

(Translation from the Portuguese original)

**Appendix to the Proposal to Item 4 of the agenda of the
Shareholders' Annual General Meeting, to be held on April, 30th 2019**

BOARD OF THE SHAREHOLDERS' GENERAL MEETING

April 2019

CARLOS MANUEL DE BRITO DO NASCIMENTO LUCENA

April 2019

Name: Carlos Manuel de Brito do Nascimento **Lucena**

Date of Birth: 06/08/1960

Education:

- Degree in Legal and Economic Sciences, in 1983, by the Faculty of Law, University of Coimbra
- Frequency in several seminars promoted by various entities, such as the UIA - Union Internationale des Avocats.
- Frequency of LM Program Law Management in 2010 at IE Business School.

Professional Experience:

- Is founder partner of the law firm "Telles de Abreu e Associados - Sociedade de Advogados", previously called "Telles de Abreu, Delgado, Lucena e Associados", incorporated in 1992. He is currently chairman of the board of directors of Telles de Abreu e Associados. He is the coordinator of the corporate and corporate law department and the Comptoir Français. With a professional experience of more than 30 years, he developed his activity as a lawyer with special focus in the areas of financial and corporate law, being responsible for projects and transactions of great size and complexity, national and international.
- Managing partner of "Telles de Abreu e Associados" until 2016.
- Associate of U.I.A - Union Internationale des Avocats. Member of the Portuguese Institute of Corporate Governance and the ECGI – European Corporate Governance Institute.
- Member of the Board of Directors of the Marcalliance until 2017.
- Member of the Board of Directors of the Câmara de Comércio e Indústria Luso Francesa (CCILF).

Positions currently held:

CHAIRMAN OF THE BOARD OF THE SHAREHOLDERS' GENERAL MEETING

- 0511, S.A.
- 2307, S.A.
- ASTRIPETAG, S.A. - AVAMBIPOT, S.A.
- BEST OF PORTIMÃO, S.A.
- BLURIZORG, S.A.
- BRASMAR – COMÉRCIO DE PRODUTOS ALIMENTARES, S.A.
- BRASMAR GROUP, SGPS, S.A.
- CABELTE – CABOS ELECTRICOS E TELEFÓNICOS, S.A.
- CABELTE HOLDING, SGPS, S.A.
- CAPIFER - SOCIEDADE AGRO-PECUÁRIA, S.A.
- CLARINS (PORTUGAL) - COMÉRCIO DE COSMÉTICOS, S.A.
- CLMFM - SOCIEDADE IMOBILIÁRIA, S.A.
- COLEP PORTUGAL, S.A.
- COLEPCCL PORTUGAL - EMBALAGENS E ENCHIMENTOS, S.A.
- ESPMEN - INVESTIMENTOS IMOBILIÁRIOS, S.A.
- FALOPIN - INVESTIMENTOS IMOBILIÁRIOS, S.A.
- FERNANDO GUEDES, SGPS, S.A.
- FSEM, SGPS, S.A.

- IRQUE – SOCIEDADE DE GESTÃO E INVESTIMENTOS, S.A.
- LACTICÍNIOS HALOS, S.A.
- MEDIAPOST, SGPS, S.A.
- MMM INVESTE S.A.
- NEIVA SÁ – PRESTAÇÃO DE SERVIÇOS, S.A.
- NELSON QUINTAS, SGPS (BRASIL), S.A.
- NELSON QUINTAS, SGPS (PORTUGAL), S.A.
- NELSON QUINTAS IMOBILIÁRIA, S.A.- CASA DO CASTANHAL, SGPS, S.A.
- PARTNER TO PARTNER – CONSULTORES DE GESTÃO S.A.
- S.A.G.P. - INVESTIMENTOS IMOBILIÁRIOS, S.A.
- SATISFIBRE S.A.
- SKTO SOCIÉTÉ INDUSTRIELLE SERVICES IMMO SA - SOLAR2YOU, SA.
- SONAE INDÚSTRIA, SGPS, SA.
- TEMPLO, S.A.
- TOGETHER, SGPS, S.A.
- UNIMARERA, S.A.
- VIGENTGROUP, SGPS, S.A.

DIRECTOR

- TELLES DE ABREU E ASSOCIADOS, - SOCIEDADE DE ADVOGADOS SP, RL - ABAKARENINA, S.A.
- HAVEN REAL ESTATE - IMOBILIÁRIA, S.A.
- FLORES PLAZA, S.A.

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

Assessment of the Independence Criteria¹

Identify the member and the respective body to which the data of this questionnaire refers to: Carlos Lucena - Shareholders' General Meeting

1. Are you holder of a qualified shareholding of 2% or more of share capital of the company?
No _____
2. Were you re-elected for two or more mandates, either consecutive or otherwise? If the answer is yes please detail the mandates.
No _____
3. Do you act for, or on behalf², of any person or entity holding a qualified shareholding of 2% or more of the share capital of the company? If the answer is yes, please identify the holder of the qualified shareholding.
No _____
4. The Board of Directors, or any of its members, has knowledge that the ~~member of the statutory audit board~~/member of the board of the shareholders' general meeting [delete the non-applicable] is, in any way, connected with any specific group of interests in the company or is in any circumstance which may affect his/her independent analysis within the decision-making process³? If the answer is yes, please detail.
No _____
5. The Board of Directors, or any of its members, has knowledge of any other fact that, in any manner, can or may affect the independence of the ~~member of the statutory audit board~~/member of the board of the shareholders' general meeting [delete the non-applicable] to which this questionnaire refers to? If the answer is yes, please detail.
No _____

1 It should be mentioned any relevant facts for CMVM's assessment even if the board of directors has doubts on the consequences applicable to any such facts.

2 As way of example, it should be disclosed the existence of any actual or past existence of any mandate relationship with or without representation between the member of the statutory governing body and any holder of a qualified shareholding or any individual or legal person who acts on his/her/it behalf or that renders him/her/it the services provided in the following note.

3 By way of example, it should be reported any other type of relationships, the actual or past existence of a labour contract, or provision of services, namely economic, financial or legal as well as any other type of services, mediation, agency, commercial representation or franchise between, on one hand, the member of the statutory governing body and, on the other, any shareholder holder of a qualified shareholding or any other individual or legal person who acts on behalf or for the interest of such participant or provide him/her/it the services referred to in this note.

Assessment of the incompatibility regime

Identify the member and the respective body to which the data of this questionnaire refers to: Carlos Lucena - Shareholders' General Meeting

1. Are you a member of the company's management body? No_____
2. Are you member of the management body of any company that controls or that is controlled by the Company? If the answer is yes, please identify the company(ies).
No_____
3. Do you hold any positions as a member of the management or supervisory bodies in five or more companies⁴?
No_____
4. Are you a shareholder of a company ("sociedade em nome coletivo") that controls or that is controlled by the Company?
No_____
5. Are you a public certified accountant in relation to which there is an incompatibility arising from the applicable law?
No_____
6. Have you been interdicted, inhibited, declared insolvent or bankrupt, or convicted to a penalty that leads to the interdiction, even if temporary, of the exercise of public roles?
No_____
7. Do you exercise functions in a competing company, or do you act in the name or on behalf of a competing company or are you in way bound by the interests of the competing company? If the answer is yes, please detail.
No_____
8. Do you provide, directly or indirectly, services or do you maintain a significant commercial relationship with the Company or with any company which controls or is controlled by the Company? If the answer is yes, please detail.
No._____

⁴ Law firms, statutory external auditors' companies and statutory external auditors should not be considered.

9. Have you received any particular advantage from the Company? If the answer is yes, please detail.

No_____

10. Are you married or do you hold any family relationship, as relative or as a kind, up to third degree, to any person who is included in numbers 1,2,4,7 and 9 above or are you married to a person be included in number 8?

No_____

20th March 2019

Carlos Lucena

MARIA DANIELA FARTO BAPTISTA PASSOS

April 2019

Name: Maria **Daniela** Farto **Baptista** Passos

Date of Birth: 05/06/1975

Education

- Graduation in Law from the Catholic University of Portugal - Porto, on July 1999, with a classification of 17 (seventeen).
- “Prémio Professor Francisco Carvalho Guerra” for the best final note of graduation of the Law Course of Catholic University of Portugal – Porto, school year 1998/1999.
- Full attendance of the Specialised Course on Commercial-Legal Sciences of the School of Law of the Catholic University of Portugal - Porto, with a classification of 18 (eighteen).
- Master in Law, within Commercial-Legal Sciences, in January 2004, with a classification of 18 (eighteen).
- Doctor in Law, within Commercial-Legal Sciences, in February 2015, with a classification of 18 (eighteen).

Professional Experience

- Member of the Management Board of the Law Scholl of the Catholic University of Portugal – Porto, between 2002 and 2008.
- Assistant of the Law Scholl of the Catholic University of Portugal – Porto, between 2004 and 2016.
- Assistant Professor of the Law Scholl of the Catholic University of Portugal – Porto, since January 2016
- Lecturer of the Post-Graduation in Comercial Law and Companies Law, of the Law Scholl of the Catholic University of Portugal – Lisbon, since 2004.
- Co-author of the “Manual das Sociedades Anónimas” – *Verlag Dashöfer*, between 2005 and 2007.
- Lecturer of the *Centro de Formação do Conselho Distrital da Ordem dos Advogados do Porto*, between 2006 and 2007.
- Lecturer of Security Law and Capital Market on the Management and Law Master Course and on the Business and Company Law Master Course of the Law Scholl of the Catholic University of Portugal – Porto, since 2011.
- Lecturer of Commercial Law of the Banking and Insurance Master Course of the Management and Economics Scholl of the Catholic University of Portugal – Porto, since 2012.
- Lecturer of several Courses, Seminars and Post-Graduation of Companies Law and Security Law.
- Professor of Postgraduate Degree in Securities Law and Banking Law at the Law School of the Portuguese Catholic University - Porto, since 2017.
- Lecturer of several Courses, Seminars and Post-Graduation of Companies Law and Security Law.

Positions currently held:

- Secretary of the Board of the Shareholders’ General Meeting of the Sonae Indústria, SGPS, SA
- Common representative of bondholders SONAE SIERRA, SGPS, SA

Positions held in the last five years:

- Secretary of the Board of the Shareholders' General Meeting of the Sonae Capital, SGPS, SA
- Secretary of the Board of the Shareholders' General Meeting of the Sonaecom, SGPS, SA

Shares held in Group Companies: Does not hold any shares in companies of the Sonae Group

MARIA DANIELA FARTO BAPTISTA PASSOS

Assessment of the Independence Criteria¹

Identify the member and the respective body to which the data of this questionnaire refers to:
Secretary of the Shareholders' General Meeting of Sonae- SGPS, SA

1. Are you holder of a qualified shareholding of 2% or more of share capital of the company?

No _____

2. Were you re-elected for two or more mandates, either consecutive or otherwise? If the answer is yes please detail the mandates.

No _____

3. Do you act for, or on behalf², of any person or entity holding a qualified shareholding of 2% or more of the share capital of the company? If the answer is yes, please identify the holder of the qualified shareholding.

No _____

4. The Board of Directors, or any of its members, has knowledge that the ~~member of the statutory audit board~~/member of the board of the shareholders' general meeting [delete the non-applicable] is, in any way, connected with any specific group of interests in the company or is in any circumstance which may affect his/her independent analysis within the decision-making process³? If the answer is yes, please detail.

There is not any type of connection whatsoever with any specific group of interests in the company, nor is there any circumstance that can affect the independent analysis or decision-making _____

5. The Board of Directors, or any of its members, has knowledge of any other fact that, in any manner, can or may affect the independence of the ~~member of the statutory audit board~~/member of the board of the shareholders' general meeting [delete the non-applicable] to which this questionnaire refers to? If the answer is yes, please detail.

There is not any other factor that can affect the independence of the member of the shareholders' general meeting to whom the present questionnaire refers to. _____

1 It should be mentioned any relevant facts for CMVM's assessment even if the board of directors has doubts on the consequences applicable to any such facts.

2 As way of example, it should be disclosed the existence of any actual or past existence of any mandate relationship with or without representation between the member of the statutory governing body and any holder of a qualified shareholding or any individual or legal person who acts on his/her/it behalf or that renders him/her/it the services provided in the following note.

3 By way of example, it should be reported any other type of relationships, the actual or past existence of a labour contract, or provision of services, namely economic, financial or legal as well as any other type of services, mediation, agency, commercial representation or franchise between, on one hand, the member of the statutory governing body and, on the other, any shareholder holder of a qualified shareholding or any other individual or legal person who acts on behalf or for the interest of such participant or provide him/her/it the services referred to in this note.

MARIA DANIELA FARTO BAPTISTA PASSOS
Assessment of the incompatibility regime

Identify the member and the respective body to which the data of this questionnaire refers to:
Secretary of the Shareholders' General Meeting of Sonae- SGPS, SA

1. Are you a member of the company's management body? No _____
2. Are you member of the management body of any company that controls or that is controlled by the Company? If the answer is yes, please identify the company(ies).
No _____
3. Do you hold any positions as a member of the management or supervisory bodies in five or more companies⁴?
No _____
4. Are you a shareholder of a company ("sociedade em nome coletivo") that controls or that is controlled by the Company?
No _____
5. Are you a public certified accountant in relation to which there is an incompatibility arising from the applicable law?
No _____
6. Have you been interdicted, inhibited, declared insolvent or bankrupt, or convicted to a penalty that leads to the interdiction, even if temporary, of the exercise of public roles?
No _____
7. Do you exercise functions in a competing company, or do you act in the name or on behalf of a competing company or are you in way bound by the interests of the competing company? If the answer is yes, please detail.
No _____
8. Do you provide, directly or indirectly, services or do you maintain a significant commercial relationship with the Company or with any company which controls or is controlled by the Company? If the answer is yes, please detail.
No _____

⁴ Law firms, statutory external auditors' companies and statutory external auditors should not be considered.

9. Have you received any particular advantage from the Company? If the answer is yes, please detail.

No_____

10. Are you married or do you hold any family relationship, as relative or as a kind, up to third degree, to any person who is included in numbers 1,2,4,7 and 9 above or are you married to a person be included in number 8?

No_____

25th March 2019

Maria Daniela Farto Baptista Passos

BOARD OF DIRECTORS

April 2019

DUARTE PAULO TEIXEIRA DE AZEVEDO

April 2019

DUARTE PAULO TEIXEIRA DE AZEVEDO

CURRICULUM VITAE



DADOS PESSOAIS

PLACE OF BIRTH:	Porto	DATE OF BIRTH:	31-12-1965
NATIONALITY:	Portuguesa		
ADDRESS:	Rua Marechal do Saldanha, 1142, 4150-653 Porto		
MARRIED TO:	Nicole Katharina Gerkrath de Azevedo	CHILDREN:	3

EDUCATION

	Malvern College, UK Secondary Education
1986	École Polytechnique Fédérale de Lausanne Graduation in Chemical Engineering
1989	Porto Business School MBA – Business Management

EXECUTIVE EDUCATION - MOST RELEVANT PROGRAMMES

1994	Badson College Executive Retailing Program
1996	Stanford Business School Strategic Uses of Information Technology Program
2002	IMD Lausanne Breakthrough Program for Senior Executives
2008	London Business School Proteus Programme

2012 **Harvard Business School**
Corporate Level Strategy

MOST RELEVANT EXPERIENCE

1988-1990	Sonae - Tecnologias de Informação, SA Analyst – New Investments Project Manager New Investments
1990-1993	Sonae Indústria, SGPS, SA Project Manager – Organizational Development Commercial Director of Portugal – New Business
1993-1996	Sonae Investimentos - SGPS, SA (atualmente Sonae - SGPS, SA) Director of Strategic Planning and Control Project Leader – Group restructuring
1996-1998	Modelo Continente Hipermercados, SA Executive Board Director of Merchandising, IT and Marketing
1998-2000	Optimus – Telecomunicações, SA CEO
2000-April 2007	Sonae - SGPS, SA Executive Board Member
2000-2007	Sonaecom, SGPS, SA CEO
2002-2007	PÚBLICO – Comunicação Social, SA Chairman of the Supervisory Board
2003-2007	GLUNZ, AG Chairman of the Supervisory Board
2004-2007	Tableros de Fibras, SA (TAFISA) Chairman of the Board
2007-2014	Sonaecom, SGPS, SA Chairman

2007/April 2015	Sonae - SGPS, SA CEO
2007/May 2015	Sonae Indústria, SGPS, SA Vice-Chairman of the Board of Directors
2007-2018	Sonae MC, SGPS, SA (previously Sonae Investimentos, SGPS, SA) Chairman
2008-2014	MDS, SGPS, SA Chairman
2009-2013	Sonaegest, Sociedade Gestora de Fundos de Investimento, SA Chairman
2010-2016	Sonae – Specialized Retail, SGPS, SA (Merged in Sonae MC) Chairman
2010/January 2019	Modelo Continente, SGPS, SA (previously Sonae MC – Modelo Continente, SGPS, SA) Chairman
2013-2018	Sonae MC, Serviços Partilhados, SA (previously Sonae Center Serviços II, SA) Chairman
Since May 2007	Sonae Sierra, SGPS, SA Chairman
Since March 2015	Sonae Capital, SGPS, SA Chairman
Since March 2015	Sonae Indústria, SGPS, SA Chairman
Since April 2015	Sonae - SGPS, SA Chairman and Co-CEO
Since May 2016	Sonae Arauco, SA Chairman

Since 2018	Sonae Corporate, SA Chairman
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OTHER ACTIVITIES

Since July 1990	Imparfin – Investimentos e Participações Financeiras, SA Chairman
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Since Dec.2000	Efanor Investimentos, SGPS, SA Member of the Board of Directors
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Since Dec.2000	Migracom, SA Chairman
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Since 2018	Efanor - Serviços de Apoio à Gestão, SA, SA Member of the Board of Directors
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Since 2018	OKUK, Lda Member of the Board of Directors
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Since 2018	BA Glass I – Serviços de Gestão e Investimentos, SA Member of the Board of Directors
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OUTRAS ATIVIDADES RELEVANTES

2001-2002	Chairman of Aritel - Association of Telecommunication Operators
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2001-2008	Member of the Supervisory Board of Porto Business School
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2004-2011	Member of the Supervisory Board of IPCG – Instituto Português de Corporate Governance
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2006 -2013	Member of Board of Founding Members of Fundação Casa da Música
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2008-2009	Member of the Supervisory Board of AEP – Portuguese Entrepreneurship Association
2009-2014	Member of the Board of Curators of AEP – Portuguese Entrepreneurship Association
2009-2015	Chairman the Board of Trustees of Universidade do Porto
2012-2015	Director of COTEC
2012-2017	Member of the Board of Trustees of Fundação Belmiro de Azevedo
Since 2008	Member of ERT – European Round Table of Industrialists
Since 2013	Member of the International Advisory Board of Allianz SE
Since 2015	Member of Consejo Iberoamericano para la Productividad y la Competitividad

INTEREST AND LEISURE

Riding, Travelling, Music, Ténis and Sports

Shares held in Group Companies:

Sonae – SGPS, S.A.:

805.730 shares

2.874.339 shares¹

¹ shares indirectly held through a controlled company

ÂNGELO GABRIEL RIBEIRINHO DOS SANTOS PAUPÉRIO

April 2019

ÂNGELO GABRIEL RIBEIRINHO DOS SANTOS PAUPÉRIO



PERSONAL DATA

PLACE BIRYH: Vila Nova de Gaia

DATE OF BIRTH: 14-08-1959

NATIONALITY: Portuguese

ADDRESS: Calçada da Arrábida, nº 1, Edifício C, Habitação 51, 4150-106 Porto

EDUCATION

1982	Oporto University Degree in Civil Engineering
1988-1989	Porto Business School Master in Business Administration - MBA

PROFESSIONAL EXPERIENCE

1982-1984	Tecnopor Structural Design Project Manager (Civil Engineering)
1984-1989	EDP - Eletricidade de Portugal Senior officer
1989-1991	Sonae Tecnologias de Informação Leader for the Television Project Team
1989-2007	Modelo Continente Hipermercados, SA Member of the Board of Directors
1991-1994	Sonae Investimentos – SGPS, SA (currently Sonae – SGPS, SA) Manager of Planning and Control Dept.
1994-1996	Sonae Distribuição, SGPS, SA (currently Sonae MC, SGPS, SA) Director of several Sonae Distribuição owned companies - Retail
1996-2007	Sonae Distribuição, SGPS, SA (currently Sonae MC, SGPS, SA) CFO

1996-2007	Sonae Capital, SGPS, SA Executive Director
2000-2007	Sonae - SGPS, SA Executive Member of the Board of Directors, CFO and Member of the Finance Committee
2004-2009	MDS – Corretor de Seguros, SA Member of the Board of Directors
2005-2016	Sonae Investments BV Executive Member of the Board of Directors
2006-2016	Sontel BV Executive Member of the Board of Directors
2007-April 2015	Sonae – SGPS, SA Executive Vice-Chairman
2007-March 2018	MDS, SGPS, SA Member of the Board of Directors (Chairman of the Board of Directors since October 2014)
2010-2016	Sonae – Specialized Retail, SGPS, SA (Merger Sonae MC – Modelo Continente, SGPS, SA) Vice-Chairman of the Board of Directors
2010-2016	SonaeRP – Retail Properties, SA Chairman of the Board of Directors
2010-2016	MDS Auto – Mediação de Seguros, SA Chairman of the Board of Directors
2010-2016	Universidade Católica Portuguesa Member of the Superior Counsel
2010- 2018	Sonae Center Serviços II, SA (currently Sonae MC – Serviços Partilhados, SA) Member of the Board of Directors
2011-2015	Porto Business School Member of the Superior Counsel

2012-2016	Sonaecom - Serviços Partilhados, SA Chairman of the Board of Directors
2013-2016	Sonae RE, SA Chairman of the Board of Directors
2013-2016	Sonaegest – Sociedade Gestora de Fundos de Investimento, SA Chairman of the Board of Directors

POSITIONS CURRENTLY HELD

Since 2007	Sonae Sierra, SGPS, SA Non-Executive Member of the Board of Directors
Since 2007	Sonae Investimentos, SGPS, SA (currently Sonae MC, SGPS, SA) (Chairman of Board of Directors since October 2018) Member of the Board of Directors
Since 2007	Sonaecom, SGPS, SA Executive Chairman of the Board of Directors
Since 2007	Sonae Investment Management – Software and Technology, SA Chairman of the Board of Directors
Since 2007	PÚBLICO – Comunicação Social, SA Non-Executive Chairman of the Board of Directors
Since 2009	Sonae MC – Modelo Continente, SGPS, SA (currently Modelo Continente, SGPS, SA) Non-Executive Chairman of the Board of Directors
Since 2012	ZOPT, SGPS, SA Executive Member of the Board of Directors
Since 2013	NOS, SGPS, SA Non-Executive Member of the Board of Directors
Since 2014	Sonae Financial Services, SA Chairman of the Board of Directors (currently performing Non-Executive tasks)

Since April 2015	Sonae - SGPS, SA Co-CEO
Since 2016	SFS, Gestão e Consultoria, SA Chairman of the Board of Directors
Since 2018	Iberian Sports Retail Group, S.L. Vice-Chairman of the Board of Directors
Since 2018	Sonaecenter, Serviços, SA Chairman of the Board of Directors
Since 2018	Sonae Corporate, SA Member of the Board of Directors

OTHER ACTIVITIES

Since 2004	Enxomil – Sociedade Imobiliária, SA Chairman of the Board of Directors
Since 2008	Enxomil – Consultoria e Gestão, SA Chairman of the Board of Directors
Since 2009	Love Letters – Galeria de Arte, SA Member of the Board of Directors
Since 2013	APGEI – Portuguese Association of Management and Industrial Engineering Chairman of the Board of Directors
Since 2018	Efanor Investimentos, SGPS, SA Member of the Board of Directors

Shares held in Group Companies:

Sonae – SGPS, S.A.:
2.684.842 shares¹

¹ shares indirectly held through a controlled company

JOSÉ MANUEL NEVES ADELINO

April 2019

JOSÉ MANUEL NEVES ADELINO

Curriculum Vitae

Place and Date of Birth: Lisbon, 19 of March of 1954

Education:

1976	Degree in Finance, Technical University of Lisbon
1981	DBA, Finance, Kent State University

Professional Experience:

1978-1981	Teaching Fellow, Kent State University
1981-1986	Member of the Directive Council, Faculty of Economics, New University of Lisbon
1981-2012	Professor, Faculty of Economics, New University of Lisbon
1986-1989	Visiting Professor, Portuguese Catholic University
1987-2012	Visiting Professor, Bentley College
1988	Visiting Professor, ISEE
1990-1996	Dean, MBA Program and Executive Program, Faculty of Economics, New University of Lisbon
1992-1994	Member of the Board of Directors, BPA
1994-2002	Member of the Management Board of the Deposit Guarantee Fund
1999-2002	Professor, Faculty of Economics, New University of Lisbon
1999-2004	Member of the Global Advisory Board of Sonae - SGPS, SA
2003-2006	Member of the Board, Chairman of the Audit Committee of EDP
2003-2006	Strategy Advisory Board of PT
2003-2007	Member of the Remuneration Committee of Sonae - SGPS, SA
2003-2010	Member of the Investment Committee of Fundo Caravela
2008-2014	Member of the Statutory Audit Board at BPI
2010-2014	Member of the Board of Directors of Cimpor
2012-2014	Director of Finance and Investment - Foundation of Calouste Gulbenkian
2014-Present	Member of the Board of Directors of Foundation of Calouste Gulbenkian

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

MARGARET LORRAINE TRAINER

April 2019

Margaret Lorraine Trainer

CURRICULUM VITAE

PERSONAL DATA

PLACE OF BIRTH: UK DATE OF BIRTH: 13/03/1952

Address: Green Lea House, East Grafton, Marlborough SN8 3DB

EDUCATION

1971-1975 M.A. (2i) Francês at St Andrews University

1970-1971 Diplome Superieur at Sorbonne, Paris

Board roles

2013-Present - Essentra PLC Non-Executive Director and from 2014 Chair of Remuneration Committee. Member of Audit and Nomination Committees

2010 - Present - Jupiter Fund Managment PLC Non-Executive Director and Member of Audit Committee and Nomination Committee. Senior Independent Director, Chairman of Remuneration Committee.

2013 - 2015 - Colt S.A. – Non-Executive Director and from 2014 Chair of Remuneration Committee. Member of Nomination Committee. Fidelity purchased all the independent shareholdings and independent directors stood down.

2005 to 2013 Aegis PLC Non-Executive Director and Chairman of Remuneration Committee (since 2010)

Consulting assignments

2008-2015 – Sonae – SGPS, SA - Advice to Chairman. Providing board level succession planning services, and director development.

Various Coaching assignments as part of succession planning and also amongst others for the Chairman of an advertising Group, Director of a Global group based in Paris and for **IMD, Lausanne** as part of leadership programmes.

2006 to 2008 - Manchester Square Partners – working with the founding partners to support them in developing a search-based business mentoring practice at and around board level.

2001 to 2006 -De Beers LV Ltd - Member of the start up team for this joint venture created in 2001 between LVMH and De Beers to launch a global retail diamond jewellery business, advising on organisation and people strategy.

Organisational development assignments include:

AIM listed Pharma Company – Advice to the Chairman and Remuneration Committee

Major international search group – interviewing their clients in order to make recommendations on their strategy for their non-search products

SABBATICAL

2000

Took voluntary redundancy and spent 6 months learning to fly helicopters.

Executive Career

COUTTS NATWEST GROUP

1994 – 2000

Head of Human Resources and Organisation Development responsible for all HR activities in International Private Banking.

LONDON STOCK EXCHANGE

1990 – 1994

Head of Human Resources and member of the Executive Board, responsible for formulating strategy and leading the Exchange from being a trade association to an organisation using current commercial practices.

CITIBANK NA

1975 - 1990

Head of HR for EMEA based in Frankfurt

1989 - 1990

Head of HR UK and N. Europe, London

1988 - 1989

Chief of Staff to Head of UK Treasury

1986 - 1988

A non-HR role including assignments in capital hedging, risk assessment, speech writing, and foreign exchange and funding limits management

H.R. roles of both specialist and generalist natures

1975 - 1986

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

MARCELO FARIA DE LIMA

April 2019

Curriculum Vitae

Marcelo Faria de Lima

Brasilian, married, economist, 53 years old
Av. das Nações Unidas, 12.551, 15º andar, Conjunto 1507
CEP 04578-000, São Paulo, SP, Brasil

Education

1981-1985 **Pontifical Catholic University of Rio de Janeiro**, Rio de Janeiro, Brazil
Degree in Economics

Professional Experience

Since **Artesia Gestão de Recursos, S.A.**, São Paulo, Brazil
Feb/2003 Company authorised by CVM – Securities and Exchange Commission of Brazil for the professional exercise of the Management of the Securities Investors Portfolio
Position held: **Shareholder and Co-founder**

Since **Metalfrío Solutions S.A.**, São Paulo, Brazil
Jan/2004 Public company, with shares negotiated in BM&FBovespa under the *ticker* FRIO3, it is a Brazilian multinational company, and one of the world's largest manufacturers of commercial refrigeration equipment *Plug-In* type, operating in Brazil, United States of America, Mexico, Denmark, Turkey, Russia, Ukraine, Indonesia and India, with annual income of over R\$ 800 million.
Position held: **Chairman of the Board of Directors.**

Since **Restoque Comércio e Confeções de Roupas, S.A.**, São Paulo, Brazil
Jan/2008 Public company, with shares negotiated at BM&FBovespa under the *ticker* LLIS3, it is one of the largest retail companies in the high pattern apparel and accessories sector, cosmetics and decoration articles, in Brazil, with annual income of over R\$ 1.000 million.
Position held: **Vice-Chairman of the Board of Directors**

Since **Klimasan Klima Sanayi ve Ticaret A.Ş.** Izmir, Turkey
Mar/2008 Public company, duly registered in Turkey's *Capital Markets Board*, being its shares negotiated at *Istanbul Stock Exchange* under the *ticker* KLMSN. Company controlled by Metalfrío Solutions S.A., Klimasan operates in the commercial refrigeration sector, *Plug-In* type.
Position held: **Chairman of the Board of Directors.**

2009-2016 **C1 Financial Inc.**, Saint Petersburg, Florida, United States
Public company, duly registered in the *Securities and Exchange Commission* of the United States, being its shares negotiated at *NYSE* under the *ticker* BNK. Commercial Bank acting in Florida, United States, with total assets in an amount higher than US\$ 1.500 million.
Position held: **Member of the Board of Directors**

2007-2016	Produquímica Indústria e Comércio S.A. , São Paulo, Brazil Leadership company in the solutions production in micronutrient, for agriculture and animal food, which also produces ingredients for the treatment of water for industrial processes, with annual income of over R\$ 800 million. Position held: Vice-Chairman of the Board of Directors.
2002 to 2005	Neovia Telecomunicações S.A. , São Paulo, Brazil Wi-Fi Company/ WiMax at São Paulo State Position held: Member of the Board of Directors
2000 to 2003	EugênioWG , São Paulo, Brazil Advertising Agency Position held: Co-founder and CEO
2000	Areartil , São Paulo, Brazil Internet gateway for property business Position held: Co-founder and CEO
1998 to 2000	Donaldson, Lufkin & Jenrette , São Paulo, Brazil Investments Bank Position held: Manager
1996 to 1998	Banco Garantia , São Paulo, Brazil Investments Bank Position held: Vice-Chairman
1989 to 1996	ABN AMRO Bank , São Paulo, Brazil/ Chicago, United States Position held: Commercial Banker
1988 to 1989	Pontifical Catholic University of Rio de Janeiro , Rio de Janeiro, Brazil Position held: Professor

POSITIONS CURRENTLY HELD

Shareholder and Co-founder of Artesia Gestão de Recursos SA

Member of the Board of Directors of Amber International LLC

Member of the Board of Directors of Alper Consultoria e Corretora de Seguros, SA

Manager of Baixo Augusta Hotel, Lda

Managing Partner of CBM Holding Qualified Family, LP (Canada)

Member of the Board of Directors of CBM Holding Qualified Family, LP (New Zealand)

Managing Partner of CBM Holding Subsidiary, LP (Canada)

Chairman of Colfax Participações, SA

Director of Dover Participações, SA

Manager of GCR Administração e Participações, Lda

Chairman of the Board of Directors of Klimasan Klima Sanayi ve Ticaret AŞ

Managing Partner of Lima & Smith Ltda

Chairman of the Board of Directors of Metalfrio Servicios SA de CV

Member of the Board of Directors of Metalfrio Solutions AS

Chairman of the Board of Directors of Metalfrio Solutions SA

Chairman of the Board of Directors of Metalfrio Solutions Sogutma Sanayi Ve Ticaret AS

Director of Nova Bahia Empreendimentos

Member of the Board of Directors of Peach Tree LLC

Chairman of the Board of Directors of Restoque Comércio e Confecções de Roupas SA

Manager of Rio Verde Consultoria e Participações Ltda

Manager of Tira-Chapéu Empreendimentos Ltda

Member of the Board of Directors of Turquoise Capital CV

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

CARLOS ANTÓNIO ROCHA MOREIRA DA SILVA

April 2019

CURRICULUM VITAE

Identification

Carlos António Rocha Moreira da Silva

Data of Birth: 12, September 1952 by Porto

Nationality: Portuguese

Address: Rua do Passeio Alegre, 264, 3º - 4150-571 Porto

Qualifications

Graduated in Mechanical Engineering, University of Porto in 1975

MSc in Management Sci. and Operational Research (University of Warwick - UK) in 1978

PhD in Management Sciences (University of Warwick - UK) in 1982

Current Positions

Chairman of Grupo BA Glass

Member of the Board of Directors of Efanor Investimentos, SGPS, SA

Vice-Chairman Non-Executive of the Board of Directors of Sonae Indústria, SGPS, SA

Member Non-Executive of the Board of Directors of Sonae Arauco, SA

Member Non-Executive of the Board of Directors of BA Glass BV

Chairman Non-Executive of the Board of Directors of BA Glass I – Serviços de Gestão e Investimentos, SA

Chairman Non-Executive of the Board of Directors of Barbosa & Almeida – SGPS, SA

Chairman Non-Executive of the Board of Directors of Fim do Dia, SGPS, SA

Member Non-Executive of the Board of Directors of Lynx Finance GP, LLC

Member of the Board of Directors of Fundação de Serralves

Positions Held

2006 - 2014	Member of the Board of Directors of Banco BPI
2010 - 2014	Chairman of the Board of Directors of La Seda de Barcelona
2009 - 2012	Member of the Advisory Board of Jerónimo Martins Dystrybucja, S.A.
2005 - 2012	Member of the Advisory Board of 3i Spain
2003 - 2005	CEO of Sonae Indústria, SGPS, S.A.
1998 - 2003	CEO of BA Vidro
1998 - 2000	Chairman of the General Council of Público - Comunicação Social, S.A.
1998 - 1998	Chairman of the Board of Directors of TVI - Televisão Independente, S.A.
1997 - 1998	Chairman of the Board of Directors of Sonae Retalho Especializado, SGPS, S.A.

1993 - 1996	CEO Sonae Indústria, SGPS, S.A. and Chief Executive Officer of Tafisa -Tableros de Fibras, S.A.
1998 - 1993	CEO of Sonae Tecnologias de Informação
1987 - 1988	Executive Board Member of EDP, Eletricidade de Portugal, E.P.
1975 - 1987	Assistant Professor of Faculdade de Engenharia da U.P.

Shares held in Group Companies:

Directly holds 22,000 shares of Sonae SGPS, SA.

FUENCISLA CLEMARES

April 2019



FUENCISLA CLEMARES

CURRICULUM VITAE

PERSONAL DATA

PLACE OF BIRTH: Madrid, Spain

DATE OF BIRTH: 7th January, 1974

Address: Sagasta 16, 4º dcha. Madrid 28004.Spain

EDUCATION

- | | |
|------------------|---|
| 2000 | MBA at IESE Business School, Universidad de Navarra, Barcelona |
| Fall 1999 | Exchange Programme at MBA, Kellogg Graduate School of Management, Chicago USA |
| 1992-1996 | Bachelor in Business Administration, European Business Program |
| Languages | Fluent in English and French
Spanish language as mother tongue |

MOST RELEVANT EXPERIENCE

- | | |
|-----------------------|---|
| Nov. 2016-current | Google LLC <ul style="list-style-type: none">➤ <i>Country Manager for Spain and Portugal</i> |
| Nov. 2013 – Oct. 2016 | Google Spain <ul style="list-style-type: none">➤ <i>Leader of the “Mobile initiative” in Google Spain</i> <p>Responsible for the definition and implementation of a plan to accelerate mobile advertising adoption. Placed Spain as one of the top performance countries in Mobile in EMEA</p> <ul style="list-style-type: none">• Set up a cross-functional team to push the initiative in Spain• Definition of an action plan to accelerate mobile advertising revenue growth. Responsible for execution and follow-up• Launch a training program for agencies and employees (“Mobile experts”)• Set up and manage a group of mobile experts (MPG Mobile Performance Group) including user experience and web design experts, measurement companies and technology experts• Provide consulting to clients to improve mobile performance and advise on how to measure the full value of mobile for their business |
| Jan. 13 – Oct. 16 | Google Spain <ul style="list-style-type: none">➤ <i>Sales Director</i> <p>Manage Google advertising business for large customers in different</p> |

industries in Spain, including Telecom, Banking & Insurance, retail, Consumer Electronics and travel players (Hotels, Airlines)

- Definition and implementation of Google sales strategy in each industry
- Support customers in their transformation to digital helping them define and execute the ecommerce and online branding strategies. Closed Joint Business Plans with C-Levels with a medium term perspective
- Define, execute and optimize campaigns in SEM. Display, YouTube and mobile working with creative, media and SEM agencies.
- Launch different kind of studies to prove the value of digital: Econometric studies, Cross-media, industry and consumer trend studies
- Work closely with sector associations, organise events with clients and participate actively in conferences to promote the development of Internet in Spain (ie Ecom retail, IESE, AECCOC, etc)
- Train Marketing teams, Ecommerce departments on Internet, Digital Marketing and Google advertising products
- Manage, develop and motivate a team with different profiles: Heads of Industry, analysts and account managers. Coordinate a team based in Dublin.

Jan. 10 – Dec. 11

Google Spain

- *Head of Retail and FMCG*

Mar 09-Dec. 09

Google Spain

- *Head of Retail*

Feb. 07 – Feb.09

CARREFOUR

- *Director*

Responsible for the definition and execution of the commercial and buying strategy for the Home categories including Furniture and mattresses, kitchen, storage, bath, decoration and lighting for the whole store network

- Defined Department strategy and priorities per category: Defined space in store per category, concepts, brand and assortment strategy, price positioning, etc
- Developed the assortment, selected SKUs and negotiated with suppliers
- Defined prices, developed promotions aligned with the promotional plan
- Defined implementation plans: concepts and detailed planograms
- Communicated commercial plans to stores
- Managed a team of 12 people and a business of +400M€

Se. 00 – Jan. 07

MCKINSEY & COMPANY

- *Associate Principal specialized in Marketing and Retail*

- Developed a “Shopper Marketing” methodology and revised the organizational structure to incorporate the shopper perspective in a Beverages Company
- Measured promotional efficiency and defined promotional strategy and loyalty card approach of an FMCG company
- Defined commercial strategy for a Spanish apparel retail company: Designed and launched a market research to understand competitive position per category. Defined strategy and detailed action plan for key categories
- Defined strategy for the Non Food department of a large Retail Company: defined the strategic role of each category, developed action plans per category and developed tools to help optimize pricing and measure promotional effectiveness
- Define and implemented a new organizational model based on Category Management in a Food Retailer
- Defined the retail strategy for a fix Telecom Company: defined optimum channel mix for different customer segments (Mass market, SMBs, etc)

OTHER ACTIVITIES

2013 - present	Teaches digital marketing ISDI (Instituto Superior para el Desarrollo de Internet) participating at MIB. DIBEX and In-Company programs
2015-present	Temporary teaching staff at IESE
Nov.18 - present	Advisor to the Board of Cosentino, SA
Aug 16 – Nov. 16	Member of the Board of Adolfo Dominguez
2013-2018	Member of the McKinsey Alumni Advisory Council
2015 -present	Member of the Junta Territorial de Madrid (Alumni Coucil) at IESE
2015-2016	Member of the Board of the MMA (Mobile Marketing Association) in Spain
2016 – present	Member of the Advisory Board of Internet Academy, the online training platform of ISDI
2015-2017	Mentor at Impact program: a mobile start-up accelerator program in Madrid
2012-2015	Member of the Board of Adigital

AWARDS AND APPOINTMENTS

XXVI FEDEPE Awards (Spanish Association of Women), won the Women in leadership award in 2017. Appointed by Instituto Choiseul as one of the Spanish Top 100 Leaders for Tomorrow (Choiseul 100 España 2016).

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

PHILIPPE CYRIEL ELODIE HASPESLAGH

April 2019

Philippe Cyriel Elodie Haspeslagh

CURRICULUM VITAE



PERSONAL DATA

PLACE OF BIRTH: Belgium

DATE OF BIRTH: 11-05-1950

Address: Avenue Molière 164, 1050 Brussels, Belgium

EDUCATION

2008-2009	INSEAD Consulting and Coaching for Change
1977-1979	Harvard Business School Doctor of Business Administration (PHD), Highest Distinction
1975-1977	Harvard Business School Master of Business Administration (MBA), Baker Scholar, Highest Distinction
1972-1973	Vlerick Business School Masters, General Management, High Distinction
1968-1972	University of Leuven Commercial Engineer, Management, Distinction
Languages	Mother tongue: Dutch Fluent: English and French Conversational: German

PROFESSIONAL EXPERIENCE

2016-present	FBN Belgium - The Family Business Network Family companies association representing 110 quoted and private large family businesses ➤ Chairman
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2015 - 2018	MyMicroInvest <ul style="list-style-type: none"> ➤ Non-Executive Board Member My MicroInvest is a crowdfunding platform in Belgium
2009 - present	Ardo NV <ul style="list-style-type: none"> ➤ Chairman Ardo, owned by the Haspeslagh family, with activity in Food production and distribution
2008-present	Vlerick Business School <ul style="list-style-type: none"> ➤ 2008-2016 Dean ➤ 2016- present Professor and Honorary Dean Vlerick Business School is a triple accredited post-graduate international business school.
2011 - 2014	Sioen Industries <ul style="list-style-type: none"> ➤ Non-executive Director Sioen is a Euronext listed technical textile manufacturer
2006-present	Vandemoortele NV <ul style="list-style-type: none"> ➤ Non-executive Director Vandemoortele NV is a European food
1993-present	Capricorn Venture Partners <ul style="list-style-type: none"> ➤ 1993-2002-Director ➤ 2002-present- Chairman Capricorn Venture Partners NV is a Belgian management company of alternative undertakings for collective investment, licensed by the Belgian Financial Services and Markets Authority (FSMA).
2008-present	Quest for Growth NV <ul style="list-style-type: none"> ➤ Chairman QUEST FOR GROWTH is a Euronext listed alternative investment fund (AIF) managed by Capricorn Venture Partners NV.
1998-2000	Pieters Visbedrijf <ul style="list-style-type: none"> ➤ Chairman Pieters Visbedrijf is a Belgiums fish products company.
1985-2014	Dujardin Foods, NV <ul style="list-style-type: none"> ➤ Chairman A business in frozen food production, packaging and distribution.
2010-2013	Governance for Owners Ltd, London, UK. <ul style="list-style-type: none"> ➤ Non-Executive Director

Governance for Owners is a ownership and fund investing company in listed companies

1985- 2006

Procuritas, AB, Stockholm, Sweden.

➤ Chairman

Procuritas is a Scandinavian mid-market private equity firm active in management buy-outs.

1979- 2008

INSEAD, Fontainebleau and Singapore
Paul Desmarais Chaired Professor

1984-1985

Visiting Professor at Stanford Business School

1990

Harvard Business School Professor

AWARDS AND PUBLICATIONS

Won the Academy of Management Award for the best doctoral dissertation in 1980 and for the best business book in 1990.

Won several best European case awards of the European Case Clearing House and best teacher awards at INSEAD.

Received, as Chairman of Ardo, the Belgian Enterprise of the Year Award 2018.

Published several books and other publications over the years, covering subjects such as corporate strategy, mergers & acquisitions and corporate governance.

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

MARIA CLÁUDIA TEIXEIRA DE AZEVEDO

April 2019



Personal Data

Place of Birth: Porto

Date of Birth: 13.01.1970

Nacionality: Portuguese

Educational:

July, 1994 – Degree in Management, Universidade Católica of Oporto (1989-1994).

July, 2000 - MBA in INSEAD, Fontainebleau, France - (September 1999 to July 2000).

Professional Experience of last five years

Member of the Board of Directors of Efanor - Investimentos, SGPS, S.A.

Executive Director (CEO) of SONAE INVESTMENT MANAGEMENT – Software and Technology, SGPS, S.A. and other subsidiaries of this holding company

Member of the Board of Directors of ZOPT, SGPS, S.A.

Member of the Board of Directors of NOS, SGPS, S.A.

Member of the Board of SONAE COM – SGPS, S.A.

CEO of Sonae Capital, SGPS, S.A. and other subsidiaries of this holding company

Relevant functions currently performed

Since 2006 – Member of the Board of Directors of SONAE COM – SGPS, S.A.

Since 2011 - Member of the Board of Directors of Sonae Capital, SGPS, S.A.

Since 2018 - Member of the Board of Directors of Sonae MC, SGPS, S.A.

Since 2018 – Member of the Board of Directors of Sonaecenter, Serviços, S.A.

Since 2018 - Member of the Board of Directors of Sonae Corporate, S.A.

Since 2018 - Member of the Board of Directors of Sonae Sierra, SGPS, S.A.

Since 2018 - Member of the Board of Directors of SONAE INVESTMENT MANAGEMENT - Software and Technology, SGPS, S.A.

Since 2012 - Member of the Board of Directors of ZOPT, SGPS, S.A.

Since 2013 - Member of the Board of Directors of NOS, SGPS, S.A.

Since 2004 – Chairman of the Board of Directors of PCJ – Público, Comunicação e Jornalismo, S.A.

Since 2009 - Member of the Board of Directors of Público – Comunicação Social, S.A.

Since 1992 - Member of the Board of Directors of Efanor - Investimentos, SGPS, S.A.

Since 2008 - Member of the Board of Directors of Efanor – Serviços de Apoio à Gestão, S.A.

Since 1990 - Chairman of the Board of Directors of Imparfin – Investimentos e Participações Financeiras, S.A.

Since 2000 - Chairman of the Board of Directors of Linhacom, SGPS, S.A.

Since 2011 - Member of the Board of Directors of Sekiwi, SGPS, S.A.

Since 2002 - Chairman of the Board of Directors of Praça Foz – Sociedade Imobiliária, S.A.

Since 2018 - Member of the Board of Directors of Vistas da Foz – Sociedade Imobiliária, S.A.

Since 2018 - Member of the Board of Directors of Setimanale, SGPS, S.A.

Since 2018 - Member of the Board of Directors of BA – Business Angels, SGPS, S.A.

Since 2018 - Member of the Board of Directors of BA – Capital, SGPS, S.A.

Shares held in Group Companies:

Sonae – SGPS, S.A.:

377.318 shares

189.314 shares¹

¹ shares indirectly held through a controlled company

JOÃO PEDRO MAGALHÃES DA SILVA TORRES DOLORES


April 2019



Curriculum vitae

PERSONAL INFORMATION João Pedro Magalhães da Silva Torres Dolores

 Rua do Aleixo, 259 - AC, Apt 4.5, 4150-043 Porto (Portugal)

 +351936780609 

jpdolores@gmail.com

Sex Male | Date of birth 21/12/1980 | Nationality Portuguese

WORK EXPERIENCE

02/2019 – Present	Non-Executive Board Member Sonaecom, SGPS, S.A., Porto (Portugal)
12/2018 – Present	Executive Board Member Sontel B.V., Amesterdam (Netherlands)
12/2018 – Present	Executive Board Member Sonae Investments B.V., Amesterdam (Netherlands)
11/2018 – Present	Chief Corporate Center Officer Sonae - SGPS, S.A., Porto (Portugal)
11/2018 – Present	Board Member Sonaecenter - Serviços, S.A., Porto (Portugal)
11/2018 – Present	Board Member Sonae Corporate, S.A., Porto (Portugal)
10/2018 – Present	Non-Executive Board Member Sonae MC, SGPS, S.A., Porto (Portugal)
04/2016 – Present	Non-Executive Board Member NOS, SGPS, S.A. (Portugal)
07/2016 – 12/2018	Strategy Professor - Executive MBA Porto Business School, Porto (Portugal)
09/2015 – 10/2018	Head of Group Strategy, Planning and Control Sonae - SGPS, S.A., Porto (Portugal)
04/2014 – 09/2015	Head of Corporate Strategy Sonae - SGPS, S.A., Porto (Portugal)

01/2013 – 04/2014	Head of Cloud Business Unit Portugal Telecom, Lisbon (Portugal)
02/2011 – 01/2013	Manager - Innovation Management Portugal Telecom, Lisbon (Portugal)
10/2009 – 01/2011	Associate McKinsey & Company, Lisbon (Portugal)
04/2005 – 07/2007	Business Analyst McKinsey & Company, Lisbon (Portugal)
10/2003 – 12/2004	Brand Manager JW Burmester, S.A., New York City (United States)

EDUCATION AND TRAINING

08/2007 – 07/2009	MBA London Business School, London (United Kingdom)
05/2004 – 10/2004	Certificate in Business Management New York University, New York City (United States)
09/1998 – 07/2003	Degree in Economics FEP - Faculdade de Economia (University of Porto), Porto (Portugal)

PERSONAL SKILLS

Mother tongue(s) Portuguese

Foreign language(s)	UNDERSTANDING		SPEAKING		WRITING
	Listening	Reading	Spoken interaction	Spoken production	
English	C2	C2	C2	C2	C2
French	B2	B2	B2	B2	B2
Spanish	B2	B2	B2	B2	B2
Italian	B2	B2	B2	B2	B2

Levels: A1 and A2: Basic user - B1 and B2: Independent user - C1 and C2: Proficient user
Common European Framework of Reference for Languages

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

**REPORT ON INDIVIDUAL AND COLLECTIVE SUITABILITY IN THE TERMS AND FOR
THE PURPOSES OF ARTICLES 30 TO 32 OF THE PORTUGUESE GENERAL REGIME
FOR CREDIT INSTITUTIONS AND FINANCIAL COMPANIES, REGARDING THE
PROPOSED MEMBERS FOR THE BOARD OF DIRECTORS OF SONAE - SGPS, S.A.
FOR THE MANDATE 2019-2022**

**REPORT ON INDIVIDUAL AND COLLECTIVE SUITABILITY IN THE TERMS AND FOR THE PURPOSES
OF ARTICLES 30 TO 32 OF THE PORTUGUESE GENERAL REGIME FOR CREDIT INSTITUTIONS AND
FINANCIAL COMPANIES, REGARDING THE PROPOSED MEMBERS FOR THE BOARD OF DIRECTORS
OF SONAE - SGPS, S.A. FOR THE MANDATE 2019-2022**

A – FRAMEWORK

The Shareholders' Remuneration Committee of Sonae - SGPS, S.A., a public listed company with shares admitted to trading in the Euronext Lisbon regulated market, with the tax number 500 273 170, and head office at Lugar do Espido, Via Norte, Maia, with the share capital of € 2 000 000 000 (hereinafter "Sonae") is, in the terms set forth in the "Selection and Assessment Policy for Membership of the Statutory Governing Bodies", approved at Sonae's Shareholders' General Meeting held on the 16th December 2015, the body responsible for the assessment of the suitability of the members of the management and auditing bodies, pursuant to paragraph 2 of article 30 of the General Regime of Credit Institutions and Financial Companies (hereinafter "RGICSF").

RGICSF is applicable to Sonae pursuant to the set forth in paragraph 1 of article 117.^o of RGICSF since, as a holding company, within the multitude of activities developed by its subsidiaries and shareholdings, is included a financial company, Sonaegest – Sociedade Gestora de Fundos de Investimento, S.A., in which Sonae holds the majority of voting rights.

This Report constitutes, pursuant to paragraph 1 of article 30-A of the RGICSF, the internal verification, undertaken by the competent entity within the company, to assess the suitability of the members proposed for the Board of Directors of Sonae for the mandate 2019-2022, and is made in accordance with paragraph 3 and to the effect of paragraph 9 of the same legal provision, being the Bank of Portugal the competent entity to evaluate the authorisation process, pursuant to paragraph 1 and the following paragraphs of article 30-B of RGICSF.

The present Report shall, in accordance with paragraph 7 of article 30-A of RGICSF, include the preparatory information for the upcoming electoral Shareholders' General Meeting that, together with the information required by subparagraph d) of paragraph 1 of article 289 of the Portuguese Companies Act and by paragraph 5 of article 30-A of RGICSF, shall be made available to the shareholders and disclosed to the market, with the presentation of the corresponding proposal for election.

This Report was prepared in accordance with the information provided by the candidates, the answers provided by them in the Questionnaire submitted pursuant to the Bank of Portugal Instruction no. 23/2018 (hereinafter the "Questionnaire"), the collective assessment of Sonae's management body and complies with articles 30 to 32 of RGICSF, applicable pursuant to paragraphs 1 and 4 of article 117 of RGICSF.

The assessment was made in compliance with the proportionality principle referred to in paragraph 5 of article 30 of RGICSF, and took into consideration the fact that this is both an individual and collective assessment of

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Lugar do Espido Via Norte	Fax (+351) 22 9487722
Apartado 1011	geral@sonae.pt
4471-909 Maia	
Portugal	www.sonae.pt

the members of the management body of a holding company which, among a majority of non-financial activities, also controls a financial company, subject to the legal framework herein mentioned.

The collective assessment referred to in paragraph 4 of article 30 of RGICSF and in subparagraph a) of paragraph 2 of article 2 of the Instruction 23/2018 is supported by the Matrix drawn in accordance with Appendix II to the aforementioned Instruction.

The results of the evaluation and the conclusions of the present Report were taken by unanimity of the participating members. In the determination of the parameters in evaluation and of the conclusions of the assessment of the respective individual and collective suitability, the member of the Shareholders' Remuneration Committee, Carlos António Rocha Moreira da Silva, did not participate nor expressed any opinion, considering that he is concerned in the evaluation as a candidate to the Board of Directors. The participation of the majority of the members of the Shareholders' Remuneration Committee was ensured.

B – ASSESSMENT PARAMETERS

1. List of the members for the Board of Directors

The proposal to be presented by Efanor Investimentos, SGPS, S.A., at Sonae's Shareholders' General Meeting, for the Board of Directors for the four-year mandate 2019-2022 is, as informed to this assessing entity, pursuant to paragraph 3 of article 30-B of RGICSF, composed of the following list:

Board of Directors:

- Duarte Paulo Teixeira de Azevedo (re-appointment)
- Ângelo Gabriel Ribeirinho dos Santos Paupério (re-appointment)
- José Manuel Neves Adelino (re-appointment)
- Margaret Lorraine Trainer (re-appointment)
- Marcelo Faria de Lima (re-appointment)
- Maria Cláudia Teixeira de Azevedo
- Carlos António Rocha Moreira da Silva
- Philippe Cyriel Eloide Haspeslagh
- Fuencisla Clemares
- João Pedro Magalhães da Silva Torres Dolores

Out of the ten directors proposed to be appointed to the Board of Directors, five of them have already been board members of Sonae and, accordingly, with regards to them this constitutes a re-appointment for a new mandate.

2. Parameters of Suitability in the Individual Assessment

A – Suitability – article 30-D RGICSF. In the assessment of the suitability of the members it was objectively considered the capacity to carefully and thoughtfully decide; the constancy in performance ensuring reliability, loyalty and transparency; the usual and timely fulfilment of the fiduciary duties; the alignment with the principles and values of governance good practices and any other factors relevant in light of article 30-D of RGICSF.

B – Professional Qualification – article 31 RGICSF. In the assessment of the professional qualification it was taken into account the existence of the necessary qualifications for the role to be developed; the availability to, consistently, maintain updated knowledge aiming at an excellent performance in accordance with the goals identified by the respective governing body; the experience in previous roles; and assessment skills regarding activity risk factors, in the terms set forth in article 31 of RGICSF.

C – Independence – article 31-A RGICSF. In the assessment of the independence, consideration was given to the capacity to exercise directors' duties in an impartial and autonomous way, as set forth in article 31-A of the RGICSF.

D – Without prejudice to the aforementioned, but rather reinforcing its purpose, the following additional principles of the "Selection and Assessment Policy for Membership of the Statutory Governing Bodies" were also considered in the parameters assessment:

- Prior experience in senior positions at similar companies or organisations, which would allow the candidates to:

1. Evaluate, challenge and develop the most senior managers of the Company;
2. Evaluate and challenge the corporate strategy of the group and its main subsidiaries;
3. Evaluate and challenge the operational and financial performance of the Company;
4. Evaluate the level of compliance of Sonae values by the organisation.

3. Parameters of Suitability in the Collective Assessment

Considering that the Board of Directors is a collective body, it was assessed the balance of its composition, aiming at ensuring appropriate professional qualification and expertise required for the fulfillment of the legal and statutory duties connected to the competency of the body.

It was also taken into account the contribution of each individual candidate in order for the ensemble of the Board of Directors holding namely the following skills:

- A profound and international understanding of the principal sectors activity of the companies in Sonae's portfolio, including the activity developed by the financial institution Sonaegest;
- Knowledge of the main markets and geographies where the main businesses operate;
- Knowledge and competencies, in terms of management skills and technologies, which are decisive for the success of sizeable businesses operating in the same sectors of activity as Sonae;
- Specialised knowledge necessary for the proper performance of the specialised committees of the Board of Directors;

- Interpersonal skills, clarity of purpose, analytical capacity, synthesis and communication skills required to allow the candidates to handle many diverse and complex topics within timeframes that are suitable for a high quality and timely fit decision-making process.

It was evaluated the fulfilment of the regime for balanced representation between men and women in the statutory governing bodies of the companies of the corporate public sector and of listed companies, as approved by Law no. 62/2017, of 1st August 2017.

In the conclusions of the collective assessment consideration was given to the information used to complete the Matrix of Appendix II to the Bank of Portugal Instruction no. 23/2018.

C – CONCLUSIONS OF THE INDIVIDUAL ASSESSMENT

Duarte Paulo Teixeira de Azevedo (re-appointment)

1.1 Assessment of the Suitability parameter

Duarte Paulo Teixeira de Azevedo is the Chairman of the Board of Directors of Sonae and Co-CEO, being proposed his re-appointment as a non-executive member of the Board of Directors.

He has performed roles of high responsibility and complexity in many high dimension companies of Sonae's portfolio since 1988. Reference is given to his position as executive director of Sonae from 1998 until 2007, Chairman of the Board of Directors of the financial company, Sonaegest - Sociedade Gestora de Fundos de Investimento, S.A. from 2009 until 2013 and Chairman of the Board of Directors and Co-Ceo of Sonae since 2015 and until the present date.

Besides the abovementioned roles, it is of special reference, considering its importance and size as well as the fact that there are entities subject to regulatory supervision, the roles as Chairman of the Board of Directors of companies with securities admitted to trading in the Euronext Lisbon – Sonae Indústria, SGPS, S.A., Sonae Capital, SGPS, S.A., Sonaecom SGPS, S.A., among others, the strategy of which is strongly associated to his vision such as Optimus Telecomunicações, S.A., Sonae MC/Modelo Continente, SGPS, S.A.

It is ascertained that its upbringing and respect for ethics high standards, as well as the way in which he acts and influences the Group that he heads and that is expressed in Sonae's Code of Ethics and Conduct that incorporates his vision and values and determines both his practice and the exigence imposed on to the teams he interacts with or manages. It is recognised his commitment to Sonae's long term sustainability, underpinned by integrity, focus on education and constant update of knowledge and alignment with the challenges of modernity in many sectors and geographies. As a shareholder and Chairman of the Board of Directors of Efanor Investimentos, SGPS, S.A., Sonae's controlling company, his intervention has been oriented by a permanent concern with the selection of highly trained teams with impeccable reputation and that hold interpersonal skills that empower them to have an independent and informed voice, that adds value to the collective bodies of the companies within the Group in which they participate, including the management and auditing bodies of Sonae itself.

In the assessment of this parameter it was positively evaluated the thorough and conscious decision-making capacity underpinned by exigence, reliability of action, credibility, loyalty and transparency, as well as in the knowledge and strict compliance with his fiduciary duties. As detailed in Part 5 of the Questionnaire, there is no circumstance that is relevant to the present assessment, namely the ones set forth in subparagraph a) of paragraph 3 of article 30-D of the RGICSF, such declarations not being contradicted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2 Assessment of the Professional Qualification parameter

In the assessment of the professional qualification it was recognised the existence of the required qualifications for the role to be performed, both considering education and adequate professional experience.

He has a degree in chemical engineering by École Polytechnique Federale de Lausanne (1986), an MBA by Porto Business School (1989) and international executive education: Executive Retailing Program by Babson College (1994); Strategic Uses of Information Technology Program by Stanford Business School (1996); Breackthrough Program for Senior Executives by IMD Lausanne (2002); Prometeus program by London Business School (2008) and Coporate Level strategy by Harvard Business School (2012).

He has been exercising, during many years, positions of high responsibility as an executive and non-executive director of many companies and large entities, as described in Part 6 of the Questionnaire where it is included, among others, in the financial sector, the position of Chairman of the Board of Directors of the financial company Sonaegest, Sociedade Gestora de Fundos de Investimento, S.A. between 2009 and 2013.

It has been recognised for many years its expertise on matters involving a number of activities of Sonae and its affiliates, including the risks to which they are exposed, in the terms set forth by article 31 of RGICSF, having more than satisfactorily complied with all the parameters of the evaluation and requirements for the position, considering his experience, extended knowledge, and evaluation and supervision capacity.

1.3 Assessment on the independence parameter

The member to be appointed does not meet some of the requirements on independence pursuant to paragraph 2 of article 31 of the RGICSF and points 8.1, 8.3 and 8.4 of Part 8 of the Questionnaire, considering the fact that this member is a minority shareholder and Chairman of the Board of Directors of Efanor Investimentos, SGPS, S.A., Sonae's controlling company being directly and indirectly, through a controlled company, holder of a minor shareholding in Sonae, as disclosed to the market in compliance with the legal duties imposed to persons discharging managerial responsibilities pursuant to article 248 of the Portuguese Securities Code (such circumstances already existing when he was appointed as a Chairman of the Board of Directors of Sonae as well as Co-CEO of this company, authorised by the Bank of Portugal, both in Efanor and Sonae). This candidate has also held positions in Sonae and in companies in which Sonae holds a shareholding, over the last 5 years. He is also the brother of candidate Maria Cláudia Teixeira de Azevedo, evaluated below, who, as well as this candidate, is a minority shareholder and member of the Board of Director of Sonae's controlling company Efanor Investimentos, SGPS, S.A.. Finally, he is the son of Maria Margarida Carvalhais Teixeira de Azevedo, who is as well a minority shareholder and member of the Board of Director of Sonae's controlling company Efanor Investimentos, SGPS, S.A. and who also holds a minority stake in Sonae.

The abovementioned circumstances do not constitute a sizeable or important risk for Sonae that determines the adoption of other measures beyond the control performed by the Board of Directors, as a collective body composed of an adequate number of independent members, and by the Statutory Internal Auditor and the Statutory External Auditor, pursuant to the applicable law and corporate governance good practices applicable to listed companies and accordingly subject to supervision. It is additionally considered the rules of the Board of Directors' Regulation (available at Sonae's website at <https://www.sonae.pt/en/investors/government-of-society/>) regarding the intervention restriction imposed on members of the Board when approving resolutions in relation to which such members are in a conflict of interests (article 12 of the Board of Directors' Regulation), which are deemed to be suitable and sufficient mechanisms to prevent any potential conflict.

2. Collective Assessment

The experience and contribution of Duarte Paulo Teixeira de Azevedo, with the skills weighted in the terms set forth in Appendix II to Instruction no. 23/2018 and in RGICSF, fulfil the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and of paragraph 4 of article 30 of the RGICSF. The member to be elected contributes to the collective suitability of the Board of Directors due to his extended experience in performing executive and non-executive positions, both within and outside Sonae Group, thereby qualifying the body with the necessary skills for the decision-making process of strategic decisions as well as for the evaluation and risk mitigation processes applicable to the Company.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

Ângelo Gabriel Ribeirinho dos Santos Paupério (re-appointment)

1.1 Assessment of the Suitability parameter

Ângelo Gabriel Ribeirinho dos Santos Paupério is a member of the Board of Directors of Sonae as well as Co-CEO, being proposed his re-appointment to the new mandate as a non-executive member of the Board of Directors.

He has performed executive roles of high responsibility and complexity in many large size companies acting in many business sectors and geographies, since 1989. As an example of companies subject to the Portuguese Securities Market Commission Supervision (all of them) and Bank of Portugal (Sonae and Sonaegest) supervision, the following companies listed in Euronext Lisbon and supervised by the competent authorities: Executive Vice-Chairman, CFO and Chairman of the Finance Committee between 1996 and 2007 of the Board of Directors of Sonae and Co-CEO of the same company since that date until the present date; Executive Chairman of the Board of Directors of Sonaecom, SGPS, S.A., since 2007 and up until the present date; Executive Chairman of the Board of Directors of NOS, SGPS, S.A. since 2013 and up until the present date;

Chairman of the Board of Directors of the financial company Sonaegest – Sociedade Gestora de Fundos de Investimento, S.A. between 2013 and 2016.

When considering his professional and personal behaviour, consideration was given to his competency, thoroughness and high criteria and demand, ethical behaviour in line with the values and principles incorporated in Sonae's Code of Ethics and Conduct, informed and proactive performance, evidencing communication and ideas challenging skills, and his overall high reputation both before the teams he works with or manages and as well as with Sonae's stakeholders.

In the assessment of this parameter it was positively evaluated his weighted and detailed decision-making capacity underpinned by exigence, reliability of action, credibility, loyalty and transparency, as well as in the knowledge and strict compliance with his fiduciary duties. As detailed in Part 5 of the Questionnaire, there is no circumstance that is relevant to the present assessment, namely the ones set forth in subparagraph a) of paragraph 3 of article 30-D of the RGICSF, such declarations not being contradicted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2 Assessment of the Professional Qualification Parameter

In the evaluation of this parameter it was recognised the existence of the necessary qualifications for the position, either considering education as well as the adequate professional experience.

He has a degree in Civil Engineering by Faculdade de Engenharia da Universidade do Porto (1982) and a MBA (Master Business Administration) by Porto Business School (1989).

He has been exercising, during many years, positions of high responsibility as an executive and non-executive director of many companies and large entities, as described in Part 6 of the Questionnaire where it is included, among others, in the financial sector, the position of Chairman of the Board of Directors of the financial company Sonaegest, Sociedade Gestora de Fundos de Investimento, S.A. between 2000 and 2015, and since 2014 up until the present date, the position of Chairman of the Board of Directors of an electronic money institution, Sonae Financial Services, SA.

It has been recognised for many years its expertise on matters involving a number of activities of Sonae and its affiliates, including the risks to which they are exposed, in the terms set forth by article 31 of RGICSF, having more than satisfactorily complied with all the parameters of the evaluation and requirements for the position, considering his experience, extended knowledge, and evaluation and supervision capacity.

1.3 Assessment of the Independence parameter

The member to be appointed does not meet some of the independence requirements set forth in paragraph 2 of article 31-A of the RGICSF and in points 8.1, 8.3 and 8.4 of Part 8 of the Questionnaire, due to the fact that he is a member of the Board of Directors of Efanor Investimentos, SGPS, S.A., the controlling company of Sonae, being, through controlled subsidiaries, holder of a minority shareholding in Sonae disclosed to the market in compliance with the duties imposed to the persons discharging managerial responsibilities by article 248 of the Portuguese Securities Code. The candidate has held positions in Sonae and its affiliates over the past 5 years

(in parallel with his role as member of the Board of Directors of Sonae, as well as Co-CEO, as authorised by the Bank of Portugal both for Efanor as well as for Sonae).

The abovementioned circumstances do not constitute a sizeable or important risk for Sonae that determines the adoption of other measures beyond the control performed by the Board of Directors, as a collective body composed of an adequate number of independent members, and by the Statutory Internal Auditor and the Statutory External Auditor, pursuant to the applicable law and corporate governance good practices applicable to listed companies and accordingly subject to supervision. It is additionally considered the rules of the Board of Directors' Regulation (available at Sonae's website at <https://www.sonae.pt/en/investors/government-of-society/>) regarding the intervention restriction imposed on members of the Board when approving resolutions in relation to which such members are in a conflict of interests (article 12 of the Board of Directors' Regulation), which are deemed to be suitable and sufficient mechanisms to prevent any potential conflict.

2. Collective Assessment

The experience and contribution of Ângelo Gabriel Ribeirinho dos Santos Paupério, with the skills weighted in the terms set forth in Appendix II to Instruction no. 23/2018 and in RGICSF, fulfil the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and of paragraph 4 of article 30 of the RGICSF. The member to be elected contributes to the collective suitability of the Board of Directors due to his extended experience in performing executive and non-executive positions, within Sonae Group, as well as for his more than 20 year long background as an executive member of the Board of Directors of Sonae, which allows him to have a particular knowledge of the activities developed by the Group, as well as of the risks to which it is exposed to.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

José Manuel Neves Adelino (re-appointment)

1.1. Assessment of the suitability parameter

José Manuel Neves Adelino is since 2007 non-executive director of the Board of Director of Sonae, being proposed his re-appointment.

During his professional career he held and holds relevant positions as lecturer and academic management of reputed institutions and in the management of large and demanding companies scrutinised in the respective markets and fields of acting, among which it is highlighted: Dean of the University of Lisbon Faculty of Economics and Professor in the same institution, Dean of the MBA Program and other executive programs of the same institution; invited teacher in many national and international universities; member of the Board of Directors of BPA (1992-1994), Member of the Statutory Audit Board of BPI (2008-2014); Member of the Investment Committee of Fundo Caravela (2003-2004); Member of the Board of Directors and Chairman of the Audit

Committee of Cimpor (2010-2014); head of Finance and Investment in the Calouste Gulbenkian Foundation (2014 – present date).

The suitability of the appointee is seen in the thorough, informed and interventive manner with which during several years he has been exercising his role at Sonae. His professional and personal conduct shows competency, thoroughness, exigence and criteria, leading to an ethical behaviour in accordance with the principles and values incorporated in Sonae's Code of Ethics and Conduct and put in action through an informed and forethought active action.

There is no circumstance, as results from Part 5 of the Questionnaire, to be detailed, namely the ones set forth in subparagraph a) of paragraph 3 of article 30-D of RGICSF, not being such declarations contradicted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the evaluation of this parameter it was recognised the existence of the necessary qualifications for the position, either considering education as well as the adequate professional experience.

He has a degree in Finance by Universidade Técnica de Lisboa (1972) and a DBA in Finance by Kent State University (1981).

He has been holding, during many years, positions of high responsibility as lecturer in recognised national and international institutions in the fields of economics and finance and in the executive and non-executive administration of many large, both financial and non-financial, companies, subject to their respective supervisory authorities, in the terms set forth in Part 6 of the Questionnaire.

He has, during several years, recognised expertise in several of Sonae's and its affiliates' activities, including regarding the risks posed to such activities, in the terms described in article 31 of the RGICSF, positively fulfilling, by his experience and extended knowledge, evaluation and supervising capacity, all the parameters of the evaluation and requirements for the position.

1.3. Assessment of the Independence parameter

The appointee is independent pursuant to paragraphs 1 and 2 of article 31-A of the RGICSF and Part 8 of the Questionnaire. The only position held at Sonae is of independent non-executive member of the Board of Directors, and, since 2015, senior independent non-executive director, not having any other activity or position in companies controlling or controlled by Sonae.

The professional profile of the member to be appointed does not show the existence of any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party unduly influence.

2. Collective Assessment

The experience and contributions of José Manuel Neves Adelino with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and in the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be elected qualifies the Board of Directors to the strategic management of Sonae's national and international portfolio, contributing to the collective body with his long-standing experience in several business sectors, both in the financial area, as well as in the top management of complex organisations, allowing him to effectively contribute for the discussion and evaluation of many questions raised by the normal course of the company's business, to assess financial issues linked to the business and for the reflexion and decision on the strategies to adopt.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, are fulfilled and this Commission has no knowledge of the existence of any other information contradicting the conclusions reached.

Margaret Lorraine Trainer (re-appointment)

1.1. Assessment of the Suitability parameter

Margaret Lorraine Trainer holds, since 2015, a position of non-executive independent director of the Board of Directors of Sonae, being proposed her re-appointment for the new mandate.

The member to be appointed shows, by the word-class performance of her duties as non-executive independent director of Sonae – alongside with the roles exercised by the member in international organisations of the financial and non-financial sector of large and reputation – to hold strong responsible, thoughtful and careful, consistent and trustworthy conduct, complying with the duties resulting from the exercise of her role as a non-executive independent member of the Board of Directors.

The professional activity of the member to be re-appointed, as described in the Questionnaire subscribed by her, shows a broad experience in top management positions in internationally reputed entities, either financial and non-financial, and subject to sectorial supervision. The suitability of the professional and personal performance of the member to be appointed are confirmed by the declaration incorporated in Part 5 of the Questionnaire provided in the terms set forth in paragraph 5 of article 30-D of the RGICSF, either regarding her professional activity and regarding the management of her personal affairs, not being such declarations refuted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the assessment of this parameter it was recognised the existence of sufficient professional qualifications necessary to the position to be held, both regarding education as well as adequate professional experience.

The member to be appointed has an academic background and specialised training from teaching institutions internationally reputed, having, during many years, developed her activity in the human resources field. With a gradual exercise of non-executive roles since 2005, the member maintains the professional emphasis in the same field of expertise, exercising at the present date, besides the positions held as a non-executive independent director of Sonae, positions has non-executive director of two English public companies and also plays a role in the committees of the respective Boards of Directors as Chairman of the remuneration committee and member of the audit and nomination committee.

The professional experience of the member to be appointed suits the dimension, strategy, complexity and risks to which to company is exposed, considering the relevant experience in senior positions in similar companies, allowing her to evaluate, challenge and develop the most senior managers of the company, the group strategy as well as the strategy of its main subsidiaries and Sonae's own performance, namely in her fields of experience.

She has expertise, over many years, on the matters concerning the main activity factors of Sonae and its affiliates, including regarding the risks to which they are exposed, in the terms framed by article 31 of the RGICSF, positively fulfilling, by her experience, extended knowledge, evaluation and supervisory capacity, all the parameters of evaluation and requirements for the position to be held.

1.3. Assessment of the Independence parameter

The member is independent as per paragraphs 1 and 2 of article 31-A of the RGICSF and Part 8 of the Questionnaire. The only position held in Sonae is of non-executive member of the Board of Directors, and does not perform any other activity or role in any controlling or controlled companies.

The professional profile of the member to be appointed does not show the existence of any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party unduly influence.

2. Collective Assessment

The experience and contributions of Margaret Lorraine Trainer with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and in the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be appointed enables the Board of Directors to strategically manage the company's portfolio by her long-stand experience in the fields of management of change and specifically in the fields of coaching, behaviour, reward and talent recruitment.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, are fulfilled and this Commission has no knowledge of the existence of any other information contradicting the conclusions reached.

Marcelo Faria de Lima (re-appointment)

1.1. Assessment of the Suitability parameter

Marcelo Faria de Lima is a non-executive member of the Board of Directors of Sonae since 2015, being proposed his re-appointment for a new mandate.

In his experience as Sonae's non-executive independent director he shown a constantly responsible, thoughtful and cautious behaviour, complying with the duties linked to the exercise of his position as a non-executive independent member of the Board of Directors.

His professional experience, as listed in the Questionnaire undersigned by him, is composed of a multitude of top management roles in reputed national and international entities both financial and non-financial, subject to supervision by the competent local authorities. The suitability of his professional and personal conduct as a member to be appointed to the Board of Directors is evidenced, either in relation to its professional activities as well as by the management of his personal affairs, in Part 5 of the Questionnaire submitted pursuant to paragraph 5 of article 30-D of the RGICSF, not being such declarations refuted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the evaluation of this parameter it was recognised the existence of the necessary qualifications for the position to be held, both in terms of education as well as in terms of an adequate professional experience.

The member to be re-appointed has a degree in Economics by Pontifício Universidade Católica de S.Paulo (1985).

He has, since 1996, an extensive experience in top management positions in companies with high dimension, namely listed companies with shares admitted to trading, based on many geographies and continents and acting in several business sectors, whereby he holds positions of member or Chairman of the Board of Directors, between which is pointed out, besides Sonae itself, the Brazilian listed company Alter Consultoria e Seguros, SA with shares admitted to trading in BM&Fbovespa, the listed Turkish company Klimsan Klima Sanany ve Ticaret A.S. with shares admitted to trading in Istanbul Stock Exchange, the Brazilian listed company Restoque Comércio e Confeções de Roupas, SA with shares admitted to trading in BM&Fbovespa, the Brazilian listed company Metalfrio Solutions, SA with shares admitted to trading in BM&Fbovespa and the Brazilian company Artesia Gestão de Recursos.

His experience is appropriate considering the dimension and international strategy of Sonae and its subsidiaries.

He has expertise over the matters involving many factors concerning Sonae and its subsidiaries' activities, including the risks to which they are exposed, in the terms framed by article 31 of the RGICSF, positively fulfilling all the parameter of the evaluation and the ones required for the position to be held, either by his experience as well as by his extended knowledge, evaluation and supervision capacity.

1.3. Assessment of the Independence parameter

The member is independent in accordance to the terms of paragraphs 1 and 2 of article 31-A of the RGICSF and Part 8 of the Questionnaire. The only position he holds at Sonae is of non-executive member of the Board of Directors, not having any other activity or position in companies controlling or controlled by Sonae.

The professional profile of the member to be appointed does not show the existence of any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party unduly influence.

2. Collective Assessment

The experience and contributions of Marcelo Faria de Lima with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and in the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be appointed contributes to the collective body, qualifying the body to make strategic decisions and to resolve several issues to be assessed by the collective body as a whole, by his multicultural and diversified vision in several markets, including capital markets, financial markets and management of companies at international level.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

Maria Cláudia Teixeira de Azevedo

1.1. Assessment of the Suitability parameter

Maria Cláudia Teixeira de Azevedo is a proposed executive member to the Board of Directors of Sonae.

She has, since 2003, held positions of high responsibility and complexity in many large companies within Sonae's portfolio, in which stands out, by its importance and dimension as well as by the fact that such companies are subject to supervision of the competent local authorities, both as an executive and non-executive member of the Board of Directors, of listed companies in Euronext Lisbon – Sonae Capital, SGPS, S.A., Sonaecom, SGPS, S.A., NOS – SGPS, S.A. as well as in the Board of Directors of many companies that develop their activities in the international market in the IT sector.

Her personal and professional behaviour is in line with the values and principles incorporated in Sonae's Code of Ethics and Conduct.

It was positively evaluated her compromise with Sonae's long-term sustainability and the protection of the stakeholders' interests, based on a thorough, informed and respectful management of the corporate governance best practices.

As a shareholder and member of the Board of Directors of Efanor Investimentos, SGPS, S.A., company controlling Sonae, she has promoted the appointment of experienced and high qualified teams, of impeccable reputation, and that hold interpersonal skills that empower them to have an independent and informed voice, that adds value to the collective bodies of the companies within the Group in which they participate.

In the assessment of this parameter it was positively evaluated the thoughtful and weighted decision-making capacity resting on demanding, reliability in behaviour, credibility, loyalty and transparency, as well as in the knowledge and thorough compliance with her fiduciary duties. It was not identified any circumstance to be detailed, as results from Part 5 of the Questionnaire, namely the ones set forth in subparagraph a) of paragraph 3 of article 30-D of the RGICSF, not being such declarations refuted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the assessment of the professional qualification it was recognised the existence of the necessary qualifications to the position to be held, either considering education as well as adequate professional experience.

She has a degree in Management by Universidade Católica Portuguesa (1994) and a MBA by INSEAD, Fontainebleau, France (2000).

She has been holding, over many years, positions of high responsibility in the executive and non-executive management of many large companies and entities, in the terms described in Part 6 of the Questionnaire.

It is recognised her expertise, over the years, in many subjects involving several factors related to Sonae and its affiliates' activities, including regarding the risks they are exposed to, in the terms framed by article 31 of the RGICSF, positively fulfilling, by her experience, extended knowledge, evaluation and supervision capacity all the evaluation parameter as well as the requirements for the position to be held.

1.3. Assessment of the Independence parameter

The member to be appointed does not fulfil some of the independence requirements set forth in paragraph 2 of article 31-A of the RGICSF and in points 8.1, 8.3 and 8.4 of Part 8 of the Questionnaire, by virtue of: being a minority shareholder and member of the Board of Directors of Efanor Investimentos, SGPS, S.A., the controlling company of Sonae, and holding directly and indirectly, throughout her controlled company, a minority shareholder in the share capital of Sonae, as disclosed to the market in compliance with the duties imposed to persons discharging managerial responsibilities by article 248 of the Portuguese Securities Code. She has exercised several positions in Sonae's subsidiaries over the last 5 years. She is also the sister of Duarte Paulo Teixeira de Azevedo, also a member to be appointed, and the daughter of Maria Margarida Carvalhais Teixeira

de Azevedo, also a minority shareholder and member of the Board of Directors of Efanor Investimentos, SGPS, SA.

The abovementioned circumstances do not place a risk for Sonae either by its dimension as well as by its importance, that determines the adoption of other measures besides the control performed by the Board of Directors, as a collective body, composed of an adequate number of independent members, and by the Statutory Internal Auditor and the Statutory External Auditor, in accordance with the law and governance best practices applicable to listed supervised companies. It is additionally considered the rules of the Board of Directors' Regulation (available at Sonae's website at <https://www.sonae.pt/en/investors/government-of-society/>) regarding the intervention restriction imposed on members of the Board when approving resolutions in relation to which such members are in a conflict of interests (article 12 of the Board of Directors' Regulation), which are deemed to be suitable and sufficient mechanisms to prevent any potential conflict.

2. Collective Assessment

The experience and contributions of Maria Cláudia Teixeira de Azevedo with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be appointed enables the board of directors to make strategic decisions for Sonae, as well as for the evaluation and mitigation of the risks to which the company is exposed to, with her broad experience both in executive and non-executive positions, both within Sonae Group, as well as in companies outside that perimeter.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

Carlos António Rocha Moreira da Silva

1.1. Assessment of the suitability parameter

Carlos António Rocha Moreira da Silva is a proposed non-executive member for the Board of Directors of Sonae.

His professional experience, as detailed in the Questionnaire signed by him, is composed of a multitude of top management positions in international reputed entities, both of financial and non-financial nature, subject to supervision of the local authorities. The suitability of its professional and personal behaviour is demonstrated, both in what concerns his professional activities as well as in the management of his own businesses, in the declarations incorporated in Part 5 of the Questionnaire submitted pursuant to paragraph 5 of article 30-D of the RGICSF, not being such declarations refuted by any other information. Additionally, the proposed shareholder confirms the information provided for in section 5 of the Questionnaire attached to the Instruction 23/2018 of the Bank of Portugal signed by him.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the evaluation of this parameter it was recognised the necessary qualifications for the position to be held, both concerning education, as well as adequate professional experience.

The member to be appointed has a degree in Mechanical Engineering by the University of Oporto (1975), has a master in Management Science and Operational Research by the University of Warwick (1978) and a Phd in Management Sciences also by the University of Warwick (1982).

He has, since 1987, long experience holding positions as member of the board of directors of many large companies in a multitude of geographies, both of a financial and non-financial nature, subject to the supervisions of CMVM (Sonae Indústria, SGPS, S.A.) as well as of the latter and Bank of Portugal (Banco BPI, between 2006 and 2014).

His experience has been shown over the years by holding executive and non-executive board roles in large and complexity companies, namely as a board member of EDP, Eletricidade de Portugal, E.P., Chairman of the Board of Directors of Sonae Tecnologias de Informação, Chairman of the Board of Directors of Sonae Indústria, SGPS, S.A., Chairman of the Board of Directors of TVI – Televisão Independente, S.A., and member of the Board of Directors of Banco BPI. The extension and level of responsibility certified by his experience in board positions in both financial and non-financial companies, enable him to perform his with special qualification, being aware of his fiduciary duties associated to the role of non-executive member of the Board of Directors of Sonae.

He has expertise over many subjects involving a multitude of Sonae and its affiliates' activities, including the risks to which they are exposed, in the terms framed by article 31 of the RGICSF, being both his profile and experience suitable to the dimension and international strategy of Sonae and its affiliates, positively fulfilling the demands and requirements of the position.

1.3. Assessment of the Independence parameter

The member to be appointed does not fulfil some of the independence requirements set forth in paragraph 2 of article 31-A of the RGICSF as well as of points 8.1, 8.3 and 8.4 of Part 8 of the Questionnaire, by virtue of being a member of the Board of Directors of Efanor Investimentos, SGPS, S.A., company controlling Sonae, and also holding a minority shareholding of approximately 0.001% in Sonae's share capital.

The abovementioned circumstances do not pose a high or significant risk to Sonae that requires the adoption of other measures besides the control performed by the Board of Directors, as a collective body, composed of an adequate number of independent members, as well as by the Statutory Internal Auditor and Statutory External Auditor, according to the law and corporate governance best practices applicable to listed companies, subject to supervision. It is additionally considered the rules of the Board of Directors' Regulation (available at Sonae's website at <https://www.sonae.pt/en/investors/government-of-society/>) regarding the intervention restriction imposed on members of the Board when approving resolutions in relation to which such members are in a conflict of interests (article 12 of the Board of Directors' Regulation), which are deemed to be suitable and sufficient mechanisms to prevent any potential conflict.

2. Collective Assessment

The experience and contributions of Carlos António Rocha Moreira da Silva with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be appointed qualifies Sonae's Board of Directors for making strategic decisions with his broad experience as both an executive and a non-executive member of board of directors in several business sectors, including financial and non-financial sectors, and at a national and international level.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

Philippe Cyriel Elodie Haspeslagh

1.1. Assessment of the Suitability parameter

Philippe Cyriel Elodie Haspeslagh is a proposed non-executive member for Sonae's Board of Directors.

During his long professional experience, he has been a teacher in reputed international institutions, INSEAD, Stanford Business School, Harvard Business School, Vlerik Business School and has held and has been holding, over the years, positions of Chairman and member of the board of directors in many large international companies with activities both in the financial and non-financial sector, subject to supervision and, when applicable, to the supervision in the corresponding markets or areas of activity, among which, namely in the European investment fund Quest for Growth, in the Belgian company Capricorn Venture Partners, in the Belgian entity FNB Belgium – The Family Business Network, in Ardo NV, and the public company Sion Industries, and in Vandermoortele NV.

There is no circumstance, as evidenced by Part 5 of the Questionnaire, to be considered, namely the ones listed in subparagraph a) of paragraph 3 of article 30-D of the RGICSF, and such declarations are not contradicted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the evaluation of this parameter it was recognised the existence of the qualifications required for the position to be held, both in terms of education as well as considering the adequate professional experience.

He has a degree in Commercial Engineering by the University of Lovaina (1972) and a Master in Management by the Vlerick Business School (1973), a Master in Business Administration – MBA – in Harvard Business School

(1977) and a PhD in Companies Management by Harvard Business School (1979) and a graduation in Consultancy and coaching for change by INSEAD (2009).

He has a long-standing experience, expressed in the exercise of roles of both an executive and non-executive nature in boards of directors of many companies and large internationally present entities, namely in the financial sector and accordingly, submitted to the respective supervisor as well as non-financial entities, as detailed in Part 6 of the Questionnaire.

His training and experience qualify the appointee to the clear understanding of Sonae and its affiliates' activities, including the risks to which they are exposed, in accordance with the set forth in paragraphs 1 and 2 of article 31 of the RGICSF.

1.3. Assessment of the Independence parameter

The member to be appointed is independent in accordance with the set forth in paragraphs 1 and 2 of article 31-A of the RGICSF and Part 8 of the Questionnaire.

The professional profile of the member to be appointed does not show the existence of any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party undue influence.

2. Collective Assessment

The experience and contributions of Philippe Cyriel Elodie Haspeslagh with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be appointed contributes to the collective suitability of the Board of Directors with his international knowledge arising from his long-stand experience in several business sectors, which includes the financial sector, as well as with his broad experience holding positions in the board of directors of public companies with family-based control. The member of the Board of Directors has the necessary conditions and capacities to intervene in complex and informed decision-making processes and to supervise the activity of the executive members of the Board of Directors, in his capacity as an independent member of this body.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

Fuencisla Clemares

1.1. Assessment of the Suitability parameter

Fuencisla Clemares is a proposed non-executive member for Sonae's Board of Directors.

The professional activity of the member to be appointed, as described in the Questionnaire signed by her, demonstrates her experience in roles with high level of responsibility in internationally reputed entities. The suitability of her professional and personal behaviour is underlined, both with regards to her professional activity, as well as in the management of her personal affairs, in the declaration incorporated in Part 5 of the Questionnaire submitted pursuant to paragraph 5 of article 30-D of the RGICSF, not being such declarations refuted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the assessment of this parameter it was recognised the existence of the adequate professional qualification for the position to be held, both with regards to the appointee's education as well as with regards to her adequate professional experience.

She has a bachelor in management by the European Business Program (1996), an Exchange Program of MDA by Kellogg Graduate School of Management, University of Chicago, United States of America (1999), and a Master in Business Administration – MBA- by IESE Business School, Navarra University (2000).

She has relevant international experience, namely in the support to the development of areas as retail, e-commerce and digital marketing, in large companies, in the terms set forth in Part 6 of the Questionnaire.

The training and experience presented by the appointee, grants her the capacity and qualification to the understanding of Sonae's activity, as well as the activity of its affiliates, including the risks to which they are exposed, in accordance with the objectives prescribed in paragraphs 1 and 2 of article 31 of the RGICSF.

1.3. Assessment of the Independence parameter

The member to be appointed is qualified as independent, in accordance with the provided for in paragraphs 1 and 2 of the RGICSF and in Part 8 of the Questionnaire.

The professional profile of the member to be appointed does not show the existence of any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party undue influence.

2. Collective Assessment

The experience and contributions of Fuencisla Clemares with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership

of the Statutory Governing Bodies and the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be appointed contributes to the collective suitability of the board of directors with her international experience in companies with retail, e-commerce and digital marketing activity contributing with her knowledge in development strategies in several sectors, including the banking and insurance sectors.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

João Pedro Magalhães da Silva Torres Dolores

1.1. Assessment of the Suitability parameter

João Pedro Magalhães da Silva Torres Dolores is a proposed executive member for Sonae's Board of Directors.

The professional activity of the member to be appointed, as described in the Questionnaire, signed by him, shows experience in top management positions as well as member of boards of directors of companies subject to supervision – NOS, SGPS, S.A. – where he is a non-executive member of the Board of Directors, as well as in many subsidiaries of Sonae. The suitability of his personal and professional behaviour, are attested, both in relation to his professional activity, as well as in his personal life, in the declaration incorporated in Part 5 of the Questionnaire submitted in compliance with paragraph 5 of article 30-D of the RGICSF, not being such declarations refuted by any other information.

Parameters set forth in 30-D of RGICSF have hence been fulfilled.

1.2. Assessment of the Professional Qualification parameter

In the evaluation of this parameter it was recognised the existence of the necessary qualification for the position to be held, both relating to training, as well as with regards to his professional experience pursuant to Part 6 of the Questionnaire submitted.

He has a degree in Economics by the Faculty of Economics of the Oporto University (2003), having a Master in Business Administration by London Business School (2009). He was a teacher of the MBA program in Porto Business School (2016-2018).

He has been, for several years, Head of Group Strategy, Planning and Control, position held simultaneously with the position of Head of Sonae's Corporate Center. He holds positions in the board of directors of many Sonae's affiliates of significant size and with both national and international presence.

Besides the abovementioned professional activity, he has relevant previous experience: Head of the Cloud Business Unit of Portugal Telecom, SGPS, S.A.; vice-head of Innovation Management in Portugal Telecom, SGPS, S.A.; Senior Associate in McKinsey&Company; Brand Manager in JW Burmester&Ca, S.A.

The training and experience presented, the knowledge and understanding of Sonae and its affiliates, of their strategy, of the corporate structure and of the risks posed to their activity give to the appointee the necessary suitability for the exercise of the executive tasks in the Board of Directors, in accordance with the objectives determined by paragraphs 1 and 2 of article 31 of the RGICSF.

1.3. Assessment of the Independence parameter

The member to be appointed does not fulfil all the requirements for independence as show by point 8.3 of Part 8 of the Questionnaire.

Such circumstance does not pose a high or significant risk to Sonae that determines the adoption of any other measures besides the control performed by the Board of Directors, as a collective body, composed of an adequate number of independent members, as well as the Statutory Internal Auditor and the Statutory External Auditor, in accordance with the law and the best corporate governance practices applicable to listed companies that are, accordingly, supervised. It is additionally considered the rules of the Board of Directors' Regulation (available at Sonae's website at <https://www.sonae.pt/en/investors/government-of-society/>) regarding the intervention restriction imposed on members of the Board when approving resolutions in relation to which such members are in a conflict of interests (article 12 of the Board of Directors' Regulation), which are deemed to be suitable and sufficient mechanisms to prevent any potential conflict.

2. Collective Assessment

The experience and contributions of João Pedro Magalhães da Silva Torres Dolores with the skills weighted in Appendix II to the Instruction no. 23/2018 and in RGICSF adheres to the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and the terms establishes by paragraph 4 of article 30 of the RGICSF. The member to be appointed contributes to the collective suitability of the Board of Directors, qualifying the collective for the strategic management of Sonae's national and international portfolio, by his close knowledge to Sonae Group, where he has held positions over the last 4 years, having consolidated his competencies in the fields of corporate strategy and planning and management control. The member to be elected has, additionally, previous professional experience in consulting and management roles, both at a national and international level, in multinational companies of reference in the respective sectors of activity, as defined in this Report.

3. Conclusion

Accordingly, the parameters defined in, and pertaining to the compliance of, articles 30-D to 31-A of RGICSF, both inclusive, are fulfilled and this Commission has no knowledge of the existence of any other information refuting the conclusions reached.

C – CONCLUSIONS OF THE COLLECTIVE ASSESSMENT

The composition of the Board of Directors presents a balanced composition among its members, all of them with relevant experience in senior positions, including in companies with high dimension and aiming to growth similar to Sonae's, showing expertise and adequate profile to respond to the corporate challenges posed, as well as the

ones posed by Sonae's subsidiaries, to the strategic, financial and operational plans, and of the compliance with ethical and practice values adopted by Sonae and also applied to its subsidiaries.

It was verified the existence of an adequate number of non-executive members as well as independent members, both national and foreign, which profile and prominence of the respective career, shows effective contribution capacity for the Board of Directors' good performance, both in relation to its global and articulated operation, as well as with regards to its duties of follow up, supervision and evaluation of the executive management.

Regarding gender representation there are fulfilled the requirements incorporated in Law no. 62/2017.

This evaluation is completed by the Matrix on Collective Assessment, drawn in accordance with Appendix II to the Instruction no. 23/2018 of the Bank of Portugal and the respective conclusions support and confirm the collective assessment of this Report.

Maia, 22nd February 2019

The Shareholders' Remuneration Committee

Artur Eduardo Brochado dos Santos Silva

Francisco de La Fuente Sánchez

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the '**Appointee**')

I **DUARTE PAULO TEIXEIRA DE AZEVEDO** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 18/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website;

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: DUARTE PAULO TEIXEIRA DE AZEVEDO

Date: 18/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION

Pre-authorisation Yes ☒ No ☐

PART 2. INFORMATION ON THE REQUESTING INSTITUTION

2.1. Identification

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐

No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes ☐

No ☒

2.2. Other national financial supervisory authority to which the requesting institution is subject:

Insurance and Pension Funds Supervisory Authority Yes No ☐ ☒

Portuguese Securities Market Commission Yes ☐ ~~No~~ ☐

2.3. Contact person for authorisation and subsequent registration:

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

DUARTE PAULO TEIXEIRA DE AZEVEDOSex: Female ☐ Male ☒

Date of birth 31/12/ 1965 (day/month/year)

District – Sé County – Porto

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 06964487 OZY9

Issued by Portuguese Republic on __/__/__

Expiry date – 31/03/2020

Tax identification number 189980362

Usual address (street / house No / floor)

Rua Marechal do Saldanha, 1142

Town/city Porto Post Code – 4150-653 Country – Portugal

Date of moving to this address 15/01/1995

Telephone number _____ Fax _____

Email _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

	National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
	Bank of Portugal	Efanor Investimentos, SA	Member of the Board of Directors	2012	2015	2014	Yes	Positive
	Bank of Portugal	Efanor Investimentos, SA	Member of the Board of Directors	2017	2020	2017	Yes	Positive
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2000	2002	2000	Yes	Positive
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2003	2006	2003	Yes	Positive
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2007	2010	2007	Yes	Positive
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2011	2014	2011	Yes	Positive
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2015	2018	2015	Yes	Positive
	Bank of Portugal	Sonaegest – Sociedade Gestora de Fundos de Investimento	Chairman of the Board of Directors	2009	2011	2009	Yes	Positive
	Bank of Portugal	Sonaegest – Sociedade Gestora de Fundos de	Chairman of the Board of Directors	2012	2013	2012	Yes	Positive

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

		Investimen to						
	CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
	N/A							

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Non-Executive Chairman of the Board of Directors

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

This Appointee will exercise his role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will requires at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?

Yes ☐ No ☒ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☐ No ☒

Re-appointment

Yes ☒ No ☐

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was a member of the Board of Directors of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons.** Add additional information deemed relevant.

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
Corporate Level Strategy	Management	2012	Harvard Business School
Proteus Program	Management	2008	London Business School
Breakthrough Program for Senior Executives	Management	2002	IMD Lausanne
Strategic Uses of Information Technology Program	Management	1996	Stanford Business School
Executive Retailing Program	Management	1994	Babson College
MBA	Management	1988-1989	Porto Business School
Graduate Degree	Chemical Engineer	1981-1986	École Polytechnique Fédérale de Lausanne

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonaegest – Sociedade Gestora de Fundos de Investimento, SA	€1,007,796.14 (individual Accounts 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee did not had any direct subordinates	2009	2013	Resignation

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonaecom, SGPS, SA (listed company)	€139,559,562 (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	6	1998	1999	End of mandate
		Chairman of the Executive Committee	As determined by law	As determined by law	6	1999	2003	End of mandate
		Chairman of the Executive Committee (from 24 th April 2007)	As determined by law	As determined by law	6	2004	2007	End of mandate

		Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2008	2011	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2012	2014	Resignation
Sonae – SGPS, S.A.	€7.6 billion (aggregated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	7	2000 2003	2002 2006	End of mandate
		Chairman of the Executive Committee	As determined by law	As determined by law	7	2007	2010	End of mandate
		Chairman of the Board of Directors and Co-CEO	As determined by law	As determined by law	7	2011 2015	2014 2018 (in office at the presente date)	N/A
Público – Comunicação Social, SA	€14,389,697 (turnover 2017)	Chairman of the General Counsel	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2002	2007	Resignation
Glunz, AG (renamed Sonae Arauco Deutschland GmbH)	€22,859,880 (turnover by reference to 2017)	Chairman of the General Counsel	As determined by law.	As determined by law.	As a non-executive member the Appointee does not have any direct subordinates	2003	2007	End of mandate
Sonae MC, SGPS, SA (formerly known as Sonae Investimentos, SGPS, SA)	€5,589,557,018 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2007 2011 2014	2010 2014 2018 (in office at the presente date)	End of mandate N/A
Sonae Indústria, SGPS, S.A. (listed company)	€230,978,231 (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2005 2009	2008 2011	End of mandate
		Vice-Chairman of the Board of Directors	As determined by law	As determined by law		2012	2014	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2017	End of mandate

		Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2018	2021 (in office at the presente date)	N/A
MDS, SGPS, SA	€48,759,980 (consolidated amount dec 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2008	2014	End of mandate
Sonae – Specialized Retail, SGPS, SA	Non-available (company merged with Sonae MC, SGPS, SA with effects at 9 th September 2016)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2010	2016	End of mandate
Modelo Continente, SGPS, SA (formerly known as Sonae MC – Modelo Continente, SGPS, SA)	€2,975,278,503 (individual Accounts dec 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2010	2019	N/A
Sonae MC, Serviços Partilhados (formerly known as Sonaecenter, Serviços II, SA)	€103,976,737 (individual turnover by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2013	2018 (in office at the present date)	N/A
Sonae Sierra, SGPS, SA	€173,356,000 (consolidate amount at dec 2017 of the statutory accounts)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2007	2020 (in office at the present date)	N/A
Sonae Capital SGPS, SA (listed company)	€182,330,000 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2015	2018 (in office at the present date)	N/A

Tableros de Fibras, SA (currently Sonae Arauco)	€818,509,478 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2004	2007	End of mandate
Sonae Corporate, SA (previously ZYEVOOLUTION – Investigação e Desenvolvimento, SA)	€3,219,052 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2018	2021 (in office at the present date)	N/A
BA Glass I – Serviços de Gestão e Investimento, SA	Non-available	Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2018	2021 (in office at the present date)	N/A
Belmiro de Azevedo Foundation	N/A	Member of the Board of Curators	As determined by law	As determined by law	N/A	2012	2017	End of mandate
COTEC	N/A	Member of the management	As determined by law	As determined by law	N/A	2012	2015	End of mandate
Efanor Investimentos SGPS, SA	€6,080,273,706 (consolidated turnover by reference to 2017)	Member of the Board of Directors Chairman of the Board of Directors (since May 2018)	As determined by law	As determined by law	None	2000 2004 2008 2012 2017	2003 2007 2011 2015 2020 (in office at the present date)	End of mandate N/A
Imparfin – Investimentos e Participações Financeiras, SA	€6,028,805 (total assets by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	1990	In office at the present date	N/A
Migracom, SA	€8,757,599 (total assets by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2000	In office at the present date	N/A

Efanor – Serviços de Apoio à Gestão, SA	€129,986 (individual turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	1	2018	In office at the present date	N/A
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6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee contributes to the collective suitability of the Board of Directors with his broad experience both as executive and non-executive director, whether within Sonae Group as well as in companies outside the Group, having the necessary capacities for strategic decision-making process as well as for the evaluation and mitigation of the risks to which the Company is exposed to.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billion (aggregated turnover by reference to 2017)	Non- Executive Member of the Board of Directors	N/A	Yes Bank of Portugal	No	6h/week	15/year	May foreseeably be appointed Member of the Nomination Committee, member of the Remuneration Committee and Member of the Audit and Finance Committee	Company controlled by Efanor Investimentos, SGPS, S.A.
Efanor Investimentos, SGPS, SA	Portugal	502 778 466	Holding	€6,080,273,706 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	2017/2020	Yes Bank of Portugal	Yes	8 days/year	10/year	None	Company controlling Sonae SGPS, SA, Sonae Indústria, SGPS, SA and Sonae Capital, SGPS, SA

Sonae Corporate, SA (formerly known as ZYEVOLUTION – Investigação e Desenvolvimento, SA)	Portugal	509 736 530	Combined activities of consultancy in the fields of economics, management of the company's portfolio and investment projects	€3,219,052 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	2018-2021	No	No	0.5h/week	6/year	None	Company controlled by Sonae SGPS, S.A.
Sonae Sierra, SGPS, SA	Portugal	502 290 811	Holding	€173,356,00 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	2017-2020	No	No	3h/week	10/year	None	Company with the majority of the share capital and voting held by Sonae – SGPS, SA
Sonae Capital, SGPS, SA*	Portugal	508 276 756	Holding	€182,330,000 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	2015-2018	No	No	6h/week	7/year	None	Company held by the same controlling company as Sonae SGPS, SA – Efanor Investimentos, SGPS, SA
Sonae Indústria, SGPS, SA	Portugal	506 035 034	Holding	€230,978,231 (consolidated turnover by	Chairman of the Board of Directors	2015-2018	No	No	6h/week	5/year	None	Company held by the same controlling company as Sonae SGPS,

				reference to 2017)								SA – Efanor Investimentos, SGPS, SA
Sonae Arauco, SA	Portugal	500 058 580	Fabricación de chapas y tableros de madera	€818,509,478 (consolidated turnover by reference to 2017)	Chairman of the Board of Directors	2016-2018	No	No	4h/week	6/year	None	Subsidiary indirectly held by Sonae SGPS, SA
Imparfin – Investimentos e Participações Financeira, SA	Portugal	502 398 116	Activities of non-financial holding companies	€6,028,805 (total assets by reference to 2017)	Chairman of the Board of Directors	2016-2019	No	Yes	0.5h/week	4 meetings/year	None	Company controlled by the Appointee and with a shareholding in the Requesting Institution
Migracom, SA	Portugal	505 271 516	Provision of services of consultancy and management and holding of shareholdings in other companies	€8,757,599 (total assets by reference to 2017)	Chairman of the Board of Directors	2016-2019	No	Yes	0.5h/week	4 meetings/year	None	Company controlled by the Appointee and with a shareholding in the Requesting Institution
Efanor – Serviços de Apoio à Gestão	Portugal	501 427 341	Provision of services for management support of businesses,	€129,986 (individual turnover by	Member of the Board of Directors	2016-2019	No	Yes	1h/week	2 meetings/year	None	Company held by Efanor Investimentos, SGPS, SA

			throughout the elaboration of opinions, studies and engineering and economic projects	reference to 2017)								
OKUK, LDA	Portugal	515 170 100	Retail sale of apparel and merchandise	N/A (company created in November 2018)	Manager	N/A	No	Yes	0.5h/week	N/A	None	Company held by the Appointee and his spouse
BA Glass I – Serviços de Gestão e Investimento, SA	Portugal	506 586 057	Provision of administrative and operational services for the companies of BA Glass Group	N/A	Member of the Board of Directors	2018-2019	No	No	6h/week	8/year	None	None
ERT – European Round Table of Industrialists	N/A	N/A	International forum representing European multinational companies	N/A	Member of the Consulting Forum	Since 2008	No	No	N/A	2 meetings / year	None	None

Allianz SE	Germany		Insurance activity	N/A	Member of the International Consulting Council	Since 2013	No	No	N/A	1 meeting / year	None	None
Consejo Iberoamericano para la Productividad y Competitividad	Spain	N/A	International forum representing Iberoamerican multinational companies	N/A	Member of the Consulting Council	Since 2015	No	Yes	N/A	1 meeting / year	None	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No ☐³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee is an executive member of the Board of Directors of Efanor Investimentos, SGPS, S.A., company holding the majority of the Requesting Institution's share capital and voting rights. The Appointee is also brother of Maria Cláudia Teixeira de Azevedo, member proposed for the Board of Directors of the Requesting Institution for the mandate 2019-2022, being Maria Cláudia Teixeira de Azevedo also an executive member of the Board of Directors of Efanor Investimentos, SGPS, SA.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee was also, and will keep on being, cumulatively with the position of non-executive director in the Requesting Institution for which the present authorisation refers to, executive and non-executive member of the boards of directors of companies directly or indirectly held by the Requesting Institution and by the controlling company of the Requesting Institution, as well as a board member of the controlling company of the Requesting Institution.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

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In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes



No



If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)
The Appointee himself	N/A	Proposed Member for the Board of Directors of the Requesting Institution	2019-2022	<p>The Appointee directly holds 0.04% of the share capital and voting rights of the Requesting Institution.</p> <p>Additionally:</p> <ul style="list-style-type: none"> - 0.14% of the share capital and voting rights of the Requesting Institution are held by Migracom SGPS, SA – company controlled by the Appointee - 0.21% of the share capital and voting rights of the Requesting Institution are held by Imparfin – company controlled by the Appointee and in which the Appointee is also a board member; <p>Margarida Azevedo, direct ascending of the Appointee, holds 0.0007% of the share capital and voting rights of the Requesting Institution, also being a shareholder and board member of the abovementioned company Imparfin.</p>

⁸ See footnote 12.

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☐

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

It was not identified the existence of any significant potential conflict of interest. The Appointee will be the non-executive Chairman of a collective body composed of an adequate number of independent directors.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify. _____ _____ _____ _____		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas: a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
José Manuel Trindade Neves Adelino	Fundação Calouste Gulbenkian	Member of the Board of Directors	.....	.....	Member of the Board of Directors in which the Appointee also holds a position in Sonae SGPS, SA	None
António Bernardo Aranha da Gama Lobo Xavier	Council State Advisor	Member of the Portugal Council	.....	.....	Member of several Sonae's Boards of Directors for many years	None

PART 12. FURTHER INFORMATION

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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.....

13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE**1. True and complete information**

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **ÂNGELO GABRIEL RIBEIRINHO DOS SANTOS PAUPÉRIO** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 15/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X_____

Name: ÂNGELO GABRIEL RIBEIRINHO DOS SANTOS PAUPÉRIO

Date: 15/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**Yes ☒ No ☐**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
 SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes

☐

No

☒**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes

☐

No

☒

Portuguese Securities Market Commission

Yes

☒

No

☐**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

ÂNGELO GABRIEL RIBEIRINHO DOS SANTOS PAUPÉRIOSex: Female ☐ Male ☒

Date of birth 14/ 09/ 1959 (day/month/year)

District – Mafamude

County – Vila Nova de Gaia

Country – Portugal

Nationality - Portuguese

Identity document - Identity Card No 03723671 7ZY3

Issued by Portuguese Republic on __/__/__

Expiry date – 13/04/2021

Tax identification number 143595830

Usual address (street / house No / floor)

Calçada da Arrábida, no.1 House C, 51

Town/city Porto Post Code – 4150-106 Country – Portugal

Date of moving to this address October 2000

Telephone number _____ Fax _____

Email _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

	National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹	
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2000	2002	2000	Yes	Positive	
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2003	2006	2003	Yes	Positive	
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2007	2010	2007	Yes	Positive	
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2011	2014	2011	Yes	Positive	
	Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2015	2018	2015	Yes	Positive	
	Bank of Portugal	Sonae Financial Services, SA	Non-Executive Chairman of the Board of Directors	2014	2017	2014	Yes	Positive	
	Bank of Portugal	Sonae Financial Services, SA	Non-Executive Chairman of the Board of Directors	2018	2021	2018	Yes	Positive	
	Bank of Portugal	Efanor Investimentos, SGPS, SA	Member of the Board of Directors	2018	2020	2018	Yes	Positive	
	Bank of Portugal	Sonaegest – Sociedade Gestora de	Member of the Board of Directors	1995	1995	1995	Yes	Positive	

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

		Fundos de Investimen to						
Bank Portugal	of	Sonaegest – Sociedade Gestora de Fundos de Investimen to	Member of the Board of Directors	1996	1997	1996	Yes	Positive
Bank Portugal	of	Sonaegest – Sociedade Gestora de Fundos de Investimen to	Member of the Board of Directors	1998	1999	1998	Yes	Positive
Bank Portugal	of	Sonaegest – Sociedade Gestora de Fundos de Investimen to	Chairman of the Board of Directors	2000	2001	2000	Yes	Positive
Bank Portugal	of	Sonaegest – Sociedade Gestora de Fundos de Investimen to	Chairman of the Board of Directors	2002	2003	2002	Yes	Positive
Bank Portugal	of	Sonaegest – Sociedade Gestora de Fundos de Investimen to	Chairman of the Board of Directors	2004	2005	2004	Yes	Positive
Bank Portugal	of	Sonaegest – Sociedade Gestora de Fundos de Investimen to	Chairman of the Board of Directors	2006	2007	2006	Yes	Positive
Bank Portugal	of	Sonaegest – Sociedade	Chairman of the	2013	2015	2013	Yes	Positive

	Gestora de Fundos de Investimento	Board of Directors						
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.								
N/A								

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED**4.1. Position**

Non-Executive Member of the Board of Directors

*(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)***4.2. Executive tasks / day-to-day management**Yes ☐ No ☒**4.3. Areas of responsibility (specific areas for which the Appointee is responsible)**

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.*(This question is primarily addressed to the requesting institution)*

This Appointee will exercise his role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will require at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?Yes ☐ No ☒ Not applicable ☐**4.7. Mandate 2019- 2022 (year - year)****4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)****4.9. First-time appointment**Yes ☐ No ☒**Re-appointment**Yes ☒ No ☐**4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?**Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was a member of the Board of Directors of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons.** Add additional information deemed relevant.

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
MBA (Master in Business Administration)	Management	1988-1989	Porto Business School
Graduate Degree	Civil Engineer	1977-1982	Oporto University (FEUP)

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonaegest – Sociedade Gestora de Fundos de Investimento, SA	€1,007,796.14 (individual Accounts 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee did not had any direct subordinates	1995	2015	End of mandate
Sonae Financial Services, SA	€23,270,045 (individual Accounts 2017)	Non-Executive Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee did not had any direct subordinates	2014	Present	N/A

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Efanor Investimentos SGPS, SA	~6 million (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2018	Present	N/A
Sonaecenter, Serviços, SA	€394,051 (individual accounts dec. 2017)	Chairman of the Board of Directors	As determined by law.	As determined by law.	7	2018	Present	N/A
Sonae Corporate, SA	€3,219,052 (estimated non-consolidated turnover December 2018)	Member of the Board of Directors	As determined by law.	As determined by law.	7	2018	Present	N/A

Iberian Sports Retail Group, S.L.	€110,124,503 (turnover december 2017)	Vice-Chairman of the Board of Directors	As determined by law.	As determined by law.	As a non-executive member the Appointee does not have any direct subordinates	2018	Present	N/A
SFS, Gestão e Consultoria, SA	€631,520 (individual Accounts December 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2016	Present	N/A
Sonae – SGPS, S.A.	€7.6 billion (aggregated turnover by reference to 2017)	CO-CEO	As determined by law	As determined by law	7	2015	Present	N/A
NOS, SGPS, SA	€1,561,782,641 (consolidated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2013	Present	N/A
ZOPT, SGPS, SA	€1,561,782,641 (consolidated turnover by reference to 2017)	Member of the Board of Directors and Chairman of the Audit Council	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2012	Present	N/A
Modelo Continente, SGPS, SA	€2,975,278,503 (individual Accounts dec 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2009	Present	N/A
Love Letters – Galeria de Arte, SA	€139,298 (turnover 2017)	Member of the Board of Directors	As determined by law	As determined by law	1	2009	Present	N/A
Enxomil – Consultoria e Gestão, SA	€0 (turnover 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2008	Present	N/A
Sonae MC – SGPS, SA	€5,589,557,018 (consolidated amount dec 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	7	2007	Present	N/A
Sonaecom, SGPS, SA	€139,559,562 (consolidated turnover by	Executive Chairman of	As determined by law	As determined by law	None	2007	Present	N/A

	reference to 2017)	the Board of Directors						
Sonae Investment Management – Software and Technology, SA	€125,929,752 (consolidated turnover by reference to 2017)	Non-Executive Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2007	Present	N/A
Público – Comunicação Social, SA	€14,389,697 (turnover 2017)	Non-Executive Chairman of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2007	Present	N/A
Sonae Sierra, SGPS, SA	€173,356,000 (consolidate amount at dec 2017 of the statutory accounts)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2007	Present	N/A
Enxomil – Sociedade Imobiliária, SA	€3,019.02 (consolidated amount at dec 2017 of the statutory accounts)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2004	Present	N/A
Sonae RE, SA	€2,667,932 (individual accounts dec 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2013	2016	End of mandate
Sonaecom, Serviços Partilhados, SA	€2,283,792 (turnover 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2012	2016	End of mandate
Porto Business School	N/A	Member of the General Council	Non-Executive tasks	The General Council is the body with the higher decision power, ensuring the connection to the business community	None	2010	2016	End of mandate
Sonae MC, Serviços Partilhados, SA (formerly Sonaecenter Serviços II, SA)	€103,976,737 (individual Accounts dec 2017)	Member of the Board of Directors	As determined by law	As determined by law	7	2010	2018	Resignation

MDS Auto – Mediação de Seguros, SA	€2,775,501 (individual Accounts dec 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	As a non- executive member the Appointee does not have any direct subordinates	2010	2018	Resignation
Universidade Católica	N/A	Member of the Supreme Council	Supervision of the institutional conduct, government and management of the Universidade Católica Portuguesa	Supervision of the institutional conduct, government and management of the Universidade Católica Portuguesa	None	2010	2016	End of mandate
Sonae – Specialized Retail, SGPS, SA	Merger	Vice- Chairman of the Board of Directors	As determined by law	As determined by law	7	2010	2016	Merger
Sonaerp – Retail Properties, SA	€22,030,533 (turnover 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	7	2010	2015	End of mandate
Sonae – SGPS, SA	€7.6 billion (turnover)	Executive Vice- Chairman	As determined by law	As determined by law	7	2007	2015	Change of position
MDS, SGPS, SA	€48,759,980 (consolidated amount dec 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2007	2018	Resignation
Sontel BV	€1,169,578,214 (individual accounts dec 2017)	Executive Member of the Board of Directors	As determined by law	As determined by law	None	2006	2016	Resignation
Sonae Investments BV	€1,184,053,676 (individual accounts Dec 2017)	Executive Member of the Board of Directors	As determined by law	As determined by law	None	2005	2016	Resignation
MDS – Corretor de Seguros, SA	€22,878,979 (turnover 2017)	Non- executive member of the Board of Directors	As determined by law	As determined by law	As a non- executive member the Appointee does not have any direct subordinates	2004	2009	End of mandate
Sonae Capital, SGPS, SA	€182,330,000 (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	7	1996	2007	End of mandate
Sonae – SGPS, S.A.	€7.6 billion (aggregated)	Executive Vice-	As determined by law	As determined by law	7	2000	2007	Change of position

	turnover by reference to 2017)	Chairman and CFO and Chairman of the Finance Committee						
Sonae Distribuição, SGPS, SA	Unavailable considering the antiquity of the position held	CFO	As determined by law	As determined by law	6	1996	2007	End of mandate
Sonae – SGPS, SA	€7.6 billion (aggregated turnover by reference to 2017)	Head of Planning and Management Control	Planning and Management Control	Group Planning and Management Control	7	1991	1994	Change of position
Modelo Continente Hipermercados, SA	Unavailable considering the antiquity of the position held	Member of the Board of Directors	As determined by law	As determined by law	6	1989	2007	End of mandate
Sonae Tecnologias de Informação, SA	Unavailable considering the antiquity of the position held	Head of Television Project	Head	Head	None	1989	1991	Change of position

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	Medium-High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	Medium-High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee contributes to the collective suitability of the Board of Directors, as a non-executive member, with his broad experience as a board member of the Requesting Institution during 20 years as an executive member including in the 2015-2018 mandate as a Co-CEO, also contributing with his experience for over 30 years as an executive and non-executive member of several companies of the Sonae Group, which endowed him with a deep knowledge of the activities developed by the Group, as well as of the risks to which such activities are exposed to.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billion (aggregated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	N/A	Yes Bank of Portugal	No	6h/week	15/year	May foreseeably be appointed Member of the Nomination Committee, member of the Remuneration Committee and Member of the Audit and Finance Committee	Company controlled by Efanor Investimentos, SGPS, S.A.
Efanor Investimentos, SGPS, SA	Portugal	502 778 466	Holding	~€6 million (consolidated turnover by reference to 2017)	Member of the Board of Directors	2017/2020	Yes Bank of Portugal	No	8 days/year	5/year	None	Company controlling Sonae SGPS, SA and Sonae Indústria, SGPS, SA

Sonaecenter, Serviços, SA	Portugal	506 440 613	Provision of economic and financial consultancy services, management of the company's securities portfolio and of investment projects.	€394,051 (turnover by reference to 2017)	Chairman of the Board of Directors	2016-2019	No	Yes	1hour/week	6/year	None	Company controlled by Sonae – SGPS, SA
Sonae Corporate, SA	Portugal	509 736 530	Combined activities of consultancy in the fields of economics, management of the company's portfolio and investment projects	€3,219,052 (estimated non-consolidated turnover by reference to 2016)	Member of the Board of Directors	2015-2018	No	Yes	4 hours/week	6/year	None	Company controlled by Sonae SGPS, S.A.
Iberian Sports Retail Group, S.A.	Spain	B-54544028	Holding	€110,124,503 (individual accounts 2017)	Vice-Chairman of the Board of Directors	2018-2021	No	No	1h/week	4/year	None	Company indirectly held by Sonae – SGPS, SA

SFS, Gestão e Consultoria, SA	Portugal	513 922 369	Provision of consultancy services of management and marketing and insurance brokerage	€613,520 (individual accounts dec. 2017)	Chairman of the Board of Directors	2016-2019	No	No	1 h/week	2/year	None	Subsidiary directly held by Sonae – SGPS, SA
Sonae Financial Services	Portugal	513 102 248	Electronic money institution	€23,270,045 (turnover by reference to 2017)	Non-Executive Chairman of the Board of Directors	2018-2021	Yes	No	2h/week	7/year	None	Subsidiary indirectly held by Sonae SGPS, SA
NOS, SGPS, SA*	Portugal	504 453 513	Holding	€1,561,782,641 (consolidated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	2016-2018	No	No	4h/week	6/year	None	Subsidiary indirectly held by Sonae SGPS, SA
ZOPT, SGPS, SA	Portugal	510 488 153	Holding	€1,561,782,641 (consolidated turnover by reference to 2017)	Executive Member of the Board of Directors	2016-2019	No	No	1h/week	2/year	None	Company Co-controlled by Sonae – SGPS, SA
Modelo Continente, SGPS, SA	Portugal	509 059 341	Holding	€2,975,278,503 (individual Accounts dec 2017)	Chairman of the Board of Directors	2017-2020	No	Yes	6h/week	17/year	None	Subsidiary indirectly held by Sonae SGPS, SA

Sonae MC – SGPS, SA	Portugal	501 532 927	Holding	€5,589,557,018 (consolidated amount dec 2017)	Chairman of the Board of Directors	2018-2021	No	No	1h/week	6/year	None	Subsidiary indirectly held by Sonae SGPS, SA
Sonaecom, SGPS, SA*	Portugal	502 028 351	Holding	€139,559,562 (consolidated turnover by reference to 2017)	Executive Chairman of the Board of Directors	2016-2019	Yes	Yes	6h/week	5/year	None	Subsidiary indirectly held by Sonae SGPS, SA
Sonae Investment Management – Software and Technology, SA	Portugal	505 195 011	IT	€125,929,752 (consolidated turnover by reference to 2017)	Non-Executive Chairman of the Board of Directors	2016-2019	No	No	2h/week	3/year	None	Subsidiary indirectly held by Sonae SGPS, SA
Público – Comunicação Social, SA	Portugal	502 265 094	Periodic Publications	€14,389,697 (turnover 2017)	Non-Executive Chairman of the Board of Directors	2017-2020	No	No	0.5h/week	4/year	No	Subsidiary indirectly controlled by Sonae SGPS, SA
Sonae Sierra, SGPS, SA	Portugal	502 290 811	Holding	€173,356,00 (consolidated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	2017-2020	No	No	3h/week	10/year	Member of the Investment Committee, the Finance Committee and the Audit and Conduct Committee	Company co-controlled by Sonae – SGPS, SA

Love Letters – Galeria de Arte, SA	Portugal	508 866 294	Specialised retail in art galleries	€139,298 (turnover 2017)	Member of the Board of Directors	2016-2019	No	Yes	1h/week	4/year	No	None
Enxomil – Consultoria e Gestão, SA	Portugal	508 625 297	Provision of services and consultancy	€0 (turnover 2017)	Chairman of the Board of Directors	2016-2019	No	Yes	1h/week	4/year	No	None
Enxomil – Sociedade Imobiliária, SA	Portugal	503 051 217	Investment Management in real estate field	€3,019.02 (turnover 2017)	Chairman of the Board of Directors	2016-2019	No	Yes	1h/week	4/year	No	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No ☐³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee is an executive member of the Board of Directors of Efanor Investimentos, SGPS, S.A., company holding the majority of the Requesting Institution's share capital and voting rights.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

Besides the abovementioned in point 8.1 above, the Appointee was an executive member of the Board of Directors and Co-CEO of the Requesting Institution for the mandate 2015-2018. He was also, and will keep on being, cumulatively with the position of executive director in the Requesting Institution for which the present authorisation refers to, executive and non-executive member of the boards of directors of companies directly or indirectly held by the Requesting Institution. The activities carried out granted the Appointee a particular knowledge of Sonae Group, not having compromised in any way the impartial and independent performance of the duties for which this authorisation is required.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes

☒

No

☐

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)
Enxomil – Consultoria e Gestão, SA	Provision of services and consultancy	There is no relationship between the entity and the Requesting Institution. The entity is a company controlled by the Appointee.	N/A	0.033% of the share capital and voting rights of Sonae – SGPS, SA
Enxomil – Sociedade Imobiliária, SA	Investment Management in the real estate field	There is no relationship between the entity and the Requesting Institution. The entity is a company controlled by the Appointee.	N/A	0.101% of the share capital and voting rights of Sonae – SGPS, SA

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☐

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

It was not identified the existence of any significant potential conflict of interest. The Appointee will perform non-executive tasks in a collective body composed of an adequate number of independent directors.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify. _____ _____ _____ _____		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas: a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Duarte Paulo Teixeira de Azevedo	Sonae – SGPS, SA	Chairman of the Board of Directors	.....	.....	Member of the Board of Directors in which the Appointee also holds a position in Sonae SGPS, SA	None
José Manuel Trindade Neves Adelino	Fundação Calouste Gulbenkian	Member of the Board of Directors	.....	.....	Member of the Board of Directors in which the Appointee also holds a position in	None

					Sonae SGPS, SA	
António Bernardo Aranha da Gama Lobo Xavier	Council State Advisor	Member of the Portugal Council	.....	.....	Member of several Sonae's Boards of Directors for man years	None

The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.

The data is not itself treated by Banco de Portugal.

PART 12. FURTHER INFORMATION

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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.....

13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE
1. True and complete information

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the '**Appointee**')

I **JOSÉ MANUEL TRINDADE NEVES ADELINO** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 11/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal
- Withdrawal of authorisation for the exercise of functions
- Imposition of sanctions
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: JOSÉ MANUEL TRINDADE NEVES ADELINO

Date: 11/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION

Pre-authorisation Yes ☒ No ☐

PART 2. INFORMATION ON THE REQUESTING INSTITUTION

2.1. Identification

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐

No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes ☐

No ☒

2.2. Other national financial supervisory authority to which the requesting institution is subject:

Insurance and Pension Funds Supervisory Authority

Yes ☐ No ☒

Portuguese Securities Market Commission

Yes ☒ No ☐

2.3. Contact person for authorisation and subsequent registration:

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

JOSÉ MANUEL TRINDADE NEVES ADELINO

Sex: Female ☐ Male ☒

Date of birth 19/ 03/ 1954 (day/month/year)

District – Lapa County - Lisboa

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 02349020 3ZY4

Issued by Portuguese Republic on __/__/__

Expiry date – 01/10/2028

Tax identification number 150644965

Usual address (street / house No / floor)

Avenida Guerra Junqueiro, 11, 3th dto

Town/city Lisbon Post Code – 1000-165 Country – Portugal

Date of moving to this address 1996

Telephone number _____ Fax _____

Email _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.

Yes ☐ No ☒

(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)

3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)

(Add space and lines if necessary for providing the complete information)

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2007	2010	2007	Yes	Positive
Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2011	2014	2011	Yes	Positive
Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2015	2018	2015	Yes	Positive
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Non-Executive Member of the Board of Directors

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

This Appointee will exercise his role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will require at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?

Yes ☒ No ☐ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☐ No ☒

Re-appointment

Yes ☒ No ☐

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was a member of the Board of Directors of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
DBA	Finance	1977-1981	Kent State University
Graduation Degree	Finance	1971-1976	Universidade Técnica de Lisboa

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
BPI	€44 billion (approximately total of assets in 2014)	Member of the Statutory Audit Board	As determined by law	As determined by law	As a member of the Statutory Audit Board the Appointee did not had any direct subordinates	2008	2014	Resignation
Fundo Caravela	€48M NAV 1st Q 2010 (total net assets by reference to the first trimester of 2010)	Member of the Investment Committee	As determined by law	As determined by law	As a member of the Investment Committee the Appointee did not had any direct subordinates	2003	2010	End of mandate
Fundo Garantia de Depósitos (FGD)	Non-Available	Member of the Management Council	As determined by law	As determined by law	The FGD only had one assistant in its structure	1994	2002	End of mandate
BPA	Non-Available	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive board member the Appointee did not had any direct subordinates	1992	1994	Resignation

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonae – SGPS, S.A.	€7.6 billion (aggregated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive board member the Appointee did not had any	2007	Present	N/A

					direct subordinates			
Calouste Gulbenkian Foundation	€3 billion (approximate total assets)	Member of the Board of Directors	As determined by law	Finance área, Gulbenkian Institute of Science, Central Services, Marketing and digital transf	400	2014	Present	N/A
Calouste Gulbenkian Foundation	€3 billion (approximate total assets)	Head of Finance and Investment	Management	Head of Finance and Investment	6	2012	2014	Appointment for the board of directors
Cimpor	€1,887M (turnover)	Non-Executive Member of the Board of Directors	As determined by law.	As determined by law.	As a non-executive member the Appointee does not have any direct subordinates	2010	2014	Resignation
Sonae – SGPS, S.A.	€7.6 billion (aggregated turnover by reference to 2017)	Member of the Board's Remuneration Committee	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2003	2007	Promotion
PT	€14 billion (approximate total assets)	Member of the Strategy Council	As determined by law	As determined by law	As a consultant the Appointee does not have any direct subordinates	2003	2008	Resignation
EDP	€24 billion (approximate total assets)	Non-executive Member of the Board of Directors and Chairman of the Audit Council	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2003	2006	End of mandate
Sonae – SGPS, S.A.	€7.6 billion (aggregated turnover by reference to 2017)	Member of the Global Consultant Council	Consultant	Member of the non statutory consulting body	N/A	1999	2004	Promotion
Universidade Nova de Lisboa	N/A	Dean of the Faculty of Economics	Teaching	Dean of the institution	150	1999	2002	End of mandate
Universidade Nova de Lisboa	N/A	Dean – MBA Program and Executives' Program of	Teaching	Dean	10	1990	1996	End of mandate

		the Faculty of Economics						
Universidade Nova de Lisboa	N/A	Teacher at the Faculty of Economics	Teaching	Finance Teacher	N/A	1981	2012	Retirement
Universidade Nova de Lisboa	N/A	Member of the Director Council of the Faculty of Economics	Teaching	Member of the directorship of the Faculty of Economics	N/A	1981	1986	End of Mandate

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee has advanced educational training and long stand experience in several business sectors, initially in the finance field and, afterwards, in the top management of complex organisations, allowing him, as an independent non-executive member of the Board, to effectively contribute to the discussion and evaluation of many questions raised by the normal course of business, for the assessment of all the financial questions associated to the business and for the analysis on strategies to be developed.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship hip with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billion (aggregated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	N/A	Yes Bank of Portugal	No	10 days/year	15/year	Chairman of the Board Audit and Finance Committee and of the Ethics Committee	None
Calouste Gulbenkian Foundation	Portugal	500 745 684	Arts, Charity, Science and Education	€3 billion (approximate total assets)	Member of the Board of Directors	2014	No	Yes	5 days per week	N/A	None	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No ☐³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

.....

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☐

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
<hr/>		
<hr/>		
<hr/>		
<hr/>		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Dr. Artur Santos Silva	BPI	Chairman	.....	.....	None	No
Dr. Guilherme Oliveira Martins	Calouste Gulbenkian Foundation	Member of the Board of Directors	.....	.....	Also member of the Board of Directors at FCG	No

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

PART 12. FURTHER INFORMATION

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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.....

13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE
1. True and complete information

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **MARGARET LORRAINE TRAINER** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 12/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários* – CMVM), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: MARGARET LORRAINE TRAINER

Date: 12/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION

Pre-authorisation Yes ☒ No ☐

PART 2. INFORMATION ON THE REQUESTING INSTITUTION

2.1. Identification

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐

No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes ☐

No ☒

2.2. Other national financial supervisory authority to which the requesting institution is subject:

Insurance and Pension Funds Supervisory Authority

Yes ☐ No ☒

Portuguese Securities Market Commission

Yes ☒ No ☐

2.3. Contact person for authorisation and subsequent registration:

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

MARGARET LORRAINE TRAINERSex: Female ☒ Male ☐

Date of birth 13 / 03/ 1952 (day/month/year)

District – Kelso, Scotland

County – Borders Region

Country – United Kingdom (UK)

Nationality - British

Identity document - Passport No 542808482

Issued by UK Passport Authority on 26 /01 / 2017

Expiry date 26 /04 /2027

Tax identification number 206914172

Usual address (street / house No / floor)

Green Lea House, East Grafton, Marlborough SN8 3DB

Town/city Marlborough

Post Code – SN8 3DB Country – United Kingdom

Date of moving to this address 5th December 2003

Telephone number Fax

Email

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Banco de Portugal	Sonae SGPS, S.A.	Member of the Board of Directors	2015	2018	2015	Yes	Positive
CMVM (Portuguese Market Securities Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Insurance and Pension Funds Supervisory Authority	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Financial Conduct Authority	Jupiter Fund Management PLC	Member of the Board of Directors	2010	2018	2010	Yes	Positive
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Non-executive board member

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

This Appointee will exercise her role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will require at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?

Yes ☒ No ☐ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☐ No ☒

Re-appointment

Yes ☒ No ☐

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee has been a board member of the Requesting Institution during the 2015-2018 mandate and will be proposed for a new mandate. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☒

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		<p><i>Note: Please take in consideration the additional information provided under section 5.17</i></p> 
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:**- With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

In relation to 5.12 above, it is reiterated and updated the information already provided to the Bank of Portugal at the time of the request for authorisation for the Appointee to exercise the role of Board Member of the Requesting Institution for the mandate 2015-2018, concluded with a favourable decision authorising the Appointee for the performance of her duties as a board member of Requesting Institution, with a positive evaluation and with no recommendations applied, regarding the suitability of the Appointee. It is further noted that this information concerns to a subsidiary of the company where the Appointee held a position as a board member, but never was, and is not at the present date, controlled by the Appointee, being this observation only provided in compliance with a transparency principle.

Therefore: Jupiter Asset Management Limited (hereinafter the "Company"), in which the Appointee does not hold, and never held, any management position (a subsidiary of Jupiter Fund Management Plc, where the Appointee was, until 2018, a senior independent non-executive board member), received on 14th July 2015, a letter from BaFin (German listed companies supervisory authority) stating that it suspected that the firm had breached the qualified shareholding notice requirements regarding Jupiter Group.

The Company provided to BaFin a detailed answer setting out the firm's rationale why it does not believe that a punishable offense has occurred within the relevant German rules and that a sanction should not be imposed by BaFin.

In April 2016, Jupiter Asset Management Limited was issued with an administrative order by the German regulator (BaFin) pursuant to which a fine, in the amount of €50,000, was imposed. The order was issued as a result of technically incorrect filings having been made in the period 2009-2012 in relation to Jupiter's holdings in certain German securities during that period. Additionally, there has been no further action on this matter as the case has been fully settled. Jupiter Asset Management Limited has not been subject to investigation, enforcement, proceedings or sanctions by the Financial Conduct Authority, its home country regulator.

It is further clarified that Jupiter Fund Management Plc, the only company of this group in which the Appointee held a management position, being an independent non-executive member of the board of

directors until 2018, and the parent company of Jupiter Asset Management Limited, was not subject to any investigation, enforcement, proceedings or sanctions by any supervision authority.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons.** Add additional information deemed relevant.

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE**6.1. Professional qualifications**

Name of the course / training	Field	Start and end dates	Educational establishment
M.A (2i) French	Arts	1971-1975	St. Andrews University
Diplome Superieur	Arts	1970-1971	Sorbonne, Paris

6.2. Professional experience**6.2.1. Relevant professional experience within the banking or financial sector**

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Coutts Natwest Group	Not available considering the date the Appointee held the position	Head of Human Resources and Organisation Development	Human Resources and Organisation Development	Human resources	60	1994	2000	Resigned
London Stock Exchange	Not available considering the date the Appointee held the position	- Head of Human Resources and member of the executive committee - Member of the Executive Committee	- Human Resources	- Human Resources	30	1990	1994	Resigned
Citibank NA	Not available considering the date the Appointee held the position	Head of Human Resources in Europe and Middle East Africa	Human Resources	International Human Ressources	30	1975	1990	Resigned

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Essentra PLC	€1 billion (2019 market cap)	Non-executive member of the Board of Directors	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2013	Present Date	N/A

Jupiter Fund Management PLC	€1.7 billion (2019 market cap)	Non-executive member of the Board of Directors. Member of the Audit Committee and Nomination Committee. Senior Independent Director and Chairman of the Remuneration Committee.	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2010	2018	End of mandate
Colt, S.A.	€ 1.2 billion (2019 market cap)	Non-executive member of the Board of Directors. From 2014 Chairman of the Remuneration Committee. Member of the Nomination Committee.	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2013	2015	company taken private and need no independent directors anymore
Aegis, PLC	€ 1.3 billion (2019 market cap)	- 2013- 2015: Non-executive member of the Board of Directors. - Since 2010: Chairman of the Remuneration Committee	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2005	2013	End of mandate
Manchester Square Partners	Non-applicable	Consultant	Business development	Work with the founding partners to support them developing a search-based business mentoring practice at and around board level	0	2006	2008	Resigned
De Beers LV Ltd	Non-applicable	Member of the start-up team	Organisation and people strategy	Member of the start-up team for a joint-venture created between LVMH and De Beers to launch a	2	2001	2006	Resigned

				global retail diamond jewellery business advising on organisation and people strategy				
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6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	Medium Low
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	Medium High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	Medium High
Accounting and auditing	Low

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	Medium High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	Medium Low

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee contributes, as an independent non-executive member of the Board of Directors, by having experience on the management of change and specifically in the fields of coaching, behavior, reward and talent.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Countr y	Tax identificatio n number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the profession al relationshi p	Date of appointment / mandate	Position subject to authorisatio n or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day managemen t / Executive tasks (Yes/No)	Time commitmen t (hours per week or days per year)	Number of meeting s (per year/ month)	Additional responsibilities (e.g. committees, chairmanshi p of bodies)	Relationship hip with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA	Portugal	500 273 170	Holding	€7.6 Billions (turnover)	Non- executive director	2015	Yes	No	10 days	15/year	The Appointee may be foreseeable appointed to the Board's specialised committees: Nomination Committee, Remuneration Committee and Audit and Finance Committee	None
Essentra PLC	United Kingdom	951/F7062	Components manufacturin g	€1 billion (2019 market cap)	Non- executive member of the Board of Directors and Chairman of the	2013	No	No	26 days/year	17/year	Since 2014 Chairman of the Remuneration Committee, and member of the Audit and	None

					remuneratio n committee and member of the audit and nomination committee						Nomination Committees	
TPICAP	United Kingdom	05807559	Brokerage	1.8 billion € (2019 market cap)	Non- executive board member and chair of the remuneratio n committee and member of the audit and nomination committee	2010	No	No	26 days/year	16/year	Chairman of the Remuneration Committee and member of the Audit and Nomination Committee	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

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In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Elizabeth Airey	Jupiter Fund Management	Chairman	.....	.....	The Appointee and the Reference Person were members of the same Board of Directors	No
Rupert Robson	TPICAP	Chairman	.....	.....	The Appointee and the Reference Person were members of the same	No

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE

1. True and complete information

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **MARCELO FARIA DE LIMA** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 05/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: MARCELO FARIA DE LIMA

Date: 05/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION

Pre-authorisation Yes ☒ No ☐

PART 2. INFORMATION ON THE REQUESTING INSTITUTION

2.1. Identification

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐

No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes ☐

No ☒

2.2. Other national financial supervisory authority to which the requesting institution is subject:

Insurance and Pension Funds Supervisory Authority

Yes ☐ No ☒

Portuguese Securities Market Commission

Yes ☒ No ☐

2.3. Contact person for authorisation and subsequent registration:

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

MARCELO FARIA DE LIMASex: Female ☐ Male ☒

Date of birth 01/ 12/ 1961 (day/month/year)

District – _____ County – Campina Verde

Country – Brazil Nationality - Brazilian

Identity document - Passport No FV125926

Issued by Portuguese Republic on SR/DFP/SP in 05/02/2018

Expiry date – 4/02/2028

Tax identification number 276774120

Usual address (street / house No / floor)

Avenida Brigadeira Faria Lima, 3.015, 7th floor

Town/city São Paulo Post Code – 01452-000 Country – Brazil

Date of moving to this address 01/01/2018

Telephone number _____ Fax _____

Email _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Sonae – SGPS, S.A.	Member of the Board of Directors	2015	2018	2015	Yes	Positive
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED**4.1. Position**

Non-Executive Member of the Board of Directors

*(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)***4.2. Executive tasks / day-to-day management**Yes ☐ No ☒**4.3. Areas of responsibility (specific areas for which the Appointee is responsible)**

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.*(This question is primarily addressed to the requesting institution)*

This Appointee will exercise his role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will require at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?Yes ☒ No ☐ Not applicable ☐**4.7. Mandate 2019- 2022 (year - year)****4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)****4.9. First-time appointment**Yes ☐ No ☒**Re-appointment**Yes ☒ No ☐**4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?**Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was a member of the Board of Directors of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:

PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		×
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		×
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		×
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		×

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
Graduation Degree in Economics	Economics	1981-1985	Pontifícia Universidade Católica do Rio de Janeiro, Rio de Janeiro, Brazil

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
C1 Financial Inc. Saint Petersburg, Florida, United States	US\$ 1.8 billion (assets)	Member of the Board of directors	As determined by law	<ul style="list-style-type: none"> - orientation and general determination of the businesses of the financial institutions; - appointment and impeachment of directors, as well as allocation of position, determining the corresponding limitations; - Approval of the annual budget and the proposals of the management; - Approval of the share option plans; - Approval of related parties' transactions; - Approval the participation of the financial institution in other companies as well as the establishment of joint-ventures; - Decide on any form of reorganisation of the company; - give opinion on any public offer of the financial institution; - Preparation and follow up of the implementation of the following policies: <ul style="list-style-type: none"> i. financial operations' credit; ii. financial operations' risk; iii. compliance iv. HR and remuneration of the key people within the organisation; v. technology and information and digital data security; - Follow-up and revision of the credit and guarantee approvals; - Follow-up on the institution's financial results; - Revision of the periodic financials, follow-up on the 	N/A	2009	2016	End of mandate

				results and the reach of pre-determined objectives; - discussion and execution of strategies and objectives for the financial institution; - Analysis, review and approval of acquisition of relevant shareholdings and expansion plans (agencies' openings, new markets, new businesses, etc)				

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Alper Consultoria e Corretora de Seguros, SA (formerly known as BR Insurance Corretora de Seguros, SA)	R\$50 million (turnover)	Member of the Board of Directors	As determined by law	As determined by law	N/A	2018	Present	N/A
Klimassan Klima Sanayi ve Ticaret A.Ş Izmir, Turkey	In Turkish lyres TRY\$ 386 million equivalent to R\$ 341 million (turnover)	Chairman of the Board of Directors	As determined by law	As determined by law	N/A	2008	Present	N/A
Restoque Comércio e Confeções de Roupas, SA, São Paulo, Brazil	R\$1250 million (turnover)	Vice-Chairman of the Board of Directors (until June 2018) and Chairman of the Board	As determined by law	- orientation and general determination of the businesses of the company; - appointment and impeachment of directors, as well as allocation of position, determining the corresponding limitations; - Approval of the Company's annual budget and the proposals of the management; - Approval of the share option plans; - Approval the issuance of shares, bonds, and bonus;	N/A	2008	Present	N/A

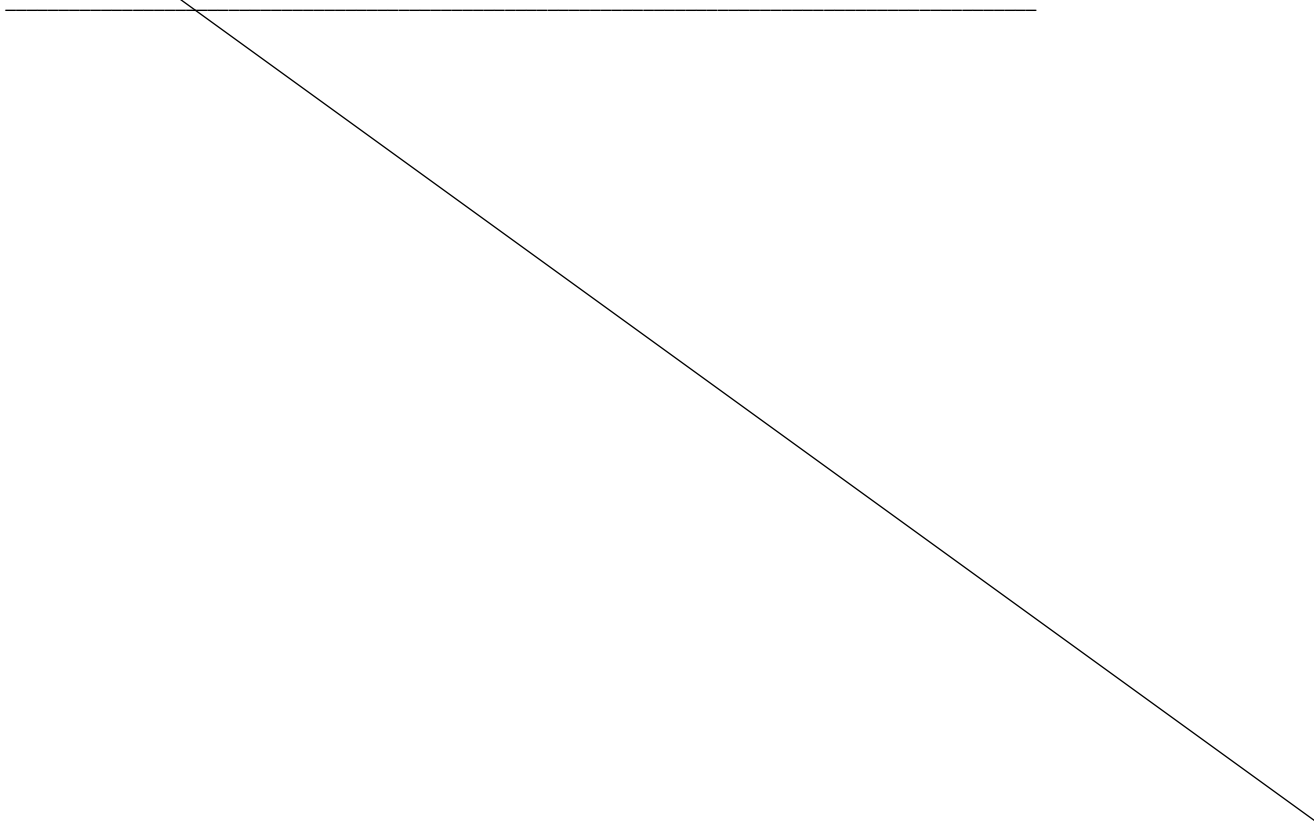
				<ul style="list-style-type: none"> - Approve the sale and purchase of permanent assets; - Approve loans to be granted to the Company; - Approve related parties' transactions; - Approve the acquisition of shareholdings in other Companies and joint-ventures; - Decide on any form of reorganisation of the company; - Decide on the Company's recuperation plan, insolvency or bankruptcy; - give opinion on any public offer of the Company; - other attributions associated with the Appointee's role as a board member. 				
Metalfrio Solutions, SA, São Paulo, Brazil	R\$ 1000 million	Chairman of the Board of Directors	As determined by law.	<ul style="list-style-type: none"> - orientation and general determination of the businesses of the company; - appointment and impeachment of directors, as well as allocation of position, determining the corresponding limitations; - Approval of the Company's annual budget and the proposals of the management; - Approval of the share option plans; - Approval the issuance of shares, bonds, and bonus; - Approve the sale and purchase of 	N/A	2004	Present	N/A

				permanent assets; - Approve loans to be granted to the Company; - Approve related parties' transactions; - Approve the acquisition of shareholdings in other Companies and joint-ventures; - Decide on any form of reorganisation of the company; ~ - Decide on the Company's recuperation plan, insolvency or bankruptcy; - give opinion on any public offer of the Company; - other attributions associated with the Appointee's role as a board member.				
Artesia Gestão e Recursos, SA, São Paulo, Brazil	N/A	Shareholder and co-founder	As determined by law	As determined by law	N/A	2003	Present	N/A
Produquímica Indústria e Comércio, SA, São Paulo, Brazil	R\$800 million (turnover)	Vice-Chairman of the Board of Directors	As determined by law	As determined by law	N/A	2007	2016	End of mandate/sale of the company
Amber International LLC	N/A (investment vehicle)	Member of the Board of Directors	As determined by law	As determined by law	N/A	2015	Present	N/A
Baixo Augusta Hotel, Lda	N/A (investment vehicle)	Manager	As determined by law	As determined by law	N/A	2018	Present	N/A
CBM Holding Qualified Family L.P (Canada)	N/A (investment vehicle)	Director	As determined by law	As determined by law	N/A	2013	Present	N/A
CBM Holding Qualified Family L.P (New Zealand)	N/A (investment vehicle)	Member of the Board of Directors	As determined by law	As determined by law	N/A	2017	Present	N/A

CBM Holdings Subsidiary, L.P. (Canada)	N/A (investment vehicle)	Director	As determined by law	As determined by law	N/A	2015	Present	N/A
Colfax Participações, SA	N/A (investment vehicle)	Chairman	As determined by law	As determined by law	N/A	2013	Present	N/A
Dover Participações, SA	N/A (investment vehicle)	Manager	As determined by law	As determined by law	N/A	2015	Present	N/A
GCR Administração e Participações, Lda	N/A (real estate investment vehicle)	Manager	As determined by law	As determined by law	N/A	2016	Present	N/A
Lime&Smith Ltd	E\$0.9 million	Managing partner	As determined by law	As determined by law	N/A	2014	Present	N/A
Metalfrío Servicios S.A. de CV	N/A subsidiary of Metal Frío Solutions, SA	Chairman of the Board of Directors	As determined by law	As determined by law	N/A	2007	Present	N/A
Metalfrío Solutions A.S	N/A subsidiary of Metal Frío Solutions, SA	Member of the Board of Directors	As determined by law	As determined by law	N/A	2006	Present	N/A
Metalfrío Solutions Sogutma Sanayl Ve Ticaret A.S	N/A subsidiary of Metal Frío Solutions, SA	Chairman of the Board of Directors	As determined by law	As determined by law	N/A	2008	Present	N/A
Nova Bahia Empreendimentos	N/A (real estate investment vehicle)	Manager	As determined by law	As determined by law	N/A	2015	Present	N/A
Peach Tree LLC	N/A (investment vehicle)	Director	As determined by law	As determined by law	N/A	2006	Present	N/A
Rio Verde Consultoria e Participações, Ltda	N/A (investment vehicle)	Manager	As determined by law	As determined by law	N/A	2001	Present	N/A
Tira-Chapéu Empreendimentos, Ltda	N/A (investment vehicle)	Manager	As determined by law	As determined by law	N/A	2012	Present	N/A
Turquoise Capital C.V.	N/A (investment vehicle)	Member of the Board of Directors	As determined by law	As determined by law	N/A	2006	Present	N/A

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)



²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium-High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	Medium-High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The relevant professional activity and the background of the Appointee, added to the multicultural and diversified vision of other markets, namely capital markets, financial and companies management, including in other countries, will positively contribute to the resolution of several matters arising in the collective body.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively)

If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professiona l relationship	Date of appointment / mandate	Position subject to authorisatio n or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to- day manage ment / Executiv e tasks (Yes/No)	Time commit ment (hours per week or days per year)	Number of meeting s (per year/ month)	Additional responsibil ities (e.g. committ ees, chairma nship of bodies)	Relationship hip with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billion (aggregated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	2015	Yes Bank of Portugal	No	10 days/year	15/year	Member of the Nomination Committee, Member of the Remuneration Committee and Member of the Audit and Finance Committee	Company controlled by Efanor Investimentos SGPS, SA
Alper Consultoria e Corretora de Seguros, SA (formerly known as BR Insurance)	Brazil	CNPJ 11721921/0001-60	Insurance Brokerage	R\$50 million (turnover)	Member of the Board of Directors	2018	Listed company in the Brazilian stock exchange (B3), supervised by	Yes	6h/week	12/year	Not applicable	Company indirectly held by Marcelo Faria de Lima

Corretora de Seguros, SA)							the Market Securities Commission (CVM) in Brazil					
Klimasan KimaSanayi ve Ticaret AŞ	Turkey	5640007051	Manufacturing of commercial cooling equipments	In Turkish Lira TRY\$ 386 million equivalent to R\$ 341 million (turnover)	Chairman of the Board of Directors	2008	Listed company with shares listed in the Turkish stock exchange, supervised by the competent authority	Yes	1h/week	6/year	Not applicable	Subsidiary of Metalfrio Solutions S.A.
Restoque Comércio e Confeções de Roupas SA	Brazil	CNPJ 49.669.856/0001-43	Textile and accessories	R\$1250 million (turnover)	Vice-Chairman of the Board of Directors until June 2018 and Chairman of the Board of Directors since June 2018	2008	Listed company in the Brazilian stock exchange (B3), supervised by the Market Securities Commission (CVM) in Brazil	No	10h/week	12/year	Not applicable	Company directly and indirectly held by Marcelo Faria de Lima
Metalfrio Solutions SA	Brazil	CNPJ 04.821.04 / 0001-08	Manufacturing of commercial cooling equipments	R\$1000 million	Chairman of the Board of Directors	2004	Listed company in the Brazilian stock exchange (B3), supervised by the Market	Yes	10h/week	12/year	Not applicable	Company directly and indirectly held by Marcelo Faria de Lima

							Securities Commission (CVM) in Brazil					
Artesia Gestão de Recursos SA	Brazil	CNPJ 05597017000191	Fund management	N/A	Shareholder and co-founder	2003	Ressources management supervised by CVM and ANBIMA in Brazil	Yes	1h/week	1/year	Not applicable	None
Amber International LLC	United States of America	81- 1901764	Holding of non-financial institutions	N/A (investment vehicle)	Member of the Board of Directors	2016	No	No	N/A	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle
Baixo Augusta Hotel Lda	Brazil	CNPJ: 20.790.873/0001-52	Hotel business	N/A (investment vehicle)	Manager	2018	No	No	30 mins/week	1/year	Not applicable	None
CBM Holding Qualified Family LP (Canada)	Canada	98-11822293	Holding of non-financial institutions	N/A (investment vehicle)	Managing Partner	2013	No	No	N/A	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle
CBM Holding Qualified Family LP (New Zealand)	New Zealand	266011	Holding of non-financial institutions	N/A (investment vehicle)	Member of the Board of Directors	2017	No	No	N/A	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle

CBM Holding Subsidiary, LP (Canada)	Canada	251109864	Holding of non-financial institutions	N/A (investment vehicle)	Member of the Board of Directors	2015	No	No	N/A	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle
Colfax Participações, SA	Brazil	CNPJ 12.474.499/001-58	Holding of non-financial institutions	N/A (investment vehicle)	Managing Partner	2013	No	No	N/A	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle
Dover Participações, SA	Brazil	CNPJ 28.218.045/0001-56	Holding of non-financial institutions	N/A (investment vehicle)	Manager	2015	No	No	N/A	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle
GCR Administração e Participações Ltda	Brazil	CNPJ 25.197.186/001-41	Management and participation in real estate activity	N/A (investment vehicle)	Manager	2016	No	Yes	30 min/week	1/year	Not applicable	None
Lima & Smith, Ltda	Portugal	509 909 043	Viticulture	€0.9million	Managing partner	2014	No	Yes	1h/week	1/year	Not applicable	None
Metalfrío Servicios S.A de C.V.	Mexico	MSE101215R95	Manufacturing of commercial cooling equipments	N/A (subsidiary of Metalfrío Solutions, SA)	Chairman of the Board of Directors	2007	No	Yes	30 min/week	1/year	Not applicable	Wholly-owned by Metalfrío Solutions, SA

Metalfrío Solutions AS	Denmark	28664834	Manufacturing of commercial cooling equipments	N/A (subsidiary of Metalfrío Solutions, SA)	Member of the Board of Directors	2006	No	Yes	30 min/week	1/year	Not applicable	Wholly-owned by Metalfrío Solutions, SA
Metalfrío Solutions Sogutma Sanayi Ve Ticaret AS	Turkey	5640007051	Manufacturing of commercial cooling equipments	N/A (subsidiary of Metalfrío Solutions, SA)	Chairman of the Board of Directors	2008	No	Yes	1h/week	1/year	Not applicable	Wholly-owned by Metalfrío Solutions, SA
Nova Bahia Empreendimentos	Brasil	CNPJ 17.018.500 / 0001-53	Sale and purchase of own real estate property	N/A (real estate investment vehicle)	Manager	2015	No	Yes	30 min/week	1/year	Not applicable	None
Peach Tree LLC	United States of America	CNPJ 08.927.939/0001-08	Holding of non-financial institutions	N/A (investment vehicle)	Director	2006	No	No	1h/week	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle
Rio Verde Consultoria e Participações Ltda	Brazil	CNPJ 15.097.267/0001-04	Marketing activities	N/A (investment vehicle)	Manager	2001	No	No	1h/week	1/year	Not applicable	Marcelo Faria De Lima's Investment vehicle
Tira-Chapéu Empreendimentos, Ltda	Brazil	CNPJ 15.097.267/0001-16	Sale and purchase of own real estate property	N/A (investment vehicle)	Manager	2012	No	No	1h/week	1/year	Not applicable	None

Turquoise Capital CV	Netherlands	CNPJ 10.240.148/ 000-57	Holding of non-financial institutions	N/A (investment vehicle)	Member of the Board of Directors	2006	No	No	30 min/week	1/year	Not applicable	None
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7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

.....

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☐

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

<p>b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying</p> <p>c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?</p>		
<p>10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:</p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If you answered yes, give details of the Mutual Agricultural Credit Bank:</p> <hr/> <hr/> <p>If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place:</p> <hr/> <hr/>		

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Sérgio Rial	Banco Santander	Chairman	.....	.....	Commercial/Customer	None
Alberto Fernandes	Itau BBA	Vice-Chairman CIB	.....	.....	Commercial/Customer	None

The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee. The data is not itself treated by Banco de Portugal.

PART 12. FURTHER INFORMATION

<p>12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?</p> <hr/> <hr/> <hr/> <hr/> <hr/>
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12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE**1. True and complete information**

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **CARLOS ANTÓNIO ROCHA MOREIRA DA SILVA** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 06/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: CARLOS ANTÓNIO ROCHA MOREIRA DA SILVA

Date: 06/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**Yes ☒ No ☐**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes

☐

No

☒**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes

☐

No

☒

Portuguese Securities Market Commission

Yes

☒

No

☐**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

CARLOS ANTÓNIO ROCHA MOREIRA DA SILVA

Sex: Female ☐ Male ☒

Date of birth 12/ 09/ 1952 (day/month/year)

District – Paranhos County - Porto

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 02713453 9 ZY5

Issued by Portuguese Republic on __/__/__

Expiry date – 28/01/2021

Tax identification number 107139090

Usual address (street / house No / floor)

Rua do Passeio Alegre, 264, 3º floor

Town/city Porto Post Code – 4150-571 Country – Portugal

Date of moving to this address 14/06/2018

Telephone number _____ Fax _____

Email _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.

Yes ☐ No ☒

(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)

3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)

(Add space and lines if necessary for providing the complete information)

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Efanor Investimentos, SGPS, SA	Member of the Board of Directors	2018	2020	2018	Yes	*
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
*positive evaluation in the terms set forth in the correspondence letter from Bank of Portugal addressed to Efanor Investimentos, SGPS, S.A., dated 7 th December 2018 with the reference CRI/2018/00013041-G.							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Non-Executive Member of the Board of Directors

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

This Appointee will exercise his role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will require at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?

Yes ☐ No ☒ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☒ No ☐

Re-appointment

Yes ☐ No ☒

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☐

If the answer is no, state the reason why.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:

PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>	X	
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>	×	
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>	×	
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		×
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		×
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		×
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		×

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

Point 5.6: This information was already provided to the Bank of Portugal at the time of the request for the authorisation for the performance of tasks by the Appointee as a member of the Board of Directors of Efanor Investimentos, SGPS, SA, dated August 2018 and authorised in December of the same year in the request no. 6350-1, and previously provided to the Bank of Portugal at the time of the authorisation request to be a member of the Board of Directors of Bank BPI, presented for the mandate 2014/2016.

The Company "La Seda Barcelona" was declared bankrupt following a decision of the Shareholders' General Meeting ("*Junta de Accionistas*") dated 26th June 2013. This Company had already filed for bankruptcy in Spain in a previous momento – 17th June 2013 – which lead to a collective insolvency procedure ("*concurso voluntário de credores*"). Since the proposal for "*Convénio Antecipado*" was not approved by the majority of the creditors, the board of directors decided, on the 3rd of January 2014, request the beginning of the liquidation phase, which was further approved by decision of the court dated 29th January 2014, date from which the management of the company started to be ensured by the "*Administrador Concursal*", having consequently the board of directors ceased its role.

The Appointee was not a concerned person in any procedure, namely of a criminal nature, within the activities and roles performed in the company "La Seda Barcelona", and he was not a board member of such a company during the time frame the acts object of criminal investigation were performed.

Herewith attached are the sentence declaring the bankruptcy of the company already provided by the Appointee to the Bank of Portugal in the request no. 6350-1 abovementioned.

Points 5.11 and 5.12: concerns to administrative fines applied by CNMV (Spain) to the Company BA – Fábrica de Vidros Barbosa & Almeida, SA (currently named BA Vidro, SA) and to the Appointee, as Chairman of the Board of Directors, by the lack of compliance with a duty to notify the authorities of the acquisition of a qualified shareholding of 5% in a Spanish public company, in 1998. The fine was fully paid in 2008. Hereto

attached a brief summary of the facts and the process and the proof of payment of the fine made by the Appointee and the abovementioned company.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons.** Add additional information deemed relevant.

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
PhD in Management Sciences	Management	1978-1982	Warwick University – UK
MSc in Management Sciences and Operational Research	Management	1977-1978	Warwick University – UK
Graduation in Mechanical Engineer	Mechanical Engineer	1970-1975	Oporto University

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Lynx Finance GP, LLC	€600 million	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee did not had any direct subordinates	2016	Present	N/A
Banco BPI	N/A	Member of the Board of Directors	As determined by law	As determined by law	0	2006	2014	End of mandate

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Efanor Investimentos SGPS, SA	~6 million (consolidated turnover by reference to 2017)	Executive Member of the Board of Directors	Day-to-day management tasks	Executive role	0	2018	Present	N/A
Sonae Indústria, SGPS, SA	~€230 million (consolidates turnover by reference to 2017)	Non-Executive Vice-Chairman of the Board of Directors	As determined by law.	As determined by law.	As a non-executive member the Appointee does not have any direct subordinates	2014	Present	N/A
Sonae Arauco, SA	~818 million (consolidated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	As determined by law.	As determined by law.	As a non-executive member the Appointee does not have any	2017	Present	N/A

					direct subordinates			
BA Glass BV	€850 million	Non-Executive Member of the Board of Directors	As determined by law.	As determined by law.	As a non-executive member the Appointee does not have any direct subordinates	2016	Present	N/A
BA Glass I – Serviços e Gestão de Investimentos, SA	N/A	Non-Executive Chairman of the Board of Directors	As determined by law	As determined by law	1	1998	Present	N/A
Barbosa & Almeida – SGPS, S.A.	N/A	Non-Executive Chairman of the Board of Directors	As determined by law	As determined by law	0	2001	Present	N/A
Fim do dia, SGPS, S.A.	N/A	Non-Executive Chairman of the Board of Directors	As determined by law	As determined by law	0	2002	Present	N/A
Fundação Serralves	N/A	Member of the Board of Directors	As determined by law	As determined by law	0	2016	Present	N/A
La Seda de Barcelona	€1200 million	Chairman of the Board of Directors	As determined by law	As determined by law	12	2010	2014	End of mandate
Jerónimo Martins Dystryncja, SA	N/A	Member of the Supervisory Board	As determined by law	As determined by law	0	2009	2012	End of mandate
3I Spain	N/A	Member of the Advisory Board	As determined by law	As determined by law	0	2005	2012	End of mandate

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	Medium-High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium-High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	Medium-High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	Medium-High
Accounting and auditing	Medium-High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	Medium-High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee contributes to the collective suitability of the Board of Directors with his broad experience due to the holding of executive and non-executive positions in companies both in the financial and non-financial sector, at a national and international level, participating, as a non-executive member of the board of directors in the follow-up of the companies day-to-day activity and in the strategic decision-making process.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship hip with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billion (aggregated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	N/A	Yes Bank of Portugal	No	10 days/year	15/year	Member of the Nomination Committee, member of the Remuneration Committee and Member of the Audit and Finance Committee	Company controlled by Efanor Investimentos, SGPS, S.A.
Efanor Investimentos, SGPS, SA	Portugal	502 778 466	Holding	~€6 million (consolidated turnover by reference to 2017)	Member of the Board of Directors	2017/2020	Yes Bank of Portugal	No	8 days/year	5/year	None	Company controlling Sonae SGPS, SA and Sonae Indústria, SGPS, SA
Sonae Indústria, SGPS, SA	Portugal	506 035 034	Holding	~€230 million (consolidated turnover by	Non-Executive Vice-Chairman of	2018-2020	No	No	6 hours/week	5/year	None	Company controlled by Efanor

				reference to 2017)	the Board of Directors							Investimentos, SGPS, S.A.
Sonae Arauco, SA	Portugal	500 058 580	Holding	~818 million (consolidated turnover by reference to 2017)	Non-Executive Member of the Board of Directors	2018/2020	No	No	3 hours/week	5/year	None	Company indirectly controlled by Sonae Indústria, SGPS, S.A.
BA Glass BV	Portugal	N/A	Holding	€850 million	Non-Executive Member of the Board of Directors	2016-2019	No	No	4 days/year	3/year	None	Company indirectly held by Fim do Dia, SGPS, SA, company in which I'm a board member
BA Glass I – Serviços de Gestão de Investimentos, SA	Portugal	506 586 057	Provision of administrative and operational services for the companies of BA Glass Group	N/A	Non-Executive Chairman of the Board of Directors	2016-2019	No	No	6 hours/week	8/year	None	Subsidiary directly held by BA Glass BV, company in which I'm a board member
Barbosa & Almeida – SGPS, SA	Portugal	504 809 091	Holding	N/A	Non-Executive Member of	2016-2019	No	No	1 day/year	1/year	None	Subsidiary indirectly held by BA Glass BV, company

					the Board of Directors							in which I'm a board member
Fim do dia, SGPS, SA	Portugal	507 225 600	Provision of services and consultancy	N/A	Non-Executive Chairman of the Board of Directors	2016-2019	No	No	1 day/year	1/year	None	Company controlling BA Glass BV, in which the Appointee is a non-executive member of the Board of Directors
Lynx Finance GP, LLC	United States of America	N/A	Financial Intermediary	N/A	Non-Executive Member of the Board of Directors	2016-2019	No	No	1 day/week	6/year	None	None
Fundação Serralves	Portugal	502 226 643	Cultural Institution	N/A	Member of the Board of Directors	2016-2021	No	Yes	11 days/year	11/year	None	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No ☐³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee is an executive member of the Board of Directors of Efanor Investimentos, SGPS, S.A., company holding the majority of the Requesting Institution's share capital and voting rights.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

Besides the abovementioned in point 8.1 above, the Appointee is a non-executive member of the Board of Directors of Sonae Indústria SGPS, S.A., company controlled by the same controlling shareholder of the Requesting Institution's controlling company, Efanor Investimentos, SGPS, S.A., and he is a non-executive member of the Board of Directors of Sonae Arauco, S.A., company co-controlled by Sonae Indústria, SGPS, S.A.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes

☒

No

☐

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)
The Appointee himself	N/A	Proposed member for the Board of Directors of the Requesting Institution	2019-2022	0.001% of the share capital and voting rights of Sonae SGPS, SA

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☐

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

It was not identified the existence of any significant potential conflict of interest. The Appointee will perform non-executive tasks in a collective body composed of an adequate number of independent directors.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75 (3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
<hr/>		
<hr/>		
<hr/>		
<hr/>		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying		
c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?		

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place:

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Artur Santos Silva	La Caixa, Fundação Bancária	Patron	.....	.....	Member of the Board of Directors chaired by Artur Santos Silva	None
José Manuel Trindade Neves Adelino	Fundação Calouste Gulbenkian	Member of the Board of Directors	.....	.....	Member of the Board of Directors of Sonae – SGPS, SA	None

António Bernardo Aranha da Gama Lobo Xavier	Council State Advisor	Member of the Portugal Council	Member of several Sonae's Boards of Directors for man years	
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*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

PART 12. FURTHER INFORMATION

<p>12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?</p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <p>12.2 Other information</p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE**1. True and complete information**

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **FUENCISLA CLEMARES** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 28 /01 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X_____

Name: FUENCISLA CLEMARES

Date: 31/01/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION

Pre-authorisation	Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/>
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PART 2. INFORMATION ON THE REQUESTING INSTITUTION

2.1. Identification

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐

No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes ☐

No ☒

2.2. Other national financial supervisory authority to which the requesting institution is subject:

Insurance and Pension Funds Supervisory Authority

☐ Yes ☒ No

Portuguese Securities Market Commission

☒ Yes ☐ No

2.3. Contact person for authorisation and subsequent registration:

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

FUENCISLA CLEMARESSex: Female ☒ Male ☐

Date of birth 07/ 01/ 1974 (day/month/year)

District - Madrid

County - Madrid

Country – Spain

Nationality - Spanish

Identity document - Passport No. PAF198861

Issued by *Direccion general de la policia* Spain on 31st July 2017

Expiry date 09th April 2025

Tax identification number 50853825C

Usual address (street / house No / floor)

Segasta 16, 4.º dcha

Town/city Madrid

Post Code - 28004- Country - Spain

Date of moving to this address: November 2007

Telephone number Fax

Email address

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Banco de Portugal	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Portuguese Securities Commission	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Insurance and Pension Funds Supervisory Authority	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Non-executive board member

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

This Appointee will exercise his role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will require at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?

Yes ☒ No ☐ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☒ No ☐

Re-appointment

Yes ☐ No ☒

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <div style="border: 1px solid black; height: 100px; margin-top: 10px;"></div>		

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PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
MBA	Management	2000	IESE Business School, Universidade de Navarra, Barcelona
Exchange Programme at MBA	Management	1999	Kellogg Graduate School of Management, Chicago USA
Master of Business Administration	Business Administration	1992-1996	European Business Program

6.2. Professional experience**6.2.1. Relevant professional experience within the banking or financial sector**

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Cosentino	€900Million (2017)	Advisor to the Board	Consulting	Participate at the Board meetings (4/year)	None	2018	Present	N/A

IESE	€105 Million (2017)	Teacher	Teaching	Teach sales and digital courses	None	2015	Present	N/A
Google LLC	Non available	Country Manager for Spain and Portugal	Business management, PR, Public Relations, Speaker at events	Representative of Google in Spain, responsible for the Ads Business	80	2016	Present	N/A
ISDI (Instituto Superior para el Desarrollo de Internet)	~€10Million	Member of the Academic advisory Board of Internet Academy	Provide advise to the board of directors on academic programs and business priorities	Participate at Academic Board meetings (4/year)	None	2016	Present	N/A
Adolfo Dominguez	€114Million (2017)	Member of the Board of Directors	Consulting in digital and IT	Advisor to the Board	None	2016	2016	Termination of duties
MMA (Mobile Marketing Association) in Spain	N/A	Member of the Board of Directors	Marketing and retail	Intervention in retail and marketing fields	None	2015	2016	Termination of duties
ISDI (Instituto Superior para el Desarrollo de Internet)	~€10Mill	Teacher	Teaching	Teaching Digital Marketing and Search	None	2013	Present	N/A
Mckinsey Alumni Advisory Council	N/A	Member of the Advisory Council	Consulting	Corporate	N/A	2013	2018	Termination of the mandate

Google Spain	Non Available	Sales Leader	Support key customers in their digital transformation and promote Google Ads products	Manage and grow Google Ads business in Telecom, Banking, Insurance and Travel Industries	12	2013	2016	Promotion to another role
Adigital	Non Available	Member of the Board of Directors	Advise on the main activities of the association and support on the development of a large ecommerce event	Participate at the Board meetings (4/year and ecommerce working Group)	None	2012	2015	Termination of duties
Google Spain	Non Available	Head of Retail and FMCG	Support key customers in their digital transformation and promote Google Ads products....	Manage and grow Google Ads business in the Retail and FMCG sectors	4	2010	2011	Promotion to another role
Google Spain	Non Available	Head of Retail	Support key customers in their digital transformation and promote	Manage and grow Google Ads business in the Retail sector	3	2009	2009	Promotion to another role

			Google Ads products					
Carrefour Spain	€9.600M (2017)	Home Director Spain	Assortment selection, store lay out, negotiation with suppliers, sales and promotional plan	Sales and purchasing strategy	11	2007	2009	Termination of contract
Mckinsey & Company	Non Available	Senior Associate	Lead or participated in different consulting projects in retail, consumer goods, marketing, telecom, banking industries	Lead and supervise consulting projects in Spain	3	2000	2007	Termination of contract

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

.....

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
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Financial markets	Medium Low
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium Low
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	Medium Low
Accounting and auditing	Medium Low

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	Medium High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	Medium Low

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>).

³² In force as of 30 June 2018.

6.2.6. Other relevant specialised experience (please list)

Content	Training provider (requesting institution or the name of the external entity)	Start date	End date

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

.....

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee contributes, as a non-executive independent member of the Board of Directors, with her relevant international experience in retail, e-commerce and digital marketing companies, providing knowledge on development strategy in various business sectors, including bank and insurance.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Countr y	Tax identificatio n number or valid access code to the permanent	Description of the institution's activity	Size ² of the institutio n	Position /nature of the professiona l relationship	Date of appointment / mandate	Position subject to authorisatio n or registration with Banco de Portugal, the Portuguese Securities Market	Day-to-day managemen t / Executive tasks (Yes/No)	Time commitmen t (hours per week or days per year)	Number of meeting s (per year/ month)	Additional responsibilities (e.g. committees, chairmanshi p of bodies)	Relationship hip with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							Commission, the Insurance and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA	Portugal	500 273 170	Holding	€7,6 Billions (turnover)	Non-executive director	N/A	Yes	No	10 days	15/year	Member of Nomination Committee, Remuneration Committee, Audit and Finance Committee	None
Google LLC	EUA	77-0493581	Internet services	Non available	Country Manager for Spain and Portugal	2016	No	No	40 hours/week	Variable	N/A	None
ISDI (Institute Superior para el Desarrollo de Internet)	Spain	B85663359	Education	N/A	Teacher	2013	No	No	1 hour/week	4/year	N/A	None

IESE	Spain	R-3168001J	Education	N/A	Teacher	2015	No	No	1 hour/week	N/A	N/A	None
Cosentino, SA	Spain	A04117297	Extraction, manufacture, elaboration and commercialization of natural stones	€900Mill (2017)	Advisor to the Board of Directors	2018	No	No	3 days/year	4/year	N/A	None

7.2. Further Information

7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³

Yes ☒ No ☐

7.5. Systemically Important Institutions ('O-SIIs')⁴

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).

⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

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7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes No ☐

No No ☒

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

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PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12.

³⁹ See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No



If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No



If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

⁸ See footnote 12.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable: ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify. <hr/> <hr/> <hr/> <hr/>		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
	a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;	

<p>b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying</p> <p>c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?</p>		
<p>10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:</p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If you answered yes, give details of the Mutual Agricultural Credit Bank:</p> <p>_____</p> <p>_____</p> <p>If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____</p> <p>_____</p>		

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Javier Rodriguez Zapatero	ISDI	Executive chairman at ISDI	.....	.....	The Appointee's manager between 2009-2016.	No
Carlos Torres	BBVA	Chairman	.....	.....	The Appointee and the Referee both worked at McKinsey. They now have a supplier-client relationship.	No

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

PART 12. FURTHER INFORMATION

<p>12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?</p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p>
<p>12.2 Other information</p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p>

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (ECB) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE**1. True and complete information**

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **PHILIPPE CYRIEL ELODIE HASPESLAGH** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 22 /01 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: PHILIPPE CYRIEL ELODIE HASPESLAGH

Date: 22/01/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**Yes ☒ No ☐**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)

SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – DL 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes

☐

No

☒**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes

☐

No

☒

Portuguese Securities Market Commission

Yes

☒

No

☐**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE**3.1. Identification and contact details**

Full name

PHILIPPE CYRIEL ELODIE HASPESLAGHSex: Female ☐ Male ☒

Date of birth 11 / 05/ 1950 (day/month/year)

District - Roeselare County - Roeselare

Country – Belgium Nationality - Belgian

Identity document National Identity Card No 591-9589526-14

Issued by Belgian National Register on 10 /06 / 2014

Expiry date 10 /06 /2024

Tax identification number 50.05.11-195.75

Usual address (street / house No / floor)

Avenue Molière 164

Town/city Elsene Post Code - 1050- Country - Belgium

Date of moving to this address 01/09/2008

Telephone number Fax

Email address

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Banco de Portugal	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Portuguese Securities Commission	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Insurance and Pension Funds Supervisory Authority	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Financial Markets and Services Authority (Belgium)	Capricorn Venture Partners	Non-executive Chairman of the Board of Directors	1993	Present date	18/07/2017	Yes	Fit and proper
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED**4.1. Position**

Non-executive board member

*(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)***4.2. Executive tasks / day-to-day management**Yes ☐ No ☒**4.3. Areas of responsibility (specific areas for which the Appointee is responsible)**

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.*(This question is primarily addressed to the requesting institution)*

This Appointee will exercise his role as a non-executive board member of the Board of Directors. As a non-executive board member, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the non-executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Nonetheless, it is estimated that this role will require at least 26 hours/year pertaining to meetings and overall 10 (ten) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?Yes ☒ No ☐ Not applicable ☐**4.7. Mandate 2019- 2022 (year - year)****4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)****4.9. First-time appointment**Yes ☒ No ☐**Re-appointment**Yes ☐ No ☒**4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?**Yes ☐ No ☐

If the answer is no, state the reason why.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE**6.1. Professional qualifications**

Name of the course / training	Field	Start and end dates	Educational establishment
Consulting and Coaching for Change	Consulting and Coaching	2008-2009	INSEAD
Doctor of Business Administration	Management	1977-1979	Harvard Business School
Master of Business Administration	Management	1975-1977	Harvard Business School
Master – General Management	Management	1972-1973	Vlerick Business School
Commercial Engineer	Engineering	1968-1972	University of Leuven

6.2. Professional experience**6.2.1. Relevant professional experience within the banking or financial sector**

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Quest for Growth NV	€150M	Non-Executive Chairman of the Board of Directors	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2008	Present	N/A
Capricorn Venture Partners	€500M	-1999-2002: Member of the Board of Directors -Since 2002: Non-executive Chairman of the Board of Directors	As determined by law	As determined by law.	As a current non-executive board member, the Appointee does not have any direct subordinates.	1999	Present	N/A

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
FBN Belgium – The Family Business Network	N/A	Non-executive Chairman of the Board of Directors	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2016	Present	N/A

MyMicroInvest	€30M	Non-executive director	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2015	2018	End of mandate
Ardo NV	€1 Billion	Non-executive Chairman of the Board of Directors	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2009	Present	N/A
Vlerick Business School	N/A	-2016-present: Professor and Honorary Dean -2008-2016: Dean	N/A	N/A	N/A	2008	Present	N/A
Sioen Industries (listed company)	€500M	Non-executive director	As determined by law.	As determined by law.	As a current non-executive board member, the Appointee does not have any direct subordinates.	2011	2014	End of Mandate
Vandemoortele NV	€1,600M	Non-executive director	As determined by law.	As determined by law.	As a current non-executive board member, the Appointee does not have any direct subordinates.	2006	Present	N/A
Pieters Visbedrijf	€150M	Non-executive Chairman of the Board of Directors	As determined by law.	As determined by law.	As a current non-executive board member, the Appointee does not have any direct subordinates.	1998	2000	End of Mandate
Dujardin Foods, NV	€220M	Non-executive Chairman of the Board of Directors	As determined by law.	As determined by law.	As a current non-executive board member, the Appointee does not have any direct subordinates.	1985	2014	End of Mandate
Governance for Owners Ltd	€1Billion	Non-executive director	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2010	2013	End of Mandate

Procuritas, AB	€600M	Non-executive Chairman of the Board of Directors	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	1985	2006	End of Mandate
INSEAD	N/A	Professor	N/A	N/A	N/A	1979	2008	End of contract
Stanford Business School	N/A	Professor	N/A	N/A	N/A	1984	1985	End of contract
Harvard Business School	N/A	Professor	N/A	N/A	N/A	1990	1990	End of contract

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium low
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	Medium high
Accounting and auditing	High (accounting) Medium low (auditing)

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Candidate brings to the Board of Directors the international knowledge pertaining to his long experience in different sectors of activity, including those of a financial nature, as well as extensive board experience in listed family-controlled contexts. He holds the necessary conditions and capacities for intervening in an informed and complex decision-making process and supervising the executive role of the Board members, as an independent member of the Board.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment / mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA	Portugal	500 273 170	Holding	€7,6 Billions (turnover)	Non-executive director	N/A	Yes	No	10 days	15/year	Member of Nomination Committee, Remuneration Committee, Audit and Finance Committee	None
FBN Belgium – The Family Business Network	Belgium	0874.491.919	Family Companies Association	N/A	Non-executive Chairman of the Board of Directors	2016	No	No	15 days	10/year	None	None
Ardo NV	Belgium	0809.899.718	Food production and distribution	€1 Billion (turnover)	Non-executive Chairman of the Board of Directors	2009	No	No	40 days	20/year	Chairman of the Nomination and Remuneration Committee	None

Vlerick Business School	Belgium	0424.244.049	Education	N/A	Professor and Honorary Dean	2008	No	No	60 days	30/year	None	None
Vandemoortel NV	Belgium	0429.977.343	Food Group	€1.6 Billion (turnover)	Non-executive director	2006	No	No	18 days	10/year	None	None
Capricorn Venture Partners	Belgium	0449.330.922	Management of venture capital and asset management	€500M (total assets)	Non-executive Chairman of the Board of Directors	1993	Yes – Belgium Financial Services and Markets Authority	No	10 days	6/year	Chairman of the Nomination and Remuneration Committee	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No ☐³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

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In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
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10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying		
c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?		

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place:

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Stefaan Decraene	BNP Paribas	Head of International Retail Banking	.....	.....	Board member at Ardo NV, where the Appointee is Chairman.	No
Patrick Simons	KPMG	Senior Partner	.....	.....	The Appointee is a member of KPMG Advisory Board.	No

PART 12. FURTHER INFORMATION

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE**1. True and complete information**

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the '**Appointee**')

I **MARIA CLÁUDIA TEIXEIRA DE AZEVEDO** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 15/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: MARIA CLÁUDIA TEIXEIRA DE AZEVEDO

Date: 15/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**Yes ☒ No ☐**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes

☐

No

☒**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes

☐

No

☒

Portuguese Securities Market Commission

Yes

☒

No

☐**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

MARIA CLÁUDIA TEIXEIRA DE AZEVEDO

Sex: Female ☒ Male ☐

Date of birth 13/01/ 1970 (day/month/year)

District – Cedofeita County – Porto

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 093522656 3ZY3

Issued by Portuguese Republic on __/__/__

Expiry date – 27/02/2019

Tax identification number 200419307

Usual address (street / house No / floor)

Rua de Montebelo, no.28

Town/city Porto Post Code – 4150-511 Country – Portugal

Date of moving to this address February 2007

Telephone number _____ Fax _____

Email _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.

Yes ☐ No ☒

(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)

3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)

(Add space and lines if necessary for providing the complete information)

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Efanor Investimentos, SA	Member of the Board of Directors	2012	2015	2014	Yes	Positive
Bank of Portugal	Efanor Investimentos, SA	Member of the Board of Directors	2017	2020	2017	Yes	Positive
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Executive Member of the Board of Directors

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☒ No ☐

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

This Appointee will exercise her role as an executive board member of the Board of Directors. As an executive board member, all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. Considering the executive nature of the tasks to be performed by the Appointee, the time allocation will be variable depending on the calendar specific development of the Company's activity. Considering that the Appointee will perform executive tasks it is estimated that this role will require at least 20 hours/week. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee will be appointed for the Board of Directors' Executive Committee and may foreseeably be appointed by the Board of Directors for the following internal committees of the Board: Board Nomination Committee, Board Remuneration Committee and Board Audit and Finance Committee.

4.6. Is the Appointee designated as an independent member?

Yes ☐ No ☒ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☒ No ☐

Re-appointment

Yes ☐ No ☒

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:

PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		×
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		×
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		×
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		×

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons.** Add additional information deemed relevant.

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
MBA	Management	1999-2000	INSEAD, Fontainebleau, France
Graduate Degree	Management	1989-1994	Universidade Católica Portuguesa – Centro Regional do Porto

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Mainroad – Serviços de Tecnologias de Informação	Non-available (company was sold on 30.09.2014)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2003	2014	Resignation
Miauger – Organização e Gestão de Leilões Eletrónicos, SA	Non-available (company was dissolved in 2014)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2000	2014	End of mandate
Efanor Investimentos SGPS, SA	€6,080,273,706 (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2000 2004 2008 2012 2017	2003 2007 2011 2015 2020 (in office at the present date)	End of mandate N/A
Netmall, SGPS, SA	Non-available (company dissolved in 2008)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2002	2008	End of mandate

Altitude – Sociedade Gestora de Participações Sociais, SA	Non-available (company sold in 2011)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2003	2007	Resignation
Público – Comunicação Social, SA	€14,389,697 (turnover 2017)	Member of the General Counsel Member of the Board of Directors	As determined by law As determined by law	As determined by law As determined by law	None 1	2005 2009	2009 In office at the present date	End of mandate N/A
Profimetrics – Software Solutions, SA	Non-available (company was sold in 2007)	Member of the Board of Directors	As determined by law.	As determined by law.	None	2006	2007	Resignation
Optimus – Comunicações, SA	Non-available (company was transferred in 2013)	Member of the Board of Directors	As determined by law	As determined by law	3	2003	2013	Resignation
Lugares Virtuais, SA	Non-available (company was dissolved in 2014)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2008	2014	End of mandate
M3G – Edições Digitais,	Non-available (company was dissolved in 2011)	Member of the Board of Directors	As determined by law	As determined by law	None	2010	2011	End of mandate
Sonae Telecom, SGPS, SA	Non-available (company was transferred in 2013)	Member of the Board of Directors	As determined by law	As determined by law	None	2011	2013	Resignation
Sonae Capital SGPS, SA (listed company)	€182,330,000 (consolidated turnover by reference to 2017)	Non-Executive Member of the Board of Directors Executive Member of the Board of Directors Chairman of the Executive Committee Non-Executive Member of the Board of Directors	As determined by law As determined by law As determined by law As determined by law	As determined by law As determined by law As determined by law As determined by law	As a non-executive member the Appointee does not have any direct subordinates 7 7 7	2011 2013 2015 2018	2012 2014 2017 2020 (in office at the present date)	End of mandate End of mandate End of mandate N/A

Sontária – Empreendimentos Imobiliários, SA	Non-available (company was transferred in 2013)	Member of the Board of Directors	As determined by law	As determined by law	None	2012	2013	Resignation
Contacto Concessões, SGPS, SA (currently named SC Fitness, SA)	€1,292,678 (total assets by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2013 2015	2014 2015	End of mandate
Capwatt Maia – Heat Power, SA	€5,469,955 (turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2013 2015	2014 2015	End of mandate End of mandate
Capwatt Colombo – Heat Power, SA	€4,774,643 (turnover by reference to 2017)	Member of the Board of Directors Chairman of the Board of Directors	As determined by law As determined by law	As determined by law As determined by law	None None	2013 2015	2014 2016	End of mandate End of mandate
Capwatt Martim Longo – Solar Power, SA	€1,394,925 (turnover by reference to 2017)	Member of the Board of Directors Chairman of the Board of Directors	As determined by law As determined by law	As determined by law As determined by law	None	2013 2015	2014 2016	End of mandate End of mandate
Capwatt Vale do Caima – Heat Power, SA	€1,996,288 (turnover by reference to 2017)	Member of the Board of Directors Chairman of the Board of Directors	As determined by law As determined by law	As determined by law As determined by law	None	2013 2015	2014 2016	End of mandate End of mandate
Capwatt Vale do Tejo – Heat Power, SA	€49,433 (total assets by reference to 2017)	Member of the Board of Directors Chairman of the Board of Directors	As determined by law As determined by law	As determined by law As determined by law	None	2013 2015	2014 2016	End of mandate End of mandate
SC – Engenharia e Promoção Imobiliária, SGPS, SA (currently named SC INDUSTRIALS, SGPS, SA)	€26,793,709 (total assets by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2013	2015	End of mandate
Sistavac, S.A. (currently named Race – Refrigeration &	€51,281,438 (turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2013	2014	End of mandate

Air Conditioning Engineering, S.A.)		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2016	End of mandate
SC Hospitality, SGPS, SA (currently named UP Invest, SGPS, SA)	€5,157,748 (total assets by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2013	2014	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2016	End of mandate
Spred, SGPS, SA	Non-available (company sold in 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2013	2014	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2016	End of mandate
Capwatt Ace, SA	€1,457,460 (total assets by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2014	2015	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2016	End of mandate
Capwatt Engenho Novo – Heat Power, SA	€49,414 (total assets by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2014	2015	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2016	End of mandate
Capwatt II – Heat Power, SA (currently named Capwatt Évora – Heat Power, SA)	€673,304 (turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2014	2015	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2016	End of mandate
Capwatt III – Heat Power, SA	€42,634 (total assets by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2014	2015	End of mandate
		Chairman of the Board of Directors	As determined by law	As determined by law		2015	2016	End of mandate
Enerlousado – Recursos Energéticos Unipessoal, Lda (currently named Capwatt Lousado – Heat Power Unipessoal, Lda)	€6,127,401 (turnover by reference to 2017)	Manager	As determined by law	As determined by law	None	2014	2016	End of mandate

Capwatt – Brainpower, SA	€4,193,699 (turnover by reference to 2017)	Member of the Board of Directors Chairman of the Board of Directors	As determined by law As determined by law	As determined by law As determined by law	None	2014 2015	2015 2016	End of mandate End of mandate
Carvemagere, Manutenção e Energias Renováveis, SA	€1,348,469 (turnover by reference to 2017)	Manager	As determined by law	As determined by law	None	2014	2016	End of mandate
Capwatt Hectare – Heat Power, ACE	€7,090 (total assets by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	None	2014	2016	End of mandate
C.T.E. – Central Termoelétrica do Estuário, Unipessoal, Lda (currently named Capwatt Estuário – Heat Power, Unipessoal, Lda)	€120,971 (total assets by reference to 2017)	Manager	As determined by law	As determined by law	None	2014	2016	End of mandate
Ronfegen – Recursos Energéticos, Unipessoal, Lda (currently named Capwatt IV – Heat Power, Unipessoal, Lda)	€33,123 (total assets by reference to 2017)	Manager	As determined by law	As determined by law	None	2014	2016	End of mandate
SOPAIR, SA	€337,959 (total assets by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2015	2016	End of mandate
QCE – Desenvolvidos e Fabrico de Equipamentos, SA	€2,546,938 (turnover by reference to 2017)	Chairman of the Board of Directors	As determined by law	As determined by law	None	2015	2016	End of mandate
Companhia Térmica Tagoi, Unipessoal, Lda	€10,826,250 (turnover by reference to 2017)	Manager	As determined by law	As determined by law	None	2015	2016	End of mandate
WeDo Technologies, B.V.	€320,000 (turnover by reference to 2017)	Director	As determined by law	As determined by law	None	2008	2011	Resignation
Cape Technologies Limited (Ireland)	€1,880,364 (turnover by reference to 2017)	Director	As determined by law	As determined by law	None	2007	2014	Resignation

Cape Technologies (UK) Limited	Non-available (company dissolved in 2009)	Director	As determined by law	As determined by law	None	2009	2009	End of mandate
Praesidium Technologies Limited	N/A	Director	As determined by law	As determined by law	None	2007	2010	Resignation
WeDo Poland Sp. Z.o.o.	Non-available (company dissolved in 2014)	Director	As determined by law	As determined by law	None	2006	2014	End of mandate
WeDo Technologies Chile, Spa	Non-available (company dissolved in 2013)	Director	As determined by law	As determined by law	None	2010	2013	End of mandate
WeDo Technologies Panama, SA	Non-available (company dissolved in 2013)	Director	As determined by law	As determined by law	None	2010	2013	End of mandate
WeDo Technologies Singapore Pte Ltd	Non-available (company dissolved in 2014)	Director	As determined by law	As determined by law	None	2010	2014	End of mandate
Belmiro de Azevedo Foundation	N/A	Member of the Board of Directors and of the Executive Committee	As determined by law	As determined by law	None	2012	2020 (in office at the present date)	N/A
NOS, SGPS, SA (listed company)	€1.6 billion (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2013 2016	2015 2019 (in office at the present date)	N/A
Sonaecom, SGPS, SA (listed company)	€139,559,562 (consolidated turnover by reference to 2017)	Executive Member of the Board of Directors	As determined by law	As determined by law	None	2006 2008 2012 2016	2007 2011 2015 In office at the present date	N/A
ZOPT, SGPS, SA	€1,561,782,641 (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have	2016	Present date	N/A

					any direct subordinates			
Sonae Investment Management – Software and Technology, SA	€125,929,752 (consolidated turnover by reference to 2017)	Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2002	Present date	N/A
PCJ – Público Comunicação e Jornalismo, SA	€324,439.00 (individual turnover by reference to 2017)	Member of the Board of Directors Chairman of the Board of Directors	As determined by law As determined by law	As determined by law As determined by law	As a non-executive member the Appointee does not have any direct subordinates	2010 2014	2014 In office at the present date	End of mandate N/A

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee contributes to the collective suitability of the Board of Directors with her broad experience both as executive and as a non-executive director, whether within Sonae Group as well as in companies outside the Group, having the necessary capacities for strategic decision-making process as well as for the evaluation and mitigation of the risks to which the Company is exposed to.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billion (aggregated turnover by reference to 2017)	Member of the Board of Directors	N/A	Yes Bank of Portugal	No	20h/week	24/year	Will be appointed as member of the Executive Committee and May foreseeably be appointed Member of the Nomination Committee, member of the Remuneration Committee and Member of the Audit and Finance Committee	Company controlled by Efanor Investimentos, SGPS, S.A.
Efanor Investimentos, SGPS, SA	Portugal	502 778 466	Holding	€6,080,273,706 (consolidated turnover by	Member of the Board of Directors	2017/2020	Yes Bank of Portugal	Yes	8 days/year	15year	None	Company controlling Sonae SGPS, SA and Sonae

				reference to 2017)								Capital, SGPS, SA
Sonae Capital, SGPS, SA*	Portugal	508 276 756	Holding	€182,330,000 (consolidated turnover by reference to 2017)	Member of the Board of Directors	2018-2020	No	No	6h/week	7/year	None	Company controlled by Efanor Investimentos, SGPS, SA
Sonaecom SGPS, SA*	Portugal	502 028 351	Holding	€139,559,562 (consolidated turnover by reference to 2017)	Member of the Board of Directors	2016-2019	No	Yes	0.5h/week	5/year	None	Company with the majority of share capital and voting rights held by Sonae SGPS, SA
ZOPT, SGPS, SA	Portugal	510 488 153	Holding	€1,561,782,641 (consolidated turnover by reference to 2017)	Member of the Board of Directors	2016-2019	No	No	0.25h/week	2/year	None	Company co- controlled by Sonaecom, SGPS, SA
Sonae Investment Management – Software and Technology, SGPS, SA	Portugal	505 195 011	Holding	€125,929,752 (consolidated turnover by reference to 2017)	Member of the Board of Directors	2016-2019	No	Yes	6.5h/week	3 meetings /year	None	Company controlled by Sonaecom, SGPS, SA

Público – Comunicação Social, SA	Portugal	505 256 094	Activities of rafting, composition and edition of periodical and non-periodical publications	€14,389,697 (turnover by reference to 2017)	Member of the Board of Directors	2016-2019	No	No	2.15h/week	4/year	None	Company controlled by Sonaecom, SGPS, SA
PCJ – Público, Comunicação e Jornalismo, SA	Portugal	509 677 843	Activities of rafting, composition and edition of periodical and non-periodical publications	€324,439.00 (turnover by reference to 2017)	Chairman of the Board of Directors	2018-2021	No	No	0.1h/week	2/year	None	Company controlled by Sonaecom, SGPS, SA
NOS – SGPS, SA*	Portugal	504 453 513	Holding	€1,561,782,641 (consolidated turnover by reference to 2017)	Member of the Board of Directors	2016-2019	No	No	0.5h/week	7/year	None	Company controlled by ZOPT, SGPS, SA
Efanor – Serviços de Apoio à Gestão, S.A.	Portugal	501 427 341	Provision of services for management support of businesses, throughout the elaboration of opinions, studies and engineering	€129,986 (individual turnover by reference to 2017)	Member of the Board of Directors	2016-2019	No	Yes	1h/week	2/year	None	Company controlled by Efanor, Investimentos, SGPS, SA

			and economic projects									
Imparfin – Investimentos e Participações Financeira, SA	Portugal	502 398 116	Activities of non-financial holding companies	€6,028,805 (total assets by reference to 2017)	Chairman of the Board of Directors	2016-2019	No	Yes	0.5h/week	4/year	None	Company in which the Appointee holds a shareholding and with a shareholding in the Requesting Institution
Linhacom, SA	Portugal	505 118 823	Other consultancy activities	€2,501,900 (total assets by reference to 2017)	Chairman of the Board of Directors	2016-2019	No	Yes	0.5h/week	2/year	None	Company controlled by the Appointee and with a shareholding in the Requesting Institution
Praça Foz – Sociedade Imobiliária, SA	Portugal	504 756 052	Real Estate Company	€48,884 (turnover by reference to 2017)	Chairman of the Board of Directors	2017-2020	No	Yes	0.17h/week	2/year	None	None
Sekiwi, SGPS, SA	Portugal	509 788 807	Holding	€849,740 (total assets by reference to 2017)	Sole director	2015-2018	No	Yes	0.17h/week	4/year	None	None

BA Business Angles – SGPS, SA	Portugal	507 727 622	Holding	€45,428 (turnover by reference to 2017)	Member of the Board of Directors	2018-2021	No	Yes	0.17h/week	2/year	None	Company controlled by Efanor Investimentos, SGPS, SA
BA Capital – SGPS, SA	Portugal	504 685 430	Holding	€29,907 (turnover by reference to 2017)	Member of the Board of Directors	2018-2019	No	Yes	0.17h/week	2/year	None	Company controlled by Efanor Investimentos, SGPS, SA
Setimanale – SGPS, SA	Portugal	505 280 140	Holding	€984,390 (total assets by reference to 2017)	Member of the Board of Directors	2018-2019	No	Yes	0.17h/week	2/year	None	None
Vistas da Foz – Sociedade Imobiliária, SA	Portugal	504 914 750	Real estate company	€36,176 (turnover by reference to 2017)	Member of the Board of Directors	2018-2019	No	Yes	0.17h/week	2/year	None	Company controlled by Setimanale – SGPS, SA
Casa Agrícola de Ambrões, SA	Portugal	502 122 277	Exploration and agroindustrial commercialisations and sale in general	€11,217,630 (total annual assets 2017)	Member of the Board of Directors	2018-2019	No	Yes	0.17h/week	3/year	None	Company held by Sikiwi, SGPS, SA and by Efanor Investimentos, SGPS, SA
Realejo – Sociedade Imobiliária, SA	Portugal	504 859 269	Real estate company	€43,169 (turnover by reference to 2017)	Member of the Board of Directors	2018-2019	No	Yes	0.17h/week	3/year	None	Company controlled by Casa Agrícola de Ambrões, S.A., this one

												held by Sikiwi, SGPS, SA and by Efanor Investimentos, SGPS, SA
Belmiro de Azevedo Foundation	Portugal	502 697 334	Public utility institution	N/A	Member of the Board of Directors and of the Executive Committee	2018-2020	No	Yes	0.17h/week	3/year	None	None
Sonae MC, SGPS, SA (formerly known as Sonae Investimentos, SGPS, SA)	Portugal	501 532 927	Holding	€5,589,557,018 (consolidated turnover by reference to 2017)	Member of the Board of Directors	2018-2021	No	Yes	3h/week	6/year	None	Company controlled by Sonae, SGPS, SA
Sonaecenter Serviços, SA	Portugal	506 440 613	Provision of economic and financial consultancy services, management of the company's securities portfolio and of investment projects	€394,051 (turnover by reference to 2017)	Member of the Board of Directors	2018 (mandate 2016-2019)	No	Yes	3h/week	6/year	None	Company controlled by Sonae SGPS, SA

Sonae Corporate, SA	Portugal	509 736 530	Combined activities of consultancy in the fields of economics, management of the company's portfolio and investment projects	€3,219,052 (non-consolidated estimated turnover by reference to December 2018)	Chairman of the Board of directors	2018 (mandate 2015-2018)	No	Yes	3h/week	6/year	None	Company controlled by Sonae SGPS, SA
Sonae Sierra, SGPS, SA	Portugal	502 290 811	Holding	€173,356,00 (consolidated turnover by reference to 2017)	Member of the Board of Directors	2018 (mandate 2017-2020)	No	No	3h/week	10/year	None	Company co-controlled by Sonae SGPS, SA

7.2. Further Information

7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³

Yes ☒ No ☐

7.5. Systemically Important Institutions ('O-SIIs')⁴

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).

⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee is an executive member of the Board of Directors of Efanor Investimentos, SGPS, S.A., company holding the majority of the Requesting Institution's share capital and voting rights. The Appointee is also sister of Duarte Paulo Teixeira de Azevedo, member proposed for the Board of Directors of the Requesting Institution for the mandate 2019-2022, being Duarte Paulo Teixeira de Azevedo also an executive member of the Board of Directors of Efanor Investimentos, SGPS, SA.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee was also, and will keep on being, cumulatively with the position of executive director in the Requesting Institution for which the present authorisation refers to, executive and non-executive member of the boards of directors of companies directly or indirectly held by the Requesting Institution and by the controlling company of the Requesting Institution, as well as a board member of the controlling company of the Requesting Institution.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

.....

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes



No



If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)
The Appointee Herself	N/A	Proposed Member for the Board of Directors of the Requesting Institution	2019-2022	<p>The Appointee directly holds 0.019% of the share capital and voting rights of the Requesting Institution.</p> <p>Additionally:</p> <ul style="list-style-type: none"> - 0.0095% of the share capital and voting rights of the Requesting Institution are held by Linhacom SGPS, SA – company controlled by the Appointee - 0.21% of the share capital and voting rights of the Requesting Institution are held by Imparfin – company controlled by the Appointee and in which the Appointee is also a board member; <p>Margarida Azevedo, direct ascending of the Appointee, holds 0.0007% of the share capital and voting rights of the Requesting Institution, also being a shareholder and board member of the abovementioned company Imparfin.</p>

⁸ See footnote 12.

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes

☐

No

☐

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

It was not identified the existence of any significant potential conflict of interest. The Appointee will exercise her role in a collective body composed of an adequate number of independent directors.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes

☐

No

☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
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10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
José Manuel Trindade Neves Adelino	Fundação Calouste Gulbenkian	Member of the Board of Directors	.....	.....	Member of the Board of Directors in which the Appointee also holds a position in Sonae SGPS, SA	None
António Bernardo Aranha da Gama Lobo Xavier	Council State Advisor	Member of the Portugal Council	.....	.....	Member of several Sonae's Boards of Directors for many years	None

PART 12. FURTHER INFORMATION

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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.....

13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

NOTES TO READ BEFORE COMPLETING THE QUESTIONNAIRE

1. True and complete information

This questionnaire should be completed in a true and complete manner and contain the most up-to-date possible information.

Incorrect or incomplete completion of the questionnaire may cause a delay in the final decision of Banco de Portugal or the ECB, where applicable, on the request for authorisation to perform tasks.

Providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

2. Completing and signing the questionnaire

Both the Appointee and the requesting institution are responsible for providing Banco de Portugal and/or the ECB, where applicable, with true and complete information within the scope of the request for authorisation to perform tasks. In this respect, the signatures of the Appointee and the requesting institution, through their relevant representatives, are binding to both the Appointee and the requesting institution as regards all the information in the questionnaire.

The persons signing the questionnaire on behalf and in representation of the requesting institution should be those responsible, in representation of the company, for the Appointee's suitability assessment, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.

All the fields are to be completed, except where otherwise stated.

The fields that are left uncompleted as there is nothing to declare in regard to the questions raised must be crossed out. If any fields are left blank, it will be assumed that there was nothing to declare in regard to the questions raised or in the case of yes/no questions that the answer is no. This is without prejudice to the possibility of Banco de Portugal requesting confirmation of the answer.

3. Amending the questionnaire:

When during the mandate there is any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire, not requiring an autonomous request under the Legal Framework of Credit Institutions and Financial Companies, both the Appointee and the requesting institution will immediately inform Banco de Portugal.

In that case, only the part of the questionnaire that has been amended should be submitted to Banco de Portugal, duly signed by the Appointee and the requesting institution, and with the inclusion of the text: "The information provided in the questionnaire here submitted constitutes the only amendment to the previous questionnaire submitted regarding (name), with the other answers provided previously remaining unchanged" as mentioned in Article 3(3) of this Instruction.

4. Independence and incompatibilities – Members of the supervisory body and independent members of the management body of an Investment Fund Management Company (Part 9)

To be answered only in the event of performance of tasks as a member of the supervisory body in any institution or an independent member of the management body of an Investment Fund Management Company.

5. Mutual agricultural credit banks (*Caixas de Crédito Agrícola Mútuo*) (Part 10)

To be answered only in the event of performance of tasks in Mutual Agricultural Credit Banks.

6. Transmission and processing of personal data by the ECB (Part 13)

To be answered only in the event of performance of tasks in a significant institution, in accordance with the classification of the ECB pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **JOÃO PEDRO MAGALHÃES DA SILVA TORRES DOLORES** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 15 /02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: JOÃO PEDRO MAGALHÃES DA SILVA TORRES DOLORES

Date: 15/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**Yes ☒ No ☐**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)

SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – DL 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes

☐

No

☒**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes

☐

No

☒

Portuguese Securities Market Commission

Yes

☒

No

☐**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

JOÃO PEDRO MAGALHÃES DA SILVA TORRES DOLORESSex: Female ☐ Male ☒

Date of birth 21 /12/ 1980 (day/month/year)

District – Santo Ildefonso County - Porto

Country – Portugal Nationality - Portuguese

Identity document National Identity Card No 11669548 OZY4

Issued by ----- on -----

Expiry date 09/11 /2019

Tax identification number 226149722

Usual address (street / house No / floor)

Rua do Aleixo, 259, AC. Apt 4.5

Town/city Porto Post Code – 4150 – 043 Country - Portugal

Date of moving to this address June 2015

Telephone number 220104786 Fax 229487722

Email address _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	N/A	N/A	N/A	N/A	N/A	N/A	N/A
CMVM (Portuguese Securities Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED**4.1. Position**

Executive Member of the Board of Directors

*(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)***4.2. Executive tasks / day-to-day management**Yes ☒ No ☐**4.3. Areas of responsibility (specific areas for which the Appointee is responsible)**

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

This Appointee will exercise his role as an executive board member of the Board of Directors. As an executive board member, the Appointee will have 5 to 8 direct subordinates, and all the Requesting Institution's Corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. It is estimated that this role will require at least 20 hours/week. No other functions will be exercised in the Requesting Institution by the Appointee.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

The Appointee will be appointed for the Board of Directors' Executive Committee.

4.6. Is the Appointee designated as an independent member?Yes ☐ No ☒ Not applicable ☐**4.7. Mandate 2019- 2022 (year - year)****4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)****4.9. First-time appointment**Yes ☒ No ☐**Re-appointment**Yes ☐ No ☒**4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?**Yes ☐ No ☐

If the answer is no, state the reason why.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE**6.1. Professional qualifications**

Name of the course / training	Field	Start and end dates	Educational establishment
Master of Business Administration (MBA)	Management	2007-2009	London Business School
Certificate in Business Management	Management	05/2004-10/2004	New York University
Economics	Economics	1998-2003	Oporto University, Faculty of Economics

6.2. Professional experience**6.2.1. Relevant professional experience within the banking or financial sector**

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonae – SGPS, S.A (public company) (through Sonae Corporate, SA, company held by Sonae SGPS, SA)	€7.6 billion (aggregated turnover by reference to 2017)	Chief Corporate Officer (direct report to the executive members of the Board of Directors)	Planning and Control of management, mergers and acquisitions, investor relations, Communication, Brand and Corporate Responsibility, Public Affairs	Supervision of the areas of action abovementioned	5	2018	Present	N/A
Sonae MC, SGPS, SA	€4.1 billion (turnover by reference to 2017)	Non-executive member of the Board of Directors	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2018	Present	N/A
NOS, SGPS, S.A.	€1.6 billion (aggregated turnover by reference to 2017)	Non-executive member of the Board of Directors	As determined by law.	As determined by law.	As a non-executive board member, the Appointee does not have any direct subordinates.	2016	Present	N/A

Porto Business School	N/A	Teacher	As determined by law	As determined by law	N/A	2016	2018	End of contract
Sonae – SGPS, S.A. (public company) (through Sonae Center Serviços II, SA, controlled by Sonae SGPS, SA)	€5.7 billion (turnover by reference to 2017)	Head of Group Strategy and Planning Control (direct report to the executive members of the Board of Directors)	Strategic Planning and Management Control	Coordination of the areas of action mentioned	3	2015	2018	Promotion
Sonae – SGPS, S.A. (public company) (through Sonae Center Serviços II, S.A., company controlled by Sonae SGPS, SA)	€7.6 billion (aggregated turnover by reference to 2017)	Head of Corporate Strategy (direct report to the executive members of the Board of Directors)	Strategy Planning	Coordination of the area of action mentioned	2	2014	2015	Promotion
Portugal Telecom, SA (public company)	€2.9 billion (aggregated turnover by reference to 2013)	Head of Cloud Business Unit (direct report to the Company's CEO)	IT/SI Services and Cloud Computing	Manager of the area of action mentioned	3	2013	2014	End of contract
Portugal Telecom, SA (public company)	€2.9 billion (aggregated turnover by reference to 2013)	Manager – Innovation Management (direct report to the Company's CEO)	Business Innovation and development management	Coordination of the area of action mentioned	3	2011	2013	Promotion
McKinsey & Company	\$10 billion (approximate turnover by reference to 2017)	Associate	Consultancy	Project Management	Variable	2009	2011	End of Contract
McKinsey & Company	\$10 billion (approximate turnover by reference to 2017)	Business Analyst	Consulting	Project Management	N/A	2005	2007	Promotion
JW Burmester, SA	N/A	Brand manager	Management of distribution channels	Responsible for the US market	N/A	2003	2004	End of contract

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium-high
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	Medium high
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☒ No ☐

If the answer is yes, specify.

- March 2019: Advanced Programm for Non-Executive Directors [Portuguese Institute of Corporate Governance]
- April 2019: The CFO: Becoming a Strategic Partner [Wharton University of Pennsylvania]
- May 2019: The Executive Program for Prospective CFOs [Chicago Booth]

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee brings to the collective body its close knowledge of the Sonae Group, where he has been holding positions during the last 4 years, having consolidated his competencies in the fields of corporate strategy and management and planning control. The Appointee has, additionally, previous professional experience in consultancy and management, in both national and international context, in reference multinational companies in several business sectors.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7,6 Billions (aggregated turnover by reference to 2017)	Executive Director	2019-2022	Yes	Yes	20 hours/week	24 meetings/year	He will be appointed member of the Executive Committee	None
Sontel BV	Netherlands	NL 817315044	Holding	€1.2 billion (total non-consolidated assets by reference to 2017)	Executive Director	2018	No	Yes	2 hours/week	2 meetings/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of the Group of companies

												in which I hold positions as member of the board of directors
Sonae Investments BV	Netherlands	NL 806602363	Holding	€1.2 billion (total non-consolidated assets by reference to 2017)	Executive Director	2018	No	Yes	2 hours/week	2 meetings/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of the Group of companies in which I hold positions as member of the board of directors
Sonaecener – Serviços, SA	Portugal	506 440 613	Provision of economic and financial	€394,051 (turnover by	Executive Director	2016-2019	No	Yes	4 hours/week	6 meetings/year	N/A	Company indirectly held by

			consultancy services, management of the company's securities portfolio and of investment projects.	reference to 2017)								Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of the Group of companies in which I hold positions as member of the board of directors
Sonae Corporate, SA	Portugal	509 736 530	Combined activities of consultancy in the fields of economics, management of the company's portfolio and investment projects	€3,219,052 (estimated non-consolidated turnover by reference to 2016)	Executive Director	2015-2018	No	Yes	4 hours/week	6 meetings/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of

												the Group of companies in which I hold positions as member of the board of directors
Sonae MC, SGPS, SA	Portugal	501 532 927	Holding	€5,589,557,018 (consolidated turnover by reference to 2017)	Non-executive member of the Board of Directors	2018-2021	No	No	4 hours/week	6 meetings/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of the Group of companies in which I hold positions as member of the board of directors

NOS, SGPS, SA*	Portugal	504 453 513	Holding	€1.6 billion (consolidated turnover by reference to 2017)	Non-Executive member of the Board of Directors	2016-2018	No	No	4 hours/week	6 meetings/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of the Group of companies in which I hold positions as member of the board of directors
Sonae Financial Services, SA	Portugal		Electronic money institution	€23,270,045 (turnover by reference to 2017)	Non-Executive member of the Board of Directors	To be appointed	Yes Bank of Portugal	No	2 hours/week	7/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to

												trading, controlling company of the Group of companies in which I hold positions as member of the board of directors
SFS, Gestão e Consultoria, SA	Portugal			€631,520 (turnover by reference to 2017)	Non- Executive Member of the Board of Directors	To be appointed	No	No	1 hour/week	2/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of the Group of companies in which I hold positions as member of

												the board of directors
Sonaecom, SGPS, SA*	Portugal	502 028 351		€139,559,562 (consolidated turnover by reference to 2017)	Executive Director	To be appointed	No	Yes	6 hours/week	5/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company with securities admitted to trading, controlling company of the Group of companies in which I hold positions as member of the board of directors
Sonae Sierra, SGPS, SA	Portugal	502 290 811	Holding	€173,356,00 (consolidated turnover by reference to 2017)	Non-Executive Director	To be appointed	No	No	3 hours/week	10/year	N/A	Company indirectly held by Sonae – SGPS, S.A., public company

													with securities admitted to trading, controlling company of the Group of companies in which I hold positions as member of the board of directors
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7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee was, during the last 4 years, Head of Group Strategy, Planning and Control in the Requesting Institution. He was also, and will keep on being, cumulatively with the position of executive director in the Requesting Institution for which the present authorisation refers to, executive and non-executive member of the boards of directors in companies directly or indirectly held by the Requesting Institution. The activities carried out granted the Appointee a particular knowledge of Sonae Group, not having compromised in any way the impartial and independent performance of the duties for which this authorisation is required.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

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In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

As abovementioned, the activities carried out by the Appointee granted him a particular knowledge of Sonae Group, not having compromised the impartial and independent performance of the duties for which this authorisation is required and, accordingly, it was not considered relevant the existence of any potential conflict of interest, which would in any case not be significant.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
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10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying		
c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?		

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place:

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Duarte Paulo Teixeira de Azevedo	Sonae – SGPS, S.A.	Chairman and Co-Chairman of the Executive Committee	.....	.....	Chairman of the Board of Directors and Co-Chairman of the Executive Committee of the Company where the Appointee was Head of Group Strategy,	No

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

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This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

STATUTORY AUDIT BOARD

April 2019

MARIA JOSÉ MARTINS LOURENÇO DA FONSECA

April 2019

CURRICULUM VITAE

PERSONAL DATA

Name: Maria José Martins Lourenço da Fonseca
Birth Date: 4th September 1957
Nationality: Portuguese
Address: Rua Manuel Bandeira, nº 147, Hab. 62, 4150 – 479 PORTO

EDUCATION

2015 PhD in the Business Science PhD Program at Faculty of Economics of University of Porto, with specialization in Accounting and Management Control.

2002 Master in Business Science at Faculty of Economics of University of Porto, with specialization in Accounting and Management Control.

1992 Participation in *Young Managers Programme* at INSEAD – *European Institute of Business Administration*, Fontainebleau.

1987 Post graduate Program in European Studies at European Studies Center, Catholic University of Portugal – Oporto.

1984 Degree in Economics at Faculty of Economics of University of Porto, having received the award *Doutor António José Sarmento* attributed to the best student in Accounting Theory.

MAIN ACTIVITY

Professor at School of Economics and Management, Catholic University of Portugal – Oporto (CRP)

PROFESSIONAL EXPERIENCE

Since 2008 Exercise of consulting activity through the Research Centre in Management Applied Economics (CEGEA) at Catholic University of Portugal – CRP.

Since 1996 Professor at School of Economics and Management, Catholic University of Portugal – CRP, in Accounting area.
Currently, teaches the “Financial Accounting” subject, in the degrees of Economics and Management, and is responsible for the subject “International Accounting”, in the Auditing and Taxation Master Program.
Exercises teaching activity at *Catolica Porto Business School*, in the Accounting area.
Responsible for the “Financial Accounting” subject in multiple post-graduation Programs and advance training programs (GP in Management for lawyers, GP in Health Care Units Management, GP in Organization and Event Management, *Executive Master Business Information*, General Degree in Management), at EGE – *Atlantic Business School* (Business Management School founded by Catholic University of Portugal – CRP, by Universidade de Aveiro and by the Portuguese Entrepreneurial Association).

2015 Member of the Selection Board for the Oral Tests for External Auditor (ROC)

2008-2009	Cooperation with the Portuguese Institute of Statutory Auditors, in the field of professional formation, having ministered, during this period, continuous formation about the International Finance Reporting Standards (New Standards from IASB and Change of the Previous ones – <i>Annual Improvements to IFRSs</i>).
2002-2008	Cooperation with the Certified Public Accountant Association (OTOC), in the field of professional formation, having ministered, during this period, multiple formation actions in Accounting (SNC – Projeto: O Novo Normativo Contabilístico Nacional – Enquadramento e 1ª Aplicação das NCRF, 2008; Contabilidade Orçamental, 2006; Demonstrações dos Fluxos de Caixa, 2005; Elaboração das Demonstrações Financeiras, 2004; NIC 37 – Provisões, Passivos e Ativos Contingentes, 2004; A Contabilização de Existências, 2004; Constituição, Dissolução, Liquidação e Transformação de Sociedades, 2004; Impostos Diferidos, 2003; Análise das Demonstrações Financeiras, 2002; Os Aspectos Contabilísticos e Fiscais do Imobilizado, 2002).
1996-2006	Cooperation with the Portuguese Institute of Statutory Auditors, as trainer for the External Auditor Preparatory Course.
1991-1999	Assistant Professor at Faculty of Economics of University of Porto, having lectured multiple subjects in the Accounting area.
1990-1992	Senior Analyst in investment Bank in BPI - Banco Português de Investimentos, S.A.
185-1990	Technician in Economic Studies and Planning Consultant in BPI – Banco Português de Investimentos, S.A.,
1984-1985	Assistant Professor at Faculty of Economics of University of Porto, having lectured the Microeconomic subject.

STUDIES

“Caracterização dos principais grupos económicos de comunicação social”, study performed for the Research Centre in Management Applied Economics (CEGEA) at Catholic University of Portugal - CRP, with Alberto Castro and Filipe Silva, 2014.

“Caracterização dos principais grupos económicos de comunicação social”, study performed for the Research Centre in Management Applied Economics (CEGEA) at Catholic University of Portugal - CRP, with Alberto Castro and Ana Isabel Lourenço, 2013.

“Caracterização genérica do mercado publicitário em Portugal”, study performed for ERC - Entidade Reguladora para a Comunicação Social, with Alberto Castro and Ana Isabel Lourenço, 2009.

“Caracterização dos principais grupos económicos de comunicação social” – multiple studies performed for ERC - Entidade Reguladora para a Comunicação Social, with Alberto Castro and Ana Isabel Lourenço, 2008, 2009, 2010, 2011, 2012.

JOURNALS PUBLICATIONS

“Produção científica em Contabilidade Financeira: o caso português no período 2001-2009”, *Contabilidade e Gestão (Portuguese Journal of Management and Accounting)*, November 2011, n.11,

pages. 9-42, with Maria Teresa Bianchi and José António Moreira.

COMMUNICATIONS IN COFERENCES

“Carbon Financial Accounting: Evaluating the convergence of practices among EU-15 listed firms” – study presented at *2013 International Conference for Critical Accounting (ICCA)*, with Patrícia Teixeira Lopes. New York, April 2013.

“Fair value or cost-based measurement for PPE and IP: Evidence from accounting practice under IFRS”, study presented at the *XXX Annual Congress of the European Accounting Association*. Lisbon, April 2007.

“Contabilização de derivados ao justo valor: o caso particular dos swaps de divisas”, study presented at the *X Annual Congress da Asociación Española de Contabilidad y Administración de Empresas*, with Luísa Anacoreta Correia. Zaragoza, September 1999.

PARTICIPATION IN CONFERENCES

Participation, as a discussant, at the XIV GRUDIS Conference GRUDIS organised by the School of Economics and Management of University of Minho and by the Portuguese Network of Accounting Research (Grudis). Braga, January 2015.

Member of the Scientific Commission of the XIII International Congress of Costs organised by the *International Institute of Costs* and by the Public Certified Accountant Association. Oporto, April 2013.

Participation as a discussant, at the X GRUDIS Seminar organised by Faculty of Economics of University of Porto and by the Portuguese Network of Accounting Research (Grudis). Oporto, January 2011.

PARTICIPATION IN ACADEMIC SELECTION BOARDS

Examiner of the Master Degree exams of Mariana Ferreira Mourão Alves da Silva, with the dissertation theme “O Relatório Integrado”, School of Economics and Management of the Catholic University of Portugal – CRP, March 2015.

CARGOS QUE EXERCE ATUALMENTE

Chairman of the Statutory Audit Board of SDSR – Sports Division, SR, SA

Member of the Statutory Audit Board of Sonae MC, SGPS, SA

Member of the Statutory Audit Committee of Sonaecom, SGPS, S.A.

Member of the Statutory Audit Committee of Ibersol, SGPS, SA

Chairman of the Statutory Audit Committee of AEGE – Associação para a Escola de Gestão Empresarial

Lecturer at Católica Porto Business School (Universidade Católica Portuguesa)

Consultant at CEGEA – Centro de Estudos de Gestão e Economia Aplicada (Universidade Católica Portuguesa)

Shares Held in Sonae Group Companies:

Does not hold any shares in companies of the Sonae Group

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the '**Appointee**')

I **MARIA JOSÉ MARTINS LOURENÇO DA FONSECA** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 14/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal
- Withdrawal of authorisation for the exercise of functions
- Imposition of sanctions
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: MARIA JOSÉ MARTINS LOURENÇO DA FONSECA

Date: 14/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**

Yes



No

**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes



No



Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution?

Yes



No

**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes



No



Portuguese Securities Market Commission

Yes



No

**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

MARIA JOSÉ MARTINS LOURENÇO DA FONSECA

Sex: Female ☒ Male ☐

Date of birth 04/ 09/ 1957 (day/month/year)

District –Castro Marim County – Castro Marim

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 04883499 8ZY2

Issued by Portuguese Republic on / /

Expiry date – 08/05/2028

Tax identification number 178814814

Usual address (street / house No / floor)

Rua Manuel Bandeira, no. 147, Hab. 62

Town/city Porto Post Code – 4150-479 Country – Portugal

Date of moving to this address 07/08/1997

Telephone number Fax

Email

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.

Yes ☐ No ☒

(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)

3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)

(Add space and lines if necessary for providing the complete information)

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Sonae – SGPS, SA	Member of the Statutory Audit Board	2015	2018	2015	Yes	Positive
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Chairman of the Statutory Audit Board

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

The Appointee will exercise her role as Chairman of the Statutory Audit Board, with the competencies and legal duties resulting from holding such position. As a member of the Statutory Audit Board, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. It is estimated that this role will require at least 80 hours/year pertaining to schedule meetings and overall 12 (twelve) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

4.6. Is the Appointee designated as an independent member?

Yes ☒ No ☐ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☐ No ☒

Re-appointment

Yes ☒ No ☐

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was a member of the Statutory Audit Board of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate as Chairman of the Statutory Audit Board. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
PhD	Business Sciences (specialised in Accounting and management control)	2009-2015	University of Oporto, Faculty of Economics
Master	Business Sciences (specialised in Accounting and management control)	1999-2002	University of Oporto, Faculty of Economics
Participation in Young Managers Program	Finance	1992-1992	INSEAD – European Institute of Business Administration, Fontainebleau
Post-Graduation	European Studies	1986-1987	European Studies Center – Universidade Católica Portuguesa
Graduation	Economics	1978-1984	University of Oporto, Faculty of Economics

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonae MC, SGPS, SA	€5,589,557,018 (turnover consolidated at December 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2018	Present	N/A
SDSR – Sports Division, SR, SA	€42,464,866 (turnover consolidated at December 2017)	Chairman of the Statutory Audit Board	As determined by law	As determined by law	N/A	2018	Present	N/A
AEGE – Associação para a Escola de Gestão Empresarial	N/A	Chairman of the Statutory Audit Board	As determined by law	As determined by law	N/A	2017	Present	N/A

Ibersol, SGPS, SA	€448 Million (amount consolidated at December 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2017	Present	N/A
Sonaecom, SGPS, SA	€514,438 (turnover 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2016	Present	N/A
Sonae SGPS, SA	€7.6 billion (aggregated turnover by reference to 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2015	Present	N/A
Certified Public Accountants' Association (OROC)	N/A	Lecturer at the Preparation Course for Certified Public Accountant (ROC)	Teaching	Lecturer	N/A	2015	2019	N/A
Certified Public Accountants' Association (OROC)	N/A	Member of the Jury for the oral tests for Certified Public Accountant	Teaching	N/A	N/A	2015	2015	N/A
Centro de Estudos de Gestão e Economia Aplicada (CEGEA) of Universidade Católica Portuguesa – CRP	N/A	Consulting	Teaching	N/A	N/A	2008	Present	N/A
Certified Public Accountants' Association (OROC)	N/A	Professional training	Teaching	N/A	N/A	2008	2009	N/A
Católica Porto Business School (Universidade Católica Portuguesa)	N/A	Teacher (field of Accounting)	Teaching	N/A	N/A	1996	Present	N/A

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	Medium-High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	Medium-High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	Medium-High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

[illegible]

The Appointee has educational background and long-standing professional experience.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billions (aggregated turnover by reference to 2017)	Chairman of the Statutory Audit Board	N/A	Yes	No	12 days/year	13/year	None	Controlling company
Sonae MC, SGPS, SA	Portugal	501 532 927	Holding	€5,589,557,018 (turnover consolidated at December 2017)	Member of the Statutory Audit Board	2018-2021	No	No	7/year	8/year	None	Subsidiary indirectly held by Sonae – SGPS, S.A.
SDSR – Sports Division, SR, SA	Portugal	503 646 776	Retail trade of sports, camping, leisure and mountain climbing articles, including clothing, footwear, headgear and other sports	€200,649,115 (turnover 2017)	Chairman of the Statutory Audit Board	2016-2019	No	No	5 days	6/year	None	Subsidiary indirectly held by Sonae – SGPS, S.A.

			accessories, and also secondarily trade of non-alcoholic beverages containing sugar or sweeteners, stock-keeping wholesale trade, import and export activities, representations, consignments and commissions, distribution or supply, of all types of sports articles, including clothing, footwear and other sports accessories, also being able to provide services to other companies, namely, in the sports activity area, as well as the exercise of credit									
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			intermediation activity									
AEGE – Associação para a Escola de Gestão Empresarial	Portugal	506 346 587	Teaching	N/A	Chairman of the Statutory Audit Board	2017-2019	No	No	3 days	4/year	None	None
Ibersol, SGPS, SA*	Portugal	501 669 477	Holding	€448 Million (amount consolidated at December 2017)	Member of the Statutory Audit Board	2017-2020	Yes	No	7 days	8/year	None	None
Sonaecom, SGPS, SA*	Portugal	502 028 351	Holding	€514,483 (turnover 2017)	Member of the Statutory Audit Board	2016-2019	Yes	No	7 days	8/year	None	Subsidiary indirectly held by Sonae – SGPS, S.A.
Centro de Estudos de Gestão e Economia Aplicada (CEGEA) of Universidade Católica Portuguesa – CRP	Portugal	501 082 522	Teaching	N/A	Consulting	Since 2008	No	No	1h/week	N/A	None	None

Católica Porto Business School (Universidade Católica Portuguesa)	Portugal	501 082 522	Teaching	N/A	Teacher (Accounting)	Since 1996	No	No	12h/week	N/A	None	None
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7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No ☐³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee is currently a member of the Statutory Audit Boards of Sonaecom, SGPS, SA, Sonae MC, SGPS, SA and Chairman of the Statutory Audit Board of SDSR – Sports Division, SR, SA, subsidiaries indirectly controlled by the Requiring Institution.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

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In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

It was not identified the existence of any potential conflict of interest. The Appointee is an independent member of the Statutory Audit Board of subsidiaries in which the Requesting Institution has total control, or a control close to 90% of the share capital and voting rights, for which the supervisory action performed by the Statutory Audit Board concerns to the financial report of the same global consolidate of the Requesting Institution, contributing for a most informed performance of her tasks in the Statutory Audit Board of the Requesting Institution by having access to a more detailed "bottom-up" level of information, closer to the operational activity of the Group.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify. _____ _____ _____ _____		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas: a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
José Rodrigues de Jesus	Public Certified Accountants' Association (Ordem dos Revisores Oficiais de Contas - OROC)	President of the Association	...	...	Cooperates with OROC in the field of training	No
Alberto João Coraceiro de Castro	Católica Porto Business School	Dean of Centro de Estudos de Gestão e Economia Aplicada (CEGEA) of Universidade Católica	...	...	Employee of CEGEA Co-author of many studies	No

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

DANIEL BESSA FERNANDES COELHO

April 2019

DANIEL BESSA FERNANDES COELHO

Curriculum Vitae

PERSONAL DATA

DATE OF BIRTH: 6 May 1948

MARRIED

EDUCATION

1970 Degree in Economics – University of Oporto

1986 Phd in Economics – Lisbon Technical University

PROFESSIONAL ACTIVITIES

1970- 2009 Docente na Universidade do Porto

1970-1999 Faculty of Economics

1988-2000 ISEE (Institute for Entrepreneurship Studies)

1989-2002 Faculty of Engineering

2000-2008 EGP – Oporto Management School

2008-2009 EGP – University of Porto Business School

2009 Faculty of Economics

1978-1979 Dean of the Faculty of Economics of the University of Oporto

1983-2012 Economists - Liberal professional

1989-1990 Chairman of the Founding Committee of the School of Technology and Management (ESTG) of the Polytechnic Institute of Viana do Castelo (IPVC)

1990-1995 Vice-Dean for the Financial Management Guidance of the University of Oporto

1995-1996 Economics Minister of the Portuguese Government

1996-2000 Diretor Executivo da AURN – Associação das Universidades da Região Norte

1996-2006 Non-Executive Director of CELBI – Celulose Beira Industrial

1997-1999 Non-Executive Director of INPARSA – Indústrias e Participações, SGPS, SA

1997-2007 Chairman of the Statutory Audit Board of SPGM – Investment Company

1997-2008 Executive Director of Finibanco, SA

1999-2002 Chairman of the Board of the Shareholder's General Meeting of APDL –Management of Douro and Leixões Ports

1999-2006	Member of the Advisory Board of Sonae – SGPS, SA and Sonae Indústria, SGPS, SA
2000-2012	Chairman of the Advisory Board of IGFCSS – Portuguese Institute for Welfare Funds Management
2001-2003	Advisory member of the Consulting council of Electric and Telephone Conductors Industries F. Cunha Barros, SA
2001-2011	Executive Director of Finibanco Holding, SGPS, SA
2003-2014	Responsible for the Mission PRASD – Program for the rehabilitation of sectors within the Ministry of Economics, Ministry of Social Security and Ministry of Labour of the Portuguese Government
2004-2013	Non-Executive Member of the Board of Directors of Efacec Capital, SGPS, SA
2007-2011	Member of the Board of Directors of the Agency for Investment and External Commerce of Portugal - AICEP, E.P.E.
2009-2016	Managing Director of COTEC Portugal, Association for Innovation
2011-2012	Member of the Supervisory Board of Banco Comercial Português, SA
2016-2019	Non-Executive Member of the Board of Directors of Amorim Turismo, SGPS, SA
2016-2019	Non-Executive Member of the Board of Directors of Sociedade Figueira Praia, SA
2017-2019	Non-Executive Member of the Board of Directors of SFP Online, SA
Since 2003	Member of the Board of Directors and of the Executive Committee of Fundação Bial
Since 2007	Member of the Statutory Audit Board of Sonae – SGPS, SA
Since 2008	Member of the Investment Committee of PVCI – Portuguese Venture Capital Initiative
Since 2017	Chairman of the Board of Trustee of the Belmiro de Azevedo Foundation (since November 2017). Previously (January 2014 to November 2017), he joined this organ as a vowel

OFFICES HELD IN OTHER COMPANIES

Chairman of Statutory Audit Board at Galp Energia, SGPS, SA

Chairman of the Statutory Audit Board at Galp Gás Natural Distribuição, SA

Chairman of Statutory Audit Board at Bial – Portela e Companhia, SA

Non-Executive Member of the Board of Directors of Amorim Turismo, SGPS, SA

Non-Executive Member of the Board of Directors of Sociedade Figueira Praia, SA

Non-Executive Member of the Board of Directors of SFP Online, SA

Chairman of the Shareholders' General Meeting of Amkor Technology Portugal, SA (formerly known as Nanium, SA)

Chairman of the Board of Trustees of Belmiro de Azevedo Foundation

Member of the Board of Directors and member of the Executive Committee of Fundação Bial

Chairman of the Teaching Board of the Master Academy Efacef of Efacec Serviços Corporativos, SA

Member of the Investment Committee of PVCI – Portuguese Venture Capital Initiative

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

Assessment of the Independence Criteria¹

Identify the member and the respective body to which the data of this questionnaire refers to: Daniel Bessa Fernandes Coelho, proposed member for the Statutory Audit Board of Sonae, SGPS, SA

1. Are you holder of a qualified shareholding of 2% or more of share capital of the company?
No _____

2. Were you re-elected for two or more mandates, either consecutive or otherwise? If the answer is yes please detail the mandates.
He was the Chairman of the Statutory Audit Board of Sonae, SGPS, S.A. in the mandates 2007-2010, 2011-2014 and 2015-2018. _____

3. Do you act for, or on behalf², of any person or entity holding a qualified shareholding of 2% or more of the share capital of the company? If the answer is yes, please identify the holder of the qualified shareholding.
No _____

4. The Board of Directors, or any of its members, has knowledge that the member of the statutory audit board/~~member of the board of the shareholders' general meeting~~ [delete the non-applicable] is, in any way, connected with any specific group of interests in the company or is in any circumstance which may affect his/her independent analysis within the decision-making process³? If the answer is yes, please detail.
No _____

5. The Board of Directors, or any of its members, has knowledge of any other fact that, in any manner, can or may affect the independence of the member of the statutory audit board/~~member of the board of the shareholders' general meeting~~ [delete the non-applicable] to which this questionnaire refers to? If the answer is yes, please detail.
No _____

1 It should be mentioned any relevant facts for CMVM's assessment even if the board of directors has doubts on the consequences applicable to any such facts.

2 As way of example, it should be disclosed the existence of any actual or past existence of any mandate relationship with or without representation between the member of the statutory governing body and any holder of a qualified shareholding or any individual or legal person who acts on his/her/it behalf or that renders him/her/it the services provided in the following note.

3 By way of example, it should be reported any other type of relationships, the actual or past existence of a labour contract, or provision of services, namely economic, financial or legal as well as any other type of services, mediation, agency, commercial representation or franchise between, on one hand, the member of the statutory governing body and, on the other, any shareholder holder of a qualified shareholding or any other individual or legal person who acts on behalf or for the interest of such participant or provide him/her/it the services referred to in this note.

Assessment of the incompatibility regime

Identify the member and the respective body to which the data of this questionnaire refers to: Daniel Bessa Fernandes Coelho, proposed member for the Statutory Audit Board of Sonae, SGPS, SA
(“the Company”)

1. Are you a member of the company's management body? No _____
2. Are you member of the management body of any company that controls or that is controlled by the Company? If the answer is yes, please identify the company(ies).
No _____
3. Do you hold any positions as a member of the management or supervisory bodies in five or more companies⁴?
No _____
4. Are you a shareholder of a company (“sociedade em nome coletivo”) that controls or that is controlled by the Company?
No _____
5. Are you a public certified accountant in relation to which there is an incompatibility arising from the applicable law?
No _____
6. Have you been interdicted, inhibited, declared insolvent or bankrupt, or convicted to a penalty that leads to the interdiction, even if temporary, of the exercise of public roles?
No _____
7. Do you exercise functions in a competing company, or do you act in the name or on behalf of a competing company or are you in way bound by the interests of the competing company? If the answer is yes, please detail.
No _____
8. Do you provide, directly or indirectly, services or do you maintain a significant commercial relationship with the Company or with any company which controls or is controlled by the Company? If the answer is yes, please detail.
No _____

⁴ Law firms, statutory external auditors' companies and statutory external auditors should not be considered.

9. Have you received any particular advantage from the Company? If the answer is yes, please detail.

No_____

10. Are you married or do you hold any family relationship, as relative or as a kind, up to third degree, to any person who is included in numbers 1,2,4,7 and 9 above or are you married to a person be included in number 8?

No_____

Porto, 20th March 2019

Daniel Bessa Fernandes Coelho

MANUEL HELENO SISMEIRO

April 2019

Curriculum Vitae

Name:	Manuel Heleno Sismeiro
Birth Date:	5 January 1945
Birth Place:	Colmeias, Leiria
Education:	Graduation in Finance, ISCEF, Lisbon, 1971 Accountant, ICL, Lisbon, 1964
Professional Degree:	Statutory Auditor, nr. 202, since 1974
Professional Curriculum:	
2015	Chairman of the Shareholder's General Meeting Banif – Banco de Investimento, SA
2014	Chairman of the Fiscal Board of Sonae Investimentos, SGPS, S.A.
2010-2017	Chairman of the Shareholder's General Meeting Segafredo Zanetti (Portugal) – Comercialização e Distribuição de Café, S.A.
2009-2017	Chairman of the Fiscal Board of Sonae Indústria, SGPS, S.A.
July 2008:	Consultant, namely or internal audit and internal control.
1980-2006:	<p>Partner of Coopers & Lybrand and of Bernardes, Sismeiro & Associados, since 1998 PricewaterhouseCoopers – auditors and statutory auditors. Responsible for the audit and statutory audit in several industries. More important companies: Sonae (group); Amorim (group); Unicer (group); Sogrape (group); Barros (group); TMG (group); Lactogal (group); Aveleda (group); RAR (group); Cires; Ford; REN.</p> <p>Responsible for the management of the Oporto office of the mentioned companies - 1982 at 2008.</p> <p>Manager of the Audit department in the period 1998-2002 and member of the management board of PricewaterhouseCoopers, in the same period.</p>
1977-1980:	CTT – Correios e Telecomunicações de Portugal: Chefe de Divisão da Gestão e Controle de Armazéns. Responsible for the Warehouse Management and Control division. Responsible for stock management of central warehouses and of a project aimed at implementing a computer tool for stock management and control.
1976-1977:	Banco Borges & Irmão: performed functions at the Economic Studies Department and at the Control Department of associated companies.

1974-1975: Arthur Young & Co: already qualified and registered as Statutory Auditor and audit assistant.

1970-1971: Bank of Agriculture: performed functions at the Organization and Methods division.

**Teaching
Activities:**

1971-1981: Instituto Superior de Economia, Lisboa: assistant of Mathematics, Statistics, Econometry and Operational Investigation.

1974-1976: University Catholic of Lisbon: assistant (first year) and regent (second year) of Accountancy in the Business Administration course.

1965-1966: Industrial and Commercial School of Leiria: Accounting and Commercial Calculus teacher in the general Commerce course.

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

Assessment of the Independence Criteria¹

Identify the member and the respective body to which the data of this questionnaire refers to:

Manuel Heleno Sismeiro: Member of the Statutory Audit Board

1. Are you holder of a qualified shareholding of 2% or more of share capital of the company?
No _____

2. Were you re-elected for two or more mandates, either consecutive or otherwise? If the answer is yes please detail the mandates.
No _____

3. Do you act for, or on behalf², of any person or entity holding a qualified shareholding of 2% or more of the share capital of the company? If the answer is yes, please identify the holder of the qualified shareholding.
No _____

4. The Board of Directors, or any of its members, has knowledge that the member of the statutory audit board/~~member of the board of the shareholders' general meeting~~ [delete the non-applicable] is, in any way, connected with any specific group of interests in the company or is in any circumstance which may affect his/her independent analysis within the decision-making process³? If the answer is yes, please detail.
No _____

5. The Board of Directors, or any of its members, has knowledge of any other fact that, in any manner, can or may affect the independence of the member of the statutory audit board/~~member of the board of the shareholders' general meeting~~ [delete the non-applicable] to which this questionnaire refers to? If the answer is yes, please detail.
No _____

1 It should be mentioned any relevant facts for CMVM's assessment even if the board of directors has doubts on the consequences applicable to any such facts.

2 As way of example, it should be disclosed the existence of any actual or past existence of any mandate relationship with or without representation between the member of the statutory governing body and any holder of a qualified shareholding or any individual or legal person who acts on his/her/it behalf or that renders him/her/it the services provided in the following note.

3 By way of example, it should be reported any other type of relationships, the actual or past existence of a labour contract, or provision of services, namely economic, financial or legal as well as any other type of services, mediation, agency, commercial representation or franchise between, on one hand, the member of the statutory governing body and, on the other, any shareholder holder of a qualified shareholding or any other individual or legal person who acts on behalf or for the interest of such participant or provide him/her/it the services referred to in this note.

Assessment of the incompatibility regime

Identify the member and the respective body to which the data of this questionnaire refers to:
Manuel Heleno Sismeiro: Member of the Statutory Audit Board

1. Are you a member of the company's management body? No_____
2. Are you member of the management body of any company that controls or that is controlled by the Company? If the answer is yes, please identify the company(ies).
No_____
3. Do you hold any positions as a member of the management or supervisory bodies in five or more companies⁴?
No_____
4. Are you a shareholder of a company ("sociedade em nome coletivo") that controls or that is controlled by the Company?
No_____
5. Are you a public certified accountant in relation to which there is an incompatibility arising from the applicable law?
No_____
6. Have you been interdicted, inhibited, declared insolvent or bankrupt, or convicted to a penalty that leads to the interdiction, even if temporary, of the exercise of public roles?
No_____
7. Do you exercise functions in a competing company, or do you act in the name or on behalf of a competing company or are you in way bound by the interests of the competing company? If the answer is yes, please detail.
No_____
8. Do you provide, directly or indirectly, services or do you maintain a significant commercial relationship with the Company or with any company which controls or is controlled by the Company? If the answer is yes, please detail.
No_____

⁴ Law firms, statutory external auditors' companies and statutory external auditors should not be considered.

9. Have you received any particular advantage from the Company? If the answer is yes, please detail.

No_____

10. Are you married or do you hold any family relationship, as relative or as a kind, up to third degree, to any person who is included in numbers 1,2,4,7 and 9 above or are you married to a person be included in number 8?

No_____

18th March 2019

Manuel Heleno Sismeiro

SARA MANUEL CARVALHO TEIXEIRA MENDES

April 2019

Personal Information

Avenida da Boavista, 1624, 4º Direito, 4100-115 Porto

+351 91 258 59 54

sara.teixeira.mendes@gmail.com

Portuguese

March 12, 1980

Current Position

Partner at Carlos Aires, Amadeu Costa Lima & Associado – SROC.

Academic and professional qualifications

2010/2013

Attendance of master's in Economics and Management of Health Services at the Faculty of Economics of Porto.

2008/2009

Postgraduate in Health Services Management by EGP - University of Porto Business School.

2007/2008

Attendance of the Course of Official Auditor at Ordem dos Revisores Oficiais de Contas.

1998/2003

Business Management Graduate by the Portuguese Catholic University.

Statutory Auditor.

Professional experience

2018/2019

Trainer in the Preparation Course for ROC at Ordem dos Revisores Oficiais de Contas.

2017/2019

Invited teacher at Católica Porto Business School – in the area of accounting and auditing.

2016/2019

Partner at Carlos Aires, Amadeu Costa Lima & Associado – SROC. Responsible for the management of projects and teams in audit work and the Department of Internal Quality Control and Training.

2009/2016

Manager in the area of "Assurance" at PricewaterhouseCoopers & Associados - Sociedade de Revisores Oficiais de Contas, Lda. In this role was responsible for the management of projects and teams in auditing work on internal control systems and accounting procedures and financial auditing in companies of national groups and foreign groups.

2003/2009

Auditor at PricewaterhouseCoopers & Associados - Sociedade de Revisores Oficial de Contas, Lda., having collaborated in the execution and control of various audit work on internal control systems and accounting and financial audit procedures in companies of national groups and foreign groups.

Personal skills

Trainer in various training actions to senior management and responsible for financial areas and taxation, in matters of accounting (SNC / IFRS) and taxation.

Certified trainer by IEFPP.

2002/2003

Auditor assistant at Álvaro, Falcão e Associados, SROC.

Languages

English	- advances
French	- basic
Spanish	- medium

Skills related to work

- Team management
- Leadership ability
- Interpersonal relationship and teamwork
- Competence and pedagogical capacity

Leisure activities

Federated Golf player

Volunteering

Participated in volunteer activities for children and young people: EPIS, Grace and JAP.

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

Assessment of the Independence Criteria¹

Identify the member and the respective body to which the data of this questionnaire refers to: Sara Manuel Carvalho Teixeira Mendes – Substitute Member of the Statutory Audit Board

1. Are you holder of a qualified shareholding of 2% or more of share capital of the company?
No _____
2. Were you re-elected for two or more mandates, either consecutive or otherwise? If the answer is yes please detail the mandates.
No _____
3. Do you act for, or on behalf², of any person or entity holding a qualified shareholding of 2% or more of the share capital of the company? If the answer is yes, please identify the holder of the qualified shareholding.
No _____
4. The Board of Directors, or any of its members, has knowledge that the member of the statutory audit board/~~member of the board of the shareholders' general meeting~~ [delete the non-applicable] is, in any way, connected with any specific group of interests in the company or is in any circumstance which may affect his/her independent analysis within the decision-making process³? If the answer is yes, please detail.
No _____
5. The Board of Directors, or any of its members, has knowledge of any other fact that, in any manner, can or may affect the independence of the member of the statutory audit board/~~member of the board of the shareholders' general meeting~~ [delete the non-applicable] to which this questionnaire refers to? If the answer is yes, please detail.
No _____

1 It should be mentioned any relevant facts for CMVM's assessment even if the board of directors has doubts on the consequences applicable to any such facts.

2 As way of example, it should be disclosed the existence of any actual or past existence of any mandate relationship with or without representation between the member of the statutory governing body and any holder of a qualified shareholding or any individual or legal person who acts on his/her/it behalf or that renders him/her/it the services provided in the following note.

3 By way of example, it should be reported any other type of relationships, the actual or past existence of a labour contract, or provision of services, namely economic, financial or legal as well as any other type of services, mediation, agency, commercial representation or franchise between, on one hand, the member of the statutory governing body and, on the other, any shareholder holder of a qualified shareholding or any other individual or legal person who acts on behalf or for the interest of such participant or provide him/her/it the services referred to in this note.

Assessment of the incompatibility regime

Identify the member and the respective body to which the data of this questionnaire refers to: Sara Manuel Carvalho Teixeira Mendes – Substitute Member of the Statutory Audit Board

1. Are you a member of the company's management body? No_____
2. Are you member of the management body of any company that controls or that is controlled by the Company? If the answer is yes, please identify the company(ies).
No_____
3. Do you hold any positions as a member of the management or supervisory bodies in five or more companies⁴?
No_____
4. Are you a shareholder of a company ("Sociedade em nome coletivo") that controls or that is controlled by the Company?
No_____
5. Are you a public certified accountant in relation to which there is an incompatibility arising from the applicable law?
No_____
6. Have you been interdicted, inhibited, declared insolvent or bankrupt, or convicted to a penalty that leads to the interdiction, even if temporary, of the exercise of public roles?
No_____
7. Do you exercise functions in a competing company, or do you act in the name or on behalf of a competing company or are you in way bound by the interests of the competing company? If the answer is yes, please detail.
No_____
8. Do you provide, directly or indirectly, services or do you maintain a significant commercial relationship with the Company or with any company which controls or is controlled by the Company? If the answer is yes, please detail.
No_____

⁴ Law firms, statutory external auditors' companies and statutory external auditors should not be considered.

9. Have you received any particular advantage from the Company? If the answer is yes, please detail.

No_____

10. Are you married or do you hold any family relationship, as relative or as a kind, up to third degree, to any person who is included in numbers 1,2,4,7 and 9 above or are you married to a person be included in number 8?

No_____

18th March 2019

Sara Manuel Carvalho Teixeira Mendes

**REPORT ON INDIVIDUAL AND COLLECTIVE SUITABILITY IN THE TERMS AND FOR
THE PURPOSES OF ARTICLES 30 TO 32 OF THE PORTUGUESE GENERAL REGIME
FOR CREDIT INSTITUTIONS AND FINANCIAL COMPANIES, REGARDING THE
PROPOSED MEMBERS FOR THE STATUTORY AUDIT BOARD OF SONAE - SGPS,
S.A. FOR THE MANDATE 2019-2022**

**REPORT ON INDIVIDUAL AND COLLECTIVE SUITABILITY IN THE TERMS AND FOR THE PURPOSES
OF ARTICLES 30 TO 32 OF THE PORTUGUESE GENERAL REGIME FOR CREDIT INSTITUTIONS AND
FINANCIAL COMPANIES, REGARDING THE PROPOSED MEMBERS FOR THE STATUTORY AUDIT
BOARD OF SONAE - SGPS, S.A. FOR THE MANDATE 2019-2022**

A – FRAMEWORK

The Shareholders' Remuneration Committee of Sonae - SGPS, S.A., a public listed company with shares admitted to trading in the Euronext Lisbon regulated market, with the tax number 500 273 170, and head office at Lugar do Espido, Via Norte, Maia, with the share capital of € 2 000 000 000 (hereinafter "Sonae") is, in the terms set forth in the "Selection and Assessment Policy for Membership of the Statutory Governing Bodies", approved at Sonae's Shareholders' General Meeting held on the 16th December 2015, the body responsible for the assessment of the suitability of the members of the management and auditing bodies, pursuant to paragraph 2 of article 30 of the General Regime of Credit Institutions and Financial Companies (hereinafter "RGICSF").

RGICSF is applicable to Sonae pursuant to the set forth in paragraph 1 of article 117.^o of RGICSF since, as a holding company, within the multitude of activities developed by its subsidiaries and shareholdings, is included a financial company, Sonaegest – Sociedade Gestora de Fundos de Investimento, S.A., in which Sonae holds the majority of voting rights.

This Report constitutes, pursuant to paragraph 1 of article 30-A of the RGICSF, the internal verification, undertaken by the competent entity within the company, to assess the suitability of the members proposed for the Statutory Audit Board of Sonae for the mandate 2019-2022, and is made in accordance with paragraph 3 and to the effect of paragraph 9 of the same legal provision, being the Bank of Portugal the competent entity to evaluate the authorisation process, pursuant to paragraph 1 and the following paragraphs of article 30-B of RGICSF.

The present Report shall, in accordance with paragraph 7 of article 30-A of RGICSF, include the preparatory information for the upcoming electoral Shareholders' General Meeting that, together with the information required by subparagraph d) of paragraph 1 of article 289 of the Portuguese Companies Act and by paragraph 5 of article 30-A of RGICSF, shall be made available to the shareholders and disclosed to the market, with the presentation of the corresponding proposal for election.

This Report was prepared in accordance with the information provided by the candidates, the answers provided by them in the Questionnaire submitted pursuant to the Bank of Portugal Instruction no. 23/2018 (hereinafter the "Questionnaire"), the collective assessment of Sonae's auditing body and complies with articles 30 to 32 of RGICSF, applicable pursuant to paragraphs 1 and 4 of article 117 of RGICSF.

SONAE SGPS, S.A.
Lugar do Espido, Via Norte
Apartado 1011
4471-909 Maia
Portugal

Tel (+351) 22 9487522
Fax (+351) 22 9487722
geral@sonae.pt
www.sonae.pt

The assessment was made in compliance with the proportionality principle referred to in paragraph 5 of article 30 of RGICSF, and took into consideration the fact that this is both an individual and collective assessment of the members of the auditing body of a holding company which, among a majority of non-financial activities, also controls a financial company, subject to the legal framework herein mentioned.

The collective assessment referred to in paragraph 4 of article 30 of RGICSF and in subparagraph a) of paragraph 2 of article 2 of the Instruction 23/2018 is supported by the Matrix drawn in accordance with Appendix II to the aforementioned Instruction.

The results of the evaluation and the conclusions of the present Report were taken by unanimity of the participating members. In the determination of the parameters in evaluation and of the conclusions of the assessment of the respective individual and collective suitability, the member of the Shareholders' Remuneration Committee, Carlos António Rocha Moreira da Silva, did not participate nor expressed any opinion, considering that he is concerned in the evaluation as a candidate to the Board of Directors. The participation of the majority of the members of the Shareholders' Remuneration Committee was ensured.

B – ASSESSMENT PARAMETERS

1.1 List of the members for the Statutory Audit Board

The proposal to be presented by Efanor Investimentos, SGPS, S.A., at Sonae's Shareholders' General Meeting, for the Statutory Audit Board for the four-year mandate 2019-2022 is, as informed to this assessing entity, pursuant to paragraph 3 of article 30-B of RGICSF, composed of the following list:

Statutory Audit Board:

Effective Members:

- Chairman: Maria José Martins Lourenço da Fonseca
- Member: Daniel Bessa Fernandes Coelho
- Member: Manuel Heleno Sismeiro

Substitute Member:

- Sara Manuel Carvalho Teixeira Mendes

All the members proposed to be elected to the Statutory Audit Board, with exception made to the substitute member, are already members of the Statutory Audit Board of Sonae hence, in relation to the latter this is a re-election for the new mandate of 2019-2022, with rotation of the Chairman's role in compliance with paragraph 6 of article 414 of the Portuguese Companies Act and with subparagraph c) of paragraph 3 of Law no. 148/2015, of 9th September, that approves the Audit Supervision Regime.

1.2 Parameters of Suitability in the Individual Assessment

A – Suitability – article 30-D RGICSF. In the assessment of the suitability of the members it was objectively considered the capacity to carefully and thoughtfully decide; the constancy in performance ensuring reliability, loyalty and transparency; the usual and timely fulfilment of the fiduciary duties; the alignment with the principles and values of governance good practices and any other factors relevant in light of article 30-D of RGICSF.

B – Professional Qualification – article 31 RGICSF. In the assessment of the professional qualification it was taken into account the existence of the necessary qualifications for the role to be developed; the availability to, consistently, maintain updated knowledge aiming at an excellent performance in accordance with the goals identified by the respective governing body; the experience in previous roles; and assessment skills regarding activity risk factors, in the terms set forth in article 31 of RGICSF.

C – Independence – article 31-A RGICSF. In the assessment of the independence, consideration was given to the capacity to exercise directors' duties in an impartial and independent way, as set forth in article 31-A of the RGICSF.

1.3 Parameters of Suitability in the Collective Assessment

It was assessed the quality of its composition, in order to ensure the existence of technical knowledge and expertise in the body's ensemble for full business knowledge, regulatory, operational and market framework, as well as the businesses risks and the capacity to make a critical assessment and audit the Board of Directors' decisions and activity.

It was evaluated the compliance with paragraph 2 of article 3 of the Audit Supervision Regime, approved by Law no. 148/2015, applicable to companies of public interest, as the regime for balanced representation between men and women in the statutory governing bodies of the companies of the corporate public sector and of listed companies, as approved by Law no. 62/2017, of 1st August 2017.

In the conclusions of the collective assessment consideration was given to the information used to complete the Matrix of Appendix II to the Bank of Portugal Instruction no. 23/2018.

C – CONCLUSIONS OF THE INDIVIDUAL ASSESSMENT

EFFECTIVE MEMBERS

Maria José Martins Lourenço da Fonseca

1.1 Assessment of the Suitability parameter

Maria José Martins Lourenço da Fonseca has been a member of Sonae Statutory Audit Board since 2015, being proposed her re-election with the role of Chairman of the Statutory Audit Board.

The way in which she currently conducts her professional and personal activity including the way in which she has been executing her role as a member of Sonae Statutory Audit Board, demonstrates forethought, exigence, rigour, consistency, good attendance and informed knowledge of the activity of the company and its subsidiaries, ensuring compliance with its legal and regulatory framework, in the fulfilment of her functional duties.

She holds a graduate degree in Economics by the Faculdade de Economia da Universidade do Porto (1984), and a PHD in Management Science by Faculdade de Economia da Universidade do Porto, with a specialisation in Accounting and Management Control (2015). She holds relevant experience, both as a Professor at Universidade Católica Business School, as well a lecturer at the Portuguese Association of Statutory Auditors and in the Chamber of Chartered Accountants, as well as a member of Sonae Statutory Audit Board and of other public interest entities.

According to Part 5 of the signed Questionnaire, there is not any circumstance mentioned by paragraph 3 of article 30-D of RGICSF, and no other information contradicts such personal statements.

Parameters set forth in 30-D of RGICSF are also fulfilled.

1.2 Assessment of the Professional Qualification parameter

In the assessment of the professional qualification it was confirmed the existence of the necessary qualifications, competency and experience for the exercise of Sonae Statutory Audit Board chairman role. It was considered not only the academic background and training, but also prior experience in offices with equivalent characteristics and complexity, including the role she has been performing as a member of Sonae Statutory Audit Board.

She holds a graduate degree in Economics by Faculdade de Economia da Universidade do Porto (1984), post-graduate studies in European Studies by Universidade Católica (1987) and a master in Management Science, accounting and management control field, by Faculdade de Economia da Universidade do Porto (2002). She attended the Young Managers Programme no INSEAD, Fontainebleau (1992), and holds a PHD in Management Science, with a specialization in Accounting and Management Control, by Faculdade de Economia da Universidade do Porto (2015).

She has knowledge of subjects that respect to Sonae and its holdings different sectors of activity, as well as the risks they are exposed to. She has the profile and holds the knowledge that will allow her to conduct an independent, critical and oversight assessment, in compliance with her legal fiduciary duties.

In all of Sonae Shareholders' Annual General Meetings, corresponding to the period in which she has been a member of the auditing body, it has been taken a positive resolution regarding the assessment made of the auditing body, as per article 455 of the Portuguese Companies At.

Hence, the requirements of article 31 of RGICSF have been met.

1.3 Assessment of the Independence parameter

The Independence criteria of paragraphs 1 and 2 of article 31-A of RGICSF and of Part 8 of the Questionnaire and of paragraph 5 of article 414 of the Portuguese Companies Act, have been met. The sole role that is exercised at Sonae is that of a member of the Statutory Audit Board, role for which she was appointed the first time for the 2015-2018 mandate, and that of independent member of the Statutory Audit Board of Sonae subsidiaries, which reinforces her knowledge and critical judgment of Sonae financial perimeter. No other activity or role is exercised in Sonae's controlling or controlled companies.

There is no incompatibility mentioned in paragraph 1 of article 414-A of the Portuguese Companies Act.

There is not any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the

purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party undue influence.

2. Collective Suitability

The experience and contribution of Maria José Martins Lourenço da Fonseca, including the assessment made according to the Appendix II to Instruction no. 23/2018, and RGICSF, complies with the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and with paragraph 4 of article 30 of RGICSF, as well as with other legal provisions which frame the exercise of the role in this auditing body, thereby ensuring that the body holds the necessary attributes for the fulfilment of its legal and fiduciary duties.

3. Conclusion

Parameters set forth in articles 30-D to 31-A of RGICSF, as well in the applicable law, are fulfilled.

Daniel Bessa Fernandes Coelho

1.1 Assessment of the Suitability parameter

Daniel Bessa Fernandes Coelho is currently the Chairman of Sonae Statutory Audit Board, being proposed his re-election as a member of this body.

This candidate's conduct, whether personal or professional, is characterised by character, competence and rigour, attested by the merit recognition of his practice and knowledge, both in teaching where, as a PHD in Economics, he held management positions and exercise senior roles in several prestigious colleges, as well as in specialised and postgraduate education institutions in the field of management and economics. He also held several roles in the corporate bodies of large companies and in public and private entities of relevant size and public exposure.

In the exercise of his role, namely in Sonae Statutory Audit Board since 2007, he has been highly diligent, exigent and rigorous in the execution of his fiduciary duties, showing great knowledge, forethought and zeal.

In this assessment of this parameter it was positively assess the decision-making capacity supported by exigence, reliability, credibility, loyalty and transparency, continued and vigilante commitment to the execution of the role, as well as the knowledge and rigorous fulfilment of his fiduciary duties.

There is not, as confirmed by Part 5 of the Questionnaire, any circumstance that should be considered, namely the ones listed in subparagraph a) of paragraph 3 of article 30-D of RGICSF. No additional information contradicts these statements.

Parameters set forth in 30-D of RGICSF are hence fulfilled.

1.2 Assessment of the Professional Qualification parameter

In the assessment of this parameter it was recognised the existence of the necessary qualifications for the role, both in academic background as well as in suitable professional experience.

He holds a graduate degree in Economics by Universidade do Porto (1970) and a PHD in Economics by Universidade Técnica de Lisboa (1986).

He holds, since several years, know-how in subjects that are related to Sonae and its holdings activities, including the risks they are exposed to, in compliance with article 31 of RGICSF, as well as the experience, knowledge and capacity, as well as the requirements necessary for the exercise of the role, being able to make a critical assessment and execute his auditing role according to his legal and fiduciary duties.

In all of Sonae Shareholders' General Meetings, convened in the period during which the candidate held a position in the auditing body, it has been positively approved the activity developed by such body as per article 455 of the Portuguese Companies Act.

1.3 Assessment of the Independence parameter

The candidate does not hold any relationship that, according to paragraphs 1 and 2 of article 31-A of RGICSF and Part 8 of the Questionnaire, might affect his independence.

Without prejudice to the aforementioned, in the mandate that ended in 2018, he cannot be proposed in the re-election as an independent member since, pursuant to the set forth in subparagraph b) of paragraph 5 of article 414 of the Portuguese Companies Act, this is his third re-election. Accordingly, for the mandate of 2019-2022, this candidate cannot be considered to be an independent member of the Statutory Audit Board

There is not any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party undue influence.

2. Collective Suitability

The change of role from chairman to a member of the Statutory Audit Board are compatible with the loss of independence of the candidate that will occur after the next re-election, due to the number of prior re-elections, since he has been in office as from 3rd may 2007, having been re-elected for the mandates of 2011-2014 and of 2015-2018, considering the set forth in subparagraph c) of paragraph 2 of article 3 of the Law no. 148/2015, that determines that the role of the Chairman of the Statutory Audit Board must be assigned to an independent member.

The experience and contribution of Daniel Bessa Fernandes Coelho, including the assessment made according to the Appendix II to Instruction no. 23/2018, and RGICSF, complies with the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and with paragraph 4 of article 30 of RGICSF, as well as with other legal provisions which frame the exercise of the role in this auditing body, thereby ensuring that the body holds the necessary attributes for the fulfilment of its legal and fiduciary duties.

3. Conclusion

Parameters set forth in articles 30-D to 31-A of RGICSF are fulfilled. This Committee is not aware of any other information that might contradict this conclusion.

Manuel Heleno Sismeiro

1.1 Assessment of the Suitability parameter

Manuel Heleno Sismeiro exercises the role of member of the Statutory Audit Board since 2015, being proposed his re-election as member of the Statutory Audit Board.

In the assessment of this parameter it was recognised the suitability of the candidate, both personal and professional, evidenced by the competency, rigour, exigence and a forethought, informed and appropriate intervention, informed, with which it has been exercised his fiduciary role as a member of Sonae Statutory Auditor since 2015.

His academic background in the accounting (1964) and finance (1971) fields, and his experience of many years (1980-2008) as a statutory external auditor, and the exercise of senior positions in reputed audit companies (Coopers&Librand, PriceWaterhouseCoopers, Bernardes, Sismeiro & Associados) also support the suitability of his performance.

There is not, as confirmed by Part 5 of the Questionnaire, any circumstance that should be considered, namely the ones listed in subparagraph a) of paragraph 3 of article 30-D of RGICSF. No additional information contradicts these statements.

Parameters set forth in 30-D of RGICSF are hence fulfilled.

1.2 Assessment of the Professional Qualification parameter

In the assessment of this parameter it was recognised the existence of the necessary qualifications for the role, both in academic background as well as in suitable professional experience.

He holds an Accountant degree granted by ICL-Lisboa (1964) and a graduate degree in Finance by ISCEF, Lisboa (1971). He is a Statutory External Auditor, having exercised this role in the period of 1989-2008 in several auditors where he also held senior positions: Coopers & Librand, PriceWaterhouseCoopers, Bernardes, Sismeiro & Associados. He was responsible for the accounts statutory and non-statutory auditor of several sizeable dimension and complexity companies which is compatible with the exigence of the position that is presently up for re-election.

In the assessment of this parameter it was concluded that the candidate is suitable and holds the necessary profile for the exercise of the role and for compliance with the legal and fiduciary duties pursuant to the set forth in article 31 of RGICSF.

In all of Sonae Shareholders' General Meetings, convened in the period during which the candidate held a position in the auditing body, it has been positively approved the activity developed by such body as per article 455 of the Portuguese Companies Act.

1.3 Assessment of the Independence parameter

The Independence criteria of paragraphs 1 and 2 of article 31-A of RGICSF and of Part 8 of the Questionnaire and of paragraph 5 of article 414 of the Portuguese Companies Act, have been met. The sole role that is exercised at Sonae is that of a member of the Statutory Audit Board, role for which he was appointed the first time for the 2015-2018 mandate.

There is no incompatibility mentioned in paragraph 1 of article 414-A of the Portuguese Companies Act.

There is not any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies, for the purpose and to the effect of article 31-A of RGICSF, which might undermine the exercise of the role with exemption and impartiality due to third party undue influence.

2. Collective Suitability

The experience and contribution of Manuel Heleno Sismeiro, including the assessment made according to the Appendix II to Instruction no. 23/2018, and RGICSF, complies with the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and with paragraph 4 of article 30 of RGICSF, thereby ensuring that the body holds the necessary attributes for the fulfilment of its legal and fiduciary duties.

3. Conclusion

Parameters set forth in articles 30-D to 31-A of RGICSF are fulfilled. This Committee is not aware of any other information that might contradict this conclusion.

SUBSTITUTE MEMBER

Sara Manuel Carvalho Teixeira Mendes

1.1 Assessment of the Suitability parameter

Sara Manuel Carvalho Teixeira Mendes is proposed for the exercise of the role of a substitute member of Sonae Statutory Audit Board.

The professional activity of the member to be appointed, as described in the signed Questionnaire, shows that the candidate holds the necessary personal and professional conditions for the exercise of the position. Her training as a Statutory External Auditor and the prior experience in positions in audit professional companies, (SROCs), namely in senior project and teams' management in the audit and internal control of national and foreign groups, have prepared her for a rigorous and informed performance of the duties pertaining to her role as a substitute member.

The suitability of the professional and personal conduct is described, both in relation to her professional activity and in the management of her personal business, by the statement included in Part 5 of the Questionnaire presented pursuant to the set forth in subparagraph 5 of article 30-D of RGICSF. No additional information contradicts these statements.

Parameters set forth in 30-D of RGICSF are hence fulfilled.

1.2 Assessment of the Professional Qualification parameter

In the assessment of this parameter it was recognised the existence of the necessary qualifications for the role, both in academic background as well as in suitable professional experience.

The member to be appointed holds suitable academic background with a graduate degree in Companies Management and Administration by Universidade Católica do Porto (2003) and External Statutory Auditor (2003). Her professional experience gave her the suitable competencies for the exercise of the role: Audit Officer, and following, PriceWaterhouseCoopers & Associados, SROC Assurance Manager (2009-2016) with responsibility in companies with similar complexity; Partner of Carlos Aires, Amadeu Costa Lima & Associados, SROC; and in the teaching field: accounting and audit lecturer at Católica Porto Business School (2016-2019); lecturer of the Statutory External Auditor (ROC) Course of the Chamber of Chartered Accountants.

In the assessment of this parameter it was concluded that the candidate is suitable and holds the necessary profile for the exercise of the role and for compliance with the legal and fiduciary duties pursuant to the set forth in article 31 of RGICSF.

The professional experience of the member to be appointed and is suitable to the dimension, strategy, complexity, risks that the company is exposed to, as she holds relevant experience and updated information in the area of fundamental competency of the auditing body, therefore the parameters set forth by article 31 of RGICSF are fulfilled.

1.3 Assessment of the Independence parameter

The candidate is considered to be independent in accordance with paragraphs 1 and 2 of article 31-A of RGICSF and Part 8 of the Questionnaire.

The profile of member to be appointed does not indicate the existence of any material relationship, whether of a professional nature or other, with Sonae or with any of its reference shareholders, as well as with the members of the respective management and auditing bodies that, for the purpose and to the effect of article 31-A of RGICSF, might undermine the exercise of the role with exemption and impartiality due to third party unduly influence.

2. Collective Suitability

The experience and contribution of Sara Manuel Carvalho Teixeira Mendes, including the assessment made according to the Appendix II to Instruction no. 23/2018, and RGICSF, complies with the parameters of the Selection and Assessment Policy for Membership of the Statutory Governing Bodies and with paragraph 4 of article 30 of RGICSF, thereby ensuring that the body holds the necessary attributes for the fulfilment of its legal and fiduciary duties.

3. Conclusion

Parameters set forth in articles 30-D to 31-A of RGICSF are fulfilled. This Committee is not aware of any other information that might contradict this conclusion.

D- CONCLUSIONS OF THE COLLECTIVE ASSESSMENT

The composition of the Statutory Audit Board proposed is made of an ensemble of members all of whom presenting a high preparation for the exercise of the legal role requested from the auditing body, which arises from the suitable specialised training and personal qualification, as well as from senior professional experience

that each of the candidates presents including the substitute member. The experience and the skills combined ensure the fulfilment of the necessary requirements that guarantee a good collective performance of the body in its performance of the analysis audit, critical assessment and informed intervention which underpins stakeholders' trust.

There is a majority of independent members, including the Chairman, which complies with the requirements of paragraph 3 of article 31-A of RGICSF and of paragraphs 5 and 6 of article 414 of the Portuguese Companies Act, as well as of subparagraph c) of paragraph 2 of article 3 of the Law no. 148/2015. There is not any incompatibility for the purpose and to the effect of paragraph 1 of article 414-A of the Portuguese Companies Act.

Regarding the gender balanced composition, the requirements of Law no. 62/2017 have been complied with. This assessment also includes the Collective Assessment Matrix prepared in accordance with Appendix II of the Bank of Portugal Instruction no 23/0218 and whose conclusions confirm the terms of the collective assessment made in this Report.

Maia, 22nd February 2019

On behalf of the Shareholders' Remuneration Committee,

Artur Eduardo Brochado dos Santos Silva

Francisco de La Fuente Sánchez

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the '**Appointee**')

I **MARIA JOSÉ MARTINS LOURENÇO DA FONSECA** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 14/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal
- Withdrawal of authorisation for the exercise of functions
- Imposition of sanctions
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários* – CMVM), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: MARIA JOSÉ MARTINS LOURENÇO DA FONSECA

Date: 14/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION

Pre-authorisation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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PART 2. INFORMATION ON THE REQUESTING INSTITUTION

2.1. Identification

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐

No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes ☐

No ☒

2.2. Other national financial supervisory authority to which the requesting institution is subject:

Insurance and Pension Funds Supervisory Authority

Yes ☐ No ☒

Portuguese Securities Market Commission

Yes ☒ No ☐

2.3. Contact person for authorisation and subsequent registration:

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

MARIA JOSÉ MARTINS LOURENÇO DA FONSECA

Sex: Female ☒ Male ☐

Date of birth 04/ 09/ 1957 (day/month/year)

District –Castro Marim County – Castro Marim

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 04883499 8ZY2

Issued by Portuguese Republic on / /

Expiry date – 08/05/2028

Tax identification number 178814814

Usual address (street / house No / floor)

Rua Manuel Bandeira, no. 147, Hab. 62

Town/city Porto Post Code – 4150-479 Country – Portugal

Date of moving to this address 07/08/1997

Telephone number Fax

Email

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.

Yes ☐ No ☒

(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)

3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)

(Add space and lines if necessary for providing the complete information)

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Sonae – SGPS, SA	Member of the Statutory Audit Board	2015	2018	2015	Yes	Positive
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Chairman of the Statutory Audit Board

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

The Appointee will exercise her role as Chairman of the Statutory Audit Board, with the competencies and legal duties resulting from holding such position. As a member of the Statutory Audit Board, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. It is estimated that this role will require at least 80 hours/year pertaining to schedule meetings and overall 12 (twelve) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

4.6. Is the Appointee designated as an independent member?

Yes ☒ No ☐ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☐ No ☒

Re-appointment

Yes ☒ No ☐

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was a member of the Statutory Audit Board of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate as Chairman of the Statutory Audit Board. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:

PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		×
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		×
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		×
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		×

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
PhD	Business Sciences (specialised in Accounting and management control)	2009-2015	University of Oporto, Faculty of Economics
Master	Business Sciences (specialised in Accounting and management control)	1999-2002	University of Oporto, Faculty of Economics
Participation in Young Managers Program	Finance	1992-1992	INSEAD – European Institute of Business Administration, Fontainebleau
Post-Graduation	European Studies	1986-1987	European Studies Center – Universidade Católica Portuguesa
Graduation	Economics	1978-1984	University of Oporto, Faculty of Economics

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonae MC, SGPS, SA	€5,589,557,018 (turnover consolidated at December 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2018	Present	N/A
SDSR – Sports Division, SR, SA	€42,464,866 (turnover consolidated at December 2017)	Chairman of the Statutory Audit Board	As determined by law	As determined by law	N/A	2018	Present	N/A
AEGE – Associação para a Escola de Gestão Empresarial	N/A	Chairman of the Statutory Audit Board	As determined by law	As determined by law	N/A	2017	Present	N/A

Ibersol, SGPS, SA	€448 Million (amount consolidated at December 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2017	Present	N/A
Sonaecom, SGPS, SA	€514,438 (turnover 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2016	Present	N/A
Sonae SGPS, SA	€7.6 billion (aggregated turnover by reference to 2017)	Member of the Statutory Audit Board	As determined by law	As determined by law	N/A	2015	Present	N/A
Certified Public Accountants' Association (OROC)	N/A	Lecturer at the Preparation Course for Certified Public Accountant (ROC)	Teaching	Lecturer	N/A	2015	2019	N/A
Certified Public Accountants' Association (OROC)	N/A	Member of the Jury for the oral tests for Certified Public Accountant	Teaching	N/A	N/A	2015	2015	N/A
Centro de Estudos de Gestão e Economia Aplicada (CEGEA) of Universidade Católica Portuguesa – CRP	N/A	Consulting	Teaching	N/A	N/A	2008	Present	N/A
Certified Public Accountants' Association (OROC)	N/A	Professional training	Teaching	N/A	N/A	2008	2009	N/A
Católica Porto Business School (Universidade Católica Portuguesa)	N/A	Teacher (field of Accounting)	Teaching	N/A	N/A	1996	Present	N/A

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	Medium-High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	Medium-High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	Medium-High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

[illegible]

The Appointee has educational background and long-standing professional experience.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billions (aggregated turnover by reference to 2017)	Chairman of the Statutory Audit Board	N/A	Yes	No	12 days/year	13/year	None	Controlling company
Sonae MC, SGPS, SA	Portugal	501 532 927	Holding	€5,589,557,018 (turnover consolidated at December 2017)	Member of the Statutory Audit Board	2018-2021	No	No	7/year	8/year	None	Subsidiary indirectly held by Sonae – SGPS, S.A.
SDSR – Sports Division, SR, SA	Portugal	503 646 776	Retail trade of sports, camping, leisure and mountain climbing articles, including clothing, footwear, headgear and other sports	€200,649,115 (turnover 2017)	Chairman of the Statutory Audit Board	2016-2019	No	No	5 days	6/year	None	Subsidiary indirectly held by Sonae – SGPS, S.A.

			accessories, and also secondarily trade of non-alcoholic beverages containing sugar or sweeteners, stock-keeping wholesale trade, import and export activities, representations, consignments and commissions, distribution or supply, of all types of sports articles, including clothing, footwear and other sports accessories, also being able to provide services to other companies, namely, in the sports activity area, as well as the exercise of credit									
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			intermediation activity									
AEGE – Associação para a Escola de Gestão Empresarial	Portugal	506 346 587	Teaching	N/A	Chairman of the Statutory Audit Board	2017-2019	No	No	3 days	4/year	None	None
Ibersol, SGPS, SA*	Portugal	501 669 477	Holding	€448 Million (amount consolidated at December 2017)	Member of the Statutory Audit Board	2017-2020	Yes	No	7 days	8/year	None	None
Sonaecom, SGPS, SA*	Portugal	502 028 351	Holding	€514,483 (turnover 2017)	Member of the Statutory Audit Board	2016-2019	Yes	No	7 days	8/year	None	Subsidiary indirectly held by Sonae – SGPS, S.A.
Centro de Estudos de Gestão e Economia Aplicada (CEGEA) of Universidade Católica Portuguesa – CRP	Portugal	501 082 522	Teaching	N/A	Consulting	Since 2008	No	No	1h/week	N/A	None	None

Católica Porto Business School (Universidade Católica Portuguesa)	Portugal	501 082 522	Teaching	N/A	Teacher (Accounting)	Since 1996	No	No	12h/week	N/A	None	None
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7.2. Further Information

7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³

Yes ☒ No ☐

7.5. Systemically Important Institutions ('O-SIIs')⁴

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).

⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee is currently a member of the Statutory Audit Boards of Sonaecom, SGPS, SA, Sonae MC, SGPS, SA and Chairman of the Statutory Audit Board of SDSR – Sports Division, SR, SA, subsidiaries indirectly controlled by the Requiring Institution.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

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In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

It was not identified the existence of any potential conflict of interest. The Appointee is an independent member of the Statutory Audit Board of subsidiaries in which the Requesting Institution has total control, or a control close to 90% of the share capital and voting rights, for which the supervisory action performed by the Statutory Audit Board concerns to the financial report of the same global consolidate of the Requesting Institution, contributing for a most informed performance of her tasks in the Statutory Audit Board of the Requesting Institution by having access to a more detailed "bottom-up" level of information, closer to the operational activity of the Group.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify. _____ _____ _____ _____		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas: a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
José Rodrigues de Jesus	Public Certified Accountants' Association (Ordem dos Revisores Oficiais de Contas - OROC)	President of the Association	...	...	Cooperates with OROC in the field of training	No
Alberto João Coraceiro de Castro	Católica Porto Business School	Dean of Centro de Estudos de Gestão e Economia Aplicada (CEGEA) of Universidade Católica	...	...	Employee of CEGEA Co-author of many studies	No

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

.....
.....

13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the '**Appointee**')

I **DANIEL BESSA FERNANDES COELHO** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 18/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: DANIEL BESSA FERNANDES COELHO

Date: 18/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the '*requesting institution*')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**Yes ☒ No ☐**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
 SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes

☐

No

☒**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes

☐

No

☒

Portuguese Securities Market Commission

Yes

☒

No

☐**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE**3.1. Identification and contact details**

Full name

DANIEL BESSA FERNANDES COELHOSex: Female ☐ Male ☒

Date of birth 06/ 05/ 1948 (day/month/year)

District – Campanhã County - Porto

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 852970

Issued by Portuguese Republic on 31 /08 / 2008

Expiry date - Lifelong

Tax identification number 165488034

Usual address (street / house No / floor)

Estrada Exterior da Circunvalação, no. 15994, 8 esquerdo

Town/city Matosinhos Post Code – 4450-098 Country – Portugal

Date of moving to this address 2004

Telephone number _____ Fax _____

Email _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Sonae SGPS, S.A.	Chairman of the Statutory Audit Board	2007	2010	2007	Yes	Positive
Bank of Portugal	Sonae SGPS, S.A.	Chairman of the Statutory Audit Board	2011	2014	2011	Yes	Positive
Bank of Portugal	Sonae SGPS, S.A.	Chairman of the Statutory Audit Board	2015	2018	2015	Yes	Positive
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Member of the Statutory Audit Board

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

The Appointee will exercise his role in the Statutory Audit Board. As a member of the Statutory Audit Board, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. It is estimated that this role will require at least 80 hours/year pertaining to schedule meetings and overall 12 (twelve) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

4.6. Is the Appointee designated as an independent member?

Yes ☐ No ☒ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☐ No ☒

Re-appointment

Yes ☒ No ☐

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was the Chairman of the Statutory Audit Board of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate as a member of the Statutory Audit Board. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:







PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		X
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		X
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		X
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		X
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		X
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		X
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		X
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		X
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		X

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
PhD	Economics	1981-1986	Lisbon University
Graduation	Economics	1965-1970	Oporto University

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Banco Comercial Português	...	Member of the General and Supervisory Board	Finance	As determined by the articles of association	N/A	2011	2012	Change in the shareholding structure
Finibanco Holding, SGPS, S.A.	€ 167 M (banking product 2009)	Member of the Board of Directors	Finance	As determined by law	N/A	2001	2011	Change in the shareholding structure
Finibanco, SA	€ 74 M (Financial margin 2008)	Member of the Board of Directors	Finance	As determined by law	N/A	1997	2008	Change in the Board of Directors

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonae SGPS, SA	€7.6 billion (aggregate turnover by reference to 2017)	Chairman of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2007	Present	N/A
Galp Energia, SGPS, SA	€15.2 billion (turnover 2017)	Chairman of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2006	Present	N/A
Galp Gás Natural Distribuição, SA	€184M (turnover 2017)	Chairman of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2017	Present	N/A
Bial – Portela e Companhia, SA	€187M (turnover 2017)	Chairman of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2008	Present	N/A

Amorim Turismo, SGPS, SA	No operational activity	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member of the Board of Directors he has no direct subordinates	2016	Present	N/A
Sociedade Figueira Praia, SA	€15,6M (turnover 2017)	Non-Executive member of the Board of Directors	As determined by law	As determined by law	As a non-executive member of the Board of Directors he has no direct subordinates	2006	Present	N/A
SFP Online, SA	€0.4M (turnover December 2018, month in which the operational activity of the Company started)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member of the Board of Directors he has no direct subordinates	2017	Present	N/A
Amkor Technology Portugal, SA (formerly known as Nanium, SA)	€44M (turnover 2018)	Chairman of the Board of the Shareholders' General Meeting	As determined by law	As determined by law	N/A	2010	Present	N/A
PVCI – Portuguese Venture Capital Initiative	~5M (turnover 2017)	Member of the Investment Committees	Selection of investment opportunities in Portuguese capital risk funds and follow-up on the activity of these funds	The Committee has the power to decide on the investment, issuing as well recommendatory opinions regarding the strategy to be adopted	N/A	2008	Present	N/A
Efacec Capital, SGPS, SA (further Efacec Power Solutions, SGPS, SA)	~€432M (turnover 2017 of the company Efacec Power Solutions, SGPS, SA)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	As a non-executive member of the Board of Directors he has no direct subordinates	2004	2013	Change in the shareholding structure
AICEP – Agência para o Investimento e Comércio Externo de Portugal, EPE	~€31M (turnover 2014)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	N/A	2007	2011	Incompatibility due to retirement in the public sector

Celulose Beira Industrial (Celbi) SA	~€434M (turnover 2017)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	N/A	1996	2006	End of mandate, no re-appointment
INPARSA – Indústrias e Participações, SGPS, SA	Non-available (company merged)	Non-Executive Member of the Board of Directors	As determined by law	As determined by law	N/A	1997	1999	Can't establish
Efacec Serviços Corporativos, SA	Incorporated in the Group Efacec Power Solutions, SGPS, SA	Chairman of the teaching Board of Mast3r Academia Efacec	Definition of the training plan and human resources development, in line with the Group strategy	Leads the work of the teaching board and monitors the execution of the approved training and development plans	N/A	2018	Present	N/A
SPI – Sociedade Portuguesa de Inovação, Consultadoria Empresarial e Fomento da Inovação, SA	€4.5 M (turnover 2017)	External consultant	Participation in consultation projects	Monitoring and issuance of recommendations in the projects in which he takes part	N/A	2018	Present	N/A
Cotec Portugal, Associação Empresarial para a Inovação	N/A	General Manager	As determined by the management of the association	General Manager	12	2009	2016	Resignation request
IGFCCS – Instituto de Gestão de Fundos de Capitalização da Segurança Social	N/A	Chairman of the Consultation Board	As determined by law	As determined by law	N/A	2000	2012	Resignation request
EGP – University Porto Business School	~€5M (turnover 2009)	...	As determined by the articles of association	As determined by the articles of association	30	2008	2009	Resignation request
University of Oporto	N/A	Teacher (assistant professor)	Teacher in the field of macroeconomics	Teched in FEP, FEUP, ISEE, EGP and EGP – UPBS	N/A	1970	2009	Retirement
Sonae Group	N/A	Member of the Consultant Boards of Sonae SGPS, SA and Sonae Indústria	As determined by the respective internal regulations	As determined by the respective internal regulations	N/A	1999	2006	Can't establish

Ministry of Economics and Ministry of Social Security and Labor of the Portuguese Government	N/A	In charge of the mission PRASD – Program for the rehabilitation of depressed areas and sectors	As determined by the Council of Ministries' resolution that created the program	As determined by the Council of Ministries' resolution that created the program	N/A	2003	2004	End of mandate
AURN – Associação das Universidades da Região Norte	N/A	Executive Director	Coordinator of the project "Universidades do Norte, Horizonte, 2000"	Organising the concerted intervention of the Universities of the Region (Public Universities of Aveiro, Minho, Porto e Trás-os-montes e Alto Douro and Centro Regional do Porto UCP) in areas such as continuing training, technology transfer, summer courses, project developments and inter-regional cooperation	6	1996	2000	End of the project
Portuguese Republic Government	N/A	Ministry of Economics	As determined by law	As determined by law	N/A	1995 (October)	1996 (March)	Resignation request
University of Oporto – Rectory	N/A	Pro-dean for the financial management orientation	As determined by the university dean	Orientation of the university financial management	N/A	1990	1995	Start the appointment in the Portuguese Government
ESTG – Escola Superior de Tecnologia e Gestão do IPVC – Instituto Politécnico de Viana do Castelo	N/A	Chairman of the Installation Committee	As determined by law	As determined by law	20 (approximately)	1989	1990	Resignation request
University of Oporto – Faculty of Economics	N/A	Chairman of the teaching board	As determined by law	As determined by law	100 (approximately)	1978	1979	End of mandate

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

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²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee has advanced educational background and a diversified experience in the management of companies with different sizes and natures. The Appointee is also has vast knowledge of the Portuguese economy in a macroeconomic perspective, mainly financial.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billions (aggregated turnover by reference to 2017)	Member of the Statutory Audit Board	N/A	Yes	No	12 days/year	13/year	None	None
Bial – Portela e Companhia, SA	Portugal	500 220 913	Drug manufacturing	€187 million (turnover 2017)	Chairman of the Statutory Audit Board	2017/2019	No	No	8 days/year	4/year	None	None
PVCI – Portuguese Venture Capital Initiative	Luxembourg (head office)		Fund management	~€5 million (turnover 2017)	Member of the Investments Committee	2010 (starting date)	No (to the best of my knowledge)	No	6 days/year	3/year	None	None
Amkor Technology Portugal, SA	Portugal	503 690 287	Electronic components manufacturing	€44 Million (turnover 2017)	Chairman of the Board of the Shareholders'	2018/2021	No	No	2 days/year	2/year	None	None

					General Meeting							
Efacec Serviços Corporativos, SA	Portugal	513 233 962	Provision of corporate services to Efanor Group	Integrated in Efanor Group, consolidating in Efacec Power Solutions, SGPS, SA (entity referred above in section 6.2.2)	Chairman of the teaching Board of Mast3r Academia Efacec	2018 (1 year contract, renewable)	No	No	6 days/year	3/year	None	None
Fundação Belmiro de Azevedo	Portugal	502 697 334	Promote education, namely post-graduation specifically in the fields of management and administration of Companies, medical sciences, IT and communication; Support social support initiatives;	N/A	Chairman of the Board of Trustees	2017/2022	No	No	8 days/year	4/year	None	None

			Promote culture and sports									
Fundação Bial	Portugal	503 323 055	Promote scientific studies of humanity both at a physical and at a spiritual level	N/A	Member of the Board of Directors and of the Executive Committee	2018/2021	No	No	20days/year	10/year	None	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

.....

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Non-preferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify. _____ _____ _____ _____		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas: a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Eng. Carlos Gomes Silva	Galp Energia, SGPS, SA	Chairman of the Executive Committee	....	....	I'm Chairman of the Statutory Audit Board of Galp Energia, SGPS, SA since 2006	There isn't and there were never any other relationship, besides the professional one and personal friendship
Dr. Luis Portela	Bial, SGPS, SA	Chairman	....	....	I'm the Chairman of the Statutory Audit Board of the controlled company	There isn't and there were never any other relationship, besides the professional one and

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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.....

13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the '**Appointee**')

I **MANUEL HELENO SISMEIRO** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 15/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: MANUEL HELENO SISMEIRO

Date: 15/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the 'requesting institution')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION

Pre-authorisation	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
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PART 2. INFORMATION ON THE REQUESTING INSTITUTION

2.1. Identification

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes ☐

No ☒

Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution? Yes ☐

No ☒

2.2. Other national financial supervisory authority to which the requesting institution is subject:

Insurance and Pension Funds Supervisory Authority

Yes ☐ No ☒

Portuguese Securities Market Commission

Yes ☒ No ☐

2.3. Contact person for authorisation and subsequent registration:

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE**3.1. Identification and contact details**

Full name

MANUEL HELENO SISMEIROSex: Female ☐ Male ☒

Date of birth 05/ 01/ 1945 (day/month/year)

District – Colmeias County - Leiria

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 1587388

Issued by Portuguese Republic on 05 /11 / 2011

Expiry date - Lifelong

Tax identification number 125986360

Usual address (street / house No / floor)

Rua do Campo Alegre, no. 1607, 7 esq.

Town/city Porto Post Code – 4150-182 Country – Portugal

Date of moving to this address 1982

Telephone number _____ Fax _____

Email address _____

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.Yes ☐ No ☒*(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)***3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)***(Add space and lines if necessary for providing the complete information)*

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	Sonae SGPS, S.A.	Member of the Statutory Audit Board	2015	2018	2015	Yes	Positive
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Member of the Statutory Audit Board

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

The Appointee will exercise his role in the Statutory Audit Board, with the competencies and legal duties resulting from holding such position. As a member of the Statutory Audit Board, the Appointee does not have any direct subordinates but all of the Requesting Institution's corporate structure is available to give the suitable and adequate support required for the exercise of this role, as determined by law. It is estimated that this role will require at least 80 hours/year pertaining to schedule meetings and overall 12 (twelve) days/year for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

4.6. Is the Appointee designated as an independent member?

Yes ☒ No ☐ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☐ No ☒

Re-appointment

Yes ☒ No ☐

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☒

If the answer is no, state the reason why.

The Appointee was a member of the Statutory Audit Board of the Requesting Institution for the mandate 2015-2018 and will be proposed for a new mandate. This authorisation is required pursuant to article 30-B, no.3 of the RGICSF.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:

PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		×
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		×
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		×
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		×
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		×
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		×
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		×
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		×
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		×

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		×
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		×
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		×
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		×

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
Graduation	Financing	1966-1971	ISCEF – Instituto Superior de Ciências Económicas e Financeiras, Lisboa
Accounting	Accounting	1961-1964	ICL – Instituto Comercial de Lisboa

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Banif – Banco de Investimento, SA	Non-available	Chairman of the Board of the Shareholders' General Meeting	As determined by law	As determined by law	N/A	2015	2015	The company was a subsidiary of bank BANIF. During the restructuring, resigned to his role, and did not complete a full year

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Sonae SGPS, SA	€7.6 billion (aggregate turnover by reference to 2017)	Member of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2015	Present	N/A
Sonae Arauco Portugal, SA	~€818 million (turnover 2017)	Chairman of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2018	Present	N/A
Sonae Indústria, SGPS, SA	~€230 million (turnover 2017)	Chairman of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2009	2017	End of mandate without possibility to be re-appointed
Sonae Capital, SGPS, SA	~€175 million (turnover 2017)	Member of the Statutory Audit Board	As determined by law.	As determined by law.	N/A	2009	Present	N/A

OCP Portugal – Produtos Farmacêuticos, SA	€550 million (2017)	Chairman of the Statutory Audit Board	As determined by law	As determined by law	N/A	2009	Present	N/A
Segafredo Zanetti (Portugal) – Comercialização e Distribuição de Café, SA	N/A	Chairman of the Board of the Shareholders' General Meeting	As determined by law	As determined by law	N/A	2010	2017	Termination due to the merger of the company
Sonae Investimentos SGPS, SA (currently known as Sonae MC, SGPS, SA)	€5,589,557,018 (amount consolidated at December 2017)	Chairman of the Board of the Shareholders' General Meeting	As determined by law	As determined by law	N/A	2014	2014	Resignation
Coopers&Lybrand, Lda (subsequently Coopers&Lygrand, Sociedade de Revisores Oficiais de Contas)	Non-available	Consulting partner	Audit	Auditor and partner responsible for financial audits in several companies of all sectors of activity. Manager responsible for the activity in the north of the country, Oporto Office.	Variable during the years	1980	1998	Merger with Pricewaterhouse which resulted in the constitution of Pricewaterhouse & Coopers
Bernardes, Sismeiro & Associados	Non-available	Certified Public Accountant	Certification of Accounts, including as member of Statutory Audit Boards	Certified Public Accountant, partner responsible for several financial audits in all sectors of activity. Manager responsible for the activity in the north of the country, Oporto Office.	Variable during the years	1982	1998	Merger with Pricewaterhouse which resulted in the constitution of Pricewaterhouse & Coopers
Pricewaterhouse & Coopers, Sociedade de Revisores Oficiais de Contas	Non-available	Certified public Accountant	Certification of Accounts, including as member of Statutory Audit Boards	Certified Public Accountant, partner responsible for several financial audits in all sectors of activity. Manager responsible for the activity in the north of the country, Oporto Office.	Variable during the years	1998	2008	Retirement

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	Medium High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	Medium-High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	Medium-High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee has advanced educational background and long-standing experience.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billions (aggregated turnover by reference to 2017)	Member of the Statutory Audit Board	N/A	Yes	No	12 days/year	13/year	None	Company controlled by the same controlling company of Sonae Capital – SGPS, SA
Sonae Arauco Portugal, SA	Portugal	500 058 580	Veneers, plywood, laminated and other panels manufacturing	~818 million (turnover 2017)	Chairman of the Statutory Audit Board	2018-2020	No	No	4 days	6/year	None	Company indirectly held by Sonae Indústria, SGPS, SA
Sonae Capital, SGPS, SA*	Portugal	508 276 756	Holding	~€175 million (turnover 2017)	Member of the Statutory Audit Board	2018-2018	Yes	No	4 days	6/year	None	Company controlled by the same controlling company of

												Sonae, SGPS, SA
OCP Portugal – Produtos farmacêuticos, SA	Portugal	500 364 877	Wholesale of pharmaceutical drugs	€550 million (2017)	Chairman of the Statutory Audit Board	2018-2020	No	No	4 days	6/year	None	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

☐ Yes ☒ No ☐

If the answer is yes, explain the circumstances.

The Appointee has held, during the last 5 years, the role of Chairman of the Board of Directors of Sonae Indústria, SGPS, SA, company controlled by the same controlling company of Sonae, SGPS, SA. He was also Chairman of the Statutory Audit Board of Sonae MC – SGPS, SA, subsidiary company of the Requesting Institution. Currently, is the Chairman of the Statutory Audit Board of Sonae Arauco Portugal, SA, company indirectly held by Sonae Indústria, SGPS, SA and member of the Statutory Audit Board of Sonae Capital, SGPS, SA, company controlled by the same controlling company of the Requesting Institution.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

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In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

It was not identified any relevant potential conflict of interest. The Appointee is only an independent member of the Statutory Audit Board of two subsidiaries of the controlling company of the Requesting Institution, one of which is public company (Sonae Capital, SGPS, SA) and the other incorporates the consolidated of the Group headed by Sonae Indústria, SGPS, SA, and accordingly there is no improper influence from any third parties for the performance of his role with independence and impartiality.

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☒

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☒

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify.		
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10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas:		
a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Dr. José Pereira Alves	PwC	Partner	...	...	Partners at PwC	None
Dr. Ricardo Pinheiro	BPI	Member of the Statutory Audit Board	...	...	Members of the OROC registration Committee	None

*The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee.
The data is not itself treated by Banco de Portugal.*

PART 12. FURTHER INFORMATION

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

Anexo I – Questionário sobre idoneidade, qualificação profissional, independência e disponibilidade (Versão Inglesa)

Questionnaire on suitability, professional qualifications, availability, independence, and conflicts of interest

Before completing this questionnaire, read it carefully in full, along with the completion notes.

1. DECLARATION OF THE PERSON FOR WHOM AUTHORISATION TO PERFORM TASKS IS REQUESTED
(hereinafter referred to as the 'Appointee')

I **SARA MANUEL CARVALHO TEIXEIRA MENDES** declare on my word of honour that the information provided in this questionnaire is true and complete and that on the basis of it I meet the necessary requirements under the terms defined by the Legal Framework of Credit Institutions and Financial Companies (*Regime Geral das Instituições de Crédito e Sociedades Financeiras* – RGICSF) and other relevant legislation, in order to contribute to the sound and prudent management of the institution **SONAE – SGPS, SA**, or its adequate supervision.

I also declare to be aware of the obligations arising from national and international binding rules and soft law, including those stemming from national legislation and those issued by Banco de Portugal, by the European Central Bank (ECB), and by the European Banking Authority (EBA) that are relevant for the tasks I intend to perform, and hereby declare my intention of complying with them on an ongoing basis.

Moreover, I declare on my word of honour that if during the mandate any supervenient fact to the authorisation to perform tasks occurs that could affect the suitability requirements and change the information in this questionnaire, I will immediately inform Banco de Portugal through the institution.

Furthermore, I declare that I am aware that providing false or incomplete declarations may constitute grounds for refusal or withdrawal of the authorisation to perform tasks, without prejudice to a possible application of legal or administrative sanctions.

Date 18/02 /2019

(Appointee's signature)

2. COMPLIANCE WITH THE OBLIGATION TO INFORM WITH REGARD TO THE PROCESSING OF PERSONAL DATA**(a) Controller, justification and purpose**

The personal data collected through this questionnaire are processed by Banco de Portugal, legal person No 500 792 771, with its head office in Rua do Comércio, n.º 148, 1100-150, Lisboa, in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 (the General Data Protection Regulation) and other relevant data protection legislation, based on the performance of tasks carried out in the public interest vested in Banco de Portugal, as set forth in Article 6(1)(e) of the above Regulation.

The purpose of said data processing is to assess the suitability for the performance of tasks as members of the management or supervisory bodies, managers of branches or representative offices, or key function holders by Banco de Portugal and/or the ECB, pursuant to Article 30 and following of the Legal Framework of Credit Institutions and Financial Companies and other relevant legislation.

Personal data collected through this questionnaire may also be processed by Banco de Portugal for the exercise of its supervisory powers, namely for the following subsequent purposes:

- Registration with Banco de Portugal;
- Withdrawal of authorisation for the exercise of functions;
- Imposition of sanctions;
- Publication of the identification of the members of the management and supervisory bodies on Banco de Portugal's website.

(b) Obligation to provide data

The provision of data for these purposes is mandatory.

(c) Retention

The data collected will be retained whilst the tasks are being performed and after they cease, for the time period prescribed for criminal or administrative offences applicable for crimes relating to the performed activity. In the event that tasks are not performed, the time period for retaining the data collected will end when the legal time frame for Banco de Portugal to review the decision expires.

(d) Addressees

The personal data collected are shared with the ECB as part of the Single Supervisory Mechanism.

The personal data collected may also be communicated to the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários – CMVM*), to the Insurance and Pension Funds Supervisory

Authority (*Autoridade de Supervisão de Seguros e Fundos de Pensões – ASF*), and to corresponding authorities, pursuant to the powers of cooperation with these authorities.

(e) Automated individual decision-making

The processing of personal data does not import automated individual decisions.

(f) Transfer of personal data

The personal data collected may also be communicated to corresponding authorities in a third country, pursuant to the powers of cooperation with these authorities.

(g) Rights

Pursuant to the General Data Protection Regulation and other relevant data protection legislation, data subjects have the right to ask Banco de Portugal for access to their personal data, their rectification pursuant to Article 3(3) and (4) of this Instruction, and the restriction of processing.

(h) Contacts

The above rights are exercised through a request to Banco de Portugal's Data Protection Officer, upon completion of a form available at the premises of Banco de Portugal or sent alternatively to the following addresses:

-E-mail:

Encarregado.protecao.dados@bportugal.pt;

or - Postal mail:

**Gabinete de Proteção de Dados do Banco de Portugal
Rua do Comércio, 148
1100-151 Lisboa**

(i) Complaints

You nevertheless also have the right to file a complaint with the Portuguese Data Protection Authority, as the supervisory authority.

Acknowledged,

X _____

Name: SARA MANUEL CARVALHO TEIXEIRA MENDES

Date: 18/02/2019

3. DECLARATION OF THE INSTITUTION SUBMITTING THE AUTHORISATION REQUEST

(hereinafter referred to as the '*requesting institution*')

I/We, the below-signed, in representation of the requesting institution, declare the following:

- ☒ To the knowledge of the requesting institution, the information provided in this questionnaire is true and complete.
- ☒ If during the mandate the requesting institution becomes aware of any supervenient fact to the authorisation to perform tasks that could affect the Appointee's suitability requirements and change the information in this questionnaire it will immediately inform Banco de Portugal.
- ☒ The requesting institution has sought to obtain the most complete and up-to-date possible information on the Appointee, and that information was duly weighted and considered in the assessment of the Appointee's suitability for performing the tasks in question.
- ☒ The task for which this authorisation is requested corresponds to that which the Appointee will foreseeably perform.
- ☒ Based on the information it sought to obtain on the Appointee and considering the suitability requirements for the performance of tasks established in the Legal Framework of Credit Institutions and Financial Companies and the provisions of other relevant legislation, the requesting institution considers that the Appointee is suitable for the performance of the proposed tasks and capable of ensuring at all times the sound and prudent management of the requesting institution or its adequate supervision, as stated in the respective individual assessment report.
- ☒ The requesting institution has informed the Appointee of the legal and regulatory responsibilities associated with the tasks he/she intends to perform.
- ☒ Confirm(s) possessing sufficient powers to make the above declarations and sign this questionnaire on behalf and in representation of the requesting institution.

Name of the requesting institution: Sonae – SGPS, SA

Full name of the signatory(ies): Artur Santos Silva

Position(s)/Capacity: Chairman of the Shareholders' Remuneration Committee

Signature(s):

Date: _____

(Add further lines if necessary.)

(The person(s) signing the questionnaire on behalf and in representation of the requesting institution should be the person(s) or body responsible, in representation of the company, for the suitability assessment of the Appointee, pursuant to Article 30-A(2) of the Legal Framework of Credit Institutions and Financial Companies, whose identification is established in the internal policy for selecting and assessing the suitability of the members of the management and supervisory bodies, as approved by the requesting institution's general meeting.)

PART 1. TYPE OF AUTHORISATION**Pre-authorisation**

Yes



No

**PART 2. INFORMATION ON THE REQUESTING INSTITUTION****2.1. Identification**

Company or business name

SONAE – SGPS, SA

Institution type (credit institution, financial company, payment institution or electronic money institution)
SGPS, Sociedade Gestora de Participações Sociais, Art. 117, no. 1 – Decree-Law no. 298/92, as amended by Law no. 23-A 2015 (RGICSF).

Is the institution in question owned by the State, pursuant to Decree-Law No 133/2013 of 3 October 2013?

Yes



No



Address

Lugar do Espido, Via Norte, 4471-909 Maia

Telephone – 22 0104786

Fax – 22 9487722

Email address

Is it a significant institution?

Yes



No

**2.2. Other national financial supervisory authority to which the requesting institution is subject:**

Insurance and Pension Funds Supervisory Authority

Yes



No



Portuguese Securities Market Commission

Yes



No

**2.3. Contact person for authorisation and subsequent registration:**

Name – Luzia Gomes Ferreira

Position – Company's Secretary

Professional address (only complete this if it differs from the address given for the requesting institution)

Telephone – 22 0104786

Fax – 22 9487722

Email address

PART 3. INFORMATION ON THE APPOINTEE

3.1. Identification and contact details

Full name

SARA MANUEL CARVALHO TEIXEIRA MENDES

Sex: Female ☒ Male ☐

Date of birth 12/ 03/ 1980 (day/month/year)

District –Castelões de Cepeda County - Paredes

Country – Portugal Nationality - Portuguese

Identity document - Identity Card No 11977505

Issued by Portuguese Republic on / /

Expiry date – 24/05/2028

Tax identification number 226045900

Usual address (street / house No / floor)

Avenida da Boavista, no. 1624, 4 dto.

Town/city Porto Post Code – 4100-115 Country – Portugal

Date of moving to this address 15/09/1998

Telephone number Fax

Email

3.1.1. Appointee's authorisation for communication from Banco de Portugal to be by telephone, fax or email, to the contact details mentioned above.

Yes ☐ No ☒

(communications shall be made to the Company's secretary to the details abovementioned in 2.3.)

3.2. Appointee's current or past authorisations or registrations, including any refusals, in national or foreign supervisory authorities (namely to perform tasks as a member of the management or supervisory body, manager of branches and representative offices, acquirer of qualifying holdings, etc.)

(Add space and lines if necessary for providing the complete information)

National or foreign supervisory authority	Institution	Tasks	Start date	End date	Assessment date	Does it include a suitability assessment? (Yes/ No)	Summary conclusion of the assessment ¹
Bank of Portugal	N/A	N/A	N/A	N/A	N/A	N/A	N/A
CMVM (Portuguese Securities Market Commission)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
ASF (Insurance and Pension Funds Supervisory Authority)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
In the event of refusal of authorisation or registration, or of a positive assessment with condition of recommendations, give details of the reasons.							
N/A							

¹ E.g. positive, positive with condition, positive with recommendation, or negative.

PART 4. TASK FOR WHICH AUTHORISATION IS REQUESTED

4.1. Position

Substitute Member of the Statutory Audit Board

(Indicate if you are performing tasks of chairman or vice-chairman of a collegiate body)

4.2. Executive tasks / day-to-day management

Yes ☐ No ☒

4.3. Areas of responsibility (specific areas for which the Appointee is responsible)

N/A

4.4. Description as detailed as possible of the main obligations, responsibilities and tasks inherent in the functions for which authorisation is requested, as well as indication of the number of subordinates and the number of hours per week (and the number of days per year in the case of a credit institution qualifying as a significant institution under the Single Supervisory Mechanism) that the requesting institution considers necessary for the adequate performance of tasks. Where applicable, indication of other functions that the Appointee will exercise in the requesting institution.

(This question is primarily addressed to the requesting institution)

The Appointee will exercise her role as a substitute member of the Statutory Audit Board, with the competencies and legal duties resulting from holding such position, if called upon. As a substitute member of the Statutory Audit Board, the Appointee does not have any direct subordinates. As a substitute member allocation of time is not required. In case she assumes an effective position as a member, it is estimated that this role will require at least 80 hours/year pertaining to schedule meetings and for the adequate performance of tasks. No other functions will be exercised in the Requesting Institution.

4.5. Indication of the committees that the Appointee will foreseeably integrate due to the performance of the tasks for which authorisation is requested

4.6. Is the Appointee designated as an independent member?

Yes ☒ No ☐ Not applicable ☐

4.7. Mandate 2019- 2022 (year - year)

4.8. Date of appointment (foreseeable) 30/ 04 / 2019 (day/month/year)

4.9. First-time appointment

Yes ☒ No ☐

Re-appointment

Yes ☐ No ☒

4.10. In the event of re-appointment, was the request for authorisation to perform tasks submitted within the period established in Article 5(3) of the Instruction?

Yes ☐ No ☐

If the answer is no, state the reason why.

4.11. Is the Appointee replacing someone in the position? (This information is not required in the event of appointment of members of the management or supervisory bodies for a new mandate)

Yes ☐ No ☐

If the answer is yes, state who and the reasons why.

4.12. Indicate the nature of the Appointee's link to the requesting institution (mandate, employment contract, service provision contract, or other)

Mandate

4.13. Will the Appointee perform tasks on the board of directors under appointment, according to Article 390(4) of the Portuguese Companies Code?

Yes ☐ No ☒

If the answer is yes, state the legal person responsible for the appointment.

4.14. Will the Appointee perform supervisory tasks in representation of a company (statutory audit firm or other)?

Yes ☐ No ☒

If the answer is yes, give details of the company represented:

PART 5. SUITABILITY

The answers to the questions below should consider situations that have occurred in Portugal or abroad.

As regards the questions in points 5.5 to 5.12, reference to administrative offence or insolvency proceedings covers lawsuits of equivalent nature (i.e. violation or bankruptcy proceedings) brought under Portuguese or non Portuguese legislation.

Questions to the Appointee	Yes	No
5.1. Have authorisation, registration, membership or license to carry out a trade, business or profession ever been refused, cancelled or revoked with respect to you by a supervisory authority, professional association or organisation with similar functions, or have you ever been dismissed or prevented from performing tasks in a public entity by the competent authorities? <i>(Your answer should include both financial sector and nonfinancial sector authorities)</i>		X

<p>5.2. Have you ever been dismissed, made redundant involuntarily or discharged from a position that required a special trust relationship? (E.g. have you ever been discharged from the position of member of the management body or equivalent or have you ever been asked to resign from such a position.)</p>		×
<p>5.3. Have you ever been prevented by a legal authority, supervisory authority, professional association or organisation with similar functions from acting in the capacity of member of the management body or manager of a civil or commercial company or from performing tasks in one?</p>		×
<p>5.4. Is there any record of credit default with regard to you in the Central Credit Register or in any other similar register, made by the competent authority?</p>		×
<p>5.5. Have you ever been declared insolvent or is there any pending insolvency proceeding against you?</p>		×
<p>5.6. Has a company controlled by you or in which you have been a director, manager or member of the management or supervisory body ever been declared insolvent or is there any pending insolvency proceeding against such company?</p>		×
<p>5.7. Is there any pending recovery or liquidation proceeding against entities managed by you or in which you are or have been the holder of a qualifying holding?</p>		×
<p>5.8 Is there any administrative, criminal or civil proceeding against you, either in progress or already concluded, that could have a significant impact on your financial soundness or are there other situations of this nature to address?</p>		×
<p>5.9. Have you ever been accused, charged or convicted for property crimes, crimes of falsification or deception, crimes of obstruction of justice, crimes committed in the exercise of public office, tax crimes, crimes relating specifically to the exercise of financial or insurance activities or to the use of payment means, as well as crimes specified in the Portuguese Companies Code or are there legal proceedings of this nature in progress?</p>		×
<p>5.10. Is there any other pending criminal proceeding in any court against you or any company controlled by you or in which you are or have been a director, manager, or member of the management or supervisory body, not mentioned in the points above, or have you or such a company been convicted in a proceeding of this kind?</p>		×

<p>5.11. Have you ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies or pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.12. Has a company controlled by you or in which you performed the tasks of member of the management body (either in management or supervisory functions) or manager, ever been accused or convicted for violations of laws or regulations governing the activity of credit institutions, financial companies, payment institutions, electronic money institutions, and pension fund management companies, or rules governing the securities market or insurance or reinsurance activity, including insurance or reinsurance mediation?</p> <p><i>(Include legal and administrative offence proceedings under way or already concluded brought for any reason by Banco de Portugal, the Portuguese Securities Market Commission, the Insurance and Pension Funds Supervisory Authority, the Portuguese Competition Authority or a foreign supervisor.)</i></p>		×
<p>5.13. Is there any legal proceeding, either in progress or already concluded, related to the breach of disciplinary, ethical or conduct rules within the scope of regulated professional activities?</p>		×
<p>5.14. Have you ever been the subject of judicial dismissal, or of judicial confirmation of dismissal for just cause, as a member of the management or supervisory body of any commercial company?</p> <p><i>(If so, mention the concrete facts behind such dismissal or confirmation.)</i></p>		×
<p>5.15. Have you ever been convicted for damages caused to the company, to owners, to company creditors or to third parties, in the capacity of member of the management body, director or manager of any commercial company or are legal proceedings of this kind in progress?</p>		×
<p>5.16. Were any of the above legal proceedings settled upon agreement between the parties or resolved under alternative dispute settlement (where applicable)?</p>		×

5.17. If the answer is yes to any of the previous questions, state:

- **With regard to possible legal proceedings:**

- (a) the facts that motivated initiation of the legal proceeding(s);
- (b) the type(s) of infraction or crime;
- (c) the dates on which the Appointee was designated a suspect, or was accused, charged or convicted or on which the legal proceeding was archived;
- (d) the Appointee's personal involvement in the infraction;
- (e) the time that has passed and the Appointee's conduct since the alleged wrongdoing;
- (f) the penalty, fine or sanction applied or foreseen to be applied;
- (g) the court or entity that convicted or penalised the Appointee or terminated the legal proceeding;
- (h) the court or entity where the legal proceeding is taking place and the phase of the proceeding; and
- (i) any other aggravating or mitigating factors.

- **With regard to possible insolvencies:**

- (a) the name of the companies involved in the insolvency proceedings;
- (b) the tasks specifically carried out in these companies;
- (c) indication of whether the insolvency was considered intentional or negligent, under the terms of the criminal code; and
- (d) indication of whether the insolvency was classified as wrongful or not, under the terms of the Insolvency and Corporate Recovery Code (*Código da Insolvência e Recuperação de Empresas*).

- **With regard to possible refusals of authorisation, registration, membership or license to carry out a trade, business or profession, the respective reasons. Add additional information deemed relevant.**

If necessary you may add further lines to this field, or provide information in an appendix.

Question to the requesting institution	Yes	No
5.18. Has the competent body of the requesting institution ever taken any decision on aspects related to the Appointee's suitability?		X
5.19. If the answer is yes, explain the circumstances. <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>		

PART 6. PROFESSIONAL QUALIFICATIONS AND EXPERIENCE (MINIMUM: LAST 10 YEARS) – CURRICULUM VITAE

6.1. Professional qualifications

Name of the course / training	Field	Start and end dates	Educational establishment
Post-Graduation	Management on Health Services	2008-2009	EGP – University of Porto Business School
Certified Public Accountant	Audit	2007-2008	Certified Public Accountant's Association
Graduation	Administration and Management of companies	1998-2003	Universidade Católica Portuguesa Porto

6.2. Professional experience

6.2.1. Relevant professional experience within the banking or financial sector

Entity	Size ²⁷	Position (reporting level) ²⁸	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination

6.2.2. Relevant professional experience outside the banking or financial sector

Entity	Size ²⁹	Position (reporting level) ³⁰	Areas of action	Main responsibilities	Number of subordinates	Start date	End date	Reasons for termination
Certified Public Accountant's Association	N/A	Lecturer in the preparation course for Certified Public Accountants	Teaching	Teacher	N/A	2018	Present	N/A
Católica Porto Business School	N/A	Teacher	Teaching – field of accounting and auditing	Teacher	N/A	2017	Present	N/A
Carlos Aires, Amadeu Costa Lima & Associado, Sociedade de Revisores Oficiais de Contas (SROC)	€0.3M	Partner	Auditing	Responsible for the management of projects and teams in audit matters, and responsible for the Department of Internal Quality Control and for training in the Company	5	2016	Present	N/A
PricewaterhouseCoopers & Associados –	Non-available	Manager	Audit	Responsible for the management of projects and	N/A	2009	2016	Volunteer

Sociedade de Revisores Oficiais de Contas, Lda				teams in audit matters				
PricewaterhouseCoopers & Associados – Sociedade de Revisores Oficiais de Contas, Lda	Non-available	Audit Technician	Audit	Audit works	N/A	2003	2009	N/A
Sociedade de Revisores Álvaro, Falcão e Associados, SROC	Non-available	Audit Technician	Audit	Audit works	N/A	2002	2003	Internship

6.2.3. Relevant additional information

(Any further information that is relevant for deepening the level of experience resulting from the positions indicated in the previous tables should be mentioned. E.g. nature and degree of complexity of the entity in which the Appointee performed tasks, including the respective organisational structure, decision-making powers, and number of subordinates.)

²⁷ E.g. total annual assets.

²⁸ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

²⁹ E.g. total turnover and indication of international presence.

³⁰ If the position is not of a member of the management or supervisory body, indicate if the position is one, two or more levels below the management body.

6.2.4. Offsetting assessment factors (e.g. other types of professional experience, evidence of the Appointee's ability to challenge the other members of the body to which he/she belongs and/or other bodies, general suitability of the other members of the body, specialised knowledge of the Appointee that is relevant to the proposed tasks, a timelimited position requiring the person in question to take it up and warranting his/her appointment, among other oneoff situations)

(Mandatory information if the requesting institution is a significant institution³¹ and the Appointee does not meet the conditions for applying the presumption of sufficient experience provided for in the Guide to fit and proper assessments published by the ECB. In these cases, when there are no offsetting factors, indicate Not Applicable)

6.2.5. Self-assessment on the qualifications and experience in the banking sector in accordance with EBA's *Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2012/06 of 22 November 2012 and EBA/GL/2017/12)³²

Fields	Assessment (High, Medium High, Medium Low or Low)
Financial markets	Medium-High
Regulatory framework and legal requirements, including in the field of prevention of money laundering and terrorist financing	Medium-High
Strategic planning, and understanding of an institution's business strategy or business plan and implementation thereof	High
Risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of an institution) including experience directly related to the responsibilities of the member	High
Accounting and auditing	Medium-High

³¹ Institutions classified as significant by the ECB under the Single Supervisory Mechanism, pursuant to Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 (<https://www.ecb.europa.eu/pub/pdf/other/ssmlistofsupervisedentities1409en.pdf>). ³² In force as of 30 June 2018.

Assessing the effectiveness of an institution's arrangements, ensuring effective governance, oversight and controls	High
Interpreting an institution's financial information, identifying key issues based on this information and appropriate controls and measures	High

6.2.6. Other relevant specialised experience (please list)

[illegible]

6.2.7. Will the Appointee attend specialised training courses before taking up office or during the first year in office?

Yes ☐ No ☒

If the answer is yes, specify.

6.2.8. In the event of performance of tasks in a collegiate body, identify to what extent the Appointee contributes to its collective suitability. Also indicate, by reference to any weaknesses identified in the body's collective composition, to what extent the Appointee contributes to solving all or some of these weaknesses.

The Appointee has advanced educational background and professional experience in the auditing field allowing her to have a variety of knowledge, in tax law, commercial law, risk management, assessment of control mechanisms as well as knowledge to interpret financial information, required for the performance of her duties.

PART 7. AVAILABILITY**7.1. List of all the executive and non-executive directorships, as well as of all professional activities that the Appointee may perform cumulatively**

All the functions performed in corporate bodies should be specified (e.g. positions in management or supervisory bodies or in the general meeting body), as well as other professional activities (management positions or employee in enterprises, carrying out of activities as lawyer, advisor, auditor, teacher, etc.), regardless of these functions being exercised under an employment or service provision contract, or any other contract, and whether performed in institutions in the banking and financial sector or other sectors. Also specify the positions in non-profit institutions (e.g. foundations, associations, etc.).

With regard to Appointees who are statutory auditors and carry out their professional activity in an auditing company, the position in this company should be specified (e.g. manager or employee), with the time needed for the Appointee to perform all tasks as statutory auditor in companies that are clients of the auditing company being accounted therein (i.e. tasks as statutory auditor performed within the scope of the auditing company and using its resources). Only the tasks as statutory auditor that are not performed in the context of the functions exercised in the auditing company should be autonomised. Conversely, the tasks performed as a member of the supervisory body (including as single auditor) should always be specified autonomously, whether they are performed in representation of an auditing company or on own behalf.

(Include in the table the position to which this questionnaire refers first, followed by the other tasks that the Appointee intends to perform cumulatively) If necessary you may add lines and space in order to complete this question.

Institution (mark with a * if it is a listed institution)	Country	Tax identification number or valid access code to the permanent	Description of the institution's activity	Size ² of the institution	Position /nature of the professional relationship	Date of appointment/ mandate	Position subject to authorisation or registration with Banco de Portugal, the Portuguese Securities Market Commission, the Insurance	Day-to-day management / Executive tasks (Yes/No)	Time commitment (hours per week or days per year)	Number of meetings (per year/ month)	Additional responsibilities (e.g. committees, chairmanship of bodies)	Relationship hip with other entities in which the tasks are performed ²
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² If applicable, specify the shareholding and group relationships between the institutions mentioned in the questionnaire (if possible, in percentage terms), if they depend on the same parent

							and Pension Funds Supervisory Authority or a foreign supervisory authority (Yes and respective authority /No)					
Sonae-SGPS,SA*	Portugal	500 273 170	Holding	€7.6 Billions (aggregated turnover by reference to 2017)	Substitute Member of the Statutory Audit Board	N/A	Yes	No	12 days/year	13/year	None	Company controlled by the same controlling company of Sonae Capital – SGPS, SA
Certified Public Accountants' Association (OROC)	Portugal	500 918 937	Provision of services – Certified Public Accountants	N/A	Lecturer	N/A	Yes	No	5 days/year	2/year	None	None
Católica Porto Business School	Portugal	501 082 522	Teaching	N/A	Teacher	N/A	No	No	4h/week	2/year	None	None
Carlos Aires, Amadeu Costa Lima &	Portugal	509 202 705	Accounting, auditing and tax consultancy	€0.3M	Partner	N/A	Yes	No	35h/week	N/A	None	None

Associado, SROC												
Câmara de Comércio e Indústria Luso Colombiana	Portugal	510 241 808	Activities to promote economical and cultural bilateral relationships between Portugal and Columbia	N/A	Chairman of the Statutory Audit Board	2018-2020	No	No	2days/year	2/year	None	None
Câmara de Comércio e Indústria Luso Equatoriana	Portugal	514 269 502	Activities to promote economical and cultural bilateral relationships between Portugal and Equator	N/A	Member of the Statutory Audit Board	2017-2019	No	No	2 days/year	2/year	None	None
Fergest – Gestão e Investimentos, SA Equatoriana	Portugal	502 502 448	Management of real estate activities	€1.5M	Statutory Auditor	2018	No	No	2 days/year	2/year	None	None
AEFCULAPIUM – Administração	Portugal	502 730 633	Management of real estate activities	€0.4M	Statutory Auditor	2018-2020	No	No	2 days/year	2/year	None	None

e Gestão de Imóveis, SA												
TURSPAN – Turismo e Hotelaria, SA	Portugal	506 172 988	Management of real estate activities	€4M	Statutory Auditor	2018-2020	No	No	2 days/year	2/year	None	None

7.2. Further Information**7.3. Was any of the directorships referred to in 7.1 authorised as additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?**Yes ☐ No ☒

If the answer is yes, specify the directorship.

7.4. Given the information in Part 7 of the questionnaire, do the Appointee and the requesting institution consider that the former will be able to commit sufficient time to carrying out all the intended activities, taking into consideration their characteristics and requirements, the need for ongoing learning and development, as well as the need for a buffer for unexpected circumstances?³Yes ☒ No ☐**7.5. Systemically Important Institutions ('O-SIIs')⁴**

(Answer these questions only if this questionnaire concerns the performance of tasks as a member of the management or supervisory body of a systemically important institution.)

7.5.1. Is the Appointee appointed as a member of the management or supervisory body of a credit institution benefiting from extraordinary public financial support and appointed by it in the context of such support, pursuant to Article 33(5) of the Legal Framework of Credit Institutions and Financial Companies?Yes ☐ No³ Unexpected circumstances not only include crisis situations related to the institution, but also circumstances that could unexpectedly affect time commitment (e.g. court cases).⁴ Institutions classified by Banco de Portugal as Systemically Important Institutions, pursuant to the provisions of Article 138-Q of the Legal Framework of Credit Institutions and Financial Companies and identified in a list published by Banco de Portugal.

7.5.2. Does the request for authorisation to perform tasks to which this questionnaire refers correspond to a request for accumulation of an additional non-executive directorship, pursuant to Article 33(7) of the Legal Framework of Credit Institutions and Financial Companies?

Yes ☐ No ☐

7.5.3. Total number of executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.4. Total number of non-executive directorships if the rules for counting directorships provided for in Article 33(4) and (6) of the Legal Framework of Credit Institutions and Financial Companies are applied (where applicable)

7.5.5. If the rules for counting directorships provided for in Article 33(4) of the Legal Framework of Credit Institutions and Financial Companies are applicable, detail if synergies within the different institutions warrant overlapping of the time committed to the directorships in each of them.

PART 8. INDEPENDENCE AND CONFLICTS OF INTEREST – MEMBERS OF THE MANAGEMENT AND SUPERVISORY BODY

8.1. Does the Appointee or a close personal relation⁵ have a personal relationship with members of the management or supervisory body, key function holders, or qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

8.2. Is the Appointee or a close personal relation⁶ in any way involved in a legal proceeding or out-of-court dispute against the requesting institution, its parent undertaking or subsidiaries or against qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, specify the content and current status of the proceedings in question and which entity(ies) is(are) involved.

8.3. Does the Appointee or a close personal relation³⁹ have any professional relationship (including the exercise of management or supervisory positions, as well as senior management positions)⁷ or any commercial relationship (in private or through a company), or has maintained this professional or commercial relationship over the past five years with the requesting institution, its parent undertaking or subsidiaries, with qualifying shareholders in the requesting institution, its parent undertaking or subsidiaries, or with competitors of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, explain the circumstances.

⁵ A close personal relationship includes spouse, registered partner, cohabitee, child, parent or other relation with whom the Candidate shares living accommodation.

⁶ See footnote 12. ³⁹

See footnote 12.

⁷ Positions implying the exercise of executive functions reporting directly to the institution's management body.

.....

In the event of a commercial relationship, indicate the following: (a) the financial value that said commercial relationship represents to the business of the Appointee or his/her close personal relation, where applicable; (b) a description of the commercial relationship in question and the parties' corresponding obligations; (c) the identification of the company through which the commercial relationship was or is developed, where applicable; and (d) the duration.

8.4. Does the Appointee or a close personal relation⁸ (in private or through a company) have any financial interest (such as shareholdings or investments) in the requesting institution, its parent undertaking or subsidiaries, or in competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the entity in question; (b) the main activities of the entity in question; (c) the relationship between the entity in question and the requesting institution; (d) the duration of this relationship; and (e) the following information on the financial interest:

Name of the entity	Main activities of the entity	Relationship between the entity and the requesting institution	Duration	Relevance of the financial interest (% of the share capital and of the voting rights or value of the investment)

8.5. Was the Appointee appointed to represent, in any legal form, a shareholder of the requesting institution, its parent undertaking or subsidiaries?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the identification of the shareholder; (b) the percentage of the holding (percentage of the share capital and the voting rights); and (c) the nature of the representation.

8.6. Does the Appointee or a close personal relation⁹ (in private or through a company) have any financial obligation (namely loans) to the requesting institution, its parent undertaking or subsidiaries, or to competitors or clients of the requesting institution, its parent undertaking or subsidiaries?

As overall guidance, the following financial obligations would in principle be considered non-material: Nonpreferential secured, personal loans (such as private mortgages) that are performing, and all other non-preferential loans under €200,000, secured or otherwise.

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the type of financial obligation; (b) the value of the financial obligation; (c) the duration of the financial obligation; (d) indication of whether it was traded under standard market conditions; and (e) indication of whether it is performing.

8.7. Does the Appointee or a close personal relation¹⁰ hold or held over the past two years any position of high political influence¹¹ (at national or local level)?

Yes ☐ No ☒

If the answer is yes, indicate the following: (a) the nature of the position in question; (b) the specific powers inherent in the position in question, as well as its obligations; and (c) the relationship between the position in question (or the entity in which it was exercised) and the requesting institution, its parent undertaking or subsidiaries.

8.8. Does the Appointee or a close personal relation⁴⁵ have any other relationship, position or involvement that have not been covered by the previous questions that could have a negative impact on the requesting institution's interests?

Yes ☐ No ☒

If the answer is yes, explain the circumstances (namely nature, content, duration and, where relevant, the relationship with the requesting institution, its parent undertaking or subsidiaries).

⁸ See footnote 12.

⁹ See footnote 12.

¹⁰ See footnote 12.

¹¹ High influence is possible at every level: local politician (e.g. mayor); regional or national politician (e.g. cabinet); public employee (e.g. governmental job); or state representative. ⁴⁵ See footnote 12.

8.9. If the answer to any of the previous questions is yes, indicate whether the potential conflict of interest identified was considered significant or not significant. If it is considered significant, propose how to mitigate it and, if it is not considered significant, give justification.

Include relevant documentation, where applicable (e.g. internal policies).

PART 9. INDEPENDENCE AND INCOMPATIBILITIES – MEMBERS OF THE SUPERVISORY BODY AND INDEPENDENT MEMBERS OF THE MANAGEMENT BODY OF AN INVESTMENT FUND MANAGEMENT COMPANY

The Appointee should answer these questions only if intending to perform tasks as a member of the supervisory body in any institution or an independent member of the management body of an investment fund management company under Article 75(3) and (4) of the Legal Framework for Collective Investment Undertakings (Law No 16/2015 of 24 February 2015) (in the latter case, in point 9.2.6 you should expressly indicate if the provision of services or the significant commercial relationship took place in the two years prior to the date of this questionnaire).

Not applicable ☒ Please go to Part 10 of the questionnaire.

If necessary you may add lines to these fields.

9.1. Is the Appointee associated with any specific interest group in the requesting institution or in any situation liable to affect his or her impartial analysis or decision-making (pursuant to Article 414(5) of the Portuguese Companies Code)?

Yes ☐ No ☐

Specify.

9.1.1. Does the Appointee hold or act in the name or on behalf of others that hold a qualifying holding of 2% or more of the requesting institution's share capital?

Yes ☐ No ☐

9.1.2. Has the Appointee been elected for more than three mandates, either continuously or separately?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify.

9.2. Is the Appointee in any of the following situations that are incompatible with the performance of tasks (pursuant to Article 414-A(1) of the Portuguese Companies Code)?

9.2.1. Is the Appointee the beneficiary of private advantages in the requesting institution?

Yes ☐ No ☐

9.2.2. Is the Appointee a member of the management body of a company that is in a control or group relationship with the requesting institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

9.2.3. Is the Appointee a member of a general partnership that is in a control relationship with the requesting institution?

Yes ☐ No ☐

9.2.4. Does the Appointee perform tasks in a competitor company, acting in representation or on behalf of it, or is he/she in any way bound to the interests of a competitor company?

Yes ☐ No ☐

If you answered yes to any of the previous questions, specify:

9.2.5. Is the Appointee a spouse or a first, second or third cousin, inclusive, or similar, of individuals that are in any of the situations mentioned above?

Yes ☐ No ☐

If you answered yes, specify:

9.2.6. Does the Appointee provide services or maintain a significant commercial relationship, in private or through a company, with the institution or company that is in a control or group relationship with the institution, pursuant to Article 481 and following of the Portuguese Companies Code?

Yes ☐ No ☐

If you answered yes, specify.

9.2.7. Is the Appointee the spouse of someone that is in the situation mentioned in the previous question?

Yes ☐ No ☐

PART 10. MUTUAL AGRICULTURAL CREDIT BANKS (CAIXAS DE CRÉDITO AGRÍCOLA MÚTUO)

The Appointee should only answer these questions if he/she intends to perform tasks in a Mutual Agricultural Credit Bank.

Not applicable ☒ Please go to Part 11 of the questionnaire.

Questions to the Appointee	Yes	No
10.1. Are you or have you been in default in the 180 days before the election date, regarding compliance with obligations towards the institution in which you are going to perform tasks?		
10.2. Is any company that is directly or indirectly controlled by you, or in which you are a member of the management (either in management or supervisory functions) or manager, in the situation described in the previous point in the 180 days before the election date?		
10.3. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff, promoter, prospector, intermediary or agent of another Portuguese or foreign credit institution, financial company, or insurance or reinsurance company, apart from the Central Mutual Agricultural Credit Bank (<i>Caixa de Crédito Agrícola Mútuo</i>) and companies controlled by it?		
10.4. Do you perform tasks of member of the management body (either in management or supervisory functions) or manager, consultant, member of staff or agent, or do you work for natural or legal persons holding more than one fifth of the share capital of any other credit institution, financial company, or insurance or reinsurance company or companies controlled by these?		
10.5 If you answered yes to any of the previous questions, specify. 		
10.6 Do you perform tasks as a member of the management (either in management or supervisory functions), manager or director in any company whose purpose includes the supply of goods or services in the following areas: a) Production activities in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors;		

b) Transformation, improvement, preservation, packaging, transport or sale of agricultural, forestry, animal production, hunting, fishing, aquaculture or mining and quarrying

c) Manufacture or sale of products directly applicable in the agriculture, forestry, animal production, hunting, fishing, aquaculture, agri-tourism or mining and quarrying sectors, or the provision of services directly related with these activities, as well as crafts?

10.7 If you answered yes to any part of the above question, clarify whether the companies in question are associated with any Mutual Agricultural Credit Bank:

Yes ☐ No ☐

If you answered yes, give details of the Mutual Agricultural Credit Bank:

If you answered no, state whether the requirements for association with any Mutual Agricultural Credit Bank are in place: _____

PART 11. REFERENCES

Please provide at least two references of individuals with whom the Appointee has had a professional relationship in the last three years, preferably in the banking or financial sector.

Name	Institution	Position	Telephone number	Email	Nature of the professional relationship with this individual	State if any non-professional relationship exists or existed with this individual
Amadeu Costa Lima	Carlos Aires, Amadeu Costa Lima & Associado, SROC	Partner	....	....	Partner	N/A
Maria José Fonseca	Católica Porto Business School	Teacher	....	....	N/A	N/A

The data provided here will only be used by Banco de Portugal to obtain further information on the Appointee. The data is not itself treated by Banco de Portugal.

PART 12. FURTHER INFORMATION

12.1 Is there any other situation that should be taken into account regarding suitability, professional qualifications, independence and availability requirements for performing the tasks in question?

12.2 Other information

Part 13. TRANSMISSION AND PROCESSING OF PERSONAL DATA BY THE ECB

The information below is intended for the situations involving the performance of tasks within a significant institution, in accordance with the classification of the European Central Bank (ECB) pursuant to Article 49(1) of Regulation (EU) No 468/2014 of the European Central Bank (ECB/2014/17).

13.1 Purpose and legal basis for the processing of personal data in the context of the fit and proper procedure

The safety and soundness of a credit institution depend on the availability of appropriate internal organisational structures and corporate governance arrangements. Council Regulation (EU) No 1024/2013 (**SSM Regulation**)¹² confers specific tasks on the European Central Bank (**ECB**) concerning policies relating to the prudential supervision of credit institutions on the basis of Article 127(6) of the Treaty on the Functioning of the European Union (**TFEU**).¹³

For prudential supervisory purposes, the ECB is entrusted with the tasks in relation to credit institutions established in the participating Member States referred to in Article 4, within the framework of Article 6, of the SSM Regulation.

According to Article 4(1)(e) of the SSM Regulation, the ECB is to ensure compliance with the acts of the relevant Union law which impose requirements on credit institutions to have in place robust governance arrangements, including the **fit and proper requirements for the persons responsible for the management of credit institutions**. For the purpose of carrying out its tasks pursuant to Article 16(2)(m) of the SSM Regulation, the ECB also has the supervisory power to remove at any time members of the management body of credit institutions who do not fulfil the requirements set out in the acts of the relevant Union law. Article 91(1) of CRD IV and transposing national law provides that members of the management body must at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. Within the procedures for the supervision of significant supervised entities, Articles 93 and 94 of Regulation (EU) No 468/2014 (**SSM Framework Regulation**)¹⁴ lay down the procedural rules for the assessment by the ECB of the compliance with the fit and proper requirements of persons responsible for managing credit institutions. To ensure that fit and proper requirements are met at all times, in accordance with Article 94(2) of the SSM Framework Regulation the ECB may initiate a new assessment if it becomes aware of any new facts that may have an impact on the initial assessment of the relevant member of the management body.

13.2 Disclosure of personal data

All of the personal data requested are necessary to carry out the fit and proper assessment of members of management bodies of existing significant supervised entities. If these data are not provided, the ECB cannot assess whether the board member concerned complies with the fit and proper requirements in order to ensure that credit institutions have in place robust governance arrangements. Therefore, it will reject the appointment or request the dismissal of the board member concerned on that basis.

¹² Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, OJ L 287, 29.10.2013, p. 63.

¹³ Consolidated version of the Treaty on the Functioning of the European Union, OJ C 326, 26.10.2012, p. 47.

¹⁴ Regulation (EU) No 468/2014 of the European Central Bank of 16 April 2014 establishing the framework for cooperation within the Single Supervisory Mechanism between the European Central Bank and national competent authorities and with national designated authorities, OJ L 141, 14.5.2014, p. 1.

13.3 Recipients or categories of recipients of the personal data

In the fit and proper procedure the personal data may be disclosed, on a need-to-know basis, to the staff of the NCAs, the Joint Supervisory Teams (ECB Directorate General – Micro-Prudential Supervision I or II), ECB Directorate General – Micro-Prudential Supervision IV (Authorisation Division), ECB Directorate General Legal Services (Supervisory Law Division), the Secretariat of the Supervisory Board and the members of the Supervisory Board and of the Governing Council of the ECB.

13.4 Applicable retention period

The ECB is required to store personal data regarding fit and proper applications/notifications for a period of fifteen years: from the date of application or notification if withdrawn before a formal decision is reached; from the date of a negative decision; or from the date the data subjects cease to be members of the management bodies of the supervised entity in the case of a positive ECB decision. In the case of reassessment based on new facts, the ECB is required to store personal data for fifteen years from the date of its decision. In the case of initiated administrative or judicial proceedings, the retention period will be extended and end one year after these proceedings are sanctioned by a decision that has acquired the authority of a final decision.

13.5 Applicable data protection framework and data controller

Regulation (EC) No 45/2001¹⁵ is applicable to the processing of personal data by the ECB. For the purposes of Regulation (EC) No 45/2001, the ECB will be the data controller.

13.6 Data subject rights

In accordance with Article 9 of Decision ECB/2007/1¹⁶, the data subjects of the processing of personal data by the ECB for the above-mentioned prudential supervisory purposes have access rights to and the right to rectify the data concerning them.

13.7 Point of contact

If you have queries or complaints regarding this processing operation, you can contact the Data Controller at Authorisation@ecb.europa.eu, and/or the National Competent Authority at supervisao.prudencial@bportugal.pt.

Data subjects also have the right of recourse at any time to the European Data Protection Supervisor: <https://secure.edps.europa.eu/EDPSWEB/edps/lang/en/EDPS>.

¹⁵ Regulation (EC) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the Community institutions and bodies and on the free movement of such data, OJ L 8, 12.1.2001, p. 1.

¹⁶ Decision of the ECB of 17 April 2007 adopting implementing rules concerning data protection at the ECB (ECB/2007/1), OJ L 116, 4.5.2007, p. 64.

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13.8 Acknowledgment of the Privacy Statement

This Privacy Statement sets out the legal basis and details for the processing of personal data by the ECB. The ECB is required to process personal data in respect of a possible application in order to assess the suitability of the appointee for the position.

With the submission of the completed form you acknowledge that you have read and understand this Privacy Statement.

REMUNERATION COMMITTEE

April 2019

ARTUR EDUARDO BROCHADO DOS SANTOS SILVA

April 2019

CURRICULUM VITAE

1. - PERSONAL DATA

Name	Artur Eduardo Brochado dos Santos Silva
Date of Birth	22nd of May 1941

2. - ACADEMIC BACKGROUND

1963	Degree in Law, University of Coimbra (final grade 17/20)
1985	Stanford Executive Program, Stanford University

3. - PROFESSIONAL EXPERIENCE

July 2018	Chairman of the Foundations Advisory Council
April 2018	Non-Executive Member of the Board of Directors and Member of the Remuneration Committee of Nors
December 2017	Member of Corporate Governance Committee and Corporate Responsibility of <i>Jerónimo Martins, SGPS, SA</i>
October 2017	Chairman of the General Board of University of Oporto
May 2017	Member of the Board of Trustees of La Caixa Banking Foundation - Coordinator of the programs for Portugal
May 2017	Honorary Chairman of Banco BPI and President of Corporate Responsibility Committee of Banco BPI
Oct. 2004 / May 2017	Chairman of Banco BPI
2012 / 2017	Chairman of the Board of Directors of Calouste Gulbenkian Foundation
2012 / May 2017	Chairman of the Board of Directors of Partex Oil & Gaz Corporation (holding owned by Calouste Gulbenkian Foundation)
May 2007	Non-Executive Director and Member of the Remuneration Committee of Sonae SGPS, SA
2005 / 2013	Member of the Board of Directors of Sindecom, SGPS, SA

1981 / 2004	Chairman and CEO of SPI and, since 1985, of BPI
2004 / 2013	Member of the Board of Directors of <i>Jerónimo Martins, SGPS, SA</i>
1977 / 1978	Deputy Governor of <i>Banco de Portugal</i>
1975 / 1976	Secretary of State of the Treasury
1968 / 1975	Senior Manager of <i>Banco Português do Atlântico</i>

4 - OTHER ACTIVITIES

2008/ 2010	Chairman of “ <i>Comissão Nacional para as Comemorações do Centenário da República</i> ”
2005 / 2011	Member of the <i>Conselho Nacional do Mercado de Valores Mobiliários</i>
2005 / 2011	Member of the Advisory Board for the Technologic Plan
2009 / 2012	Chairman of Supervisory Board of University of Coimbra
2008 / 2012	Member of the Supervisory Board of EGP-UPBS (<i>Escola de Gestão do Porto</i> -University of Porto Business School)
1995 / 2012	Member of the Advisory Board of <i>Fundação Gomes Teixeira</i> (Catholic University)
1985 / 2012	Member of Supervisory Board of <i>Faculdade de Economia, Universidade Nova de Lisboa</i>
2010 / 2012	Chairman of the General Assembly of <i>Liga Portuguesa Contra o Cancro</i>
2006 / 2012	Chairman of the Board of Founders of <i>Casa da Música</i>
2006 / 2012	President of Auditing Board of SEDES (Deputy Chairman from 1992 to 2006)
2003 / 2012	Chairman of Auditing Board of <i>Fundação Júlio Resende - Lugar do Desenho</i>
1998 / 2012	Member of the Auditing Board of Bial Foundation
1994 / 2012	Chairman of General Assembly of <i>Centro Social da Foz</i>
1991 / 2012	President of the Auditing Board of Mário Soares Foundation
1987 / 2012	President of Auditing Board of Portuguese Entrepreneurial Foundation
2006 / 2009	President of Board of Directors of <i>COTEC PORTUGAL – Associação Empresarial para a Inovação</i> (2003/2006 – Member of the Board)
2004 / 2009	Member of the Supervisory Board of <i>Universidade Católica Portuguesa</i>
2004 / 2007	Chairman of Supervisory Board of <i>Instituto Português de Corporate Governance</i>

2001 / 2009	Member of International Supervisory Board of <i>Banco Itaú</i>
2001 / 2003	Member of the Senate of University of Oporto
1999 / - Jan. to Nov.	Chairman of Porto 2001 – European Capital of Culture
1996 / 1998	Member of Board of Directors of <i>Fundação de Serralves</i>

5. - *TEACHING ACTIVITIES*

1980 / 1982	Guest Professor of “Public Finance”, Coimbra University, School of Law
1979 / 1985	Guest Professor of “Money and Credit”, Catholic Portuguese, School of Law in Oporto
1963 / 1967	Assistant professor of “Public Finance” and “Economics”, Coimbra University, School of Law

6. - *CONDECORATIONS AND OTHER DISTINTIONS*

2017	Doctor Honoris Causa by University of Lisbon
2010	Doctor Honoris Causa by University of Oporto (School of Arts)
2008	“Chevalier de l’Ordre de la Légion d’Honneur “ (France)
2004	“Grande Cruz da Ordem do Infante D. Henrique“ “Medalha de Honra, Grau de Ouro”, granted by <i>Câmara Municipal do Porto</i>
1998	“Orden de Mérito Civil“ (Spain)
1991	“Ordem de Mérito Civil“ (Portugal)
1986	“Ordre National du Mérite“ (France)

7. - *AWARDS DURING LAW DEGREE*

“Infante D. Henrique“	Granted by TAP to best final mark in Law Degree at Coimbra University, in 1963
“Prof. Beleza dos Santos“	Granted by SACOR to best mark in Criminal Law at Coimbra University in 1963

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

FRANCISCO DE LA FUENTE SÁNCHEZ

April 2019

Francisco de La Fuente Sánchez

Age: 77

Nationality: Portuguese

Education

- Degree in Electrical Engineering - Instituto Superior Técnico (1965)

Offices held in companies of the Group

- Member of the Remuneration Committee of Sonae - SGPS, SA
- Member of the Remuneration Committee of Sonaecom, SGPS, SA

Offices held in other companies/entities

- Co-opted Member of the General Council of the University of Lisbon
- Chairman of the Board of the General Meeting of APEDS – Portuguese Association of Engineers for Social Development
- Chairman of the Board of the General Meeting of AAAIST – Association of Alumni of Instituto Superior Técnico
- Honorary Chairman of Hidroeléctrica del Cantábrico, S.A.
- Non-Executive Director of Sonae Capital, SGPS, S.A.
- Member of the Board of Trustees of the Luso-Brazilian Foundation
- Member of the Board of Trustees of the Luso-Spanish Foundation
- Member of the Board of Trustees of the Hidroeléctrica del Cantábrico Foundation

Main professional activities over the last five years:

- 2012-2016 - Chairman of the Board of AAAIST
- 2010-2015 - Chairman of the Board of the General Meeting of Iberwind - Desenvolvimento e Projectos, S.A.
- 2007-2013 - Chairman of the General Board of PROFORUM
- 2007-2013 - Chairman of the National Council of the College of Electrical Engineering of the Order of Engineers
- 2007-2012 - Guest member of the National Water Council
- 2007-2012 - Vice-Chairman and Non-Executive Chairman of the Board of Directors of EFACEC Capital
- 2009-2016 - Co-opted member of the Instituto Superior Técnico School Board
- 2005-2012 - Member of the Advisory Board of the Forum for Competitiveness
- 2005-2009 - Chairman of EDP Foundation
- 2003-2006 - Chairman of the Board of Directors of EDP - Energias de Portugal
- 2000-2003 - Chairman of the Board of Directors and CEO of EDP - Energias de Portugal
- Since 2017 - Co-opted member of the General Council of the University of Lisbon
- Since 2005 - Member of the Board of Trustees of the Hidroeléctrica del Cantábrico Foundation

- Since 2004 - Member of the Board of Trustees of the Luso-Brazilian Foundation
- Since 2002 - Member of the Board of Trustees of the Luso-Spanish Foundation

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group

RAMON O'CALLAGHAN

April 2019



Professor Ramon O'Callaghan is Dean of Porto Business School (PBS), University of Porto, Portugal since 2015. He is also member of the EPAS Committee at EFMD (European Foundation for Management Development) in Brussels, chairman of the board at ISM University in Lithuania, and member of the International Advisory Council of FDC (Fundação Dom Cabral) in Brazil.

Prior to this, in 2013, he was appointed Dean of the Graduate School of Business at Nazarbayev University in Kazakhstan, a school set up with the Fuqua School of Business at Duke University, USA. Previously he had worked 15 years at Tilburg University (1997-2012), in the Netherlands, where he was chaired professor and held several senior positions: Dean of the business school, Associate Dean, Director of master's programs, and Director of the International Executive MBA, a joint program with Purdue University. Earlier positions included: MBA Director at Nyenrode University, Netherlands (1994-1997); assistant Professor at IESE, Spain (1989-1993), and research associate at Harvard Business School (1985-1987).

His areas of academic interest include Management of Technology and Innovation. He has also taught in executive programs of IESE, INSEAD, MIT Sloan, Purdue University, and Solvay Brussels. Prior to joining academia, he worked five years at Texas Instruments.

Prof. O'Callaghan holds the degrees of Doctor of Business Administration from Harvard University; MBA from IESE; MSc and BSc in Electrical Engineering from BarcelonaTech UPC, the Technical University of Catalunya. He also studied several courses at MIT Sloan and ESCP in Paris, France.

Shares held in Group Companies:

Does not hold any shares in companies of the Sonae Group