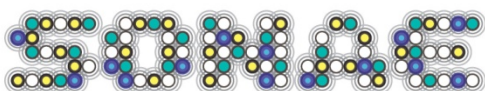


SONAE  
1ST QUARTER  
RESULTS  
2013



IMPROVING LIFE

# 1 HIGHLIGHTS

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## **Growth in food retail sales allows for 1% increase in consolidated turnover**

- Sonae MC up by 4% y.o.y., partly driven by seasonal effects
- Worten continued to reinforce market position in the Portuguese consumer electronics segment
- Overall non-food sales negatively impacted by macroeconomic environment in Iberia

## **Consolidated EBITDA up by 9%, reaching a margin of 10% in the 1Q13**

- Sonae MC increases EBITDA by 22% y.o.y., driven by seasonality and improved operational efficiency
- Sonae SR's operational profitability in line with last year, despite further deterioration of market conditions
- Sonaecom improves EBITDA margin by 2pp, supported by an optimized cost structure

## **Net Income group share of 9M€, significantly above last year**

- Contribution from Sonae Sierra's net profitability down by 4%, impacted by asset sales in Europe and Brazil
- Net income attributable to shareholders increased by 7 M€ y.o.y., despite higher financial expenses and taxation

## **Further reinforcement of capital structure, with consolidated net debt down by 209 M€ vs. the 1Q12**

## 2 CEO MESSAGE

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“As expected, the new austerity measures implemented in Portugal and Spain during the current year determined a further retraction of private consumption in Iberia. In our most significant markets outside Iberia, retail sales grew at a smaller pace in Brazil and were broadly flat in Germany and Italy. Despite the dominant weight of Iberia in our portfolio, we are pleased with the operating and financial performance delivered by our businesses in the 1Q13, which translated into a positive top line performance, a significant growth in terms of EBIT generation and a further reduction of leverage, made possible by the strong organic cash flow generation. Evolution of food retail sales in Portugal was helped by the full impact of Easter falling into the 1st quarter in 2013.

**Sonae MC** reinforced its position in the market by focusing on the delivery of the best value proposal to consumers in Portugal. The strong promotional efforts led to a sales performance above market average, which, together with the benefits of the productivity and efficiency programs recently implemented, has allowed us to transfer more value to customers and grow operational profitability. Exposure to more discretionary categories determined a further reduction in sales density at **Sonae SR**. However, cost saving efforts, the growth in the franchising area, the optimization of its store portfolio and, particularly, the benefits of the restructuring of the Sports and Fashion divisions carried out in 2012, are already translating into a lower level of EBITDA losses.

**Sonae Sierra** has been facing a continued drop of private consumption in southern Europe, which is, as expected, progressively impacting on its rental revenues in these markets. The exposure to Brazil and growing services business is significantly compensating these effects. Sierra’s direct contribution to the consolidated results of Sonae has been reduced by 2 M€ against last year essentially as a result of the reduction of portfolio, as sales of assets outweighed openings in the period under comparison.

At **Sonaecom**, fundamental steps were taken during this quarter in the process to merge Optimus and Zon, including the approval by an overwhelming majority of shareholders. The only remaining condition to finally conclude the merger is now the non-opposition from the local Competition Authority. Despite the constraints imposed by the macro environment and by the on-going merger process, the business activity remained in line with our best expectations, with a strong performance from both SSI and Optimus.

Our consolidated net income was up against the 1Q12, with the impacts resulting from higher cost of debt and higher taxes being more than compensated by the strong growth in the recurrent EBITDA.”

Paulo Azevedo, CEO Sonae

# 3 OVERALL PERFORMANCE

## Consolidated profit & loss account

Million euros	1Q12	1Q13	Var
<b>Turnover</b>	1.241	1.249	1%
<b>Recurrent EBITDA</b>	114	125	9%
Recurrent EBITDA margin	9,2%	10,0%	0,8 p.p
<b>EBITDA</b>	114	125	9%
EBITDA margin	9,2%	10,0%	0,8 p.p
<b>EBIT</b>	24	34	41%
Net financial activity	-21	-22	-1%
Other items	0	0	-
Shopping centers direct results	9	7	-17%
<b>EBT</b>	12	20	68%
Taxes	0	-2	-
<b>Direct results before non-controlling interests</b>	12	18	52%
Non-controlling interests	-7	-8	-1%
<b>Direct income group share</b>	4	10	145%
<b>Indirect results group share<sup>(1)</sup></b>	-2	-1	51%
<b>Net income group share</b>	2	9	-

(1) Includes Sonae's Sierra indirect income contribution and other asset provisions for possible future liabilities and impairments related with non core financial investments and/or discontinued businesses.

## Net invested capital

Million euros	1Q12	4Q12	1Q13
<b>Net invested capital</b>	3.935	3.485	3.684
Technical investment <sup>(1)</sup>	3.215	3.166	3.128
Financial investment	532	483	470
Goodwill	659	658	660
Working capital	-472	-822	-575
<b>Total shareholders funds</b>	1.639	1.669	1.597
<b>Total net debt<sup>(2)</sup></b>	2.296	1.816	2.087
Net debt / Invested capital	58%	52%	57%

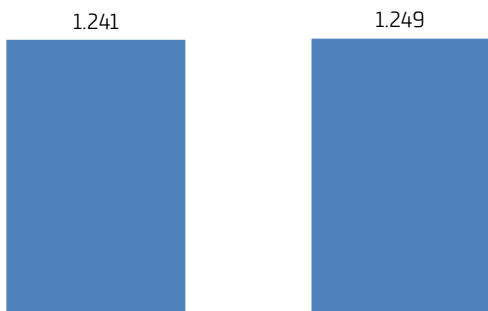
(1) Includes available for sale assets; (2) Financial net debt + net shareholder loans.

- During 1Q13, as expected, the additional austerity measures implemented in Portugal and Spain restricted private consumption levels. In case of Portugal, it is estimated that private consumption has fallen by 3.9%<sup>1</sup> during 1Q13, despite having declined at a slower pace when compared to the same period of last year (-6.0%<sup>1</sup> in 1Q12). In this adverse context, consolidated **turnover** has grown to 1,249 M€, supported mainly by further market share gains, particularly evident in the food retail business and Worten in Portugal.
- **Recurring EBITDA margin** improved to 10.0% in the 1Q13, 0.8 p.p. above the same period of the previous year, despite the decline in consumption levels, which, again, impacted particularly the non-food retail formats, both in the Portuguese and Spanish markets. This positive EBITDA performance was achieved mainly through efficiency improvements in the food retail and telecommunications businesses.
- In the 1Q13, **direct results** amounted to 18 M€, 6 M€ above the figure registered in the same period of the previous year, with the lower contribution from Sonae Sierra's direct results (-2 M€ y.o.y.) and higher financial costs (+1 M€), being more than offset by the strong EBITDA improvement (+11 M€ vs. the 1Q12). Driven by these evolutions, **net income group share** increased to 9 M€ in this period.
- During 1Q13, consolidated **Capex** for the group amounted to 57M€ (13 M€ above the 1Q12) and was essentially allocated to the remodelling and maintenance of retail assets in Iberia. The lower investments made by Sonaecom in the period, due to the aggressive 4G deployment plan carried out in last year, was more than compensated by the 7 M€ higher Capex at Sonae MC driven by the refurbishment of a number of stores and the investments made in the new online platform, which is expected to be launched during the 2Q13.
- On 31<sup>st</sup> March 2013, **total net debt** totalled 2,087 M€, 209 M€ below the same period in 2012, driven by a sustainable cash flow generation in the last 12 months. The company thus continued to strengthen its capital structure, with total debt decreasing sustainably and representing, at the end of 1Q13, 57% of invested capital (vs. 58% in the same period of 2012).

<sup>1</sup> Source: Bank of Portugal Monthly Economic Indicators: April 2013 - Private consumption coincident Indicator

# 4 TURNOVER

**Turnover**  
Million euros

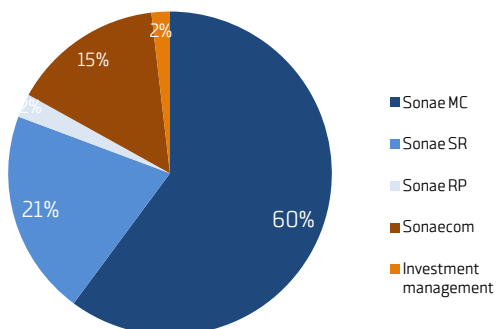


**Turnover**  
Million euros

	1Q12	1Q13	Var
<b>Turnover</b>	<b>1,241</b>	<b>1,249</b>	<b>1%</b>
Sonae MC	743	774	4%
Sonae SR <sup>(1)</sup>	282	264	-6%
Sonae RP	30	31	3%
Sonaecom	202	194	-4%
Investment management	25	24	-5%
Eliminations & adjustments	-42	-38	9%

(1) Sonae SR turnover in 2012 was restated, in order to include internal revenues (mostly related to Sonae SR's Fashion division) of the wholesale to Sonae MC.

**Turnover breakdown (1Q13)**  
% total turnover



During 1Q13, Sonae registered a **consolidated turnover** of 1,249 M€, 1% above the previous year. The most significant contributions for this evolution were the following:

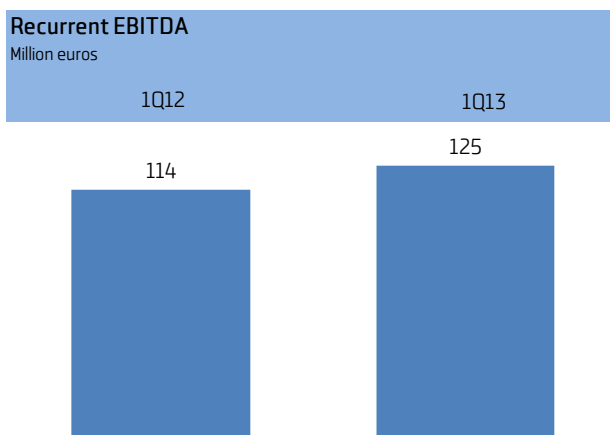
- Sonae MC** 1Q13 turnover totalled 774 M€, 4%, above 1Q12. The growth registered incorporates an evolution of circa +2.6% in sales on a “like-for-like” basis, an evolution clearly above market performance. This growth was partly due to a positive calendar effect and was mainly driven by higher volumes sold in the period, as the market inflation<sup>2</sup> was significantly compensated by the effects of the trading down carried out by consumers and by the increased promotional activity. During the 1Q13, Sonae MC is estimated to have continued strengthening its leading market share in the Portuguese food retail sector<sup>3</sup>. The weight of Continente’s private label portfolio remained relatively stable, reaching a representativeness of more than 31% in the sales of FMCG categories during the 1Q13 (in line with the previous year).
- Sonae SR** with 264 M€ turnover (-6% or -8.8% on a “Lfl” basis), again reflecting the negative evolution of sales witnessed in the Iberian markets during the last quarters. Sonae SR’s sales in Portugal decreased by 3%, despite market share gains at Worten, while international sales were down by 14%, driven by the negative evolution experienced in the Spanish market. In the key consumer electronics segment. Worten continued to strengthen its leadership in the Portuguese market, with an estimated market share gain of 1.6 p.p.<sup>4</sup>). Sonae SR has further strengthened its international presence during the 1Q13, namely via new franchising agreements for its Zippy brand and the opening of stores in new geographies (Morocco and Lebanon). In this format, sales in franchised stores represented almost 20% of total store sales, compared to 12% during the 1Q12.
- Sonaecom** turnover totalled 194 M€, 4% below 1Q12. This reduction resulted from lower product sales (-15% y.o.y.) and from lower service revenues (-3%), determined both by the decrease in customer revenues and by the lower level of regulated tariffs (mobile termination rates and roaming). It is particularly worth noting the positive performance of Sonaecom’s IT/IS division (SSI), with the respective service revenues up by 24% y.o.y. and registering in this quarter a record level since its launch.

<sup>2</sup> Source: INE: average Inflation in the food retail sector in Portugal of 2.5% in the 1Q13

<sup>3</sup> For example, A.C.Nielsen’s Homescan survey YTD until 24<sup>th</sup> March: +0.2pp market share for Sonae MC

<sup>4</sup> Source: GfK, YTD evolution until the end of February 2013

# 5 RECURRENT EBITDA



**Recurrent EBITDA**  
Million euros

	1Q12	1Q13	Var
<b>Sonae</b>	<b>114</b>	<b>125</b>	<b>9%</b>
Sonae MC	33	40	22%
Sonae SR	-12	-11	10%
Sonae RP	27	27	1%
Sonaecom	60	62	2%
Investment management	1	0	-69%
Eliminations & adjustments	6	7	22%

**Recurrent EBITDA**  
% of turnover

	1Q12	1Q13	Var
<b>Sonae</b>	<b>9,2%</b>	<b>10,0%</b>	<b>0,8 p.p</b>
Sonae MC	4,4%	5,2%	0,8 p.p
Sonae SR	-4,4%	-4,3%	0,2 p.p
Sonae RP	90,6%	89,2%	-1,5 p.p
Sonaecom	29,8%	31,7%	2,0 p.p
Investment management	4,2%	1,4%	-2,8 p.p

In consolidated terms, **Group Recurrent EBITDA** totalled 125 M€, 9% above 1Q12, representing a profitability margin of 10.0%, an increase of 0.8 p.p.. In a difficult macroeconomic environment, this performance was supported by the productivity gains and operating efficiency improvements in the different business areas. In terms of performance per business, it is worth highlighting:

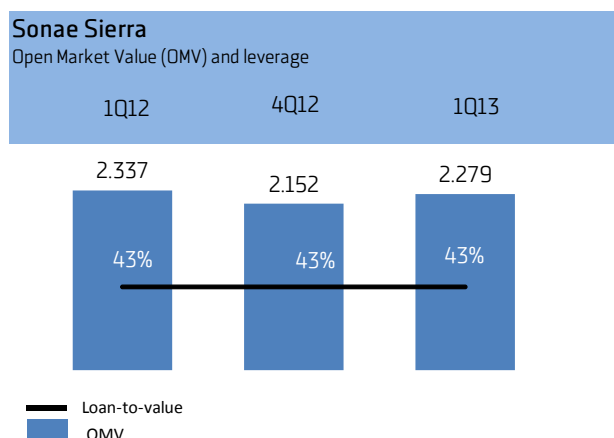
- **Sonae MC** with 40 M€ (+22% or +7 M€), representing a profitability of 5.2% of the respective turnover (+0.8 p.p. compared to the 1Q12), a very positive result in the current environment of consumer retraction. This growth was made possible by the positive evolution of sales in the period, by a rigorous cost control and by further productivity gains, sustained by the successful implementation of internal efficiency programs over the course of the last few years. Sonae MC was also able to reinforce its competitiveness during this period via relevant promotional efforts, leveraged on its "Continente" loyalty card (which was involved in 91.7% of sales in the period).
- **Sonae SR** contribution totalled -11 M€, an improvement of 1M€ against the same period last year. This slight improvement reflects the significant cost savings measures implemented and the efficiency gains obtained in all the formats, and was made possible despite an additional reduction in sales per square meter, as a result of the negative behaviour of retail revenues in the Iberian Peninsula. It is, nevertheless, worth noting that the market share gains obtained by the consumer electronics business in Portugal (Worten) has allowed for a stable EBITDA generation in this business, when compared to the same period in 2012.
- **Sonae RP** with 27 M€, the same value reached in the previous year, which translates into a margin of 89.2% over sales, a clear evidence of the efficient management and continuous enhancement of the retail real estate assets in its portfolio (mainly comprised of 33 Continente stores and 96 Continente Modelo stores). Sonae currently maintains a freehold level of approximately 77% of its food retail selling area and 27% of its non-food retail space.
- **Sonaecom's** contribution totalled 62 M€ in 2012 (+2% or +2 M€), corresponding to a sales margin of 31.7% (up by 2 p.p. against 1Q12). Once again, both its telecoms and IT/IS business units registered positive growth in the respective EBITDA generation. It is particularly worth highlighting the growth of the already benchmark EBITDA margin obtained by the Optimus' mobile business (47.5%, 5.4 p.p. higher than in the 1Q12), a performance made possible by the implementation of a more optimised cost structure.

# 6 SONAE SIERRA RESULTS

## RESULTS OF ASSOCIATED COMPANIES

Sonae Sierra - Operational data			
	1Q12	1Q13	Var
<b>Footfall (million visitors)</b>	100	96	-
Europe	76	73	-
Brazil	24	23	-
<b>Occupancy rate (%)</b>	96%	95%	-0,7 p.p
Europe	96%	95%	-0,7 p.p
Brazil	98%	97%	-0,6 p.p
<b>Tenant sales (million euros)</b>	1.144	1.030	-10,0%
Europe	739	713	-3,6%
Brazil	404	317	-21,6%
<b>Nº of shopping centres owned/co-owned (EOP)</b>	51	47	-4
Europe	40	39	-1
Brazil	11	8	-3
<b>GLA owned in operating centres ('000 m2)</b>	2.015	1.893	-6%
Europe	1.589	1.552	-2%
Brazil	426	341	-20%

Sonae Sierra - Financial indicators			
	1Q12	1Q13	Var
<b>Turnover</b>	56	55	-3%
<b>EBITDA</b>	30	29	-5%
EBITDA margin	53,7%	52,6%	-1,1 p.p
Direct result	18	15	-17%
Indirect result	-5	-2	51%
<b>Net results</b>	13	12	-4%
... attributable to Sonae	7	6	-4%



- Sonae Sierra maintained, at the end of 1Q13, an **overall occupancy rate** in its portfolio of 95%, slightly below the 1Q12, despite the difficult context of a strong reduction in consumption levels in southern European countries. In the overall portfolio under management, tenant sales decreased by 10% driven mainly by the sale of Münster Arkaden (in Germany) and the stakes in Pátio Brasil, Penha Shopping and Tivoli Shopping (in Brazil), and also due to adverse trading conditions in Europe. "Lfl" tenant sales declined by 3.6% in Europe, which was partially compensated by the growth attained in Brazil, 5.4% in local currency terms.
- **Turnover**<sup>5</sup> declined by 3%, to 55 M€ when compared with the 1Q12, due to the mentioned perimeter changes and to the impacts of the private consumption retraction in southern Europe, which was only partially compensated by the openings in 2012 – Le Terrazze, in Italy and Uberlândia, in Brazil.
- **EBITDA** reduced to 29 M€ in 1Q13, 5% below the 1Q12, basically reflecting the sale of shopping centres completed during 2012. EBITDA margin was 52.6% in the period, 1.1 p.p. below the 1Q12.
- **Net result** was 12 M€, of which the share attributable to Sonae was 6 M€, which represents a decrease of 4% compared to the 1Q12. The indirect result improved by 3 M€ in relation to the same period in 2012 since there were no write-offs in the period. It should be noted that Sonae Sierra has begun, from 1Q12 onwards, and in line with market practices, to revalue its portfolio only on a semi-annual basis.
- Regarding the value of its assets, on 31<sup>st</sup> March 2013 the company's **OMV** (Open Market Value) was 2.279 bn€, 127 M€ above 2012 year-end, basically as a result of the development of the projects under construction ("Boulevard Londrina" and "Passeio das Águas Shopping" in Brazil and "Hofgarten Solingen" in Germany) and the acquisition of an additional stake in "Cascais Shopping". The "Loan-to-value" ratio remains at a conservative level and was kept at 43% at the end of March 2013. Sonae Sierra's Net Asset Value was 1,108 M€ at the end of 1Q13.

<sup>5</sup> Financial indicators as published by Sonae Sierra on the 8<sup>th</sup> May 2013 (management accounts). Sonae holds a 50% stake in Sonae Sierra.

# 7 NET RESULTS

## Consolidated results

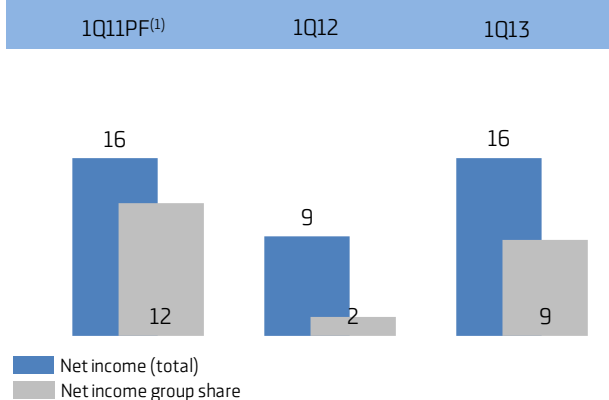
Million euros

	1Q12	1Q13	Var
<b>Recurrent EBITDA</b>	114	125	9%
Recurrent EBITDA margin	9,2%	10,0%	0,8 p.p
<b>EBITDA</b>	114	125	9%
EBITDA margin	9,2%	10,0%	0,8 p.p
Depreciations & amortizations <sup>(1)</sup>	-90	-91	-1%
<b>EBIT</b>	24	34	41%
Net financial activity	-21	-22	-1%
Other items	0	0	-
Shopping centers direct results	9	7	-17%
<b>EBT</b>	12	20	68%
Taxes	0	-2	-717%
<b>Direct results before non-controlling interests</b>	12	18	52%
Non-controlling interests	-7	-8	-1%
<b>Direct income group share</b>	4	10	145%
<b>Indirect results group share</b>	-2	-1	51%
<b>Net income group share</b>	2	9	-

(1) Includes provisions & impairments.

## Net income

Million euros



(1) The 2011 results were restated to reflect (i) the change in the consolidation method applicable to Sonae Sierra and Geostar, currently registered according to the Equity Method; and (ii) the change made by Sonaeacom in the accounting criteria for costs related to customers' loyalty contracts. For further information please refer to the Methodological Notes in Section 11.

- In 1Q13, **consolidated EBITDA** reached 125 M€, 11 M€ above the same quarter of the previous year. This result is totally explained by the improved operational performance of Sonae MC and Sonaeacom, since during the 1Q13 there were no capital gains registered by Sonae RP, as no retail property sales were completed in the period.
- In the same period, the expenses related to **depreciations, amortizations and provisions** stood at 91 M€, in line with the previous year.
- **Net financial expenses** totalled 22 M€ in 1Q13, 1% above the figure registered in the 1Q12, with the lower amount of average debt being more than compensated by the increase in interest costs, solely explained by the increase in credit spreads, as average Euribor rates have actually been lower in 1Q13 than in the 1Q12. As a result, driven by the exposure to variable rates, the average interest rate of outstanding credit facilities at the end of 1Q13 has not deteriorated significantly when compared to March 2012 and stood at approximately 3%.
- **Earnings before taxes** reached 20 M€, 68% above the 1Q12, with the much improved Recurrent EBITDA generation more than offsetting the higher net financial expenses and the 17% decline in the direct contribution from Sonae Sierra, as further detailed in Section 6 of this report.
- **Net income attributable to the Group** was 9 M€, significantly above the 1Q12, mostly as a consequence of the improved EBT generation and despite the higher taxation.



# 8 INVESTED CAPITAL

## Capex

Million euros

	1Q12	1Q13	% of Turnover
<b>Sonae</b>	<b>44</b>	<b>57</b>	<b>5%</b>
Sonae MC	10	17	2%
Sonae SR	5	4	1%
Sonae RP	3	11	34%
Sonaecom	26	25	13%
Investment management	0	0	1%
Eliminations & adjustments	0	1	-
<b>Recurrent EBITDA - CAPEX</b>	<b>70</b>	<b>69</b>	<b>-</b>

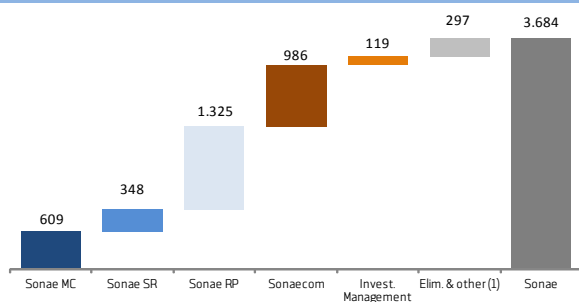
## Net invested capital

Million euros

	1Q12	1Q13
<b>Invested capital</b>	<b>3.935</b>	<b>3.684</b>
Technical investment	3.215	3.128
Financial investment	532	470
Goodwill	659	660
Working capital	-472	-575

## Breakdown invested capital (1Q13)

Million euros



(1) includes the value of partnerships accounted as financial investments

During the course of 1Q13, Sonae carried out a **total investment** of 57 M€, 13 M€ above the figure registered during the 1Q12. This increase is mostly justified by the opening and remodelling of Sonae MC stores, despite the lower degree of international expansion carried out by Sonae SR during the current quarter.

The investment carried out in 1Q13 was essentially distributed among the following projects:

- Selective opening of **new retail stores**, including 1 Continente Bom Dia in Portugal (Cabeceiras de Basto) and 1 new Worten store in Spain (Madrid);
- **Consolidation of Sonae SR's store network** in the international markets. At the end of 1Q13, Sonae SR's formats had a total of 148 stores outside of Portugal, including 24 under franchising agreements;
- Programmed **remodelling of a number of retail units** so as to ensure they remain as a reference in their respective catchment areas, including the successful remodelling of the Continente stores in Cascais and Évora, under a completely new and innovative layout;
- Following the investment effort made by **Sonaecom** over the last year with the aim of strengthening the coverage and capacity of the Optimus' mobile network, its Capex is now closer to more regular levels. Following the strong 4G deployment in 2012, Optimus LTE network now covers more than 80% of the Portuguese population and presents the widest 150Mbps coverage.

The strong **cash-flow generation** of Sonae's business continues to be evidenced by the 69 M€ level of (recurrent EBITDA - Capex) registered in 1Q13, in line with the previous year.

On 31<sup>st</sup> March 2013, Sonae's overall **net invested capital** was 3,684 M€, of which circa 62% is invested in the retail businesses, corresponding to Sonae RP an overall asset portfolio with a book value of 1,325 M€, mostly comprised of stores operated by Sonae MC and Sonae SR. It is important to note that the level of freehold of food retail stores stands currently at 77%, a value still well above the average of our European peers. Sonaecom's contribution to the previously mentioned invested capital was 986 M€, 55 M€ above the same period last year, essentially as a result of the investments carried out in the development of its 4G network.

# 9 CAPITAL STRUCTURE

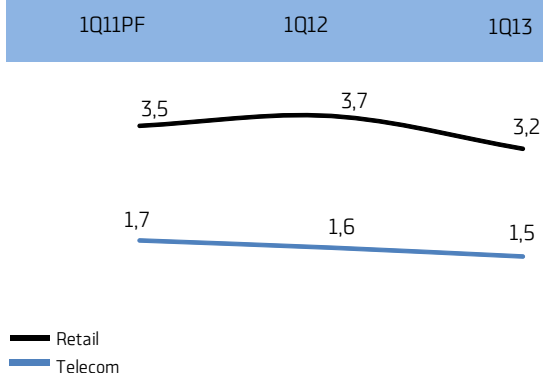
## Net debt

Million euros

	1Q12	1Q13	Var
<b>Net financial debt</b>	<b>2.264</b>	<b>2.080</b>	<b>-184</b>
Retail units	1.249	1.076	-173
Sonaecom	391	367	-24
Investment management	22	20	-1
Holding & other	603	617	14
Shareholder loans	32	7	-25
<b>Total net debt</b>	<b>2.296</b>	<b>2.087</b>	<b>-209</b>

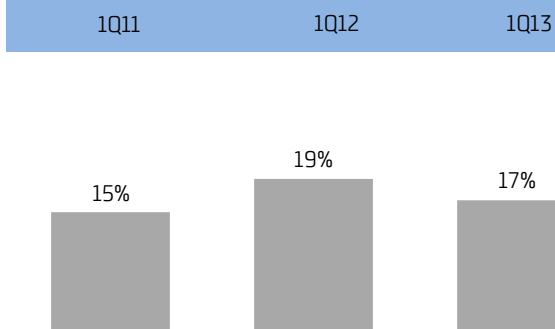
## Capital structure

Net debt to recurrent EBITDA



## Capital Structure

Loan-to-value (%) - Holding



As at the end of 1Q13, Sonae's **net debt** amounted to 2,087 M€, translating into a reduction of 209 M€ or 9.1%, over the course of the last 12 months, despite the impact resulting from the continuation of Sonae and Sonaecom's dividend policy. This evolution is all the more significant when considered over the last 3 years (a cumulative reduction of circa 348 M€), which is particularly remarkable when considering the investments in the international expansion of the retail formats carried out during this period, the strong investments made by Sonaecom in the 4G spectrum acquisition and network deployment, and the total dividends distributed.

In relation to the debt profile, it should be noted that the transactions completed during 2012 enabled Sonae to complete the refinancing program of its medium and long-term credit facilities maturing until the end of 2013, as well as to partially ensure the refinancing of debt maturities in 2014.

At the end of March 2013, consolidated net debt represented 57% of capital employed, which compares with 58% at the end of the 1Q12. In terms of allocation per business, the following is worth highlighting:

- The **retail units** net debt totalled 1.076 M€, 173 M€ below 1Q12, as a result of the business' strong capacity to generate cash-flow and of the material improvements in stock levels (down by more than 100 M€ vs the end of the 1Q12). No sale & leaseback of retail real estate assets were completed in the last 12 months. The reduction in net debt and the stable recurrent EBITDA generation, with the food retail business off-setting the lower contribution from the non-food formats, allowed for a significant improvement of the Net Debt to recurrent EBITDA ratio from 3.7x at the end of the 1Q12 to 3.2x at the end of 1Q13;
- **Sonaecom's** net debt decreased by 24 M€ to 367 M€, exclusively due to the strong EBITDA generation and despite the strong investments carried out between the 2 periods. Consequently, the Net Debt to EBITDA ratio decreased from 1.6x to 1.5x at the end of 1Q13;
- The **holding net debt** increased circa 14 M€, to 617 M€, at end of March 2013, mainly driven by the impact of the dividend payment made in 2012 (circa 66 M€). The "loan-to-value" ratio of the holding remains at conservative levels and registered a slight improvement from 19% at 1Q12 to 17% in March 2013.

# 10 CORPORATE INFORMATION

## 1Q13 main corporate events

On **February 15<sup>th</sup>** Sonae and France Telecom (“FT-Orange”) executed an agreement whereby, respectively, a **call and put option** was granted over the 20% stake in Sonaecom’s share capital presently held by a subsidiary of FT-Orange. Sonae’s call option may be exercised during an 18-month period and FT-Orange’s put option within the subsequent 3-month period. The price for the exercise of both options is of 98.9 M€, which may be increased up to 113.5 M€ in case Sonaecom or Optimus participate in any consolidation process within a 24-month period.

On **March 7<sup>th</sup>**, the **Extraordinary Shareholder Meetings** of Optimus SGPS and Zon **approved the merger project** by incorporation between the 2 companies, under the terms that had been approved by the respective Boards on January 21<sup>st</sup>. The implementation of the merger is now conditional only upon the prior fulfilment of the following conditions: (i) the non-opposition from the Competition Authority; and (ii) the fulfilment of the remaining administrative and corporate formalities applicable or necessary to the completion of the merger.

On **March 21<sup>st</sup>**, Sonae SR signed an agreement with the S. H. Al Mana Group (one of the largest conglomerates in Qatar) for the development of the Zippy brand in Kuwait, United Arab Emirates and Qatar. This partnership will enable the **reinforcement of Sonae’s specialised retail unit presence in the Middle East**, via the opening of 10 Zippy franchised stores during the next 3 years. The first store is scheduled to open already during 2013.

On **March 26<sup>th</sup>**, **Sonae Sierra**, through a majority-owned subsidiary, reached an agreement with a fund managed by Rockspring Property Investment Managers, for the acquisition of its 50% stake in “Cascais Shopping”, a leading shopping centre located in Cascais, Portugal.

## Subsequent information

In the Annual General Assembly which took place on **30th April 2013**, the company’s shareholders approved, amongst other items, the **distribution of a gross dividend** per share, relative to the 2012 financial year, in the gross amount of 0.0331 Euros (the same amount as that distributed in relation to the 2010 and 2011 financial years and equivalent to a *dividend yield* of 4.8% considering the 2012 year-end closing share price).

Sonae provides additional operating and financial information in Excel format.  
Click here to be taken to the information directly or visit our website ([www.sonae.pt](http://www.sonae.pt))



# 11 ADDITIONAL INFORMATION

## Methodological notes

The consolidated financial information contained in this report was prepared in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the European Union. The financial information regarding quarterly and semi-annual figures was not subject to audit procedures.

The accounting standard IFRS 11 - Joint Arrangements changes the accounting method of joint-controlled investments, namely eliminating the possibility of proportional consolidation of entities that fall under the concept of joint-ventures, as is the case of Sonae Sierra and Geostar. Under these terms, Sonae has decided, as it is already possible under the current standards, in anticipation of the requirement for this change to be implemented for annual reporting periods beginning on 1<sup>st</sup> January 2014 and in order to facilitate a future comparison of its financial reporting, to start reporting Sonae Sierra and Geostar according to the Equity Method (the only possible method according to this new standard) from 1<sup>st</sup> January 2012.

During the 1Q12, in line with best practices in the telecoms sector, Sonaecom changed its accounting criteria for costs related to customers' loyalty contracts. Until then, these costs were recorded as an expense in the year they occurred. From 1 January 2012, the costs incurred from customers' loyalty contracts are capitalised and amortised over the period of their respective contracts, as it was possible to apply reliable cost allocation to the respective contracts, thus fulfilling the criteria for capitalisation required under IAS 38.

Accordingly, the 2011 results of Sonae were restated to reflect these accounting changes.

## Glossary

<b>CAPEX</b>	Investments in tangible and intangible assets and investments in acquisitions; Gross CAPEX, not including cash inflows from the sale of assets
<b>Direct income</b>	Results excluding contributions to indirect income
<b>EBIT</b>	EBT + financial results + shopping centres' direct results + other items
<b>EBITDA</b>	Turnover + other revenues - impairment reversal - negative goodwill - operating costs (based on direct net income) - provisions for warranty extensions + gain/losses from sales of companies + non-recurrent stock impairments
<b>EBITDA margin</b>	EBITDA / Turnover
<b>EBT</b>	Direct results before non-controlling interests and taxes
<b>Eliminations &amp; adjustments</b>	Intra-groups + consolidation adjustments + contributions from other companies not included in the identified segments
<b>EOP</b>	End of period
<b>Free Cash Flow (FCF)</b>	EBITDA - operating CAPEX - change in working capital - financial investments - financial results - income taxes
<b>Financial net debt</b>	Total net debt excluding shareholders loans
<b>FMCG</b>	Fast-moving Consumer Goods
<b>GLAs</b>	Gross Leasable Area: equivalent to the total area available to be rented in the shopping centres

**Glossary (cont.)**

<b>Indirect income</b>	Includes Sonae Sierra's results, net of taxes, arising from: (i) investment property valuations; (ii) capital gains (losses) on the sale of financial investments, joint ventures or associates; (iii) impairment losses (including goodwill) and; (iv) provision for assets at risk; and other asset provisions for possible future liabilities and impairments related with non-core financial investments and/or discontinued businesses
<b>Net Invested capital</b>	Total net debt + total shareholder funds
<b>Investment properties</b>	Shopping centres in operation owned by Sonae Sierra
<b>Liquidity</b>	Cash & equivalents + current investments
<b>Like for Like sales ("Lfl")</b>	Sales made by stores that operated in both periods under the same conditions. Excludes stores opened, closed or which suffered major upgrade works in one of the periods
<b>"Loan to value" (LTV) Holding</b>	Holding Net debt/ Investment Portfolio Gross Asset Value; gross asset value based on Market multiples, real estate NAV and market capitalization for listed companies
<b>"Loan to value" Shopping Centres</b>	Net debt / (investment properties + properties under development)
<b>LTE</b>	"Long Term Evolution" is a standard for wireless communication of high-speed data for mobile phones and data terminals developed by the Third Generation Partnership Project, an industry trade group. LTE provides significantly increased capacity and speed for wireless broadband, using new modulation techniques.
<b>Net asset value (NAV)</b>	Open market value attributable to Sonae Sierra - net debt - minorities + deferred tax liabilities
<b>Net debt</b>	Bonds + bank loans + other loans + financial leases + shareholder loans - cash, bank deposits, current investments and other long term financial applications
<b>Other income</b>	Share of results of associated undertakings + dividends
<b>Other loans</b>	Bonds, leasing and derivatives
<b>Open market value (OMV)</b>	Fair value of properties in operation and under development (100%), provided by an independent entity
<b>RoIC (Return on invested capital)</b>	EBIT(12 months) /Net invested capital
<b>ROE (Return on equity)</b>	Total net income <sub>n</sub> (equity holders)/ Shareholders' Funds <sub>n-1</sub> (equity holders)
<b>Recurrent EBITDA</b>	EBITDA excluding non-recurrent items, namely gains in sales of investments and other movements that distort comparability
<b>Technical investment</b>	Tangible assets + intangible assets + other fixed assets - depreciations and amortisations

## Consolidated Profit and Loss Account

Consolidated profit and loss account			
Million euros			
	1Q12	1Q13	Var
Turnover	1.241	1.249	0,7%
Recurrent EBITDA <sup>(1)</sup>	114	125	9,5%
Recurrent EBITDA margin	9,2%	10,0%	0,8 p.p
EBITDA	114	125	9,5%
EBITDA margin	9,2%	10,0%	0,8 p.p
Depreciations & amortizations <sup>(2)</sup>	-90	-91	-1,0%
EBIT	24	34	40,9%
Net financial Activity	-21	-22	-0,9%
Other items <sup>(3)</sup>	0	0	-
Shopping centres direct results	9	7	-16,5%
EBT	12	20	67,8%
Taxes	0	-2	-
Direct results before non-controlling interests	12	18	52,4%
Minority interests	7	8	1,0%
Direct results group share	4	10	145,2%
Indirect results group share <sup>(4)</sup>	-2	-1	50,9%
<b>Net income group share</b>	<b>2</b>	<b>9</b>	<b>-</b>

(1) EBITDA excluding non-recurrent items; (2) Includes provisions, impairments, reversion of impairments and negative goodwill; (3) Share of results of associated undertakings + dividends; (4) Includes Sonae's Sierra indirect income contribution and other asset provisions for possible future liabilities and impairments related with non core financial investments and/or discontinued businesses.

## Consolidated Statement of Financial Position

Consolidated statement of financial position					
Million euros					
	1Q12	1Q13	Var	4Q12	Var
<b>TOTAL ASSETS</b>	<b>5.971</b>	<b>5.827</b>	<b>-2,4%</b>	<b>6.035</b>	<b>-3,5%</b>
<b>Non current assets</b>	<b>4.704</b>	<b>4.562</b>	<b>-3,0%</b>	<b>4.615</b>	<b>-1,1%</b>
Tangible and intangible assets	3.214	3.127	-2,7%	3.166	-1,2%
Goodwill	659	660	0,2%	658	0,3%
Other investments	565	505	-10,7%	516	-2,1%
Deferred tax assets	228	230	0,9%	225	2,2%
Others	37	39	5,5%	50	-21,7%
<b>Current assets</b>	<b>1.267</b>	<b>1.265</b>	<b>-0,2%</b>	<b>1.421</b>	<b>-11,0%</b>
Stocks	625	514	-17,8%	538	-4,6%
Trade debtors	133	172	28,9%	171	0,5%
Liquidity	176	272	54,7%	378	-27,9%
Others <sup>(1)</sup>	332	307	-7,6%	334	-8,0%
<b>SHAREHOLDERS' FUNDS</b>	<b>1.639</b>	<b>1.597</b>	<b>-2,6%</b>	<b>1.669</b>	<b>-4,3%</b>
Equity holders	1.294	1.251	-3,3%	1.319	-5,1%
Attributable to minority interests	345	346	0,3%	350	-1,2%
<b>LIABILITIES</b>	<b>4.332</b>	<b>4.230</b>	<b>-2,4%</b>	<b>4.367</b>	<b>-3,1%</b>
<b>Non-current liabilities</b>	<b>2.071</b>	<b>2.201</b>	<b>6,3%</b>	<b>2.026</b>	<b>8,6%</b>
Bank loans	458	561	22,5%	364	54,0%
Other loans	1.254	1.310	4,5%	1.323	-0,9%
Deferred tax liabilities	133	139	4,3%	137	1,4%
Provisions	87	113	29,3%	114	-1,3%
Others	138	78	-43,5%	88	-11,3%
<b>Current liabilities</b>	<b>2.261</b>	<b>2.029</b>	<b>-10,3%</b>	<b>2.341</b>	<b>-13,3%</b>
Bank loans	290	187	-35,6%	66	185,3%
Other loans	472	329	-30,3%	461	-28,6%
Trade creditors	957	898	-6,1%	1.222	-26,5%
Others	542	615	13,3%	593	3,7%
<b>SHAREHOLDERS' FUNDS + LIABILITIES</b>	<b>5.971</b>	<b>5.827</b>	<b>-2,4%</b>	<b>6.035</b>	<b>-3,5%</b>

(1) Includes assets available for sale.

# Condensed consolidated financial statements



## Condensed Consolidated Statement of Financial Position at 31 March 2013 and 2012 and at 31 December 2012

(Amounts expressed in euro)

(Translation of condensed consolidated financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails.)

ASSETS	Notes	31 March 2013	31 March 2012	31 December 2012
<b>NON-CURRENT ASSETS:</b>				
Tangible assets	7	2,571,103,128	2,640,257,747	2,603,109,778
Intangible assets	8	556,209,084	574,086,794	562,455,222
Investment properties		384,018	-	386,001
Goodwill	9	660,462,476	659,446,795	658,228,050
Investments in joint ventures and associates	5	450,621,333	528,448,893	456,446,288
Other investments	6 and 10	54,624,085	37,046,022	59,877,723
Deferred tax assets	13	229,644,374	227,580,209	224,718,491
Other non-current assets	11	38,770,932	36,753,574	49,531,315
<b>Total Non-Current Assets</b>		<b>4,561,819,430</b>	<b>4,703,620,034</b>	<b>4,614,752,868</b>
<b>CURRENT ASSETS:</b>				
Inventories		513,937,327	625,402,841	538,486,177
Trade accounts receivable and other current assets	12	477,954,257	464,793,013	503,848,990
Investments	10	1,433,057	2,805,603	911,922
Cash and cash equivalents	14	270,950,238	173,235,701	376,635,163
<b>Total Current Assets</b>		<b>1,264,274,879</b>	<b>1,266,237,158</b>	<b>1,419,882,252</b>
<b>Assets available for sale</b>		<b>720,338</b>	<b>720,338</b>	<b>720,338</b>
<b>TOTAL ASSETS</b>		<b>5,826,814,647</b>	<b>5,970,577,530</b>	<b>6,035,355,458</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
Share capital	15	2,000,000,000	2,000,000,000	2,000,000,000
Own shares		(127,785,667)	(132,354,824)	(128,149,614)
Reserves and retained earnings		(629,765,465)	(575,285,654)	(585,764,845)
Profit/(Loss) for the period attributable to the equity holders of the Parent Company		8,892,154	1,690,732	32,572,259
Equity attributable to the equity holders of the Parent Company		1,251,341,022	1,294,050,254	1,318,657,800
Equity attributable to non-controlling interests	16	345,624,305	344,719,777	349,901,121
<b>TOTAL EQUITY</b>		<b>1,596,965,327</b>	<b>1,638,770,031</b>	<b>1,668,558,921</b>
<b>LIABILITIES:</b>				
<b>NON-CURRENT LIABILITIES:</b>				
Loans	17	1,871,422,657	1,711,918,487	1,686,759,910
Other non-current liabilities	19	77,976,491	138,124,440	87,958,431
Deferred tax liabilities	13	138,863,995	133,155,834	136,943,600
Provisions	22	112,982,838	87,376,719	114,470,445
<b>Total Non-Current Liabilities</b>		<b>2,201,245,981</b>	<b>2,070,575,480</b>	<b>2,026,132,386</b>
<b>CURRENT LIABILITIES:</b>				
Loans	17	515,850,445	762,175,908	526,076,690
Trade creditors and other current liabilities	21	1,508,447,738	1,496,789,344	1,812,160,652
Provisions	22	4,305,156	2,266,767	2,426,809
<b>Total Current Liabilities</b>		<b>2,028,603,339</b>	<b>2,261,232,019</b>	<b>2,340,664,151</b>
<b>TOTAL LIABILITIES</b>		<b>4,229,849,320</b>	<b>4,331,807,499</b>	<b>4,366,796,537</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>5,826,814,647</b>	<b>5,970,577,530</b>	<b>6,035,355,458</b>

The accompanying notes are part of these condensed consolidated financial statements.

The Board of Directors

## Condensed Consolidated Income Statements for the periods ended 31 March 2013 and 2012

(Amounts expressed in euro)

(Translation of condensed consolidated financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails.)

	Notes	31 March 2013	31 March 2012
Sales		1,050,509,559	1,038,019,613
Services rendered		198,467,084	202,580,350
Investment income		(13,000)	1,593,138
Financial income		6,074,961	3,148,075
Other income		93,922,111	94,139,426
Cost of goods sold and materials consumed		(815,247,541)	(814,428,882)
Changes in stocks of finished goods and work in progress		24,013	61,536
External supplies and services		(222,343,805)	(233,837,571)
Staff costs		(165,546,147)	(162,819,438)
Depreciation and amortisation	7 and 8	(82,629,681)	(80,567,218)
Provisions and impairment losses		(9,405,911)	(7,237,516)
Financial expense		(27,588,357)	(24,472,551)
Other expenses		(13,460,335)	(13,184,483)
Share of results of joint ventures and associated undertakings	5	5,880,936	6,407,484
Profit/(Loss) before taxation		18,643,887	9,401,963
Taxation	25	(2,236,087)	(273,547)
Profit/(Loss) after taxation		16,407,800	9,128,416
Attributable to:			
Equity holders of the Parent Company		8,892,154	1,690,732
Non-controlling interests	16	7,515,646	7,437,684
Profit/(Loss) per share			
Basic	27	0.004747	0.000903
Diluted	27	0.004724	0.000899

The accompanying notes are part of these condensed consolidated financial statements.

The Board of Directors

## Condensed Consolidated Statements of Comprehensive Income for the periods ended 31 March 2013 and 2012

(Amounts expressed in euro)

(Translation of condensed consolidated financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails.)

	31 March 2013	31 March 2012
Net Profit / (Loss) for the period	16,407,800	9,128,416
Exchange differences arising on translation of foreign operations	1,644,722	(381,593)
Participation in other comprehensive income (net of tax) related to joint ventures and associated companies included in consolidation by the equity method	(11,705,891)	(1,103,718)
Changes on fair value of available-for-sale financial assets	(6,370,132)	(2,505,654)
Changes in hedge and fair value reserves	1,998,251	(3,132,740)
Deferred tax related to changes in fair values reserves	(510,773)	769,475
Others	56,126	-
Other comprehensive income for the period	(14,887,697)	(6,354,230)
Total comprehensive income for the period	<u>1,520,103</u>	<u>2,774,186</u>
Attributable to:		
Equity holders of parent company	(3,647,179)	(4,445,377)
Non controlling interests	<u>5,167,282</u>	<u>7,219,563</u>

The accompanying notes are part of these condensed consolidated financial statements.

The Board of Directors

## Condensed Consolidated Statements of Changes in Equity for the periods ended 31 March 2013 and 2012

(Amounts expressed in euro)

(Translation of condensed consolidated financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails.)

	Attributable to Equity Holders of Parent Company								Net Profit/(Loss)	Total	Non controlling Interests (Note 15)	Total Equity
	Share Capital	Own Shares	Legal Reserve	Currency Translation Reserve	Investments Fair Value Reserve	Hedging Reserve	Other Reserves and Retained Earnings	Total				
Balance as at 1 January 2012	2,000,000,000	(131,895,330)	187,137,648	6,935,942	2,505,654	(3,434,957)	(801,605,170)	(608,460,883)	103,944,076	1,363,587,863	336,803,275	1,700,391,138
Total comprehensive income for the period	-	-	-	(204,646)	(2,505,654)	(2,322,091)	(1,103,718)	(6,136,109)	1,690,732	(4,445,377)	7,219,563	2,774,186
Appropriation of profit of 2011:												
Transfer to legal reserves and retained earnings	-	-	-	-	-	-	103,944,076	103,944,076	(103,944,076)	-	-	-
Dividends distributed	-	-	-	-	-	-	(66,187,813)	(66,187,813)	-	(66,187,813)	(175,502)	(66,363,315)
Disposal of own shares/ attribution to employees	-	(459,494)	-	-	-	-	1,542,800	1,542,800	-	1,083,306	-	1,083,306
Others	-	-	-	-	-	-	12,275	12,275	-	12,275	872,441	884,716
Balance as at 31 March 2012	2,000,000,000	(132,354,824)	187,137,648	6,731,296	-	(5,757,048)	(763,397,550)	(575,285,654)	1,690,732	1,294,050,254	344,719,777	1,638,770,031
Balance as at 1 January 2013	2,000,000,000	(128,149,614)	187,137,648	4,836,944	1,920,608	(2,694,394)	(776,965,651)	(585,764,845)	32,572,259	1,318,657,800	349,901,121	1,668,558,921
Total comprehensive income for the period	-	-	-	898,389	(2,962,716)	1,232,865	(11,707,871)	(12,539,333)	8,892,154	(3,647,179)	5,167,282	1,520,103
Appropriation of profit of 2012:												
Transfer to legal reserves and retained earnings	-	-	1,148,216	-	-	-	31,424,043	32,572,259	(32,572,259)	-	-	-
Dividends distributed	-	-	-	-	-	-	(66,200,000)	(66,200,000)	-	(66,200,000)	(29,848)	(66,229,848)
Acquisition and disposal of own shares/ attribution to employees	-	363,947	-	-	-	-	(56,685)	(56,685)	-	307,262	(380,205)	(72,943)
Partial disposal or acquisitions of affiliated companies	-	-	-	-	-	-	(516,765)	(516,765)	-	(516,765)	(9,034,045)	(9,550,810)
Others	-	-	-	-	-	-	2,739,904	2,739,904	-	2,739,904	-	2,739,904
Balance as at 31 March 2013	2,000,000,000	(127,785,667)	188,285,864	5,735,333	(1,042,108)	(1,461,529)	(821,283,025)	(629,765,465)	8,892,154	1,251,341,022	345,624,305	1,596,965,327

The accompanying notes are part of these condensed consolidated financial statements.

The Board of Directors

## Condensed Consolidated Statements of Cash Flows for the periods ended 31 March 2013 and 2012

(Amounts expressed in euro)

(Translation of condensed consolidated financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails.)

	Notes	31 March 2013	31 March 2012
OPERATING ACTIVITIES			
Net cash flow from operating activities (1)		<u>(203,066,695)</u>	<u>(142,404,180)</u>
INVESTMENT ACTIVITIES			
Cash receipts arising from:			
Investments		23,433,626	4,048,844
Tangible and intangible assets		1,314,910	1,400,644
Others		<u>30,069,700</u>	<u>3,852,984</u>
		<u>54,818,236</u>	<u>9,302,472</u>
Cash payments arising from:			
Investments		(13,544,971)	(3,841,708)
Tangible and intangible assets		(87,870,004)	(157,747,994)
Others		<u>(3,810,378)</u>	<u>(1,300,000)</u>
		<u>(105,225,353)</u>	<u>(162,889,702)</u>
Net cash used in investment activities (2)		<u>(50,407,117)</u>	<u>(153,587,230)</u>
FINANCING ACTIVITIES			
Cash receipts arising from:			
Loans obtained		<u>887,899,126</u>	<u>1,380,198,845</u>
		<u>887,899,126</u>	<u>1,380,198,845</u>
Cash payments arising from:			
Loans obtained		(737,613,216)	(1,311,885,759)
Interest and similar charges		(26,493,275)	(26,840,088)
Dividends		(29,880)	(124,500)
Others		<u>(1,994,258)</u>	<u>(1,543,331)</u>
		<u>(766,130,629)</u>	<u>(1,340,393,678)</u>
Net cash used in financing activities (3)		<u>121,768,498</u>	<u>39,805,167</u>
Net increase in cash and cash equivalents (4) = (1) + (2) + (3)		<u>(131,705,314)</u>	<u>(256,186,243)</u>
Effect of foreign exchange rate		<u>(291,071)</u>	<u>(225,745)</u>
Cash and cash equivalents at the beginning of the period	14	<u>363,367,909</u>	<u>415,457,116</u>
Cash and cash equivalents at the end of the period	14	<u>231,953,666</u>	<u>159,496,618</u>

The accompanying notes are part of these condensed consolidated financial statements.

The Board of Directors

# SONAE, SGPS, SA

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE PERIOD ENDED 31 MARCH 2013

*(Amounts expressed in euro)*

*(Translation of condensed consolidated financial statements originally issued in Portuguese.)*

*In case of discrepancies the Portuguese version prevails.)*

## 1 INTRODUCTION

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SONAE, SGPS, SA ("Sonae Holding"), has its head office at Lugar do Espido, Via Norte, Apartado 1011, 4471-909 Maia, Portugal, and is the parent company of a group of companies, as detailed in Notes 4 to 6 ("Sonae"). Sonae's operations and operating segments are described in Note 27.

## 2 PRINCIPAL ACCOUNTING POLICIES

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The accounting policies adopted are consistent with those used in the preparation of the consolidated financial statements for the period ended as at 31 December 2012.

### 2.1. Basis of preparation

The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union, issued by the International Accounting Standards Board ("IASB"), and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") or by the previous Standing Interpretations Committee ("SIC"), as adopted by the European Union as at the consolidated financial statements issuance date.

Interim financial statements are presented quarterly, in accordance with IAS 34 – "Interim Financial Reporting".

The accompanying condensed consolidated financial statements have been prepared from the books and accounting records of the Company and subsidiaries, adjusted in the consolidation process, on a going concern basis and under the historical cost convention, except for some financial instruments which are stated at fair value.

## New accounting standards and their impact on the consolidated financial statements:

Up to the financial statements approval date, the following Standards and Interpretations, some of which become effective in 2013, have been endorsed by the European Union:

With mandatory application in 2013:	Effective Date (for financial years beginning on/after)
IFRS 13 - (Fair Value Measurement)	01-01-2013
IAS 12 - Amendments (Deferred tax: Recovery of Underlying Assets)	01-01-2013
IAS 19 - Amendments (Employee Benefits)	01-01-2013
IAS 1 - Amendments (Presentation of Items of Other Comprehensive Income)	01-07-2013
IFRS 7 - Amendments (Disclosures of Financial Instruments)	01-01-2013
IFIC 20 - Interpretation (Stripping Costs in the Production Phase of a Surface Mine)	01-01-2013
IFRS 1 - Amendments (Hyperinflation)	01-01-2013
Improvements of some IFRS (2009-2011)	01-01-2013
Transition Guide ( Amendments to IFRS 10, IFRS11 and IFRS 12)	01-01-2013

There were no significant impacts in the financial statements resulting from the adoption of these standards.

The following standards, interpretations, amendments and revisions were endorsed by the European Union and have mandatory application is mandatory in future financial years:

With mandatory application from 1 January 2014 onwards:	Effective Date (for financial years beginning on/after)
IFRS 10 - (Consolidated Financial Statements) (*)	01-01-2014
IFRS 11 - (Joint arrangements) (*)	01-01-2014
IFRS 12 - (Disclosures of Interests in Other Entities) (*)	01-01-2014
IAS 27 - (Separate Financial Statements) (*)	01-01-2014
IAS 28 - (Investments in Associates and Joint Ventures) (*)	01-01-2014
IAS 32 - Amendments (Offsetting Financial Liabilities)	01-01-2014

(\*) In accordance with the EU Regulation which approved the adoption of IFRS 10, 11 and 12 and the amendments to IAS 27 and IAS 28, an entity shall use these standards no later than periods beginning on or after 1 January 2014. The early adoption is however permitted;

The Group did not proceed to earlier adoption of any of these standards on the financial statements for the period ended 31 March 2013. No significant impacts are expected in the financial statements resulting from the adoption of these standards.

## 3 CHANGES IN ACCOUNTING POLICIES

During the period it was adopted a set of accounting standards, interpretations, amendments and revisions issued in previous periods and whose implementation became mandatory after 1st January 2013 as disclosed in Note 2 and which didn't have any significant impacts on the financial statements as at 31 March 2013.

## 4 GROUP COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS

Group companies included in the consolidated financial statements, their head offices and percentage of share capital held by Sonae as at 31 March 2013 and 31 December 2012 are as follows:

COMPANY	Head Office	Percentage of capital held			
		31 March 2013		31 December 2012	
		Direct	Total	Direct	Total
Sonae - SGPS, S.A.	Maia	HOLDING	HOLDING	HOLDING	HOLDING
Retail					
Arat Inmuebles, SA	a) Madrid (Spain)	100.00%	100.00%	100.00%	100.00%
Azulino Imobiliária, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
BB Food Service, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Bertimóvel - Sociedade Imobiliária, SA	a) Matosinhos	100.00%	100.00%	100.00%	100.00%
Bom Momento - Restauração, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Canasta - Empreendimentos Imobiliários, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Carnes do Continente - Indústria e Distribuição Carnes, SA	a) Santarém	100.00%	100.00%	100.00%	100.00%
Chão Verde - Sociedade de Gestão Imobiliária, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Citorres - Sociedade Imobiliária, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Contibomba - Comércio e Distribuição de Combustíveis, SA	a) Matosinhos	100.00%	100.00%	100.00%	100.00%
Contimobe - Imobiliária de Castelo de Paiva, SA	a) Castelo de Paiva	100.00%	100.00%	100.00%	100.00%
Continente Hipermercados, SA	a) Lisbon	100.00%	100.00%	100.00%	100.00%
Cumulativa - Sociedade Imobiliária, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Discovery Sports, SA	a) Matosinhos	100.00%	100.00%	100.00%	100.00%
Edições Book.it, SA	a) Matosinhos	100.00%	100.00%	100.00%	100.00%
Estevão Neves - Hipermercados da Madeira, SA	a) Madeira	100.00%	100.00%	100.00%	100.00%
Farmácia Selecção, SA	a) Matosinhos	100.00%	100.00%	100.00%	100.00%
Fashion Division, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Fashion Division Canárias, SL	a) Tenerife (Spain)	100.00%	100.00%	100.00%	100.00%
Fozimo - Sociedade Imobiliária, SA	a) Maia	100.00%	100.00%	100.00%	100.00%
Fozmassimo - Sociedade Imobiliária, SA	a) Matosinhos	100.00%	100.00%	100.00%	100.00%



# 1ST QUARTER RESULTS 2013

Fundo de Investimento Imobiliário Fechado Imosede	a)	Maia	74.15%	74.15%	67.64%	67.64%
Fundo de Investimento Imobiliário Imosonae Dois	a)	Maia	99.66%	99.66%	99.89%	99.89%
Igimo - Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Iginha - Sociedade Imobiliária, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Imoconti - Sociedade Imobiliária, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Imoestrutura - Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Imomuro - Sociedade Imobiliária, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Imoresultado - Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Imosistema - Sociedade Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Infofield - Informática, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Marcas MC, zRT	a)	Budapest (Hungary)	100.00%	100.00%	100.00%	100.00%
MJLF - Empreendimentos Imobiliários, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Modalfa - Comércio e Serviços, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Modalloop - Vestuário e Calçado, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Modelo Continente Hipermercados, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Modelo Hiper Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Modelo Continente International Trade, SA	a)	Madrid (Spain)	100.00%	100.00%	100.00%	100.00%
Modelo.com - Vendas p/Correspond., SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Peixes do Continente - Indústria e Distribuição de Peixes, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Pharmacontinente - Saúde e Higiene, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Pharmaconcept - Actividades em Saúde, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Predicomercial - Promoção Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
SDSR - Sports Division SR, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
1) SDSR - Sports Division 2, SA	a)	Matosinhos	100.00%	100.00%	-	-
Selifa - Empreendimentos Imobiliários de Fafe, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Sempre à Mão - Sociedade Imobiliária, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Sesagest - Proj.Gestão Imobiliária, SA	a)	Porto	100.00%	100.00%	100.00%	100.00%
SIAL Participações, Ltda	a)	São Paulo (Brazil)	100.00%	100.00%	100.00%	100.00%
Socijofra - Sociedade Imobiliária, SA	a)	Gondomar	100.00%	100.00%	100.00%	100.00%
Sociloures - Sociedade Imobiliária, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Soflorin, BV	a)	Amesterdam (The Netherlands)	100.00%	100.00%	100.00%	100.00%
Sonae Capital Brazil, Lda	a)	São Paulo (Brazil)	100.00%	100.00%	100.00%	100.00%
Sonae Center Serviços II, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Sonae Investimentos, SGPS, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Sonae MC - Modelo Continente SGPS, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%

## 1ST QUARTER RESULTS 2013

Sonae Retalho España - Servicios Generales, SA	a)	Madrid (Spain)	100.00%	100.00%	100.00%	100.00%
Sonaegest-Soc.Gest.Fundos Investimentos, SA	a)	Maia	100.00%	90.00%	100.00%	90.00%
Sonaerp - Retail Properties, SA	a)	Porto	100.00%	100.00%	100.00%	100.00%
Sport Zone Canárias, SL	a)	Tenerife (Spain)	51.00%	51.00%	51.00%	51.00%
Sonae Specialized Retail, SGPS, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Sondis Imobiliária, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Sonvecap, BV	a)	Amsterdam (The Netherlands)	100.00%	100.00%	100.00%	100.00%
Sport Zone España - Comércio de Articulos de Deporte, SA	a)	Madrid (Spain)	100.00%	100.00%	100.00%	100.00%
Sport Zone spor malz.per.satis ith.ve tic.ltd.sti	a)	Istanbul (Turkey)	100.00%	100.00%	100.00%	100.00%
Têxtil do Marco, SA	a)	Marco de Canaveses	92.76%	92.76%	92.76%	92.76%
Tlantic Portugal - Sistemas de Informação, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Tlantic Sistemas de Informação, Ltda	a)	Porto Alegre (Brazil)	100.00%	100.00%	100.00%	100.00%
Todos os Dias - Com. Ret. Expl. C. Comer., SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Valor N, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Worten - Equipamento para o Lar, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Worten España Distribución, S.L.	a)	Madrid (Spain)	100.00%	100.00%	100.00%	100.00%
Worten Canárias, SL	a)	Tenerife (Spain)	51.00%	51.00%	51.00%	51.00%
Zippy - Comércio e Distribuição, SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
Zippy - Comércio Y Distribución, SA	a)	Madrid (Spain)	100.00%	100.00%	100.00%	100.00%
Zippy cocuk malz.dag.ith.ve tic.ltd.sti	a)	Istanbul (Turkey)	100.00%	100.00%	100.00%	100.00%
ZYEvolution-Invest.Desenv., SA	a)	Matosinhos	100.00%	100.00%	100.00%	100.00%
<b>Telecommunications</b>						
Be Artis - Conceção, Construção e Gestão de Redes de Comunicações, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Be Towering - Gestão de Torres de Telecomunicações, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Cape Technologies Limited	a)	Dublin (Ireland)	100.00%	54.65%	100.00%	54.57%
2) Connectiv Solutions Inc	a)	Delaware (USA)	100.00%	54.65%	100.00%	54.57%
Digitmarket - Sistemas de Informação, SA	a)	Maia	75.10%	41.04%	75.10%	40.98%
Lugares Virtuais, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Magma - Operação de Titularização de Créditos	c)	Portugal	100.00%	54.65%	100.00%	54.57%
Mainroad - Serviços em Tecnologias de Informação, S.A.	a)	Maia	100.00%	54.65%	100.00%	54.57%
Miauger - Org. Gestão Leilões Electrónicos, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Optimus - Comunicações, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Optimus, SGPS, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
PCJ-Público, Comunicação e Jornalismo, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Per-Mar - Sociedade de Construções, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%

## 1ST QUARTER RESULTS 2013

Praesidium Services Limited	a)	Berkshire (U.K.)	100.00%	54.65%	100.00%	54.57%
Público - Comunicação Social, SA	a)	Porto	100.00%	54.65%	100.00%	54.57%
Saphety Level - Trusted Services, SA	a)	Maia	86.99%	47.54%	86.99%	47.47%
Sonae Telecom, SGPS, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Sonaecom – Serviços Partilhados, SGPS, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Sonaecom - Sistemas de Informação, SGPS, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Sonaecom - Sistemas de Información España, SL	a)	Madrid	100.00%	54.65%	100.00%	54.57%
Sonaecom BV	a)	Amsterdam (The Netherlands)	100.00%	54.65%	100.00%	54.57%
Sonaecom, SGPS, SA	a)	Maia	55.26%	54.65%	55.10%	54.57%
Sonaetelecom, BV	a)	Amsterdam (The Netherlands)	100.00%	54.65%	100.00%	54.57%
Sontária – Empreendimentos Imobiliários, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
Tecnológica Telecomunicações, Ltda	a)	Rio de Janeiro (Brazil)	99.99%	54.60%	99.99%	54.41%
We Do Brazil Soluções Informáticas, Ltda	a)	Rio de Janeiro (Brazil)	99.91%	54.60%	99.91%	54.52%
We Do Consulting - Sistemas de Informação, SA	a)	Maia	100.00%	54.65%	100.00%	54.57%
We Do Poland Sp.Z.o.o.	a)	Posnan (Poland)	100.00%	54.65%	100.00%	54.57%
We Do Technologies (UK) Limited	a)	Berkshire (U.K.)	100.00%	54.65%	100.00%	54.57%
We Do Technologies Australia PTY Limited	a)	Sidnei (Australia)	100.00%	54.65%	100.00%	54.57%
We Do Technologies Chile, SpA	a)	Santiago (Chile)	100.00%	54.65%	100.00%	54.57%
We Do Technologies Egypt Limited Liability Company	a)	Cairo (Egypt)	100.00%	54.65%	100.00%	54.57%
We Do Technologies Mexico S. de RL	a)	Mexico City	100.00%	54.65%	100.00%	54.57%
We Do Technologies Panamá SA	a)	Panama City	100.00%	54.65%	100.00%	54.57%
We Do Technologies Singapore PTE. LDT	a)	Singapore	100.00%	54.65%	100.00%	54.57%
We Do Tecnologias Americas, Inc.	a)	Delaware (USA)	100.00%	54.65%	100.00%	54.57%
We Do Tecnologias BV	a)	Amsterdam (The Netherlands)	100.00%	54.65%	100.00%	54.57%
<b>Investment Management</b>						
ADD Avaliações Engenharia de Avaliações e Perícias, Ltda	a)	Brazil	100.00%	50.00%	100.00%	50.00%
Herco Consultoria de Risco e Corretora de Seguros, Ltda	a)	Brazil	100.00%	50.01%	100.00%	50.01%
Herco Consultoria de Risco, SA	a)	Maia	100.00%	50.01%	100.00%	50.01%
HighDome PCC Limited	a)	Malta	100.00%	50.01%	100.00%	50.01%
Larim Corretora de Resseguros Ltda	a)	Brazil	99.99%	50.01%	99.99%	50.01%
Lazam/mds Correctora Ltda	a)	Brazil	100.00%	50.01%	100.00%	50.01%
MDS - Corretor de Seguros, SA	a)	Porto	100.00%	50.01%	100.00%	50.01%
MDS Affinity-Sociedade de Mediação Lda	a)	Porto	100.00%	50.01%	100.00%	50.01%
MDS África, SGPS, SA	a)	Porto	100.00%	50.01%	100.00%	50.01%

## 1ST QUARTER RESULTS 2013

MDS Auto - Mediação de Seguros, SA	a)	Porto	50.01%	25.01%	50.01%	25.01%
Mds Knowledge Centre, Unipessoal, Lda	a)	Lisbon	100.00%	50.01%	100.00%	50.01%
MDS Malta Holding Limited	a)	Malta	100.00%	50.01%	100.00%	50.01%
MDS, SGPS, SA	a)	Maia	50.01%	50.01%	50.01%	50.01%
Miral Administração e Corretagem de Seguros, Ltda	a)	Brazil	100.00%	50.01%	100.00%	50.01%
Modelo - Distribuição de Materiais de Construção, SA	b)	Maia	50.00%	50.00%	50.00%	50.00%
Quorum Corretora de Seguros, Ltda	a)	Brazil	100.00%	50.01%	100.00%	50.01%
RSI Corretora de Seguros, Ltda	a)	Brazil	100.00%	50.01%	100.00%	50.01%
<b>Others</b>						
Libra Serviços, Lda	a)	Funchal	100.00%	100.00%	100.00%	100.00%
Sonae Investments, BV	a)	Amsterdam (The Netherlands)	100.00%	100.00%	100.00%	100.00%
Sonae RE, SA	a)	Luxembourg	99.92%	99.92%	99.92%	99.92%
Sonaecenter Serviços, SA	a)	Maia	100.00%	100.00%	100.00%	100.00%
Sontel, BV	a)	Amsterdam (The Netherlands)	100.00%	100.00%	100.00%	100.00%

- a) Control held by majority of voting rights;
- b) Control held by Management control;
- c) Control determined in accordance with SIC 12 - Special purpose entities.
- 1) Company created during the period;
- 2) Company merged into We Do Technologies Americas, Inc.

These companies were included in the consolidation by the full consolidation method.

## 5 INVESTMENTS IN JOINTLY CONTROLLED ENTITIES AND ASSOCIATED COMPANIES

Investments in jointly controlled entities and associated companies, their head offices and the percentage of share capital held as at 31 March 2013 and 31 December 2012 are as follows:

### 5.1 Jointly controlled entities

Company	Head Office	Percentage of capital held			
		31 March 2013		31 December 2012	
		Direct	Total	Direct	Total
<b>Shopping Centres</b>					
3DO Shopping Centre GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
3shoppings - Holding, SGPS, SA	Maia	100.00%	25.05%	100.00%	25.05%
8ª avenida Centro Comercial, SA	Maia	100.00%	23.75%	100.00%	23.75%
Adlands BV	Amsterdam (The Netherlands)	50.00%	25.00%	50.00%	25.00%

## 1ST QUARTER RESULTS 2013

Aegean Park, SA	Athens(Greece)	100.00%	25.00%	100.00%	25.00%
Airone - Shopping Centre, Srl	Milan (Italy)	100.00%	25.05%	100.00%	25.05%
ALBCC – Albufeirashopping – Centro Comercial, SA	Maia	50.00%	11.88%	50.00%	11.88%
ALEXA Administration GmbH	Berlin (Germany)	100.00%	25.00%	100.00%	25.00%
Alexa Asset GmbH & Co	Dusseldorf (Germany)	9.00%	4.50%	9.00%	4.50%
ALEXA Holding GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
ALEXA Shopping Centre GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
Algarveshopping - Centro Comercial, SA	Maia	100.00%	25.05%	100.00%	25.05%
ARP Alverca Retail Park, SA	Maia	50.00%	25.00%	50.00%	25.00%
Arrábidasshopping - Centro Comercial, SA	Maia	50.00%	12.53%	50.00%	12.53%
Avenida M-40, BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
Beralands BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Campo Limpo Lda	S. Paulo (Brazil)	20.00%	3.33%	20.00%	3.33%
Cascaishopping - Centro Comercial, SA	Maia	50.00%	12.53%	50.00%	12.53%
Cascaishopping Holding I, SGPS, SA	Maia	100.00%	25.05%	100.00%	25.05%
CCCB Caldas da Rainha - Centro Comercial,SA	Maia	100.00%	50.00%	100.00%	50.00%
Centro Colombo - Centro Comercial, SA	Maia	100.00%	12.53%	100.00%	12.53%
Centro Vasco da Gama - Centro Comercial, SA	Maia	50.00%	12.53%	50.00%	12.53%
Coimbrashopping - Centro Comercial, SA	Maia	100.00%	25.05%	100.00%	25.05%
Colombo Towers Holding, BV	The Hague (The Netherlands)	50.00%	25.00%	50.00%	25.00%
Craiova Mall BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Dortmund Tower GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
Dos Mares - Shopping Centre, BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
Dos Mares - Shopping Centre, SA	Madrid (Spain)	100.00%	25.05%	100.00%	25.05%
Estação Viana - Centro Comercial, SA	Viana do Castelo	100.00%	25.05%	100.00%	25.05%
Freccia Rossa - Shopping Centre, Srl	Milan (Italy)	50.00%	25.00%	50.00%	25.00%
Fundo de Investimento Imobiliário Parque Dom Pedro Shopping Center (FundII)	São Paulo (Brazil)	50.00%	10.34%	50.00%	10.34%
Fundo de Investimento Imobiliário Shopping Parque Dom Pedro Shopping	São Paulo (Brazil)	87.61%	15.78%	87.61%	15.78%
Gaiashopping I - Centro Comercial, SA	Maia	50.00%	12.53%	50.00%	12.53%
Gaiashopping II - Centro Comercial, SA	Maia	100.00%	12.53%	100.00%	12.53%
Gli Orsi Shopping Centre 1, Srl	Milan (Italy)	100.00%	50.00%	100.00%	50.00%
Guimarãesshopping - Centro Comercial, SA	Maia	100.00%	25.05%	100.00%	25.05%
Harvey Dos Iberica, SL	Madrid (Spain)	50.00%	12.53%	50.00%	12.53%
Iberian Assets, SA	Madrid (Spain)	49.78%	12.47%	49.78%	12.47%
Inparsi - Gestão de Galeria Comerc., SA	Maia	100.00%	50.00%	100.00%	50.00%

## 1ST QUARTER RESULTS 2013

	Ioannina Development of Shopping Centres, SA	Athens(Greece)	100.00%	50.00%	100.00%	50.00%
	La Farga - Shopping Centre, SL	Madrid (Spain)	100.00%	12.48%	100.00%	12.48%
1)	Land Retail, BV	Amsterdam (The Netherlands)	100.00%	50.00%	-	-
	Larissa Development of Shopping Centres, SA	Athens(Greece)	100.00%	25.00%	100.00%	25.00%
	LCC - Leiriashopping - Centro Comercial, SA	Maia	100.00%	23.75%	100.00%	23.75%
	Le Terrazze - Shopping Centre 1, Srl	Milan (Italy)	50.00%	25.00%	50.00%	25.00%
	Loop 5 - Shopping Centre GmbH	Dusseldorf (Germany)	50.00%	25.00%	50.00%	25.00%
	Loureshopping - Centro Comercial, SA	Maia	50.00%	11.88%	50.00%	11.88%
	Luz del Tajo - Centro Comercial, SA	Madrid (Spain)	100.00%	25.05%	100.00%	25.05%
	Luz del Tajo, BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
	Madeirashopping - Centro Comercial, SA	Funchal (Madeira)	50.00%	12.53%	50.00%	12.53%
	Maiashopping - Centro Comercial, SA	Maia	100.00%	25.05%	100.00%	25.05%
	Münster Arkaden, BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
	Norte Shopping Retail and Leisure Centre, BV	Amsterdam (The Netherlands)	50.00%	12.53%	50.00%	12.53%
	Norteshopping - Centro Comercial, SA	Maia	100.00%	12.53%	100.00%	12.53%
	Pantheon Plaza BV	Amsterdam (The Netherlands)	50.00%	25.00%	50.00%	25.00%
	Paracentro - Gestão de Galerias Comerciais, SA	Maia	100.00%	50.00%	100.00%	50.00%
	Park Avenue Development of Shopping Centers, SA	Athens(Greece)	100.00%	25.00%	100.00%	25.00%
	Parque Atlântico Shopping - Centro Comercial SA	Ponta Delgada (Azores)	50.00%	12.53%	50.00%	12.53%
	Parque D. Pedro 1, BV Sarl	Luxembourg	100.00%	25.00%	100.00%	25.00%
	Parque de Famalicão - Empreendimentos Imobiliários, SA	Maia	100.00%	50.00%	100.00%	50.00%
	Parque Principado, SL	Madrid (Spain)	50.00%	12.53%	50.00%	12.53%
	Pátio Boavista Shopping, Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
	Pátio Goiânia Shopping, Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
	Pátio Londrina Empreendimentos e Participações, Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
	Pátio Penha Shopping, Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
	Pátio São Bernardo Shopping Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
	Pátio Sertório Shopping Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
	Pátio Uberlândia Shopping Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
	Plaza Eboli - Centro Comercial, SA	Madrid (Spain)	100.00%	50.00%	100.00%	50.00%
	Plaza Eboli, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Plaza Mayor Holding, SGPS, SA	Maia	100.00%	25.05%	100.00%	25.05%
	Plaza Mayor Parque de Ócio, BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
	Plaza Mayor Parque de Ócio, SA	Madrid (Spain)	100.00%	25.05%	100.00%	25.05%
	Plaza Mayor Shopping, BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
	Plaza Mayor Shopping, SA	Madrid (Spain)	100.00%	25.05%	100.00%	25.05%

# 1ST QUARTER RESULTS 2013

	PORTCC – Portimãoshopping – Centro Comercial, SA	Maia	50.00%	11.88%	50.00%	11.88%
2)	Project 4, Srl	Milan (Italy)	100.00%	50.00%	100.00%	50.00%
	Project SC 1, BV	Amsterdam (The Netherlands)	50.00%	25.00%	50.00%	25.00%
	Project SC 2, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra 10 BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra 11, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra 12, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra 2, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra 6, BV	Amsterdam (The Netherlands)	50.00%	25.00%	50.00%	25.00%
	Project Sierra 8 BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
	Project Sierra Four SA	Bucharest (Romania)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Germany 2 (two), Shopping Centre GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Germany 3 (three), Shopping Centre, GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Germany 4 (four), Shopping Centre, GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
2)	Project Sierra Italy 2 - Development of Shopping Centres, Srl	Milan (Italy)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Spain 1, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Spain 2 - Centro Comercial, SA	Madrid (Spain)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Spain 2, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Spain 3, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Spain 7 - Centro Comercial, SA	Madrid (Spain)	100.00%	50.00%	100.00%	50.00%
	Project Sierra Two Srl	Bucharest (Romania)	100.00%	50.00%	100.00%	50.00%
	Rio Sul – Centro Comercial, SA	Lisbon	50.00%	11.88%	50.00%	11.88%
	River Plaza BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	River Plaza Mall, Srl	Bucharest (Romania)	100.00%	50.00%	100.00%	50.00%
3)	Parklake Shopping, Srl	Bucharest (Romania)	50.00%	25.00%	50.00%	25.00%
	S.C. Microcom Doi Srl	Bucharest (Romania)	100.00%	50.00%	100.00%	50.00%
	SC Aegean, BV	Amsterdam (The Netherlands)	50.00%	25.00%	50.00%	25.00%
	SC Mediterranean Cosmos, BV	Amsterdam (The Netherlands)	50.00%	12.53%	50.00%	12.53%
	Serra Shopping – Centro Comercial, SA	Covilhã	50.00%	11.88%	50.00%	11.88%
	Shopping Centre Colombo Holding, BV	Amsterdam (The Netherlands)	50.00%	12.53%	50.00%	12.53%
	Shopping Centre Parque Principado, BV	Amsterdam (The Netherlands)	100.00%	25.05%	100.00%	25.05%
	Sierra Air Retail BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
	Sierra Brazil 1, BV	Amsterdam (The Netherlands)	100.00%	25.00%	100.00%	25.00%
	Sierra Central, S.A.S.	Santiago de Cali(Colombia)	50.00%	25.00%	50.00%	25.00%
	Sierra Cevital Shopping Center, Spa	Argelia	49.00%	24.50%	49.00%	24.50%

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Sierra Corporate Services Holland, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Sierra Development of Shopping Centres Greece, SA	Athens(Greece)	100.00%	50.00%	100.00%	50.00%
Sierra Developments Holding, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Sierra Developments, SGPS, SA	Maia	100.00%	50.00%	100.00%	50.00%
Sierra Enplanta, Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
Sierra European Retail Real Estate Assets Holdings, BV	Amsterdam (The Netherlands)	50.10%	25.05%	50.10%	25.05%
Sierra Germany GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
Sierra GP, Limited	Guernesey (U.K.)	100.00%	50.00%	100.00%	50.00%
Sierra Investimentos Brasil Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
Sierra Investments (Holland) 1, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Sierra Investments (Holland) 2, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Sierra Investments Holding, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Sierra Investments SGPS, SA	Maia	100.00%	50.00%	100.00%	50.00%
Sierra Italy Holding, BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Sierra Italy, Srl	Milan (Italy)	100.00%	50.00%	100.00%	50.00%
Sierra Management, SGPS, SA	Maia	100.00%	50.00%	100.00%	50.00%
Sierra Portugal, SA	Lisbon	100.00%	50.00%	100.00%	50.00%
Sierra Property Management Greece, SA	Athens(Greece)	100.00%	50.00%	100.00%	50.00%
Sierra Romania Shopping Centers Services, SRL	Bucharest (Romania)	100.00%	50.00%	100.00%	50.00%
Sierra Solingen Holding GmbH	Dusseldorf (Germany)	100.00%	50.00%	100.00%	50.00%
Sierra Spain - Shopping Centers Services, SL	Madrid (Spain)	100.00%	50.00%	100.00%	50.00%
Sierra Spain 2 Services, SA	Madrid (Spain)	100.00%	50.00%	100.00%	50.00%
Solingen Shopping Center GmbH	Dusseldorf (Germany)	50.00%	25.00%	50.00%	25.00%
Sonae Sierra Brasil, SA	São Paulo (Brazil)	66.65%	16.66%	66.65%	16.66%
Sonae Sierra Brazil, BV Sarl	Luxembourg	50.00%	25.00%	50.00%	25.00%
Sonae Sierra, SGPS, SA	Maia	50.00%	50.00%	50.00%	50.00%
SPF - Sierra Portugal	Luxembourg	100.00%	50.00%	100.00%	50.00%
SPF - Sierra Portugal Real Estate, Sarl	Luxembourg	47.50%	23.75%	47.50%	23.75%
Torre Ocidente - Imobiliária, SA	Maia	50.00%	12.50%	50.00%	12.50%
Unishopping Administradora, Ltda	São Paulo (Brazil)	100.00%	16.66%	100.00%	16.66%
Unishopping Consultoria Imobiliária, Ltda	São Paulo (Brazil)	99.98%	16.66%	99.98%	16.66%
Valecenter, Srl	Milan (Italy)	100.00%	25.05%	100.00%	25.05%
Via Catarina - Centro Comercial, SA	Maia	50.00%	12.53%	50.00%	12.53%
Vuelta Omega, S.L.	Madrid (Spain)	100.00%	12.53%	100.00%	12.53%
Weierstadt Shopping BV	Amsterdam (The Netherlands)	100.00%	50.00%	100.00%	50.00%
Zubiarte Inversiones Inmobiliarias, SA	Madrid (Spain)	49.83%	12.48%	49.83%	12.48%



## Telecommunications

Infosystems – Sociedade de Sistemas de Informação, S.A.	Luanda (Angola)	50.00%	27.33%	50.00%	27.28%
SIRS – Sociedade Independente de Radiodifusão Sonora, SA	Porto	45.00%	24.59%	45.00%	24.56%
SSI Angola, S.A.	Luanda (Angola)	100.00%	27.33%	100.00%	27.28%
Unipress - Centro Gráfico, Lda	Vila Nova de Gaia	50.00%	27.33%	50.00%	27.28%
ZOPT, SGPS, SA	Porto	50.00%	27.33%	50.00%	50.00%

## Investment Management

Equador & Mendes - Agência de Viagens e Turismo, Lda	Lisbon	50.00%	37.50%	50.00%	37.50%
Marcas do Mundo - Viagens e Turismo, Sociedade Unipessoal, Lda	Lisbon	50.00%	50.00%	50.00%	50.00%
Movimentos Viagens - Viagens e Turismo, Sociedade Unipessoal, Lda	Lisbon	50.00%	50.00%	50.00%	50.00%
Nova Equador Internacional, Agência de Viagens e Turismo, Lda	Lisbon	50.00%	50.00%	50.00%	50.00%
Nova Equador P.C.O. e Eventos, Sociedade Unipessoal, Lda	Lisbon	50.00%	50.00%	50.00%	50.00%
Raso SGPS, SA	Lisbon	50.00%	50.00%	50.00%	50.00%
Raso - Viagens e Turismo, SA	Lisbon	50.00%	50.00%	50.00%	50.00%
Viagens y Turismo de Geotur España, S.L.	Madrid (Spain)	50.00%	50.00%	50.00%	50.00%

- 1) Company created during the period;
- 2) Company liquidated during the period;
- 3) Ex- S.C. Caelum Development Srl.

## 5.2 Associated companies

Company	Head Office	Percentage of capital held			
		31 March 2013		31 December 2012	
		Direct	Total	Direct	Total
<b>Retail</b>					
Sempre a Postos - Produtos Alimentares e Utilidades, Lda	Lisbon	25,00%	25,00%	25,00%	25,00%
Mundo Vip - Operadores Turísticos, SA	Lisbon	33,34%	33,34%	33,34%	33,34%

Jointly controlled companies and associated companies were included in the consolidated financial statements by the equity method.

## 1ST QUARTER RESULTS 2013

The value of investments in jointly controlled entities and associated companies can be analysed as follows:

COMPANY	31 March 2013	31 December 2012
<b>Shopping Centres</b>		
Sonae Sierra SGPS, SA (consolidated)	442,893,277	448,355,598
<b>Telecommunications</b>		
Unipress - Centro Gráfico, Lda	496,181	453,620
Infosystems – Sociedade de Sistemas de Informação, S.A.	75,572	1,003
SIRS - Sociedade Independente de Radiodifusão Sonora, SA	-	-
SSI Angola, S.A.	-	-
ZOPT, SGPS, S.A.	25,000	25,000
<b>Investment Management</b>		
Raso SGPS, SA (consolidated)	6,314,189	6,713,236
<b>Investments in joint ventures</b>	<b>449,804,219</b>	<b>455,548,457</b>
<b>Retail</b>		
Sempre a Postos - Produtos Alimentares e Utilidades, Lda	817,114	897,831
Mundo Vip - Operadores Turísticos, SA	-	-
<b>Investment in associated</b>	<b>817,114</b>	<b>897,831</b>
<b>Total</b>	<b>450,621,333</b>	<b>456,446,288</b>

The aggregated values of main financial indicators of jointly controlled entities and associated companies are as follows:

	Assets		Liabilities	
	31 March 2013	31 December 2012	31 March 2013	31 December 2012
Retail	11,426,439	12,966,266	10,742,988	11,959,946
Shopping Centres	3,814,486,524	3,608,333,536	2,374,513,269	2,235,848,486
Telecommunications	5,921,630	6,162,864	4,729,554	5,089,640
Investment Management	69,123,936	65,247,647	40,074,300	35,392,945
<b>Total</b>	<b>3,900,958,529</b>	<b>3,692,710,313</b>	<b>2,430,060,111</b>	<b>2,288,291,017</b>

	Income		Expenses	
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
Retail	13,561,500	21,227,959	13,288,834	21,385,924
Shopping Centres	98,414,184	74,166,313	75,482,331	53,271,003
Telecommunications	1,080,661	997,156	903,010	871,666
Investment Management	12,581,308	83,390,370	13,386,375	87,707,242
<b>Total</b>	<b>125,637,653</b>	<b>179,781,798</b>	<b>103,060,550</b>	<b>163,235,835</b>

During the periods ended as at 31 March 2013 and 2012 movements in Investments in jointly controlled entities and associated companies are made up as follows:

	31 March 2013			31 March 2012		
	Proportion on equity	Goodwill	Total investment	Proportion on equity	Goodwill	Total investment
<b>Investments</b>						
Balance as at 1 January	379,191,284	77,255,004	456,446,288	358,778,934	175,355,155	534,134,089
Equity method						
Share of result in jointly controlled entities and associated companies	5,880,936	-	5,880,936	6,407,484	-	6,407,484
Distributed dividends	-	-	-	(10,567,050)	-	(10,567,050)
Effect in equity capital and non-controlling interests	(11,705,891)	-	(11,705,891)	(1,540,581)	14,951	(1,525,630)
	<b>373,366,329</b>	<b>77,255,004</b>	<b>450,621,333</b>	<b>353,078,787</b>	<b>175,370,106</b>	<b>528,448,893</b>

The effect on equity is mainly the result of currency translation figures of companies with a functional currencies different from euro.

## 6 GROUP COMPANIES, JOINTLY CONTROLLED COMPANIES AND ASSOCIATED COMPANIES EXCLUDED FROM CONSOLIDATION AND OTHER NON-CURRENT INVESTMENTS

Group companies, jointly controlled companies and associated companies excluded from consolidation and other non-current investments, their head offices, percentage of share capital held and book value as at 31 March 2013 and 31 December 2012 are as follows:

COMPANY	Head Office	Percentage of capital held				Book value	
		31 March 2013		31 December 2012		31 March 2013	31 December 2012
		Direct	Total	Direct	Total		
<b>Retail</b>							
Dispar - Distrib. de Participações, SGPS, SA	Lisbon	7.14%	7.14%	7.14%	7.14%	9,976	9,976
Inscó - Insular de Hipermerc., SA	Ponta Delgada	10.00%	10.00%	10.00%	10.00%	748,197	748,197
<b>Telecommunications</b>							
Lusa - Agên. de Notícias de Portugal, SA	Lisbon	1.38%	0.75%	1.38%	0.75%	197,344	197,344
<b>Investment Management</b>							
Cooper Gay Swett & Crawford Ltd	London	9.72%	4.86%	9.72%	4.86%	16,484,699	22,854,831
Other investments						37,183,869	36,067,375
Total (Note 9)						54,624,085	59,877,723

As at 31 March 2013 the caption "Other investments" includes 33,716,303 euro (33,716,476 euro at 31 December 2012) related to deposited amounts on an Escrow Account which are invested in investments funds with superior rating and guarantee contractual liabilities assumed by Sonae Investimentos which may arise from the sale of Sonae Distribuição Brasil, S.A. and for which provisions were recorded in the applicable situations (Note 22).

Although in accordance with the deadlines contractually established, the Escrow Account should have already been released by the buyer, that didn't happen as there are some points of disagreement on the use of the Escrow Account, namely as whether or not, to retain the Escrow Account for on-going fiscal procedures that have not yet been decided. It is the understanding of the Board of Directors, based on legal opinions of Brazilian and Portuguese lawyers that the reason attends to Sonae Investimentos.

Financial investment in Cooper Gay Sweet & Crawford, Ltd was remeasured to fair value as at 31 March 2013. The valuation of this investment is based on the assumptions considered for valuation purposes of the transaction occurred in 2012, based on EBITDA multiples supported by market multiples for listed companies operating in the insurance brokerage sector and using the relevant financial data of the company as at 31 March 2013.

During the period this investment has decreased in the amount of 6,370,132 euro (Note 10) which was recorded in equity under the caption "Fair value reserve".

## 7 TANGIBLE ASSETS

During the three months period ended at 31 March 2013 and 2012, movements in tangible assets as well as depreciation and accumulated impairment losses, are made up as follows:

	Tangible assets				
	Land and Buildings	Plant and Machinery	Others	Tangible Assets in progress	Total Tangible Assets
<b>Gross assets:</b>					
Opening balance as at 1 January 2013	1,944,250,596	2,269,285,934	392,604,946	52,690,950	4,658,832,426
Investment	500,466	1,307,571	4,675,008	23,908,579	30,391,624
Disposals	(59,410)	(8,745,431)	(1,369,224)	(251,051)	(10,425,116)
Exchange rate effect	24,282	82,976	243,430	18,751	369,439
Transfers	1,608,312	25,469,309	1,399,975	(30,099,241)	(1,621,645)
Closing balance as at 31 March 2013	1,946,324,246	2,287,400,359	397,554,135	46,267,988	4,677,546,728
<b>Accumulated depreciation and impairment losses</b>					
Opening balance as at 1 January 2013	448,370,593	1,274,180,207	333,171,848	-	2,055,722,648
Depreciation and impairment losses of the period	8,739,605	44,644,554	8,376,750	-	61,760,909
Disposals	(48,418)	(8,197,472)	(1,279,395)	-	(9,525,285)
Exchange rate effect	7,786	51,784	151,345	-	210,915
Transfers	(8,469)	(736,124)	(980,994)	-	(1,725,587)
Closing balance as at 31 March 2013	457,061,097	1,309,942,949	339,439,554	-	2,106,443,600
Carrying amount as at 31 March 2013	1,489,263,149	977,457,410	58,114,581	46,267,988	2,571,103,128
<b>Tangible assets</b>					
	Land and Buildings	Plant and Machinery	Others	Tangible Assets in progress	Total Tangible Assets
	Tangible assets				
<b>Gross assets:</b>					
Opening balance as at 1 January 2012	1,943,600,538	2,189,684,537	383,352,333	64,547,668	4,581,185,076
Investment	1,570,729	2,732,907	3,907,832	23,456,158	31,667,626
Disposals	(98,763)	(19,909,468)	(2,391,379)	(346,080)	(22,745,690)
Exchange rate effect	5,586	(14,366)	(11,670)	(1,504)	(21,954)
Transfers	2,916,620	20,024,180	2,132,693	(25,930,995)	(857,502)
Closing balance as at 31 March 2012	1,947,994,710	2,192,517,790	386,989,809	61,725,247	4,589,227,556
<b>Accumulated depreciation and impairment losses</b>					
Opening balance as at 1 January 2012	414,752,961	1,178,263,851	315,761,368	-	1,908,778,180
Depreciation and impairment losses of the period	9,196,632	40,234,724	9,014,531	-	58,445,887
Disposals	(42,998)	(15,840,005)	(2,271,518)	-	(18,154,521)
Exchange rate effect	(441)	(6,992)	(15,853)	-	(23,286)
Transfers	20	(46,927)	(29,544)	-	(76,451)
Closing balance as at 31 March 2012	423,906,174	1,202,604,651	322,458,984	-	1,948,969,809
Carrying amount as at 31 March 2012	1,524,088,536	989,913,139	64,530,825	61,725,247	2,640,257,747

The increases that occurred during the periods ended at 31 March 2013 and 2012 included, approximately, 9.2 million euro (13.6 million euro in 31 March 2012) relating to assets associated with the UMTS operation (Universal Mobile Telecommunications Service), HSDPA (Kangaroo Express), GSM (Global Standard for Mobile Communications), GPRS (General Packet Radio Service), FTTH (Fibre-to-the-Home) and LTE (Long Term Evolution), some of which are associated with on-going projects, so it remains registered in "Tangible assets in progress".

At 31 March 2012, disposals include the sale of a set of assets related with 2G, 3G and Micro-Wave network. These disposals did not generate significant capital gains.

## 1ST QUARTER RESULTS 2013

Major amounts included in the caption "Tangible assets in progress", refer to the following projects:

	31 March 2013	31 March 2012
Refurbishment and expansion of stores in the retail businesses located in Portugal	18,914,579	13,538,648
Refurbishment and expansion of stores in the retail businesses located in Spain	354,685	2,082,704
Projects of "Continente" stores for which advance payments were made	8,274,617	9,185,528
Deployment of fixed and mobile network	14,833,294	30,207,793
Others	3,890,813	6,710,574
	<u>46,267,988</u>	<u>61,725,247</u>

## 8 INTANGIBLE ASSETS

During the three month period ended at 31 March 2013 and 2012, movements in intangible assets as well as depreciation and accumulated impairment losses, are made up as follows:

	Intangible assets			
	Patents and other similar rights	Others	Intangible assets in progress	Total Intangible Assets
<b>Gross assets:</b>				
Opening balance as at 1 January 2013	574,470,896	548,119,686	44,117,440	1,166,708,022
Investment	6,029,137	320,089	8,264,640	14,613,866
Disposals	-	(3,082)	(215,965)	(219,047)
Exchange rate effect	5,241	1,789,922	194	1,795,357
Transfers	96,844	2,179,649	(4,415,206)	(2,138,713)
Closing balance as at 31 March 2013	<u>580,602,118</u>	<u>552,406,264</u>	<u>47,751,103</u>	<u>1,180,759,485</u>
<b>Accumulated depreciation and impairment losses</b>				
Opening balance as at 1 January 2013	205,977,682	398,275,118	-	604,252,800
Depreciation and impairment losses of the period	10,624,323	10,242,466	-	20,866,789
Disposals	-	(2,584)	-	(2,584)
Exchange rate effect	1,339	622,457	-	623,796
Transfers	(27,686)	(1,162,714)	-	(1,190,400)
Closing balance as at 31 March 2013	<u>216,575,658</u>	<u>407,974,743</u>	<u>-</u>	<u>624,550,401</u>
Carrying amount as at 31 March 2013	<u>364,026,460</u>	<u>144,431,521</u>	<u>47,751,103</u>	<u>556,209,084</u>
<b>Intangible assets</b>				
	Patents and other similar rights	Others	Intangible assets in progress	Total Intangible Assets
<b>Gross assets:</b>				
Opening balance as at 1 January 2012	461,394,359	512,244,173	134,955,822	1,108,594,354
Investment	6,848,564	352,035	7,832,063	15,032,662
Disposals	(6,253,388)	(22,005)	(94,034)	(6,369,427)
Exchange rate effect	3,179	(240,392)	180	(237,033)
Transfers	118,832	11,201,343	(9,672,927)	1,647,248
Closing balance as at 31 March 2012	<u>462,111,546</u>	<u>523,535,154</u>	<u>133,021,104</u>	<u>1,118,667,804</u>
<b>Accumulated depreciation and impairment losses</b>				
Opening balance as at 1 January 2012	171,505,301	357,307,264	-	528,812,565
Depreciation and impairment losses of the period	10,809,707	11,311,624	-	22,121,331
Disposals	(6,248,168)	(927)	-	(6,249,095)
Exchange rate effect	94	(106,984)	-	(106,890)
Transfers	-	3,099	-	3,099
Closing balance as at 31 March 2012	<u>176,066,934</u>	<u>368,514,076</u>	<u>-</u>	<u>544,581,010</u>
Carrying amount as at 31 March 2012	<u>286,044,612</u>	<u>155,021,078</u>	<u>133,021,104</u>	<u>574,086,794</u>

Under the agreed terms resulting from the grant of the UMTS License, Optimus – Comunicações, S.A., committed to contribute to the promotion and development of an 'Information Society' in Portugal. The total amount of the obligations assumed arose to 274 million euro which will have to be realised until the end of 2015.

In accordance with the Agreement established on 5 June 2007 with the Ministry of Public Works, Transportation and Communications (MOPTC), part of these commitments, up to 159 million euro, would be realised through own projects eligible as contributions to the 'Information Society' which will be incurred under the normal course of Optimus – Comunicações, S.A.'s business (investments in network and technology, if not directly related with the accomplishment of other obligations inherent to the attribution of the UMTS License, and activities of research, development and promotion of services, contents and applications). These own projects must be recognised by the MOPTC and by entities created specifically for this purpose. At 31 March 2013, the total amount was already incurred and validated by the above referred entities, so, at this date, there are no additional responsibilities related to these commitments. These charges were recorded in the attached financial statements at the moment the projects were carried out and the estimated costs became known.

The remaining commitments, up to 116 million euro, has been realised, as agreed between Optimus – Comunicações S.A. and MOPTC, through contributions to the "Iniciativas E" project (modem offers, discounts on tariffs, cash contributions, among others, assigned to the widespread use of broadband internet for students and teachers). These contributions are made through the "Fund for the Information Society", now known as the "Fundação para as Comunicações Móveis" (Foundation for Mobile Communications), established by the three mobile operators with businesses in Portugal. All responsibility is recognised as an additional cost of UMTS license, against an entry in the captions "Other non-current liabilities" and "Other current liabilities". Thus, at 31 March 2013, all the responsibilities with such commitments are fully recorded in the attached consolidated financial statements.

Intangible assets as at 31 March 2013, include an amount of approximately 110 million euro, corresponding to the current value of future payments related with the acquisition of rights of use for frequency (spectrum) bands of 800 MHz, 1800 MHz and 2600 MHz, which will be used to develop 4th generation services (LTE - Long Term Evolution). The payable amount totals 113 million euro. In January 2012 an amount of 83 million euro and in January 2013 an amount of 6 million euro were already paid. The remaining amount can be paid in four annual instalments of 6 million euro, having the company, at each annual payment, the option to anticipate the payment of the amount in debt. During the year ended 31 December 2012, considering the availability of LTE (Long Term Evolution) technology (although subject to restrictions in some areas of the country) and the subsequent launching the commercial operation, a fraction of the present value of future payments related to the acquisition of rights of use for 4th generation frequencies services was transferred from work in progress (92.9 million euro) and the amortization was started, for an estimated period until 2041.

At 31 March 2013 and 2012, the Group kept recorded under the heading 'Intangible assets – brands and contents' the amounts of 168,723,687 euro and 177,899,536 euro, respectively, that correspond to the investments net of depreciations made in the development of the UMTS network, including: (i) 53,255,114 euro (2012: 56,255,402 euro) related to the license; (ii) 17,794,486 euro (2012: 18,796,992 euro) related to the agreement signed in 2002 between Oni Way and the other three mobile telecommunication operators with activity in Portugal; (iii) 5,465,224 euro (2012: 5,773,124 euro) related to a contribution to the 'Fundação para as Comunicações Móveis', established in 2007, under an agreement entered with 'MOPCT' and the three mobile telecommunication operators in Portugal; and (iv) 87,658,716 euro (2012: 92,267,526 euro) related with the programme 'Initiatives E', these last two associated to the commitments assumed by the Group in relation to the 'Information Society'.

The caption 'Brands and patents and other rights' includes also an amount of about 12.2 million euro (2012: 17.5 million euro) that corresponds to the costs incurred for customers' loyalty contracts, from the subsidiary Optimus.

Additionally, this heading also includes the fair value attributed to a group of brands with indefinite useful lives, among which the "Continente" brand, 75,000,000 euro (the same amount as at 2012).

## 9 GOODWILL

During the three months period ended at 31 March 2013 and 2012 movements in goodwill, as well as in corresponding impairment losses, were made up as follows:

	31 March 2013	31 March 2012
Gross value		
Opening balance	664,502,705	664,766,628
Increases	348,808	-
Transfers	-	(123,736)
Exchange rate effect	1,885,618	(242,962)
Closing balance	666,737,131	664,399,930
Accumulated impairment losses		
Opening balance	6,274,655	4,953,135
Increases	-	-
Closing balance	6,274,655	4,953,135
Carrying amount	660,462,476	659,446,795

## 10 OTHER INVESTMENTS

During the three months period ended 31 March 2013 and 2012 movements in other investments were made up as follows:

	31 March 2013		31 March 2012	
	Non-current	Current	Non-current	Current
Investments in group companies, jointly controlled companies or associated companies excluded from consolidation				
Opening balance	164,090	-	164,090	-
Transfers	-	-	-	-
Closing balance as at 31 March	164,090	-	164,090	-
Accumulated impairment losses	-	-	-	-
	164,090	-	164,090	-
Other investments:				
Fair value (net of impairment losses) as at 1 January	59,713,633	881,581	40,776,747	3,064,149
Acquisitions in the period	1,525,339	26,322	600,484	70,071
Disposals in the period	(408,845)	(864,492)	(4,495,299)	(480,750)
Increase/(Decrease) in fair value	(6,370,132)	-	-	-
Fair value (net of impairment losses) as at 31 March	54,459,995	43,411	36,881,932	2,653,470
Other Investments (Note 6)	54,624,085	43,411	37,046,022	2,653,470
Derivative financial instruments (Note 18)				
Fair value as at 1 January	-	30,341	-	2,797,069
Increase/(Decrease) in fair value	-	1,359,305	-	(2,644,936)
Fair value as at 31 March	-	1,389,646	-	152,133
	54,624,085	1,433,057	37,046,022	2,805,603

The amount of decrease in fair value in the caption "Other non-current investments" is related to the measurement at fair value of the investment in Cooper Gay Sweet & Crawford (Note 6).

The financial investments in group companies, jointly controlled companies or associated companies excluded from consolidation are recorded at the acquisition cost net of impairment losses. It is Sonae understanding that no reliable fair value estimate could be made as there is no market data available for these investments. The heading of "Other non-current investments" includes 3,142,575 euro (3,157,328 euro as at 31 March 2012) of investments recorded at the cost net of impairment losses for the same reasons.

The investments available for sale are net of impairment losses (Note 22) amounting to 86,212 euro (94,298 euro as at 31 March 2012).

Under the caption other non-current financial investments it is recorded an amount of 33,716,303 euro related to deposited amounts on an Escrow Account (Note 5).

## 11 OTHER NON - CURRENT ASSETS

As at 31 March 2013 and 31 December 2012, other non-current assets are detailed as follows:

	31 March 2013			31 December 2012		
	Gross Value	Accumulated impairment losses	Carrying Amount	Gross Value	Accumulated impairment losses	Carrying Amount
Loans granted to related parties	1,663,014	(1,000,000)	663,014	10,001,942	(1,000,000)	9,001,942
Trade accounts receivable and other debtors						
Legal deposits	1,031,317	-	1,031,317	973,963	-	973,963
Recognition of an amount receivable from Carrefour	9,959,460	-	9,959,460	9,468,476	-	9,468,476
Cautions	5,873,848	-	5,873,848	5,919,711	-	5,919,711
Others	500,406	-	500,406	1,948,869	-	1,948,869
	<u>17,365,031</u>	<u>-</u>	<u>17,365,031</u>	<u>18,311,019</u>	<u>-</u>	<u>18,311,019</u>
Reinsurer's share of technical provisions	20,374,777	-	20,374,777	22,126,693	-	22,126,693
Other non-current assets	368,110	-	368,110	91,661	-	91,661
	<u>39,770,932</u>	<u>(1,000,000)</u>	<u>38,770,932</u>	<u>50,531,315</u>	<u>(1,000,000)</u>	<u>40,529,373</u>

As a result of the agreements signed in 2005 by the former subsidiary - Sonae Distribuição Brazil, SA (sold to Wal-Mart in 2005) with Carrefour Comércio e Indústria Ltda, Sonae assumed responsibility to compensate Carrefour for the expenses that would arise from the 10 stores licensing process, in the Brazilian state of São Paulo, that were sold to that entity. During 2010, Carrefour triggered a bank warranty "on first demand" amounting to 25,340,145.80 Brazilian real (approximately 10 million euro) for alleged expenses incurred with the mentioned stores and that, allegedly, arose from the need to remedy deficiencies cited by competent authorities for the licensing process. However no evidence of those expenses were presented to Sonae, or proof of the necessity of carrying out such costs for the licensing process as established on the mentioned agreements.

It is the understanding of the Board of Directors and the Group attorneys that the amount paid will be recovered. The company already established legal proceedings against Carrefour Comércio e Indústria, Ltda. to recover the above mentioned amount. It's the Board of Directors and the Group attorneys understanding that the above mentioned amount is recoverable, since Carrefour has never proved the existence of the costs that it claims and which validate the usage of the above mentioned warranty, or through the warranty expiration date (according with Brazilian law).

According to Group attorneys, the amount improperly received by Carrefour for which a reimbursement will be requested (25,340,145.80 Brazilian real), will earn interests at the SELIC rate, and it is expected that the legal process will last up to 7 years.



## 12 TRADE ACCOUNTS RECEIVABLE AND OTHER CURRENT ASSETS

As at 31 March 2013 and 31 December 2012, trade account receivable and other current assets are detailed as follows:

	31 March 2013	31 December 2012
Trade accounts receivable	245,679,252	256,547,648
Taxes recoverable	71,991,717	74,942,868
Granted loans to related companies	6,468,606	7,947,797
Other debtors		
Trade creditors - debtor balances	34,950,546	30,250,465
Disposal of financial investments	-	20,535,907
Special regime for payment of tax and social security debts	12,047,569	12,047,569
TRS related to own shares (Note 15)	-	12,693,574
"Iniciativas E" program	10,780,465	10,918,467
Dividends to be received of jointly controlled companies	10,567,050	10,567,050
Reinsurance operations	2,102,645	6,638,468
Vouchers and gift cards	1,148,006	2,231,940
Advances to agents	2,013,466	1,479,606
Advances to suppliers	4,566,819	1,406,353
VAT recoverable on real estate assets	1,143,779	1,143,779
Accounts receivable from the disposal of fixed assets	692,060	914,767
Exchange of equipment	453,116	805,280
Other current assets	17,663,808	14,072,095
	<u>98,129,329</u>	<u>125,705,320</u>
Other current assets		
Invoices to be issued	57,051,699	54,632,025
Commercial discounts	32,881,396	30,687,590
Prepayments of external supplies and services	27,844,933	24,864,876
Prepayments - Rents	6,626,376	6,459,176
Commissions to be received	1,478,108	1,926,548
Insurance indemnities	7,506,031	7,423,141
Other current assets	12,464,420	13,917,189
	<u>145,852,963</u>	<u>139,910,545</u>
Accumulated impairment losses in receivables accounts (Note 22)	<u>(90,167,610)</u>	<u>(101,205,188)</u>
	<u>477,954,257</u>	<u>503,848,990</u>

## 13 DEFERRED TAX

Deferred tax assets and liabilities as at 31 March 2013 and 31 December 2012 can be detailed as follows, split between the different types of temporary differences:

	Deferred tax assets		Deferred tax liabilities	
	31 March 2013	31 December 2012	31 March 2013	31 December 2012
Difference between fair value and acquisition cost	3,914,608	3,914,608	39,267,276	38,686,766
Amortisation and depreciation	6,604,797	6,690,907	69,298,595	68,360,997
Provisions and impairment losses not accepted for tax purposes	47,451,292	50,059,893	-	89,711
Write off of tangible and intangible assets	33,224,914	34,731,470	-	-
Write off of deferred costs	11,812,308	13,516,992	1,159,359	1,159,359
Valuation of hedging derivatives	6,715	107,198	459,236	48,946
Temporary differences arising from the securitization of receivable operation	2,415,000	3,220,000	-	-
Amortisation of goodwill for tax purposes	-	-	24,081,055	23,732,055
Deferred costs related with loyalty contracts	-	-	602,922	995,025
Revaluation of tangible assets	-	-	1,704,164	1,737,802
Tax losses carried forward	110,260,255	100,082,810	-	-
Reinvested capital gains/(losses)	-	-	967,929	1,000,609
Tax benefits	10,778,743	9,709,216	-	-
Others	3,175,742	2,685,397	1,323,459	1,132,330
	<u>229,644,374</u>	<u>224,718,491</u>	<u>138,863,995</u>	<u>136,943,600</u>

## 1ST QUARTER RESULTS 2013

In accordance with the tax statements and tax estimates presented by companies that recorded deferred tax assets arising from tax losses carried forward, as at 31 March 2013 and 31 December 2012, and using exchange rates effective at that time, tax losses carried forward can be summarised as follows:

	31 March 2013			31 December 2012		
	Tax losses carried forward	Deferred tax assets	Time limit	Tax losses carried forward	Deferred tax assets	Time limit
<b>With limited time use</b>						
Generated in 2007	1,223,112	305,778	2013	1,223,112	305,778	2013
Generated in 2008	1,372,919	343,230	2014	1,399,902	349,975	2014
Generated in 2009	22,657,922	5,664,480	2015	22,658,706	5,664,676	2015
Generated in 2010	99,670	24,918	2014	99,670	24,918	2014
Generated in 2011	1,201,883	300,471	2015	1,214,539	303,635	2015
Generated in 2012	87,055	21,764	2017	87,055	21,764	2017
Generated in 2013	29,422,953	7,355,738	2018	-	-	
	<u>56,065,514</u>	<u>14,016,379</u>		<u>26,682,984</u>	<u>6,670,746</u>	
<b>Without limited time use</b>	1,076,048	134,506		1,076,048	134,506	
<b>With a time limit different from the above mentioned</b>	320,093,519	96,109,370		310,915,439	93,277,558	
	<u>321,169,567</u>	<u>96,243,876</u>		<u>311,991,487</u>	<u>93,412,064</u>	
	<u>377,235,081</u>	<u>110,260,255</u>		<u>338,674,471</u>	<u>100,082,810</u>	

As at 31 March 2013 and 31 December 2012, deferred tax assets resulting from tax losses carried forward were assessed against each company's business plans, which are regularly updated, and available tax planning opportunities. Deferred tax assets have only been recorded to the extent that future taxable profits will arise which may be offset against available tax losses or against deductible temporary differences.

As at 31 March 2013 there was tax losses carried forward, for which no deferred tax assets were recognized due to uncertainties of their future use. These may be summarised as follows:

	31 March 2013			31 December 2012		
	Tax losses carried forward	Deferred tax credit	Time limit	Tax losses carried forward	Deferred tax credit	Time limit
<b>With limited time use</b>						
Generated in 2007	54,283,124	13,570,782	2013	55,856,584	13,964,147	2013
Generated in 2008	9,739,222	2,434,806	2014	9,842,086	2,460,522	2014
Generated in 2009	17,263,063	4,315,765	2015	18,025,218	4,506,304	2015
Generated in 2010	15,161,998	3,790,500	2014	15,161,998	3,790,499	2014
Generated in 2011	7,520,471	1,880,118	2015	7,520,471	1,880,118	2015
Generated in 2012	11,691,151	2,922,787	2017	11,693,227	2,923,307	2017
Generated in 2013	2,795,762	698,941	2018	-	-	
	<u>118,454,791</u>	<u>29,613,699</u>		<u>118,099,584</u>	<u>29,524,897</u>	
<b>Without limited time use</b>	28,866,665	7,448,225		36,048,907	9,941,860	
<b>With a time limit different from the above mentioned</b>	131,023,167	32,307,788		168,461,162	43,067,009	
	<u>159,889,832</u>	<u>39,756,013</u>		<u>204,510,069</u>	<u>53,008,869</u>	
	<u>278,344,623</u>	<u>69,369,712</u>		<u>322,609,653</u>	<u>82,533,766</u>	

## 14 CASH AND CASH EQUIVALENTS

As at 31 March 2013 and 31 December 2012, Cash and cash equivalents can be detailed as follows:

	31 March 2013	31 December 2012
Cash at hand	7,114,752	7,117,200
Bank deposits	227,568,764	290,568,494
Treasury applications	36,266,722	78,949,469
Cash and cash equivalents on the statement of financial position	270,950,238	376,635,163
Bank overdrafts (Note 17)	(38,996,572)	(13,267,254)
Cash and cash equivalents on the statement of cash flows	231,953,666	363,367,909

Bank overdrafts are disclosed in the statement of financial position under Current loans.

## 15 SHARE CAPITAL

As at 31 March 2013, the share capital, which is fully subscribed and paid for, is made up of 2,000,000,000 ordinary shares, which do not have the right to a fixed dividend, with a nominal value of 1 euro each.

On 15 November 2007, Sonae Holding sold, 132,856,072 Sonae Holding shares directly owned by the Company. The shares were sold in a market operation at the unit price of 2.06 euro per share and resulted on a cash inflow (net of brokerage commissions) of 273,398,877 euro.

On the same date, Sonae Investments, BV, wholly owned by Sonae Holding entered into a derivative financial instrument - Cash Settled Equity Swap - over a total of 132,800,000 Sonae Holding shares, representative of 6.64% of its share capital.

This transaction has a maximum maturity of three years and a strictly financial liquidation, without any duty or right for the Company or any of its associated companies in the purchase of these shares. This transaction allows Sonae Investments BV to totally maintain the economic exposure to the sold shares.

In this context, although legally all the rights and obligations inherent to these shares have been transferred to the buyer, Sonae Holding did not derecognize their own shares, recording a liability in the caption "Other current liabilities" (Note 21). According to the interpretation made by Sonae of the IAS 39, applied by analogy to own equity instruments, the derecognition of own shares is not allowed as Sonae maintains the risks and rewards arising on the instruments sold.

Consequently, Sonae maintains the deduction from Equity amounting to the acquisition cost of the 132,800,000 shares (138,568,275 euro), and has accounted for the consideration received for the above mentioned sale of own shares in the caption "Other non-current liabilities" (273,568,000 euro).

Due to the detach of Sonae Capital SGPS, SA, as at 4 January 2008, demerger rights attributable to the 132,800,000 Sonae SGPS, SA shares subject to the above mentioned agreement, Sonae recognized an asset measured at its' fair value. This asset has not been derecognized as Sonae also entered into a Cash Settled Equity Swap over the Sonae Capital SGPS, SA shares, and therefore a liability was recognized.

In the period from 2009 to 2013 Sonae Investments BV requested a partial cancellation of the Cash Settled Equity Swap for 9,911,419 Sonae Holding shares. Thereafter, the derivative financial instrument focused on 122,888,581 Sonae Holding shares.

## 1ST QUARTER RESULTS 2013

On 19 October 2010 Sonae Investments BV has agreed with a financial institution to extend the maturity of the Cash Settled Equity Swap over the 130,479,891 Sonae Holding's shares. The renovation is done for a maximum of 3 additional years, until November 2013 and maintains the settlement mechanism of the transaction that remains strictly cash settled. The Cash Settled Equity Swap, over shares of Sonae Capital, was not subject to extension of maturity, and Sonae acquired 16,600,000 shares in the market representing 6.6% of the capital of Sonae Capital, in result of fair value. During the year ended 31 December 2012 Sonae Capital shares were disposed.

Considering the operations mentioned above, as at 31 March 2013 the amount of the liability recorded amounts to 86,022,007 euro (84,664,905 euro as at 31 December 2012) reflecting the market value of Sonae Holding shares (Note 21).

These liabilities are adjusted at the end of each month by the effect in Sonae Holding share price, being recognized an asset/liability in order to present the right/obligation related to the cash settlement of the operation that resets monthly.

Additionally, the costs related to the "floating amount" based on Euribor 1 month are recorded in the income statement.

The value to get established on the basis of dividends distributed by Sonae is credited in equity to offset the charge of the distribution.

The number of shares taken into consideration to calculate earnings per share includes the shares referred to above as a deduction to the shares issued by the Company (Note 26).

At 31 March 2013, the following entities held more than 20% of the subscribed share capital:

Entity	%
Efanor Investimentos, SGPS, SA and subsidiaries	52.48

## 16 NON-CONTROLLING INTERESTS

Movements in Non-controlling interests during the periods ended at 31 March 2013 and 2012 are as follows:

	31 March 2013	31 March 2012
Opening balance as at 1 January	349,901,121	336,803,275
Dividends	(29,848)	(175,502)
Exchange rate effect	815,101	(176,947)
Increased shareholding by acquisitions	(9,419,407)	-
Changes in hedge and fair value reserves	31,554	(41,174)
Increase in the fair value of investments available for sale	(3,184,429)	-
Others	(5,433)	872,441
Profit for the period attributable to non controlling interests	7,515,646	7,437,684
Closing balance	345,624,305	344,719,777

## 17 LOANS

As at 31 March 2013 and 31 December 2012, Loans are made up as follows:

	31 March 2013		31 December 2012	
	Outstanding amount		Outstanding amount	
	Current	Non Current	Current	Non Current
<b>Bank loans</b>				
Sonae, SGPS, SA	1,509,627	75,000,000	1,961,683	75,000,000
Sonae Investimentos, SGPS, SA - commercial paper	117,500,000	349,500,000	28,500,000	147,500,000
Sonae Investimentos affiliated	10,000,000	65,000,000	10,000,000	65,000,000
Sonaecom SGPS, SA - commercial paper	7,000,000	30,000,000	-	30,000,000
MDS, SGPS, SA - commercial paper	-	12,400,000	1,250,000	17,400,000
Lazam, SA	-	20,233,463	-	18,863,880
Others	12,069,838	10,136,649	10,614,896	12,016,722
	148,079,465	562,270,112	52,326,579	365,780,602
Bank overdrafts (Note 14)	38,996,572	-	13,267,254	-
Up-front fees beard with the issuance of borrowings	(36,153)	(1,345,474)	(36,152)	(1,642,943)
<b>Bank loans</b>	<b>187,039,884</b>	<b>560,924,638</b>	<b>65,557,681</b>	<b>364,137,659</b>
<b>Bonds</b>				
Bonds Sonae / 05	-	-	100,000,000	-
Bonds Sonae 2007/2014	-	150,000,000	-	150,000,000
Bonds Sonae 2007/2015	-	250,000,000	-	250,000,000
Bonds Continente -7% -2015	-	200,000,000	-	200,000,000
Bonds Sonae Distribuição / 2007 / 2015	-	200,000,000	-	200,000,000
Bonds Sonae Distribuição / 2007 / 2015	155,000,000	155,000,000	155,000,000	155,000,000
Bonds Sonae Distribuição / 2009 / 2014	18,000,000	-	16,000,000	10,000,000
Bonds Sonae Investimentos / 2012 / 2017	-	170,000,000	-	170,000,000
Bonds Sonaecom / 2005/2013	150,000,000	-	150,000,000	-
Bonds Sonaecom / 2010/2013	-	-	30,000,000	-
Bonds Sonaecom / 2010/2015	-	40,000,000	-	40,000,000
Bonds Sonaecom / 2011/2015	-	100,000,000	-	100,000,000
Bonds Sonaecom / 2012/2015	-	20,000,000	-	20,000,000
Up-front fees beard with the issuance of borrowings	313,652	(7,697,510)	(179,312)	(7,055,545)
<b>Bonds</b>	<b>323,313,652</b>	<b>1,277,302,490</b>	<b>450,820,688</b>	<b>1,287,944,455</b>
<b>Other loans</b>	<b>26,973</b>	<b>90,166</b>	<b>33,466</b>	<b>90,166</b>
Derivative instruments (Note 18)	36,953	6,886,544	2,627,817	6,993,896
<b>Other loans</b>	<b>63,926</b>	<b>6,976,710</b>	<b>2,661,283</b>	<b>7,084,062</b>
Obligations under finance leases	5,432,983	26,218,819	7,037,038	27,593,734
	515,850,445	1,871,422,657	526,076,690	1,686,759,911

At 31 March 2013, Sonae has agreed lines of credit and commercial paper amounting to 1,333 million euro, out of which 453 million with firm commitments with maturity not exceeding one year and 596 million euro with firm commitments with maturity over 1 year.

Under the above mentioned lines of credit and commercial paper programs with firm commitments, Group had 488 million credit facilities available to meet its liquidity requirements.

The average interest rate as at 31 March 2013 of bonds and loans was 2.75% (2.83% at 31 December 2012).

The derivative instruments are recorded at fair value (Note 18).

The repayment schedule of the nominal value of loans can be summarised as follows:

	31 March 2013	31 December 2012
N+1 <sup>a)</sup>	515,535,993	523,664,337
N+2	403,441,396	218,237,298
N+3	994,425,346	1,147,031,249
N+4	357,899,592	202,327,938
N+5	99,865,759	101,814,617
After N+5	17,947,004	19,053,401
	2,389,115,090	2,212,128,840

- a) Includes the amounts drawn under commercial paper programs.

The maturities above were estimated in accordance with the contractual terms of the loans, and taking into account Sonae's best estimated regarding their reimbursement date.

## 18 DERIVATIVES

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### Exchange rate derivatives

Sonae uses exchange rate derivatives, essentially to hedge future cash flows.

Sonae entered into several exchange rate forwards and options in order to manage its exchange rate exposure.

As at 31 March 2013, there are no exchange rate derivatives which haven't been considered heading instruments. The fair value of exchange rate derivatives hedging instruments, calculated based on present market value of equivalent financial instruments of exchange rate, is 36,953 euro as liabilities and assets as 1,389,646 euro (953,531 euro as liabilities and 30,341 euro as assets as at 31 December 2012).

The computation of the fair value of these financial instruments was made taking into consideration the present value at statement of financial position date of the forward settlement amount in the maturity date of the contract. The settlement amount considered in the valuation, is equal to the currency notional amount (foreign currency) multiplied by the difference between the contracted forward exchange rate and the forward exchange market rate at that date as at the valuation date.

Gains and losses in the period arising from changes in the fair value of instruments that do not qualify for hedging accounting treatment were recorded directly in the income statement in the captions "Financial income" or "Financial expense".

Gains and losses for the year associated with the change in market value of derivative instruments is recorded under the caption "Hedging reserve" when considered cash flow hedging and when considered as fair value hedging are recorded under the caption "Other Operating Costs".

### Interest rate derivatives

As at 31 March 2013, derivatives used by Sonae refer essentially to swaps and interest rate options ("cash flow hedges"). These were negotiated to hedge the interest rate risk of loans amounting to 150,000,000 euro (250,000,000 euro as at 31 December 2012). The net fair value of these derivatives amounts to -6,886,544 euro (-8,668,182 euro as at 31 December 2012), and was recorded as liabilities.

The derivatives were valued considering the estimated future cash-flows, assuming that the cancellation options by the counterparties would be exercised when the forward interest rates are higher than the established fixed interest rate. Sonae intends to keep these derivatives until their maturity date, therefore, this valuation is considered to be the most appropriate to estimate the future cash flow of these instruments.

These interest rate derivatives are valued at fair value, at the statement of financial position date, based on valuations performed by Sonae using specific software and on external valuations when this software does not deal with specific instruments. The fair value of swaps was computed, as at the statement of financial position date, based on the discounted cash flow of the difference between the fixed interest rate of the fixed leg and the indexed variable interest rate inherent to the variable leg. The calculation of the fair value of options was based on the "Black-Scholes" and similar models. The estimation of future cash flows is made on the basis of quotations forward market curve are implicit in, and the respective discount to the present, is accomplished using the higher interest rate curve is representative of the market, based on information from credible sources provided by Bloomberg, amongst others. Comparative quotes from financial institutions for specific instruments or similar, are used as a benchmark for evaluation. This analysis assumes that all other variables remain constant.

### Interest rate and exchange rate derivatives

As at 31 March 2013 no contracts existed related to interest rate and exchange rate derivatives at the same time.

## Fair value of derivatives

The fair value of derivatives is detailed as follows:

	Assets		Liabilities	
	31 March 2013	31 December 2012	31 March 2013	31 December 2012
Hedging derivatives				
Exchange rate (Note 10 and 17)	1,389,646	30,341	36,953	953,531
Interest rate (Note 17)	-	-	6,886,544	8,668,182
	<u>1,389,646</u>	<u>30,341</u>	<u>6,923,497</u>	<u>9,621,713</u>

## 19 OTHER NON - CURRENT LIABILITIES

As at 31 March 2013 and 31 December 2012, "Other non-current liabilities" is detailed as follows:

	31 March 2013	31 December 2012
Shareholders loans	13,504,303	22,678,988
Fixed assets suppliers	1,664,208	1,676,708
Spectrum for 4 <sup>th</sup> Generation	16,992,600	21,602,124
"E-Initiatives" Program (Note 8)	14,618,875	13,944,247
Deferral revenue on the sale of the extended warranties	17,811,677	14,550,263
Other non-current liabilities	7,510,756	8,351,019
Accruals and deferrals	5,874,072	5,155,082
Other non-current liabilities	<u>77,976,491</u>	<u>87,958,431</u>

The caption "Shareholders loans" relates to loans in affiliated undertakings in the Retail and Investment Management operating segments. These liabilities do not have a defined vesting date and bear interests at variable market rates.

The caption "Spectrum for 4<sup>th</sup> Generation" refers to the current value of the amount to be paid in future years resulting from the allocation, to the subsidiary Optimus, of the frequency of services necessary for the development of 4<sup>th</sup> generation (Note 8).

## 20 SHARE-BASED PAYMENTS

In 2013 and in previous years, Sonae granted deferred performance bonuses to its directors and eligible employees. These are either based on shares to be acquired at nil cost or with discount, three years after they were attributed to the employee, or based on share options with the exercise price equal to the share price at the grant date, to be exercised three years later. In both cases, the acquisition can be exercised during the period commencing on the third anniversary of the grant date and the end of that year.

As at 31 March 2013, all Sonae Holding shares plans responsibilities are accounted in the statement of financial position, under "Other reserves" and in the profit and loss statement under the caption "Staff costs". They are recognized at the shares fair value on the grant date, concerning the 2013, 2012 and 2011. Share-based payments costs are recognized on a straight line basis between the grant and the settlement date.

## 1ST QUARTER RESULTS 2013

The share-based payment plans settled in cash, continue to be recorded in the statement of financial position, in the caption other liabilities and in staff costs in the income statement.

As at 31 March 2013 and 31 December 2012, the number of attributed shares related to the assumed responsibilities arising from share-based payments, which have not yet vested, can be detailed as follows:

Grant year	Vesting year	Number of participants		Number of shares			
				31 March 2013		31 December 2012	
		Sonae SGPS	Sonaeacom	Sonae SGPS	Sonaeacom	Sonae SGPS	Sonaeacom
Shares							
2010	2013	-	-	-	-	1,557,748	250,987
2011	2014	62	360	3,748,150	2,902,842	4,112,348	2,944,458
2012	2015	69	357	6,545,704	3,031,393	6,959,217	3,057,697
2013	2016	72	356	3,682,654	2,388,508	-	-
Total				13,976,508	8,322,743	12,629,313	6,253,142

As at 31 March 2013 and 31 December 2012, the fair value of total liabilities on the date of allocation arising from share-based payments, which have not yet vested, may be summarised as follows:

Grant year	Vesting year	Fair Value			
		31 March 2013		31 December 2012	
		Sonae SGPS	Sonaeacom	Sonae SGPS	Sonaeacom
2010	2013	-	-	980,992	340,736
2011	2014	2,914,953	3,223,062	1,648,023	2,543,766
2012	2015	2,511,898	1,658,096	1,195,246	1,132,112
2013	2016	2,337,309	97,147	-	-
Total		7,764,161	4,978,305	3,824,261	4,016,614

As at 31 March 2013 and 31 December 2012 the financial statements include the following amounts corresponding to the period elapsed between the date of granting and those dates for each deferred bonus plan, which have not yet vested:

	31 março 2013	31 dezembro 2012
Staff costs	1,605,920	(440,586)
Recorded in previous years	6,783,976	8,513,785
	<u>8,389,896</u>	<u>8,073,199</u>
Recorded in other liabilities	4,309,838	534,457
Recorded value in other reserves	4,080,058	7,538,742
	<u>8,389,896</u>	<u>8,073,199</u>



## 21 TRADE CREDITORS AND OTHER CURRENT LIABILITIES

As at 31 March 2013 and 31 December 2012, "Trade creditors and other current liabilities" were made up as follows:

	31 March 2013	31 December 2012
Trade creditors	898,011,990	1,221,772,727
Taxes payable	63,146,453	59,742,218
Other creditors		
Fixed asset suppliers	42,250,197	82,777,613
Related undertakings	66,274,708	452,456
Other debts	149,866,708	144,551,555
	<u>258,391,613</u>	<u>227,781,624</u>
Other current liabilities		
Tangible assets accrued costs	9,770,247	10,940,733
Holiday pay and bonuses	108,856,189	115,799,220
Interests payable	13,744,056	16,796,482
Invoices to be issued	26,163,548	30,053,910
Commissions	3,312,433	2,858,892
Marketing expenses	13,798,020	17,812,013
Information society	427,411	640,159
Other external supplies and services	48,723,491	49,041,584
Advance receipts from trade receivables	22,064,655	24,547,723
Accrued income - rents	592,069	637,896
Others	41,445,563	33,735,471
	<u>288,897,682</u>	<u>302,864,083</u>
	<u>1,508,447,738</u>	<u>1,812,160,652</u>

The caption "Other debts" includes 86,022,007 euro (84,664,905 euros as at 31 December 2012) relating to the fair value of the shares covered by Sonae Holding financial derivative referred to in Note 15.

## 22 PROVISIONS AND ACCUMULATED IMPAIRMENT LOSSES

Movements in Provisions and impairment losses over the three months period ended at 31 March 2013 and 2012 were as follows:

Caption	Balance as at 1 January 2013	Increase	Decrease	Balance as at 31 March 2013
Accumulated impairment losses on investments (Notes 5 and 10)	1,187,115	-	739	1,187,854
Accumulated impairment losses on other non-current assets (Note 11)	1,000,000	-	-	1,000,000
Accumulated impairment losses on trade account receivables and other debtors (Note 12)	101,205,190	5,549,416	(16,586,996)	90,167,610
Accumulated impairment losses on inventories	47,538,542	69,957	(6,320,725)	41,287,774
Non current provisions	114,470,445	2,797,198	(4,284,805)	112,982,838
Current provisions	2,426,809	2,608,716	(730,369)	4,305,156
	<u>266,828,101</u>	<u>11,025,287</u>	<u>(27,922,156)</u>	<u>249,931,232</u>

Caption	Balance as at 1 January 2012	Increase	Decrease	Balance as at 31 March 2012
Accumulated impairment losses on investments (Note 10)	94,406	-	(108)	94,298
Accumulated impairment losses on trade account receivables and other debtors	103,217,668	7,263,820	(15,828,069)	94,653,419
Accumulated impairment losses on inventories	46,773,559	1,856,807	(768,966)	47,861,400
Non current provisions	91,036,377	924,651	(4,584,309)	87,376,719
Current provisions	2,266,767	-	-	2,266,767
	<u>243,388,777</u>	<u>10,045,278</u>	<u>(21,181,452)</u>	<u>232,252,603</u>

As at 31 March 2013 and 31 December 2012, provisions can be analysed as follows:

	31 March 2013	31 December 2012
Technical provisions on reinsurance	22,760,929	24,410,745
Future liabilities relating to subsidiaries of retail in Brazil sold	25,690,047	24,423,571
Dismantling of telecommunication sites	14,174,689	13,983,949
Clients guarantees	18,387,509	19,316,820
Judicial claims	7,336,105	6,933,018
Others	28,938,715	27,829,151
	<u>117,287,994</u>	<u>116,897,254</u>

Impairment losses are deducted from the book value of the corresponding asset.

## 23 CONTINGENT ASSETS AND LIABILITIES

As at 31 March 2013 and 31 December 2012, major contingent liabilities were guarantees given and can be detailed as follows:

	31 March 2013	31 December 2012
Guarantees given:		
on tax claims	291,869,518	289,550,598
on judicial claims	272,296	289,988
on municipal claims	6,093,917	6,140,484
other guarantees	59,205,133	67,919,086
Guarantees provided to subsidiaries (a)	314,113,928	256,179,353

a) Guarantees given to Tax Authorities to subsidiaries to defer tax claims.

Retail segment subsidiaries of the Company, granted guarantees or securities in favour of the Portuguese Tax Administration, associated with tax claims for additional VAT payment amounting to 193.9 million euro (193.9 million euro as at 31 December 2012) related to the period from 2004 to 2008, for which the Company has presented, or has the intention of presenting, a tax appeal. Portuguese tax authorities claim that the Company should have invoiced VAT related to promotional discounts invoiced to suppliers which depend on the purchases made by the Group during the year, as it considers that the discounts correspond to services rendered by the company. Tax authorities also claim that the company should not have deducted VAT from discount vouchers used by its non-corporate clients.

The above mentioned Guarantees granted in favour of Subsidiaries, were granted by Sonae SGPS in favour of subsidiaries of Sonae Investimentos Holding. The most relevant tax claims refer to: i) 60 million euro as a result of a tax appeal presented by Sonae concerning an additional tax assessment by Tax authorities, relating to 31 December 2005, following the correction of taxable income for that period as Tax authorities did not accept the recognition of tax losses incurred after the liquidation of a subsidiary of Sonae Investimentos, since it considered that the cover of losses in that subsidiary should not be part of its acquisition cost, which is not in accordance with previous assessments of Tax Authorities; and ii) the amount of 50 million euro, following a tax appeal

presented by the Company concerning additional tax assessments made by Tax authorities, relating to 31 December 2002, which refer to the non-acceptance by Tax authorities of tax losses arising on the sale and liquidation of a subsidiary of the Group.

The caption "Guarantees given on tax claims" include:

-Guarantees granted amounting to 36 million euro in favor of Tax authorities regarding Sonae Holding 2007 income tax. Concerning these guarantees, the most significant amount relates to an increase in equity arising on the disposal of own shares to a third party in 2007. The Company has presented an appeal against this additional tax claim, being the Board of Directors understanding, based on its advisors assessment, that such appeal will be favourable.

-A granted guarantee on a tax claim of a Retail operating segment company in Brazil of approximately 25.5 million euro (65.6 million Brazilian real), which is being judged by tax court, and it refers to tax rent (65.6 million Brazilian real at 31 December 2012).

In addition to the previously disclosed guarantees, as a consequence of the sale of a subsidiary company in Brazil, Sonae guaranteed the buyer all the losses incurred by that company arising on unfavourable decisions not open for appeal, concerning tax lawsuits on transactions that took place before the sale date (13 December 2005) and that exceed 40 million euro. As at 31 March 2013, the amount claimed by the Brazilian Tax Authorities, concerning the tax lawsuits still in progress, which the company's lawyers assess as having a high probability of loss, plus the amounts already paid (26 million euro) related to programmes for the Brazilian State of tax recovery, amount to near 39.3 million euro (39.3 million euro at 31 December 2012).

Furthermore, there are other tax lawsuits totalling 61.3 million euro (61.3 million euro as at 31 December 2012) for which the Board of Directors, based on the lawyers' assessment, understands will not imply future losses to the old subsidiary.

For the year ended 31 December 2010, a subsidiary from the Telecommunications Business segment was notified of the Report of Tax Inspection, where it considers that it is inappropriate the increase, when calculating the taxable profit for the year 2008, of the amount of 100 million euro, with respect to initial price of future credits transferred to securitization. The settlement note was received on April 2011. The subsidiary was subsequently notified of the improper deduction of the amount of 20 million euro in the calculation of taxable income for the years 2009 and 2010. The subsidiary challenged the decisions regarding 2008 and 2009 fiscal years and will challenge, in time, the decision regarding 2010 fiscal year. It is confidence of the Board of Directors of Sonae that there are strong arguments to obtain a favourable decision. For this reason, the subsidiary kept the recording of deferred tax assets associated with this operation.

As at 31 March 2013, in the Telecommunications operating segment, accounts receivable from customers and accounts payable to suppliers include 37.1 million euro and 29.9 million euro, respectively, as well as the captions "Other current assets" and "Other current liabilities" include 0.4 million euro and 6.8 million euro, respectively, resulting from a dispute, between the subsidiary Optimus- Comunicações, S.A., and essentially, the operator TMN - Telecomunicações Movéis Nacionais, S.A., in relation to the interconnection tariffs not objectively defined, recorded in the year ended 31 December 2001. The group has considered the most penalizing tariffs in their consolidated financial statements. In the lower court, the decision was favourable to the Group. The "Tribunal da Relação" (Court of Appeal), on appeal, rejected the intentions of TMN. However, TMN again appealed to the "Supremo Tribunal de Justiça" (Supreme Court), for final and permanent decision, who upheld the decision of "Tribunal da Relação" (Court of Appeal), this concluding that the interconnection prices for 2001 were not defined. The settlement of outstanding amounts will depend on the price that will be established.

Following a deliberation of Board of Directors of ANACOM, at April 2012, it was applied to the Sonaecom's subsidiary Optimus, a fine of approximately 6.5 million euro, due to an alleged failure in the application of the resolutions taken by the regulators on 26 October 2005, concerning termination rates for fixed calls. The Boards of Directors of Optimus and Sonaecom understand that Optimus has always complied with that resolution. Given this, Optimus contested in court the application of that fine and is expecting that the appeal will be upheld.

No provision has been recorded to face risks arising from events related to guarantees given, as the Board of Directors considers that no liabilities will result for Sonae.

## 24 RELATED PARTIES

Balances and transactions with related parties are detailed as follows:

Transactions	Sales and services rendered		Purchases and services obtained	
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
Parent Company	38,925	37,450	136,243	73,379
Jointly controlled companies	2,641,708	2,616,486	9,019,935	8,727,835
Associated companies	6,456,702	7,418,519	325,729	637,588
Other related parties	15,452,905	14,868,593	4,445,855	4,559,450
	<u>24,590,240</u>	<u>24,941,048</u>	<u>13,927,762</u>	<u>13,998,252</u>

Transactions	Interest income		Interest expenses	
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
Parent Company	-	-	-	187,295
Jointly controlled companies	104,402	-	-	-
Associated companies	21,488	166,104	-	-
Other related parties	-	-	157,840	484,521
	<u>125,890</u>	<u>166,104</u>	<u>157,840</u>	<u>671,816</u>

Balances	Accounts receivable		Accounts payable	
	31 March 2013	31 December 2012	31 March 2013	31 December 2012
Parent Company	16,693	18,901	6,887,717	912,998
Jointly controlled companies	15,492,373	15,620,816	4,710,908	5,269,818
Associated companies	5,535,094	5,374,847	171,442	378,425
Other related parties	13,526,143	15,436,493	34,173,626	13,221,879
	<u>34,570,303</u>	<u>36,451,057</u>	<u>45,943,693</u>	<u>19,783,120</u>

Balances	Loans			
	Obtained		Granted	
	31 March 2013	31 December 2012	31 March 2013	31 December 2012
Jointly controlled companies	-	-	6,450,000	7,939,822
Associated companies	-	-	10,631	8,317,566
Other related parties	12,606,907	22,209,147	-	-
	<u>12,606,907</u>	<u>22,209,147</u>	<u>6,460,631</u>	<u>16,257,388</u>

The caption other related parties includes, Sonae Indústria, SGPS, SA and Sonae Capital, SGPS, SA affiliated, associated and jointly controlled companies, and also other shareholders of affiliated companies or jointly controlled companies of Sonae, as well as other affiliated companies of the parent company Efanor Investimentos, SGPS, SA.

## 25 INCOME TAX

As at 31 March 2013 and 2012, income tax is detailed as follows:

	31 March 2013	31 March 2012
Current tax	6,092,675	5,634,479
Deferred tax	(3,856,588)	(5,360,932)
	<u>2,236,087</u>	<u>273,547</u>

## 26 EARNINGS PER SHARE

Earnings per share for the period ended 31 March 2013 and 2012 were calculated taking into consideration the following amounts:

	31 March 2013	31 March 2012
<b>Net profit</b>		
Net profit taken into consideration to calculate basic earnings per share (consolidated profit for the period)	8,892,154	1,690,732
Effect of dilutive potential shares	-	-
Interest related to convertible bonds (net of tax)	-	-
Net profit taken into consideration to calculate diluted earnings per share	<u>8,892,154</u>	<u>1,690,732</u>
<b>Number of shares</b>		
Weighted average number of shares used to calculate basic earnings per share	1,873,070,391	1,873,159,249
Effect of dilutive potential ordinary shares from convertible bonds	-	-
Outstanding shares related with share based payments	13,976,508	17,923,600
Shares related to performance bonus that can be bought at market price	<u>(4,811,181)</u>	<u>(9,748,438)</u>
Weighted average number of shares used to calculate diluted earnings per share	<u>1,882,235,718</u>	<u>1,881,334,411</u>
<b>Earnings per share</b>		
Basic	0.004747	0.000903
Diluted	<u>0.004724</u>	<u>0.000899</u>

## 27 DIVIDENDS

In the Shareholders Annual General Meeting held on 30 April 2013, the payment of a gross dividend of 0.0331 euro per share (0.0331 euro per share in 2012) corresponding to a total of 66,200,000 euro (66,200,000 euro in 2012) was approved.

## 28 SEGMENT INFORMATION

As described with more detail in the Management Report the operating segments used by Sonae management are as follows:

- Sonae MC
- Sonae SR
- Sonae RP
- Sonaecom
- Investment Management

# 1ST QUARTER RESULTS 2013

Sonae's reportable segment information regarding the income statement in accordance with IFRS 8 can be analysed as follows:

	31 March 2013	Inter-segment income	31 March 2012	Inter-segment income
<b>Turnover</b>				
Sonae MC	773,866,993	(880,132)	743,062,433	(674,607)
Sonae SR	264,476,899	(7,682,037)	282,241,705	(9,647,887)
Sonae RP	30,524,854	(27,370,579)	29,619,967	(27,955,297)
Sonaeacom	194,134,165	(3,820,811)	202,451,513	(3,826,584)
Investment management	23,696,608	(135,210)	24,819,477	(124,755)
Eliminations and adjustments	(37,722,876)	(40,000)	(41,595,132)	(40,000)
<b>Total consolidated</b>	<b>1,248,976,643</b>	<b>(39,928,769)</b>	<b>1,240,599,963</b>	<b>(42,269,130)</b>
<b>Depreciation, provisions and impairment losses</b>				
Sonae MC	21,755,227		22,272,886	
Sonae SR	21,186,700		15,320,470	
Sonae RP	7,661,916		7,588,348	
Sonaeacom	39,083,779		40,403,936	
Investment management	2,115,651		2,087,126	
Others	232,319		131,968	
<b>Total consolidated</b>	<b>92,035,592</b>		<b>87,804,734</b>	
<b>Operational profit/(loss) (EBIT)</b>				
Sonae MC	19,644,612		11,957,610	
Sonae SR	(33,003,530)		(33,144,139)	
Sonae RP	19,553,151		19,250,258	
Sonaeacom	25,515,771		23,529,721	
Investment management	(1,793,472)		(1,069,235)	
Eliminations and adjustments	4,359,815		3,794,740	
<b>Total direct consolidated</b>	<b>34,276,347</b>		<b>24,318,955</b>	
<b>Investment (CAPEX)</b>				
	31 March 2013		31 March 2012	
Sonae MC	16,858,034		9,706,364	
Sonae SR	3,699,788		5,043,427	
Sonae RP	10,572,652		3,435,991	
Sonaeacom	24,600,000		25,600,000	
Investment management	471,358		90,026	
Eliminations and adjustments <sup>(1)</sup>	572,849		295,035	
<b>Total consolidated</b>	<b>56,774,681</b>		<b>44,170,843</b>	
<b>Invested capital</b>				
	31 March 2013		31 December 2012	
Sonae MC	609,245,132		395,111,744	
Sonae SR	348,115,698		258,068,203	
Sonae RP	1,325,211,407		1,334,747,641	
Sonaeacom	986,061,072		955,991,451	
Investment management	118,878,737		152,294,468	
Eliminations and adjustments <sup>(1)</sup>	296,559,635		388,792,687	
<b>Total consolidated</b>	<b>3,684,071,681</b>		<b>3,485,006,194</b>	
<b>Total net debt <sup>(2)</sup></b>				
Retail businesses	1,065,089,852		784,342,592	
Sonaeacom	367,000,000		360,560,000	
Investment management	45,949,198		70,926,455	
Holding <sup>(1)</sup>	609,067,287		600,618,233	
<b>Total consolidated</b>	<b>2,087,106,337</b>		<b>1,816,447,280</b>	

(1) Includes Sonae Individual accounts;

(2) Includes shareholders loans.

## 1ST QUARTER RESULTS 2013

The caption "Eliminations and Adjustments" can be analysed as follows:

	Turnover		Operational profit/(loss) (EBIT)	
	31 March 2013	31 March 2012	31 March 2013	31 March 2012
Inter-segment income	(39,928,769)	(42,269,130)	4,368,136	4,882,125
Others	2,205,893	673,998	(8,321)	(1,087,385)
Eliminations and adjustments	(37,722,876)	(41,595,132)	4,359,815	3,794,740

	Investment		Invested capital	
	31 March 2013	31 March 2012	31 March 2013	31 December 2012
Inter-segment balances	1,090,515	775,333	3,424,580	18,299,053
Dividends	-	-	(66,270,350)	-
Investments	-	-	450,621,335	455,548,457
Cash settled equity swap <sup>(3)</sup>	-	-	(86,022,007)	(84,664,905)
Others	(517,666)	(480,298)	(5,193,923)	(389,918)
Eliminations and adjustments	572,849	295,035	296,559,635	388,792,687

(3) Financial Instrument reported in Note 15.

Glossary:

Invested capital = Gross real estate assets + other fixed assets (including Goodwill) - amortisations and impairment losses + financial investments + working capital (includes non-current assets and non-current liabilities excluding total net debt);

Total Net debt = Bonds + bank loans + other loans + shareholders loans + finance leases + derivatives - cash, bank deposits and current investments-other long term applications;

EBIT Direct = EBT + financial result + direct result of shopping centres + others results;

Eliminations and adjustments = Inter-segment + consolidation adjustments + contribution of companies not included in the segments;

CAPEX = Investments in tangible and intangible assets, investment properties and acquisitions of subsidiaries; less amounts generated over assets disposals;

Direct income = results excluding contributions to indirect income;

Indirect Income includes Sonae Sierra contributions, net of taxes, arising from: (i) investment property valuations; (ii) capital gains (losses) on the sale of financial investments, joint ventures or associates; (iii) impairment losses (including goodwill) and (iv) provision for Assets at Risk; and other provisions to future liabilities and impairments on assets related with non "core" business and discontinued operations.

## 29 PRESENTATION OF CONSOLIDATED INCOME STATEMENT

In the Management Report, and for the purposes of calculating financial indicators as EBIT, EBITDA, recurrent EBITDA the consolidated income statement is divided between Direct Income and Indirect Income, according to common practice in the Shopping Centre operating segment, as explained in the next paragraph. The indirect income includes the future responsibilities from discontinued operations and impairment in non-core assets.

The Indirect Income includes the contribution of the Shopping Centre operating segment to the consolidated income statement, net of taxes, that result from: (i) valuation of investment properties; (ii) gains (losses) with the sale of financial investments, joint ventures or associates; (iii) impairment losses (including goodwill), (iv) and provisions for "Development Funds at Risk".

The value of EBITDA is only calculated in the direct income, excluding the indirect contributions.

## 1ST QUARTER RESULTS 2013

The reconciliation between consolidated income and direct-indirect income for the periods ended 31 March 2013 and 2012 can be summarised as follows:

	31 March 2013			31 March 2012		
	Consolidated accounts	Indirect income	Direct income	Consolidated accounts	Indirect income	Direct income
Turnover	1,248,976,643	-	1,248,976,643	1,240,599,963	-	1,240,599,963
Investment income						
Impairment losses	-	-	-	-	-	-
Others	(13,000)	-	(13,000)	1,593,138	-	1,593,138
Other income						
Reversion of impairment losses	1,012,810	-	1,012,810	2,165,945	-	2,165,945
Others	92,909,301	-	92,909,301	91,973,481	-	91,973,481
Total income	1,342,885,754	-	1,342,885,754	1,336,332,527	-	1,336,332,527
Total expenses	(1,216,573,815)	-	(1,216,573,815)	(1,219,722,594)	-	(1,219,722,594)
Depreciation and amortisation	(82,629,681)	-	(82,629,681)	(80,567,218)	-	(80,567,218)
Non-recurring impairment losses over inventories	-	-	-	(4,486,243)	-	(4,486,243)
Unusual provisions and impairment losses						
Provisions for warranty extensions	-	-	-	(10,638)	-	(10,638)
Others	(9,405,911)	-	(9,405,911)	(7,226,878)	-	(7,226,878)
Profit before financial results and share of results in joint ventures and associated companies	34,276,346	-	34,276,346	24,318,956	-	24,318,956
Financial profit/(loss)	(21,513,395)	-	(21,513,395)	(21,324,476)	-	(21,324,476)
Share of results in joint ventures and associated undertakings						
Sonae Sierra	6,244,112	(1,188,500)	7,432,612	6,484,038	(2,420,500)	8,904,538
Others	(363,176)	-	(363,176)	(76,554)	-	(76,554)
Profit before income tax	18,643,887	(1,188,500)	19,832,387	9,401,964	(2,420,500)	11,822,464
Income tax	(2,236,087)	-	(2,236,087)	(273,547)	-	(273,547)
Net profit for the period	16,407,800	(1,188,500)	17,596,300	9,128,417	(2,420,500)	11,548,917
Attributable to equity holders of Sonae	8,892,154	(1,188,500)	10,080,654	1,690,732	(2,420,500)	4,111,232
Attributable to non-control interests	7,515,646	-	7,515,646	7,437,684	-	7,437,684
EBITDA (a)			125,299,129			114,433,350

- (a) EBITDA is computed as Turnover + Other Income - Negative goodwill - Impairment losses reversal - Operational expenses - Provisions for warranty extensions + Gains/(losses) in disposals. - non-recurring impairment losses over inventories - unusual impairment and provisions.

## 30 APPROVAL OF THE FINANCIAL STATEMENTS

The accompanying consolidated financial statements were approved by the Board of Directors and authorized for issue on 9 May 2013.

The Board of Directors

Belmiro Mendes de Azevedo

Álvaro Carmona e Costa Portela

Álvaro Cuervo Garcia

Bernd Bothe



Christine Cross

Michel Marie Bon

José Neves Adelino

Duarte Paulo Teixeira de Azevedo

Ângelo Gabriel Ribeirinho dos Santos Paupério

Nuno Manuel Moniz Trigos Jordão

Condensed individual  
financial statements

**Condensed Individual Statement of Financial Position as at 31 March 2013 and 2012 and as at 31 December 2012**

(Translation of condensed individual financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails)

(Amounts expressed in euro)

ASSETS	Notes	31.March.2013	31.March.2012	31.December.2012
<b>NON-CURRENT ASSETS:</b>				
Tangible assets		167,841	198,825	178,042
Intangible assets		16,141	63,118	28,770
Investments in affiliated companies	4	3,533,737,174	3,567,486,983	3,503,796,314
Other investments	5	43,969,148	32,689,926	38,628,607
Other non-current assets	6	357,086,551	393,745,945	352,823,000
Total non-current assets		3,934,976,855	3,994,184,797	3,895,454,733
<b>CURRENT ASSETS:</b>				
Trade account receivables and other current assets	7	56,273,120	53,801,263	15,082,613
Cash and cash equivalents	8	57,918,276	461,185	158,667,623
Total current assets		114,191,396	54,262,448	173,750,236
<b>TOTAL ASSETS</b>		<b>4,049,168,251</b>	<b>4,048,447,245</b>	<b>4,069,204,969</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY:</b>				
Share capital	9	2,000,000,000	2,000,000,000	2,000,000,000
Treasury shares		-	(459,494)	-
Reserves and retained earnings		1,229,592,353	1,308,004,189	1,243,135,332
Profit for the period		33,967,264	26,885,044	22,964,317
<b>TOTAL EQUITY</b>		<b>3,263,559,617</b>	<b>3,334,429,739</b>	<b>3,266,099,649</b>
<b>LIABILITIES:</b>				
<b>NON-CURRENT LIABILITIES:</b>				
Loans	10	676,563,969	409,723,561	676,065,260
Other non-current liabilities		4,553,640	-	3,992,080
Total non-current liabilities		681,117,609	409,723,561	680,057,340
<b>CURRENT LIABILITIES:</b>				
Loans	10	1,509,627	192,836,599	103,555,875
Trade creditors and other current liabilities	11	102,981,398	111,457,346	19,492,105
Total current liabilities		104,491,025	304,293,945	123,047,980
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,049,168,251</b>	<b>4,048,447,245</b>	<b>4,069,204,969</b>

The accompanying notes are part of these condensed individual financial statements.

The Board of Directors

### Condensed Individual Income Statements for the periods ended 31 March 2013 and 2012

(Translation of condensed individual financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails)

(Amounts expressed in euro)

	Notes	31.March.2013	31.March.2012
Services rendered		119,180	118,170
Gains or losses on investments	14	34,158,036	26,812,161
Financial income		11,067,875	7,857,592
Other income		823,127	937,769
External supplies and services		(867,217)	(613,822)
Staff costs		(534,714)	(591,100)
Depreciation and amortisation		(23,155)	(26,870)
Financial expenses		(10,448,972)	(6,917,271)
Other expenses		(326,896)	(688,385)
Profit/(Loss) before taxation		33,967,264	26,888,244
Taxation		-	(3,200)
Profit/(Loss) after taxation		33,967,264	26,885,044
Profit/(Loss) per share			
Basic	15	0.016984	0.013443
Diluted	15	0.016973	0.013434

The accompanying notes are part of these condensed individual financial statements.

The Board of Directors

**Condensed Individual Statements of Comprehensive Income for the periods ended 31 March 2013 and 2012**

(Translation of the individual financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails)

(Amounts expressed in euro)

	<u>31.March.2013</u>	<u>31.March.2012</u>
Net Profit / (Loss) for the period	33,967,264	26,885,044
Changes on fair value of available-for-sale financial assets	29,379,300	6,466,000
Changes in hedge and fair value reserves	<u>222,988</u>	<u>(25,087)</u>
Other comprehensive income for the period	<u>29,602,288</u>	<u>6,440,913</u>
Total comprehensive income for the period	<u>63,569,552</u>	<u>33,325,957</u>

The accompanying notes are part of these condensed individual financial statements.

The Board of Directors

**Condensed Individual Statements of Changes in Equity for the periods ended 31 March 2013 and 2012**

(Translation of condensed financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails)

(Amounts expressed in euro)

	Share capital	Treasury shares	Reserves and retained earnings				Total reserves and retained earnings	Net profit/(loss)	Total
			Legal reserve	Fair value reserve	Hedging reserve	Other reserves and retained earnings			
Balance as at 1 January 2012	2,000,000,000	-	187,137,648	573,554,460	(5,030,164)	675,525,081	1,431,187,025	(63,517,229)	3,367,669,796
Total comprehensive income for the period	-	-	-	6,466,000	(25,087)	-	6,440,913	26,885,044	33,325,957
Appropriation of profit of 2011:									
Transfer to legal reserves and retained earnings	-	-	-	-	-	(63,517,229)	(63,517,229)	63,517,229	-
Dividends distributed	-	-	-	-	-	(66,187,813)	(66,187,813)	-	(66,187,813)
Purchase of treasury shares	-	(459,494)	-	-	-	-	-	-	(459,494)
Share based payments	-	-	-	-	-	81,293	81,293	-	81,293
Balance as at 31 March 2012	2,000,000,000	(459,494)	187,137,648	580,020,460	(5,055,251)	545,901,332	1,308,004,189	26,885,044	3,334,429,739
Balance as at 1 January 2013	2,000,000,000	-	187,137,648	512,403,476	(2,383,292)	545,977,500	1,243,135,332	22,964,317	3,266,099,649
Total comprehensive income for the period	-	-	-	29,379,300	222,988	-	29,602,288	33,967,264	63,569,552
Appropriation of profit of 2012:									
Transfer to legal reserves and retained earnings	-	-	1,148,216	-	-	21,816,101	22,964,317	(22,964,317)	-
Dividends distributed	-	-	-	-	-	(66,200,000)	(66,200,000)	-	(66,200,000)
Share based payments	-	-	-	-	-	90,416	90,416	-	90,416
Balance as at 31 March 2013	2,000,000,000	-	188,285,864	541,782,776	(2,160,304)	501,684,017	1,229,592,353	33,967,264	3,263,559,617

The accompanying notes are part of these condensed individual financial statements.

The Board of Directors

**Condensed Individual Cash Flow Statements for the periods ended 31 March 2013 and 2012**

(Translation of the condensed financial statements originally issued in Portuguese. In case of discrepancy the Portuguese version prevails)

(Amounts expressed in euro)

	Notes	31.March.2013	31.March.2012
<b>OPERATING ACTIVITIES</b>			
Net cash flow from operating activities (1)		(13,445)	(4,007,238)
<b>INVESTMENT ACTIVITIES</b>			
Cash receipts arising from:			
Investments		4,660,000	8,611,500
Interest and similar income		436,001	521,345
Loans granted		293,474,000	588,120
		<u>298,570,001</u>	<u>9,720,965</u>
Cash payments arising from:			
Investments		(10,000,541)	-
Tangible and intangible assets		-	(2,842)
Loans granted		(297,737,551)	(469,000)
		<u>(307,738,092)</u>	<u>(471,842)</u>
Net cash used in investment activities (2)		<u>(9,168,091)</u>	<u>9,249,123</u>
<b>FINANCING ACTIVITIES</b>			
Cash receipts arising from:			
Loans obtained		172,039,000	426,442,880
Sale of own shares		180,630	-
		<u>172,219,630</u>	<u>426,442,880</u>
Cash payments arising from:			
Loans obtained		(251,258,456)	(427,836,611)
Interest and similar charges		(12,528,985)	(3,519,532)
		<u>(263,787,441)</u>	<u>(431,356,143)</u>
Net cash used in financing activities (3)		<u>(91,567,811)</u>	<u>(4,913,263)</u>
Net increase in cash and cash equivalents (4) = (1) + (2) + (3)		(100,749,347)	328,622
Cash and cash equivalents at the beginning of the period		158,667,623	75,589
Cash and cash equivalents at the end of the period	8	<u>57,918,276</u>	<u>404,211</u>

The accompanying notes are part of these condensed individual financial statements.

The Board of Directors

# SONAE, SGPS, SA

## NOTES TO THE CONDENSED INDIVIDUAL FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2013

(Translation of the condensed individual financial statements originally issued in Portuguese.  
In case of discrepancies the Portuguese version prevails)

(Amounts expressed in euro)

### 1 INTRODUCTION

SONAE, SGPS, SA ("Sonae Holding"), has its head-office at Lugar do Espido, Via Norte, Apartado 1011, 4470-909 Maia, Portugal.

### 2 BASIS OF PREPARATION

Interim financial statements are presented quarterly, in accordance with IAS 34 – "Interim Financial Reporting".

### 3 PRINCIPAL ACCOUNTING POLICIES

The accounting policies adopted are consistent with those described in the file of annual financial statements for the year ended 31 December 2012.

### 4 INVESTMENTS IN AFFILIATED COMPANIES

As at 31 March 2013 and 31 December 2012 the company held investments in the following affiliated companies:

Company	% Held	Carrying amount	31.March.2013		
			Acquisition cost	Fair value reserve	Fair value through profit and loss
Sonae Investimentos SGPS, SA (a)	76.86%	1,893,219,480	1,416,090,660	477,128,820	-
Sonae Sierra SGPS, SA (b)	50.00%	554,234,000	490,113,339	64,120,661	-
Sonaecom, SGPS, SA	0.94%	5,772,690	3,913,451	597,119	1,262,120
Sontel BV	42.86%	405,641,099	405,641,099	-	-
Sonae Investments BV	100.00%	835,700,000	835,700,000	-	-
Others	-	4,669,905	4,669,905	-	-
Impairment	-	(165,500,000)	-	-	-
Total		3,533,737,174	3,156,128,454	541,846,600	1,262,120



Company	% Held	31.December.2012			
		Carrying amount	Acquisition cost	Fair value reserve	Fair value through profit and loss
Sonae Investimentos SGPS, SA (a)	76.86%	1,893,219,480	1,416,090,660	477,128,820	-
Sonae Sierra SGPS, SA (b)	50.00%	524,986,000	490,113,339	34,872,661	-
Sonaecom, SGPS, SA	0.94%	5,079,830	3,913,451	465,819	700,560
Sontel BV	42.86%	405,641,099	405,641,099	-	-
Sonae Investments BV	100.00%	835,700,000	835,700,000	-	-
Others	-	4,669,905	4,669,905	-	-
Impairment		(165,500,000)	-	-	-
Total		3,503,796,314	3,156,128,454	512,467,300	700,560

(a) The value of this investment is the price paid in the public tender offer for the de-listing occurred in 2006. Since that date no change in the value of the investment was recorded.

(b) Market value was determined based on an independent valuation for the period of assets held by this affiliated company, after deduction of associated net debt and of the share attributable to non-controlling interests.

During 2012, Sonae entered into a contract with Sonaecom, SGPS, SA, in which it agrees to handover Sonaecom shares to employees of that subsidiary during 2016. This obligation stands to 2,780,000 shares with an acquisition cost amounting to 3,263,451 euro. A liability amounting to 3,291,520 euro was recorded under the caption "other non-current liabilities". In the first quarter 2013 the change in the fair value of the investment acquired and in the referred liability, amounting to 561,560 euro, was recognized in the income statement.

## 5 OTHER INVESTMENTS

As at 31 March 2013 and 31 December 2012 other investments are as follows:

	31.March.2013		31.December.2012	
	Carrying amount	Acquisition cost	Carrying amount	Acquisition cost
Magma No. 1 Securitisation Notes	13,980,000	13,980,000	18,640,000	18,640,000
Fundo de Investimento Imobiliário Fechado Imosede	29,936,722	30,000,544	19,936,181	20,000,003
Others	52,426	52,426	52,426	52,426
Total	43,969,148	44,032,970	38,628,607	38,692,429

During the first quarter 2013 the Company acquired 12,392 units of Fundo de Investimento Imobiliário Fechado Imosede.

## 6 OTHER NON-CURRENT ASSETS

As at 31 March 2013 and 31 December 2012 other non-current assets are detailed as follows:

	31.March.2013	31.December.2012
Loans granted to group companies	357,086,551	352,823,000

This caption includes the amount of 347,400,000 euro of a subordinate bond loan, repayable in 10 years issued by Sonae Investimentos, SGPS, SA at market conditions. This loan was fully subscribed and paid by Sonae SGPS, SA on 28 December 2010 amounting to 400,000,000 euro, relating 8,000 bonds with nominal value of 50,000 euro each, bearing fixed interest rate with full reimbursement in the end of the period.

The fair value of the bonds related to this loan as at 31 March 2013, is 42,811 euro (42,606 euro as at 31 December 2012) per bond, according with a valuation made by the use of discounted cash flow models. There is no evidence of impairment of this loan.

## 7 TRADE ACCOUNTS RECEIVABLE AND OTHER CURRENT ASSETS

As at 31 March 2013 and 31 December 2012 trade accounts receivable and other current assets are detailed as follows:

	31.March.2013	31.December.2012
Trade accounts receivable	85	467,461
Group companies	44,725,086	10,707,180
Taxes and contributions receivable	1,332,162	1,270,260
Accrued income and prepayments	9,552,824	2,057,079
Others	662,963	580,633
Total	<u>56,273,120</u>	<u>15,082,613</u>

The caption "Accrued income and prepayments" mainly includes receivables relating to interests from loans granted to group companies (Note 5).

## 8 CASH AND CASH EQUIVALENTS

As at 31 March 2013 and 31 December 2012 cash and cash equivalents are detailed as follows:

	31.March.2013	31.December.2012
Cash at hand	89	89
Bank deposits	57,918,187	158,667,534
Cash and cash equivalents on the balance sheet	<u>57,918,276</u>	<u>158,667,623</u>
Cash and cash equivalents on the cash flow statement	<u>57,918,276</u>	<u>158,667,623</u>

## 9 SHARE CAPITAL

As at 31 March 2013 and 31 December 2012 share capital consisted of 2,000,000,000 ordinary shares of 1 euro each.

## 10 LOANS

As at 31 March 2013 and 31 December 2012, loans are made up as follows:

	31.March.2013	31.December.2012
Bonds Sonae 2007/2014	150,000,000	150,000,000
Bonds Sonae 2010/2015	250,000,000	250,000,000
Bonds Continente - 7% - 2015	200,000,000	200,000,000
Up-front fees not yet charged to income statement	(4,445,825)	(4,952,886)
Bonds	<u>595,554,175</u>	<u>595,047,114</u>
Nominal value of bank loans	75,000,000	75,000,000
Up-front fees not yet charged to income statement	(876,750)	(975,750)
Bank loans	<u>74,123,250</u>	<u>74,024,250</u>
Derivatives	6,886,544	6,993,896
Non-current loans	<u>676,563,969</u>	<u>676,065,260</u>
Bonds Sonae 05	-	100,000,000
Up-front fees not yet charged to income statement	-	(80,094)
Bonds	-	<u>99,919,906</u>
Derivatives	-	1,674,286
Other bank loans	1,509,627	1,961,683
Current loans	<u>1,509,627</u>	<u>103,555,875</u>

As at 31 March 2013 Sonae, SGPS has agreed lines of credit and commercial paper programs amounting to 385 million euro, out of which 146.5 million euro with firm commitments with maturity not exceeding one year and 35 million euro with firm commitments with maturity over one year.

## 1ST QUARTER RESULTS 2013

Under the above mentioned lines of credit and commercial paper programs with firm commitments, Sonae, SGPS had 182 million euro credit facilities available to meet its liquidity requirements.

The interest rate as at 31 March 2013 of the bonds and bank loans was, in average, 3.62% (3.37% as at 31 December 2012).

### Maturity of Borrowings

As at 31 March 2013 and 31 December 2012 the analysis of maturity of loans excluding the derived instruments having in consideration its nominal value is as follows:

	<u>31.March.2013</u>	<u>31.December.2012</u>
N+1	1,509,627	101,961,683
N+2	150,000,000	150,000,000
N+3	525,000,000	525,000,000

## 11 TRADE CREDITORS AND OTHER CURRENT LIABILITIES

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As at 31 March 2013 and 31 December 2012, trade creditors and other current liabilities are detailed as follows:

	<u>31.March.2013</u>	<u>31.December.2012</u>
Trade creditors	220,633	443,191
Group companies	28,674,000	7,441,400
Taxes and contributions payable	414,164	214,619
Accrued expenses	7,251,685	11,153,335
Shareholders	66,270,350	70,350
Others	150,566	169,210
Total	<u>102,981,398</u>	<u>19,492,105</u>

## 12 CONTINGENT LIABILITIES

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As at 31 March 2013 and 31 December 2012, contingent liabilities are detailed as follows:

	<u>31.March.2013</u>	<u>31.December.2012</u>
Guarantees given:		
on tax claims	71,421,912	48,093,333
on judicial claims	70,766	70,766
Guarantees given in favour of subsidiaries (a)	265,175,496	230,569,501

(a) Guarantees given to Tax Authorities in favour of subsidiaries to suspend claims from tax authorities.

## 13 RELATED PARTIES

Balances and transactions with related parties are detailed as follows:

Balances	31.March.2013	31.December.2012
Group companies	43,988,646	2,576,963
Jointly controlled companies	10,621,355	10,779,542
Other partners in group companies	25,505	98,000
Accounts receivable	54,635,506	13,454,505
Parent company	6,887,717	912,998
Group companies	4,878,362	3,738,595
Jointly controlled companies	25,635	39,654
Other partners in group companies	28,128,018	4,533
Accounts payable	39,919,732	4,695,780
Group companies	357,086,551	352,823,000
Loans granted	357,086,551	352,823,000
Group companies	28,674,000	7,441,400
Loans obtained	28,674,000	7,441,400
Transactions	31.March.2013	31.March.2012
Group companies	861,427	976,956
Jointly controlled companies	54,180	53,170
Other partners in group companies	25,406	25,000
Services rendered and other income	941,013	1,055,126
Parent company	136,243	73,379
Group companies	335,104	277,862
Jointly controlled companies	24,613	-
Other partners in group companies	5,577	23,783
Purchases and services obtained	501,537	375,024
Group companies	8,523,686	7,390,308
Interest income	8,523,686	7,390,308
Parent company	-	187,295
Group companies	54,845	439,632
Interest expenses	54,845	626,927
Group companies	34,158,036	17,158,111
Jointly controlled companies	-	10,567,050
Dividend income (Note 14)	34,158,036	27,725,161
Other partners in group companies	-	3,569,000
Disposal of investments	-	3,569,000
Other partners in group companies	10,000,541	-
Acquisition of investments	10,000,541	-

All Sonae, SGPS, S.A. subsidiaries, associates and joint ventures are considered related parties and are identified in Consolidated Financial Statements. All Efanor Investimentos, SGPS, SA (parent company), subsidiaries, including the ones of Sonae Indústria, SGPS, SA and of Sonae Capital, SGPS, SA (other partners in group companies) are also considered related parties.

## 14 INVESTMENTS INCOME

As at 31 March 2013 and 2012, investment income can be detailed as follows:

	31.March.2013	31.March.2012
Dividends	34,158,036	27,725,161
Gains / (losses) on sale investments	-	(913,000)
	34,158,036	26,812,161

During the first quarter 2013 the dividends were distributed by the affiliate Sonae Investimentos, SGPS, SA.

## 15 EARNINGS PER SHARE

Earnings per share for the period were calculated taking into consideration the following amounts:

	<u>31.March.2013</u>	<u>31.March.2012</u>
<b>Net profit</b>		
Net profit taken into consideration to calculate basic earnings per share (Net profit for the period)	33,967,264	26,885,044
Effect of dilutive potential shares	-	-
Interests related to convertible bonds (net of tax)	-	-
Net profit taken into consideration to calculate diluted earnings per share:	<u>33,967,264</u>	<u>26,885,044</u>
<b>Number of shares</b>		
Weighted average number of shares used to calculate basic earnings	2,000,000,000	2,000,000,000
Effect of dilutive potential ordinary shares from convertible bonds	-	-
Outstanding shares related with deferred performance bonus	1,838,985	2,243,632
Number of shares that could be acquired at average market price	<u>(619,393)</u>	<u>(1,009,206)</u>
Weighted average number of shares used to calculate diluted earnings per share	<u>2,001,219,592</u>	<u>2,001,234,426</u>
<b>Profit/(Loss) per share</b>		
Basic	0.016984	0.013443
Diluted	<u>0.016973</u>	<u>0.013434</u>

## 16 SUBSEQUENT EVENTS

The 2012 profit appropriation has been approved in the General Meeting of Shareholders held on 30 April 2013. A resolution was taken to distribute free reserves to shareholders in the amount of 66,200,000 euro (paying a gross dividend per share of 0.0331 euro) less the total amount of free reserves to be distributed to shares that may eventually be acquired by the Company or by any of its subsidiaries up to the distribution date. The amount to be paid is already considered in these financial statements.

## 17 APPROVAL OF FINANCIAL STATEMENTS

The accompanying financial statements were approved by the Board of Directors and authorized for issue on 9 May 2013.

## 18 INFORMATION REQUIRED BY LAW

Decree-Law nr 318/94 art 5 nr 4

During the period ended as at 31 March 2013 shareholders' loan contracts were entered into with the following companies:

Sonae Investments, BV

During the period ended 31 March 2013 short-term loan contracts were entered into with the following companies:

Sonaecenter Serviços, SA

## 1ST QUARTER RESULTS 2013

As at 31 March 2013 amounts owed by affiliated undertakings can be summarized as follows:

	<u>Closing Balance</u>
Sontel, BV	20,000
Sonae Investments, BV	<u>9,666,551</u>
Total	<u>9,686,551</u>

As at 31 March 2013 amounts owed from affiliated undertakings can be summarized as follows:

	<u>Closing Balance</u>
Sonaecenter Serviços, SA	229,000
Sontel, BV	<u>28,445,000</u>
Total	<u>28,674,000</u>

The Board of Directors

Belmiro Mendes de Azevedo

Álvaro Carmona e Costa Portela

Álvaro Cuervo Garcia

Bernd Bothe

Christine Cross

Michel Marie Bon

José Neves Adelino

Duarte Paulo Teixeira de Azevedo

Ângelo Gabriel Ribeirinho dos Santos Paupério

Nuno Manuel Moniz Trigo Jordão

## SAFE HARBOUR

This document may contain forward-looking information and statements, based on management's current expectations or beliefs. Forward-looking statements are statements that should not be regarded as historical facts.

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

Although these statements reflect our current expectations, which we believe are reasonable, investors and analysts, and generally all recipients of this document, are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond our control, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. You are cautioned not to put undue reliance on any forward-looking information or statements. We do not undertake any obligation to update any forward-looking information or statements.

Report available at Sonae's institutional website  
[www.sonae.pt](http://www.sonae.pt)

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SONAE is listed on the Euronext Stock Exchange.  
Information may also be accessed on Reuters  
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