic line defined by the board of directors of [Sonaecom] and the confidence in it and the respective management team. It is further referred that the Offeror has no intention of promoting the change of the premises from which [Sonaecom]'s business is conducted, nor the change of working conditions or any reallocation of employees or group directors"*.

The Offeror refers, however, that the intention expressed in the draft prospectus *"does not correspond to a definitive decision in the long term, the Offeror reserving, moreover, the right, in view of the concrete circumstances of each moment, to take other options regarding the activity and business of [Sonaecom] in the scenario of acquisition of total control of [Sonaecom], in which its corporate interests will be subordinated to that of the group in which it will become a part"*.

The Offeror also mentions its *"intention to acquire all the shares results from its portfolio management strategy and its main objective is to implement a strategic decision to focus on its area of activity and to reinforce its exposure to some of the sectors of activity that it knows"*



*best and in which it is already present, namely the sectors of activity in which [Sonaecom] operates”.*

Thus, the Offeror offers the minority shareholders *“the possibility of selling their shares at a premium of 32.6% to the volume weighted average price of shares in the regulated market of Euronext Lisbon in the six months immediately preceding the date of the preliminary announcement”.*

Finally, the Offeror highlights that as of today, *“it intends, within a period of three months following the determination of the result of the Offer, to proceed with the squeeze out mechanism, after the physical and financial settlement of the Offer, of the shares whose voting rights are not held [directly or indirectly] by the Offeror... which, if it happens, will imply the immediate exclusion of the shares from trading on a regulated market”.*

## **3.2. Impact of the Offer on the Interests of Sonaecom**

### **3.2.1. Employees**

The Offer does not foresee the need to make changes to the employees' current conditions. The Offeror, which is already the majority shareholder of Sonaecom, has demonstrated its intention to continue Sonaecom's current operations and businesses.

The Offeror also mentions that it has no intention of promoting the change of premises from which Sonaecom's business is conducted.

### **3.2.2. Customers and Suppliers**

Considering the conditions mentioned by the Offeror in the draft prospectus, it does not result any intention of the Offeror to make material changes in the relationship between Sonaecom and its customers or suppliers. The Offeror is already the majority shareholder of the Company and has demonstrated its intention to continue Sonaecom's business activity.

### **3.2.3. Financial Creditors**

From the statements made by the Offeror in the draft prospectus, it is not expected that Sonaecom's risk profile will change as a result of the economic and financial implications of the completion of the Offer, nor is it expected that there will be any impacts on Sonaecom's relationship with its financial creditors.

### **3.2.4. Shareholders**

As explained above, in the section “Squeeze-out and Exclusion of Negotiation from the Regulated Market” and taking into account the preliminary announcement and the draft prospectus, the effectiveness of the Offer was subject to the Offeror becoming the holder, following the Offer, of more than 90% of the voting rights calculated under the terms of the Article 20(1) of the CVM. Since, as indicated in the draft prospectus, more than 90% of the Company's voting rights are already attributable to Sonaecom, the said condition is no longer applicable, as it has already been verified.

The Offeror intends to resort to the squeeze-out mechanism provided for in Article 194 of the CVM, which, if it succeeds, will imply the immediate exclusion of Sonaecom shares from trading on a regulated market. Each of the holders of the remaining shares may also, within the three months following the determination of the result of the Offer, exercise the right of compulsory sale.

The aforementioned mechanism will have relevant implications for shareholders who decide not to sell their shares in the Offer.

#### 4. TYPE AND AMOUNT OF THE CONSIDERATION OFFERED

As mentioned above, the consideration for the Offer consists of the amount of €2.50 (two euros and fifty cents) per share, to be paid in cash, less any (gross) amount attributed to each share, whether as dividends, advances on profit, distribution of reserves, or other; such deduction being made from the moment the right to the amount in question has been detached from the shares and if that moment occurs prior to the financial settlement of the Offer.

The current high level of uncertainty as a result of the global political instability (namely, the conflict between Russia and Ukraine) and the challenging macroeconomic moment (including interest rate hikes, inflation, among others) create significant obstacles to the assessment of the potential value on a long term perspective.

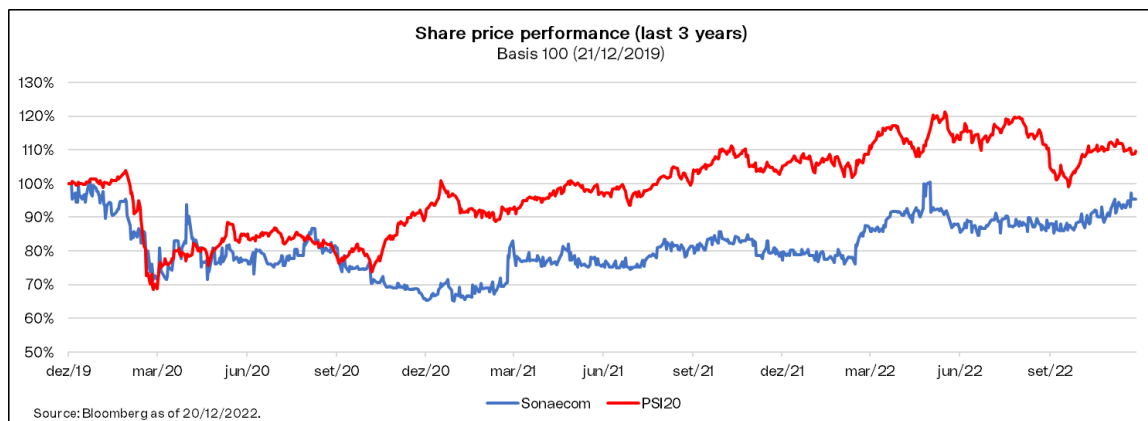
In any case, the following elements were considered by the Board of Directors on the evaluation of the Offer's consideration:

- Sonaecom share price evolution and Offer premia; and
- Premia paid on comparable transactions.

##### 4.1. Evolution of the Share Price and Offer Premia

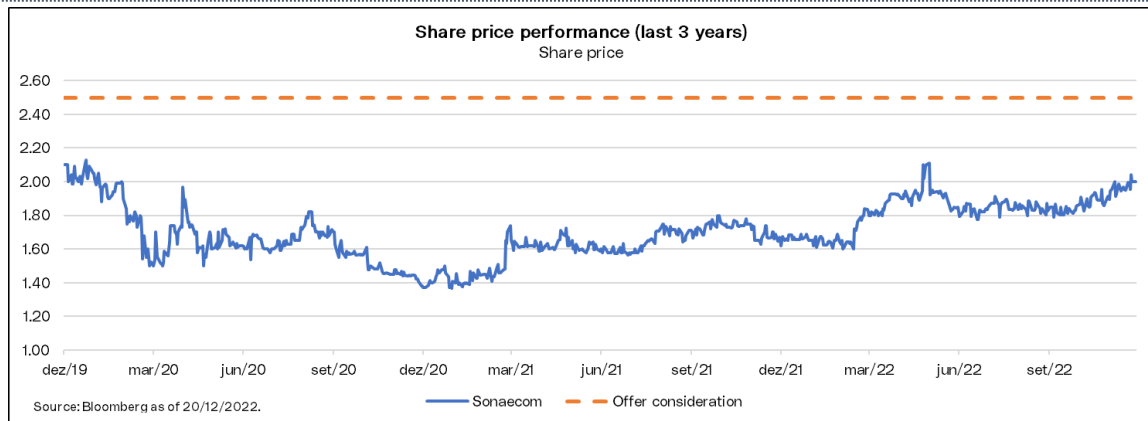
Sonaecom shares were listed in June 2000, however Sonaecom's current configuration was created in August 2013, when the merger between Optimus and Zon was concluded.

The performance of Sonaecom's share price showed the following behaviour (basis=100) in the three-year period that preceded the disclosure of the preliminary announcement of the Offer, when compared with the evolution of the reference index for Portugal (PSI-20):



When analysing the evolution of Sonaecom's share price in the three-year period preceding the preliminary announcement, it can be seen that it depreciated by 4.8% versus an appreciation of the PSI-20 reference index of 9.5%. The same analysis carried out for the 6 months prior to the preliminary announcement of the Offer shows that Sonaecom's share price evolved more favourably than its reference index (+8.1% for Sonaecom shares versus +3.6% for the PSI-20), as the Company's shares exhibited a slower recovery from the impact of the pandemic when compared to the benchmark index for Portugal (PSI-20).

In absolute terms, the performance of Sonaecom's share price in the three years immediately prior to the disclosure of the preliminary announcement of the Offer was as follows:



Thus, in the three years that preceded the preliminary announcement of the Offer, the price of Sonaecom shares was in the range between €1.37 and €2.13 per share, with a volume-weighted average price in this period of €1.67 per share. The Offer represents a premium of approximately 49.8% in relation to the volume-weighted average price of Sonaecom shares on the regulated market of Euronext Lisbon in this period.

In relation to the most recent price of Sonaecom shares, the Offer represents:

- (i) a premium of 32.6% in relation to the volume weighted average price of Sonaecom shares on the regulated market of Euronext Lisbon, in the six months immediately prior to the date of the preliminary announcement, that is, on December 21, 2022, which is €1.89 (one euro and eighty-nine cents) per share; and
- (ii) a premium of 25.0% in relation to the closing price of Sonaecom shares on the regulated market of Euronext Lisbon on December 20, 2022, which was €2.00 (two euros) per share.

Finally, the following table summarizes the implied premia of the Offer in different time periods:

Price references	€/share	Implied premium
Offer consideration	€2.50	n.a.
Closing price as of 20/12/2022	€2.00	25.0%
1M VWAP	€1.97	27.1%
3M VWAP	€1.91	31.2%
<b>6M VWAP</b>	<b>€1.89</b>	<b>32.6%</b>
9M VWAP	€1.90	31.9%
12M VWAP	€1.87	33.5%
24M VWAP	€1.66	50.5%
36M VWAP	€1.67	49.8%

Source: Euronext

Note: VWAP = sum of daily turnover of the period / sum of all shares traded of the period.

## 4.2. Premia Paid in Comparable Transactions

To assess how the implied premium in the Offer's consideration compares to premia of comparable transactions<sup>1</sup>, information was collected on premia paid in takeover bids completed in Iberia between 2011 and 2022. Premium levels were defined by comparison between the price offered in these transactions and (i) the closing price prior to the announcement of the respective offer and (ii) the volume-weighted average price of shares in the six months immediately preceding the respective offer.

<sup>1</sup> For the purpose of this report, the definition of comparables includes (i) public tender offers for the acquisition shares or equivalent securities launched in Portugal since 2011, which were successfully concluded and (ii) a set of public tender offers for the acquisition of shares launched in the Iberian Peninsula since 2011 by the holders of majority positions in the respective company, excluding offers related to share buyback programs or the exclusion of entities from the stock exchange.

Based on the transactions in Portugal listed in the table below, it is concluded that:

- The premium of 25.0% implied in the Offer compared to the closing price of Sonaecom shares on the day before the preliminary announcement of the Offer is higher than the adjusted average<sup>2</sup> of premia paid in comparable transactions, whose value is around 21.2%;
- The premium of around 32.6% implied in the Offer compared to the volume-weighted average price of Sonaecom shares in the six months immediately preceding the preliminary announcement of the Offer is also higher than the adjusted average of premia paid in comparable transactions, whose value is around 21,7%.

Announcement Date	Target Entity	Offering Entity	Price per share (€)	1D Premium	L6M VWAP Premium
24-Jun-2011	Orey	Orey	2.17	0.10	26.4%
29-Mar-2012	Brisa	Tagus Holdings	2.76	17.7%	12.7%
30-Mar-2012	Cimpor	Intercement Austria	5.50	10.0%	8.2%
29-Oct-2013	Sonaecom	Sonaecom	2.45	10.0%	34.0%
22-Sep-2014	Espirito Santo Saúde	Fidelidade	5.01	27.1%	39.5%
24-Oct-2014	Futebol Clube do Porto SAD	Futebol Clube do Porto	0.65	9.7%	11.7%
25-May-2015	Semapa	Semapa	13.84	0.7%	17.5%
15-Sep-2015	Glantt	Farminveste	0.24	33.1%	15.0%
21-Sep-2016	Banco BPI	CaixaBank	1.13	3.5%	0.0%
23-Dec-2016	SDC	Investeder	0.03	12.5%	1.8%
27-Mar-2017	EDP Renováveis	EDP	6.80	9.7%	10.6%
04-Jul-2017	Caixa Económica Montepio Geral	MGAM	1.00	101.0%	116.0%
30-Apr-2019	SAG	João Pereira Coutinho	0.06	7.9%	0.2%
31-Jul-2020	Sonae Indústria	Efanor	1.14	72.7%	68.6%
31-Jul-2020	Sonae Capital	Efanor	0.77	60.4%	42.4%
30-Oct-2020	Raize	Flexdeal	0.90	26.8%	12.5%
25-Nov-2020	Grupo Media Capital	Pluris Investments	0.74	-63.0%	-64.3%
18-Feb-2021	Semapa	Sodim	12.17	28.1%	46.5%
<b>Adjusted average</b>				<b>21.2%</b>	<b>21.7%</b>
<b>Average</b>				<b>21.0%</b>	<b>22.2%</b>
<b>Median</b>				<b>11.3%</b>	<b>13.9%</b>

Note: Adjusted average excludes the maximum and minimum values of the sample.

Source: Website CMVM.

Based on the transactions in Iberia listed in the table below, it is concluded that:

- The premium of 25.0% implied in the Offer compared to the closing price of Sonaecom shares on the day before the preliminary announcement of the Offer is higher than the adjusted average of premia paid in comparable transactions, whose value is around 22.1%;
- The premium of around 32.6% implied in the Offer compared to the volume-weighted average price of Sonaecom shares in the six months immediately prior to the preliminary announcement of the Offer is also higher than the adjusted average of premia paid in comparable transactions, whose value is around 23.8%.

<sup>2</sup> The adjusted average excludes the maximum and minimum values of the sample.

Announcement Date	Target Entity	Offering Entity	Country	Price per share (€)	1D Premium	L6M VWAP Premium
14-Nov-2013	Campofrio	Sigma & WH Group	Spain	6.90	12.2%	28.7%
04-Mar-2016	FCC	CEC (Carso)	Spain	7.60	12.5%	15.6%
27-Mar-2017	EDP Renováveis	EDP	Portugal	6.80	9.7%	10.6%
20-Nov-2018	Baron de Ley	Mazuelo Holding	Spain	109.00	1.4%	-2.0%
26-Apr-2019	Parques Reunidos	EQT/GBL/CFA	Spain	14.00	29.2%	31.6%
30-Apr-2019	SAG	João Pereira Coutinho	Portugal	0.06	7.9%	0.2%
31-Jul-2020	Sonae Indústria	Efanor	Portugal	1.14	72.7%	68.6%
31-Jul-2020	Sonae Capital	Efanor	Portugal	0.77	60.4%	42.4%
18-Feb-2021	Semapa	Sodim	Portugal	12.17	28.1%	46.5%
23-Sep-2021	Zardoya Otis	Opal Spanish Holdings	Spain	7.21	34.8%	28.8%
15-Mar-2022	Mediaset	MFE	Spain	5.91	18.1%	33.2%
21-May-2022	Siemens Gamesa	Siemens Energy Global	Spain	18.05	7.8%	0.2%
<b>Adjusted average</b>					<b>22.1%</b>	<b>23.8%</b>
<b>Average</b>					<b>24.6%</b>	<b>25.4%</b>
<b>Median</b>					<b>15.3%</b>	<b>28.7%</b>

Note: Adjusted average excludes the maximum and minimum values of the sample.

Source: Website CMVM, CNMV.

## 5. CONCLUSION OF THE BOARD OF DIRECTORS ON THE OFFER AND CONSIDERATION

After analysing the preliminary announcement and the draft prospectus, the Board of Directors considers that the Offeror intends to continue and maintain the strategic line defined by the Board of Directors of the Company and, according to the best understanding of the Board of Directors, no material changes are foreseen in the current situation of the employees, the financial situation and that of other stakeholders, so this Offer, in view of the criteria set out in Article 181 of the CVM, is justifiable and its conditions are adequate.

Furthermore, the Board of Directors notes that:

- (i) In the three years immediately preceding the preliminary announcement of the Offer, the daily closing price of Sonaecom shares was between €1.37 and €2.13 per share, with a volume-weighted average price of €1.67 per share, being the Offer consideration (€2.50) 49.8% higher than the volume-weighted average price of Sonaecom shares during this period;
- (ii) The Offer consideration represents a premium of 25.0% when compared to the closing price of the day before the preliminary announcement of the Offer and a premium of around 32.6% when compared to the volume-weighted average price of the six months immediately prior to the preliminary announcement of the Offer;
- (iii) The premium of 25.0% implied in the Offer compared to the closing share price on the day before the preliminary announcement is higher than the adjusted average of the premia paid in comparable transactions carried out since 2011, whose value is around 21.2% in Portugal and 22.1% in Iberia. Regarding the weighted-average price in the six months immediately prior to the preliminary announcement of the Offer, this premium is 32.6%, which is also higher than the adjusted average of premia paid in comparable transactions carried out since 2011, whose value is around 21.7% in Portugal and 23.8% in Iberia; and
- (iv) Shareholders must also take into account the possible implications for the liquidity of their shares that may arise from the Offer.

In view of the above and in light of the current macroeconomic uncertainty, it is the understanding of the Board of Directors that, considering the criteria contained in Article 181 of the CVM, the Offer and its conditions are adequate and, taking into account the existing information on the Company and the historical behaviour of Sonaecom shares on a regulated market, the consideration for the Offer deserves to be taken into account and is susceptible of being accepted by the shareholders.

The Board of Directors also recommends that each shareholder make their own individual decision as to whether accept, or not accept the Offer, based on their own investment profile and their target return, liquidity and investment's time horizon.

## **6. INTENTION OF THE MEMBERS OF THE BOARD OF DIRECTORS WHO ARE SIMULTANEOUSLY SHAREHOLDERS OF SONAECOM AS TO THE ACCEPTANCE OF THE OFFER**

None of the members of Sonaecom's Board of Directors directly owns shares representing the Company's share capital and voting rights.

The members of the Company's Board of Directors are minority shareholders of the Offeror, being all shares held by the Offeror excluded from the Offer.

## **7. APPROVAL OF THIS REPORT BY THE BOARD OF DIRECTORS**

This report was approved by unanimity of the votes cast by the members of the Board of Directors of the Company present at the meeting, held on January 4, 2023, including the votes of the Chairman of the Board of Directors Ângelo Gabriel Ribeirinho dos Santos Paupério and the directors Maria Cláudia Teixeira de Azevedo and João Pedro Magalhães da Silva Torres Dolores, who are also members of the Offeror's Board of Directors, reason why, for the purposes of Article 181 (3), of CVM, a conflict of interest is observed between the referred directors of the Company and the addressees of the Offer.

Maia, 4 January, 2023

The Board of Directors