

#### **INVESTOR PRESENTATION**







#### Group Structure

# A RETAIL COMPANY with 2 core partnerships

- Market leader in Portugal in food and specialized retail formats
- Board control
   of a Shopping Centers
   and Telecommunications
   businesses

## SONAE

100%	100%	100%	50%	89.9%
SONAE MC Food Retail	SONAE SR Specialised Retail	SONAE RP Retail Properties	SONAE SIERRA Shopping Centres	SONAECOM Telco
	Sports goods, fashion and electronics	Retail real estate assets	Shopping centre developer, owner and manager	Telecommunication, Software and Systems Information and Media
CORE BUSINESSES		RELATED BUSINESSES	CORE PARTNERSHIP	S
RETAIL & F	RELATED BUS	INESSES		

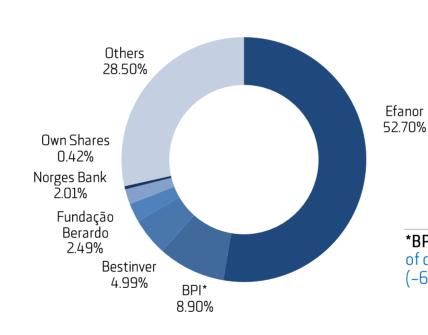


#### Shareholdings

# A STABLE SHAREHOLDER STRUCTURE

Reference shareholder, **Efanor**, a family holding company





### FREE FLOAT OF CIRCA 40%

\*BPI stake includes Equity swap of circa 122 million Sonae shares (~6% of share capital)

SHARE CAPITAL 2,000 million

AVERAGE DAILY VOLUME (1Q14) ~4.58 million shares MARKET CAP (as of 31.03.2014) ~2.73 billion euros



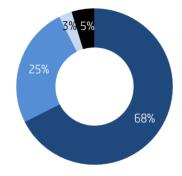


#### Group Breakdown

# **BREAKDOWN**PER BUSINESS

#### Turnover breakdown (1Q14)

% Total Turnover (1Q14)



- Sonae MC
- Sonae SR
- Sonae RP
- Sonae Investment Management (incl. SSI and Media)

#### UNDERLYING EBITDA MARGIN

% Turnover	1Q13 PF	2013 PF	1Q14
Sonae	5.7%	7.8%	5.3%
Sonae MC	5.2%	7.6%	4.4%
Sonae SR	-4.2%	0.0%	-1.5%
Sonae RP	89.2%	92.4%	89.6%
Investment Management	1.3%	6.6%	3.8%

#### **CAPITAL EMPLOYED**

Breakdown of invested capital per business (M€)	1Q14	% in total
Sonae	3,207	
Sonae MC	652	20.3%
Sonae SR	207	6.4%
Sonae RP	1,232	38.4%
Investment Management	150	4.7%
Other (incl.ZON OPTIMUS and Sonae Sierra stake)	966	30.1%





#### Corporate Strategy

# VALUE CREATION THROUGH INTERNATIONAL EXPANSION AND THE STRENGTHENING OF THE CORE BUSINESSES

#### CORPORATE STRATEGIC PILLARS

## INTERNATIONAL EXPANSION

- NEW GROWTH AVENUES
- PROFIT FROM "WORLD CLASS" COMPETENCIES
- Current core business with leader formats in mature markets
- Widen competencies, knowledge and experience pool
- New sources of value creation

## DIVERSIFY INVESTMENT STYLE

- ADOPT THE MOST APPROPRIATE INVESTMENT STYLE
  - FRANCHISING
  - PARTNERSHIPS
  - MINORITY STAKES
- Use capital light models (renting vs. owning; partnerships vs. full control; and franchising)
- Add local knowledge
- Reduce Capital employed needs

#### LEVERAGE EXCEPTIONAL ASSETS AND COMPETENCIES

- INNOVATE
- GENERATE NEW BUSINESSES
- STRENGTHEN COMPETITIVE POSITION
- Capitalize on assets and competencies in own market to launch new projects in adjacent areas
- Reinforce competitive position
- Grow "share-of-wallet"



#### SOMAE

#### Strategy

# CORPORATE STRATEGY REFLECTED IN EACH RETAIL BUSINESS STRATEGY

#### **SONAE MC**

#### FOCUS ON LEADERSHIP AND PROFITABILITY

- Consolidate market leadership
- Grow convenience channel
- Explore new adjacent business opportunities
- Continue to implement efficiency projects
- Look for international growth opportunities (eg. JV in Angola)

#### **SONAE SR**

#### INTERNATIONAL GROWTH AND MULTI-CHANNEL PUSH

- Launch/grow Iberian ecommerce operations
- Explore franchising, JVs and wholesale opportunities as a means to accelerate growth
- Consolidate market positions in Portugal and improve profitability
- Continue to use Portugal as a test plant for new formats

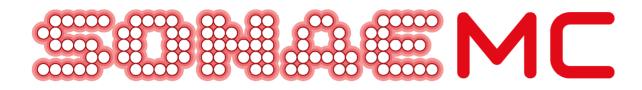
#### **SONAE RP**

#### ACTIVE ASSET MANAGEMENT

- Plan to release invested capital by reducing freehold ownership of sales area in food retail
- Focus on Asset Management of retail real estate assets and operational efficiency
- Seek Property Development opportunities







# STRENGTHENING OF LEADING POSITION IN FOOD RETAIL MARKET, WHILE PROTECTING PROFITABILITY



# A LEADING BRAND IN PORTUGAL



Considered over the last 13 years, one of the most trusted brands in Portugal by consumers (survey "Trusted brands" carried out by Reader's Digest)



#### **EXPOSURE TO DIVERSE FOOD FORMATS**

SINGLE BRANDING OF SONAE MC STORES UNDER "CONTINENTE" COMPLETED DURING 2011

#### **CONTINENTE**

**HYPERS** 



# CONTINENTE MODELO

**SUPERS** 



# CONTINENTE BOM DIA

**SUPERS** 



First mover advantage, prime locations

- 40 stores (of which 24 are anchored with leading shopping centres)
- Average 7.1 thousand m<sup>2</sup>
- Price and diversity (~70k SKUs)
- Light bazaar + textiles representing ~15% of sales

Typically located in medium sized population centres

- 118 stores, average 2 thousand m<sup>2</sup>
- # SKUs well above competitors
- Light bazaar representing less than 10% of sales (no textiles)

#### Location and convenience (urban)

- 37 small, convenience food stores
- Average sales area of 986m<sup>2</sup>
- Renewed concept based on quality and variety of fresh products, ideal for more frequent daily shopping
- Growth opportunity in large cities

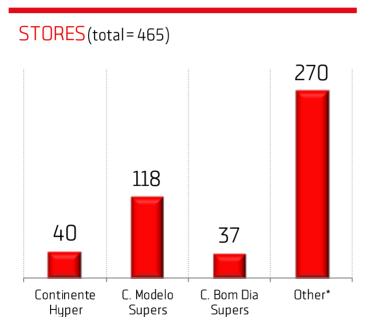


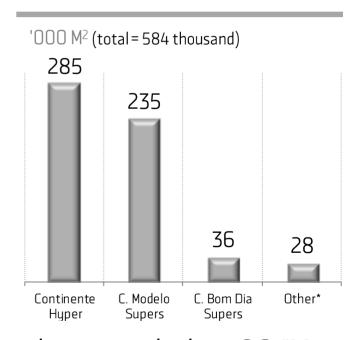


#### Retail Area

615,000 M<sup>2</sup>
OF RETAIL SPACE,
DISTRIBUTED
BETWEEN HYPERS
AND SUPERS

#### **SONAE MC RETAIL SPACE** BY FORMAT (1Q14)





\* Mainly parapharmacy and coffee shops



+ 93 stores (31,000 M²) under franchising including 80 "Meu Super" stores

11

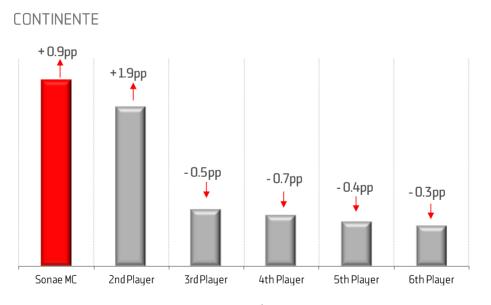


# Market Share Growth

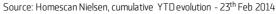
# REINFORCEMENT OF LEADERSHIP IN THE PORTUGUESE FOOD RETAIL MARKET



#### **FOOD RETAIL MARKET SHARES** – 1Q14



sonae MC LfL SALES increasing by 3.6% y.o.y. immediately after Easter period (the best indicator of our performance against 2013 as it is not affected by Easter seasonality effect)







#### Loyalty Card

# A DIFFERENTIATING TOOL AMONG RETAILERS IN THE PORTUGUESE MARKET

# PERFORMANCE LEVERAGES ON THE VALUE AND SUCESS OF THE LOYALTY PROGRAM



#### **SUPERIOR CUSTOMER** INSIGHT IN PORTUGAL

- Targeted promotions, with discounts provided as "credit" in repeated purchase
- Superior customer profiling and knowledge of consumer habits

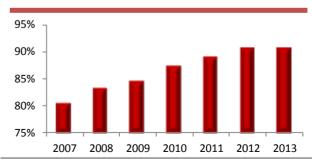
NUMBER OF ACTIVE LOYALTY CARDS

#### 3.4 million

3 out of 4 Portuguese households









#### E-commerce website

#### A renewed user experience...



~500.000 deliveries/year

~30.000 **SKUs** 

~550.000 Registered users

>50.000 Buying users/year

>100 M Pageviews/year



#### Also supported by new businesses!





#### Supplements









Non food









#### School Books







# New adjacent business opportunities

#### LEVERAGE ON KNOW-HOW IN RETAIL

#### **FRANCHISING**







# Meu Super reaches 80 stores in March

- Franchised local food retail stores
- Convenience stores, located mainly in urban areas; sales area between 150m<sup>2</sup> and 500m<sup>2</sup>
- Franchisees with guaranteed competitive prices for a wide range of products, with access to Continente's private label and local suppliers products (particularly perishables)
- Franchisees do not pay royalties nor start commissions and benefit from the **know-how of the leading retailer in Portugal** (to study the business viability and store operation)
- Logistics are supported by wholesale distribution networks





# New adjacent business opportunities

#### LEVERAGE ON KNOW-HOW IN RETAIL



### Coffee shops and small snack-bars

- Typically next to Sonae MC supers
- Variety and quality with a fast Service fresh products and great price
- •100 stores (1Q14)



#### Health and well-being

- Parapharmacy, beauty products, health and well-being care
- Eye glasses and optical services
- 146 stores (1Q14)



## Book shops, stationery and tobacco

• 300 m<sup>2</sup> of average store size

•18 stores (1Q14)

# **Discounts** available on **Continente**'s **loyalty card**



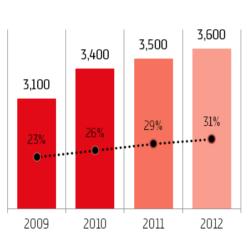
#### Private Label

#### Exported to Cape Verde, Timor and Thailand

# PERFORMANCE REFLECTS THE STRONG AND CONTINUOUS INVESTMENT IN PRIVATE LABEL



#### # OWN REFERENCES AND % FMCG SALES



OWN LABEL PROGRAMME IS MANAGED INTERNALLY AND NOW COMPRISES MOST PRODUCT CATEGORIES

#### INVESTMENT IN OWN BRANDS

- Broadening of private label range
- An important offer within the current adverse consumer environment (allowing customers to trade-down into a trusted brand)
- Larger volumes and increased know-how



#### Profitable growth

#### GROWING MARKET SHARE, WHILE REINFORCING REFERENCE PROFITABILITY



#### **1014 TURNOVER** GROWING 1.7% Y.O.Y.

This growth was achieved despite disadvantageous seasonality Easter effect, coupled with the highly competitive environment in the Portuguese retail market

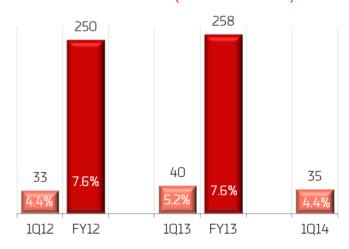
#### TURNOVER (M €)



#### 1Q14 Underlying EBITDA margin of 4.4%

The same level reached in 1Q12 (also without Easter in the 1Q) and notwithstanding the internal deflation of 1.9%

#### UNDERLYING EBITDA (M € and % sales)





# International Opportunities



JV to explore the nascent modern food market in Angola

#### RELEVANT OPORTUNITY



- 6th biggest economy in Africa
- Expected to grow at a CAGR of +7.2% between 2010-2016<sup>(\*)</sup>
- GDP per cap ~ 5.1k USD (2011)(\*)
- Population of ~19.6m (Luanda ~5m)
- Language: Portuguese

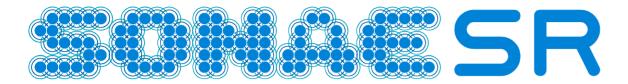
"Organized" retail estimated to represent currently no more than 10% of overall food market

### EXPLORED WITH AN APROPRIATE STRUCTURE

- JV with local partners (49% Sonae MC)
- Sonae MC responsible for managing the operations
- Wholesale/retail projects and a separate structure to hold related real estate (Sonae MC stakes of up to 10%)
- Initial phase to involve 4-5 hypers + 1 distribution centre (majority in Luanda region)
- Local sourcing (initially <20%) to grow over time

Regulatory approvals obtained but negotiations still being finalised Deployment likely to start in 2014 First store opening (Continente brand) expected for 2015





# INTERNATIONAL EXPANSION AND CONSOLIDATION OF MARKET LEADERSHIP IN PORTUGAL



# Breakdown per retail format

#### Revenues

#### Number and size of the stores

#### Electronics



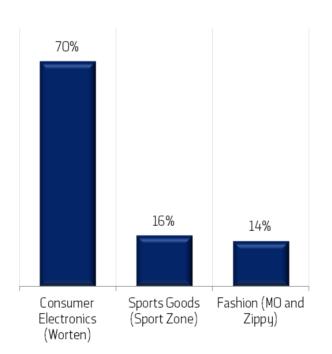
Sports



Fashion:
Apparel and Kids
apparel



#### REVENUES 1Q14 in % of total SR



	1Q14	Stores	Total '000 m <sup>2</sup>	Average m²/store
Worten	Portugal	183	128	699
worten	Spain	43	78	1,805
Sport	Portugal	77	65	839
Zone	Spain	33	37	1,132
	Portugal	113	56	500
MO	Spain	9	4	402
	Malta	3	1	254
	Portugal	37	12	332
	Spain	40	12	308
Zippy	Saudi Arabia	11	3	310
	Turkey	7	1	168
	Malta	3	1	203
	Other Countries	19	4	227

	Portugal	410	261
Total	Spain	125	131
	Other Countries	43	10
To	tal Sonae SR	578	403



#### Constrained discretionary consumption in Iberia

"LfL" sales trend - Portugal

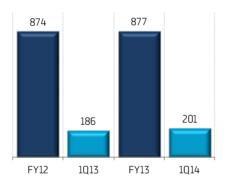
1Q13	2Q13	3Q13	4Q13	1Q14
-5%	-11%	-2%	5%	6%

#### "LfL" sales trend – International

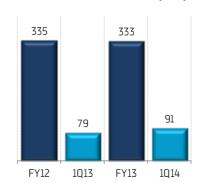
1Q13	2Q13	3Q13	4Q13	1Q14
-17%	-12%	-5%	5%	7%



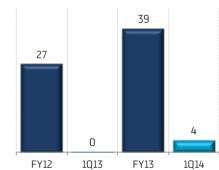
#### TURNOVER Portugal (M €)



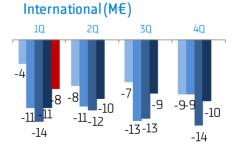
#### TURNOVER International (M €)



#### EBITDA Portugal (M €)



#### **EBITDA**



**■**2010 **■**2011 **■**2012 **■**2013 **■**2014

#### Portugal



261k m<sup>2</sup>

#### International



MO Spain MO Malta Zippy Spain Zippy others

S. AREA

**141**k m<sup>2</sup>

43

33

40



# International Expansion

INTERNATIONALIZATION MOSTLY
BASED ON NEW
EXPANSION MODELS:
JOINT-VENTURES
AND FRANCHISING

JOINT-VENTURES

Worten Canary Islands
SportZone Canary Islands
MO Canary Islands

FRANCHISING CONTRACTS

Zippy Canary Islands Zippy Middle East Zippy Latin America Zippy USA 168 STORES
16 COUNTRIES

Spain Turkey
Saudi Arabia Egypt
Kazakhstan Malta
Azerbaijan Morocco
Venezuela Lebanon
Jordan Qatar
St. Maarten U.S.A.
Dominican Rep.

To be... > 22 COUNTRIES

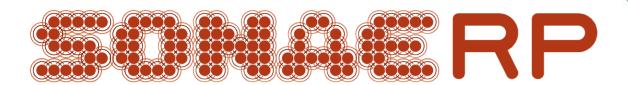
New country 1Q14

Stores to be opened

Armenia

United Arab Emirates Kuwait Colombia Panama Georgia Bahrain

Dalifalii

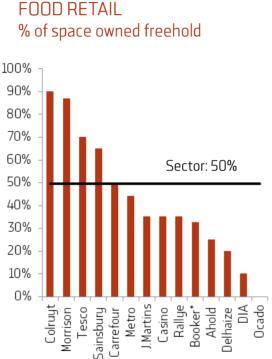


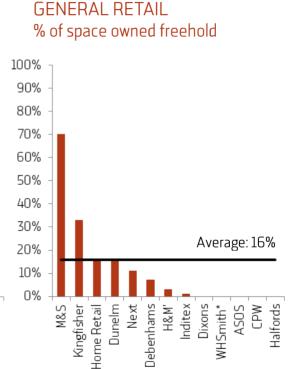




#### Retail Properties

REAL ESTATE
SEEN AS A
"DEFENSIVE
SUPPORT" FOR
VALUATION OF
RETALIERS
IN AN UNCERTAIN
ECONOMIC
ENVIRONMENT





Despite transactions carried out in the last 2 years

Sonae still had at the end of 2013 a level of freehold retail real estate well above other retailers in Europe

**74%** freehold SONAE SR **28%** freehold





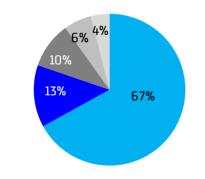
#### Assets Portfolio

# FOCUSED ON THE MANAGEMENT AND ENHANCEMENT OF RETAIL REAL ESTATE ASSETS IN SUPPORT OF CORE BUSINESSES

## **INVESTED CAPITAL** (FY13)

### 1.3 billion Euros

(Net book value)



- ■Sonae MC
- ■Sonae SR
- ■Logistics and Offices
- Third Parties (commercial galleries)
- Expansion

#### HYPERMARKETS (1Q14)

Continente40 stores84% total sales area

#### **SUPERMARKETS**

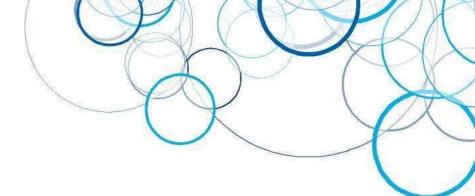
Continente Modelo
118 stores
69% total sales area

#### **SUPERMARKETS**

Continente Bom Dia 37 stores 45% total sales area

8 SALE & LEASE BACK TRANSACTIONS COMPLETED (2010/2011)

Total Cash-In = **153 M**€ Capital Gains = **56 M**€



# 3. CORE PARTNERSHIPS

# SONAE SIERRA (Shopping Centres)

**50%** ownership – Equity Consolidated

## SONAECOM / NOS (Telecoms)

89.9% voting rights – Equity Consolidated





#### Resilient Performance

# A SELF SUSTAINABLE COMPANY WITH INCREASING EXPOSURE TO

#### IN 1Q14\*:

• Occupancy rate = 94.6%

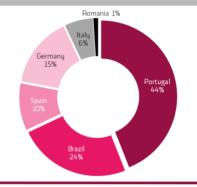
**EMERGING MARKETS** 

- Overall tenant sales decreased due to the sale of Parque Principado, ValeCenter and Airone.
- Expansion restricted in Europe but partially offset by a good development activity in Brazil
- Positive LfL in Europe in 1Q14

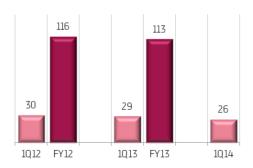
#### INTERNATIONAL SHOPPING CENTRE SPECIALIST, 50% OWNED JOINT-VENTURE WITH GROSVENOR

- •With presence in Portugal, Brazil, Spain, Italy, Germany, Greece and Romania
- •Stakes in **47** Shopping Centres with a Net Asset Value of ~1.0 billion euros

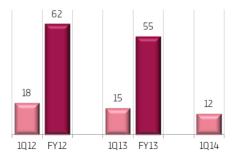
OMV BREAKDOWN 1Q14 Assets owned and Co-owned - OMV (100% basis)



#### EBITDA (M€)



#### DIRECT PROFITS (M€)



#### EBITDA PERFORMANCE REFLECTING ONGOING EFICIENCY MEASURES AND OPERATIONAL IMPROVEMENTS

#### **MARKET VALUATIONS:**

Valuation of Brazilian assets partially off-setting material yield expansion in Iberia



# Growth Avenues

# GROW IN EMERGENT MARKETS AND SERVICES BUSINESS

IPO of Sonae Sierra Brasil completed during 2011: ~33% of share capital, raising equity for future developments in the region

#### **GROW** IN PROMISING MARKETS:

- Focus on controlling dominant shopping centres in Brazil
- Recycle capital from mature, non-controlled assets to other projects with development potential
- Reinforce emerging markets presence
- Grow in services to 3<sup>rd</sup>
   parties, profiting from the
   expertise as retail property
   developer and asset
   manager

# CONTINUE TO PURSUE OPERATIONAL IMPROVEMENTS,

Aiming to off-set the fall in consumption in certain sectors in Europe

#### NEW APPROACH TOWARDS EUROPEAN ASSET PORTFOLIO

- Shift to a more "capital light" approach in Iberia, concentrating on key assets
- Prepare the company for an European recovery in selected countries, freeing up capital and starting with best projects

# N

#### Value Creation

#### \*On February 20th 2014:

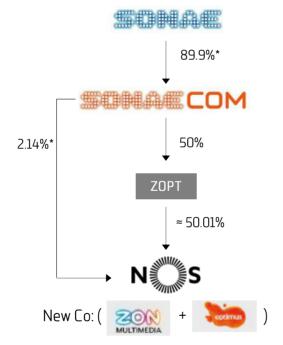
Following Sonaecom's voluntary tender offer for the acquisition of own shares (price equivalent to €2.45 per Sonaecom share, to be composed of ZON OPTIMUS shares with a price of €5.08), Sonaecom's direct participation in ZON OPTIMUS was reduced from 7.28% to 214%

Sonae further increased its participation in Sonaecom's capital from 74% to almost 90%.

On May 9<sup>th</sup>, Sonae held 89.9% of Sonaecom's voting rights.

# CONSOLIDATION UNLOCKS A **SIGNIFICANT VALUE CREATION**

August 27th 2013: ZON OPTIMUS (NOS) was created



Merger by incorporation of Optimus into Zon



Since the first day following the closing of the merger between Optimus and Zon, on August 28<sup>th</sup> 2013, until May 14<sup>th</sup> 2014, the company's market capitalisation grew 20.2%, corresponding to a share price increase from €4.15 to €4.99 per share.







#### Overview

#### Turnover sustained by market share gains

**Efficiency gains** allowing for increased operational profitability

#### **KEY FINANCIALS 2013**

TURNOVER

4.82bn 378m

UNDERLYING EBITDA

UNDERLYING EBITDA Mg.

7,8%

**NET DEBT** 

-597m<sub>404\*</sub>

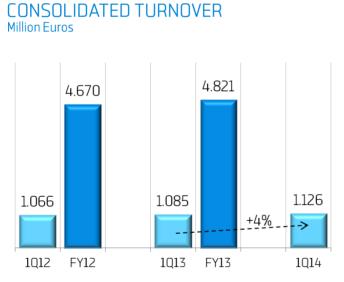




#### Turnover

# DESPITE THE SHARP DECLINE IN PRIVATE CONSUMPTION FELT IN IBERIA CONSOLIDATED TURNOVER GREW TO €1.13 Bn in 1Q14

#### ... THANKS TO MARKET SHARE GAINS



#### TURNOVER PER BUSINESS (M€)

	1Q13	1Q14	Var.
SONAE	1.085	1.126	4%
SONAE MC	774	787	2%
SONAE SR	264	291	10%
SONAE RP	31	31	3%
INVEST. MANAGEM.	52	55	7%

#### TURNOVER PER BUSINESS (M€)

	2012	2013	Var.
SONAE	4,670	4,821	3%
SONAE MC	3,281	3,415	4%
SONAE SR	1,209	1,210	0%
SONAE RP	120	124	3%
INVESTMENT MANAGI	209	223	6%



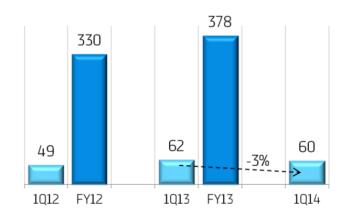


#### **EBITDA**

IN A DIFFICULT
MACRO
ENVIRONMENT,
GROUP'S
UNDERLYING
EBITDA REACHES
€60M in 1Q14

## ... SUPPORTED BY THE IMPLEMENTATION OF OPERATIONAL EFFICIENCY PROGRAMMES





#### UNDERLYING EBITDA (M€)

	1Q13	1Q14	Var.
SONAE	62	60	-3%
SONAE MC	40	35	-13%
SONAE SR	-11	-4	61%
SONAE RP	27	28	4%
INVEST. MANAGEM.	1	2	216%

#### UNDERLYING EBITDA (M€)

	2012	2013	Var.
SONAE	330	378	14%
SONAE MC	250	258	3%
SONAE SR	-25	0	-
SONAE RP	107	115	7%
INVEST. MANAGEM.	0	15	-





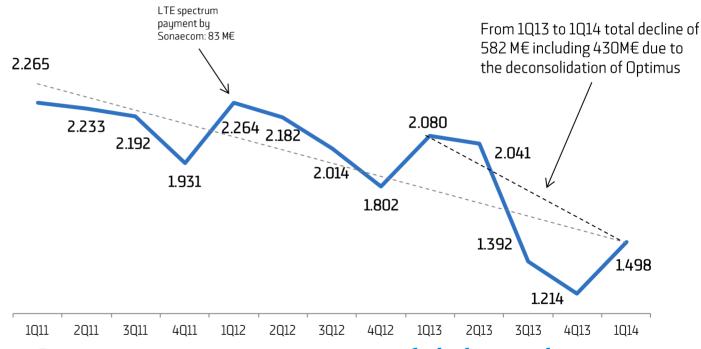
#### Capital Structure

Net Financial Debt	1Q14
Retail Units	1,024
Holding & Other	431
Investment Management	44
TOTAL NET FINANCIAL DEBT	1498*

<sup>\*</sup>Includes a €200M retail bond.

# With refinancing needs secured until the end of 2015

#### FINANCIAL NET DEBT



# 18 consecutive quarters of debt reduction in yearly terms



#### Capital Structure

June 4th 2014 Sonae issued 210.5 M€ Convertible bond

#### **COVERTIBLE BONDS**

- 210.5 M€
- 122 million shares
- Initial conversion price 1.726 €/ share
- Premium 35%
- Maturity 5 years redeemed at par at maturity
- Coupon 1.625% per annum, payable semi-annually in arrear





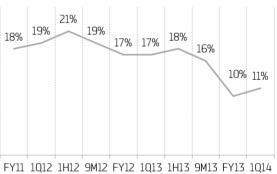
#### Capital Structure

AN APPROPRIATE
CAPITAL
STRUCTURE
IN EACH BUSINESS
TO SUPPORT
ACTIVITIES AND
INVESTMENTS

## RETAIL NET DEBT/REC. EBITDA



#### HOLDING LOAN -TO-VALUE(\*)









#### Shareholder Remuneration

#### DIVIDEND PAYER ON A REGULAR BASIS

OBJECTIVE
TO MAINTAIN
AN ADEQUATE
SHAREHOLDER
REMUNERATION

The resilience of the cash flows generated gives confidence on the ability to maintain shareholder remuneration policy

**3.48** cents

DIVIDEND PER SHARE 2013

+5% vs 2012

3.3%

**DIVIDEND YIELD** 

Considering 2013.12.31 Share Price (€1.049) 46%

**PAY-OUT RATIO** 

Considering 2013 direct Net Profits attributable to equity holders





#### **Valuation**

DESPITE POSITIVE
PERFORMANCE IN
2013, **STILL SIGNIFICANT DISCOUNT** VS "SUMOF-THE-PARTS"
VALUATION

Material share price over performance during 2013

+ 52.7%

2013 FY share price appreciation

€ 2.1bn

SONAE MC EV based on European food retail market multiples (excluding real estate)

€ 0.55

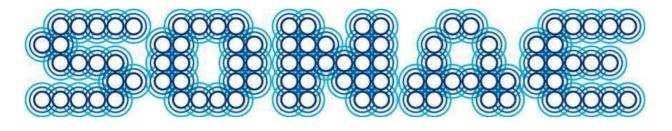
Market value of Core Partnerships per share

Considering average trading multiples of European food retailers at December 13 (EV/LTM sales: 0.6x; EV/LTM EBITDA: 8.8x)

Considering Sonaecom's share price as at 2013.12.31 (€2.569) and latest published Sonae Sierra NAV (1.0Bn as at Dec-13)

# AN ATTRACTIVE INVESTMENT OPPORTUNITY

- Growing leading market positions in Portugal, while protecting operational profitability
- An internationalisation strategy based on a "capital light" approach, enabling future growth and value creation
- Significant deleveraging made possible by organic cash flow generation
- Undervalued share price, driven by macro concerns
- Attractive dividend yield
- Proven management track record



#### **INVESTOR PRESENTATION**

June 2014

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#### SAFE HARBOUR

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These forward-looking statements are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, including, but not limited to, changes in regulation, industry and economic conditions; and the effects of competition. Forward-looking statements may be identified by words such as "believes", "expects", "anticipates", "projects", "intends", "should", "seeks", "estimates", "future" or similar expressions.

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