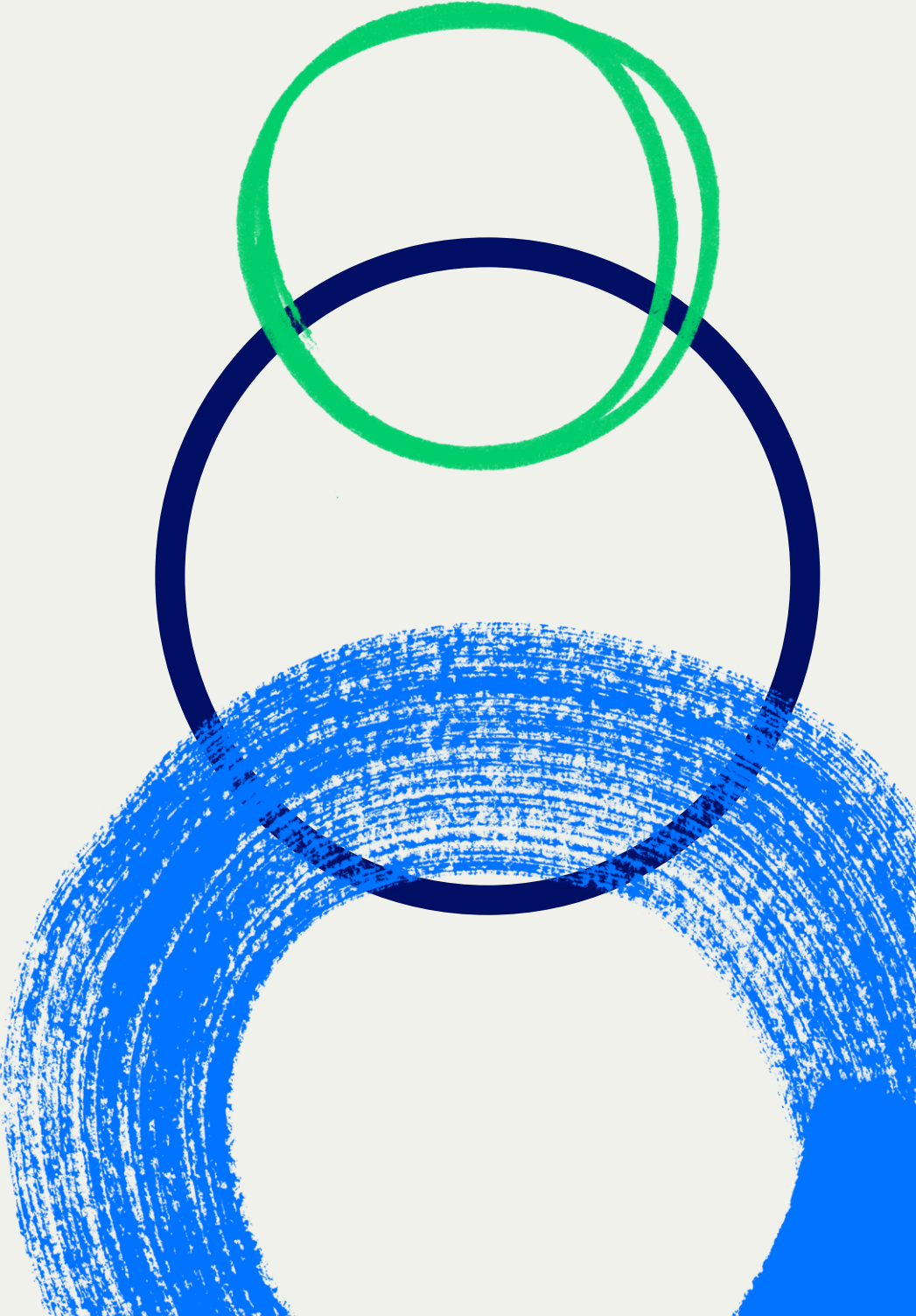


POLICY ON RELATED PARTY TRANSACTIONS

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Sondae

(Article 4, paragraph 3 of the Statutory Audit Board's Internal Regulation/ Article 8 of the Sonae Board of Directors' Regulation)

1. FRAMEWORK

Sonae – SGPS, SA (the “**Company**”) has in practice, since 2008, a specific procedure concerning related parties’ transactions, approved by the Board of Directors and by the Statutory Audit Board, with a purpose substantially similar to the one arising from Law no. 50/2020 that, as from 26th August, established a formal set of rules and procedures for monitoring and disclosure of related parties’ transactions, without prejudice to the tax law regarding transfer pricing, that remain in force.

Sonae’s original procedure concerning related parties’ transactions aimed at ensuring that these transactions are concluded (i) on an “arm’s length basis”, consistently with the legal requirements, being fully and transparently disclosed; and (ii) in a way in which minority shareholders are protected, as these transactions should benefit all shareholders equally.

2. OBJECT AND SCOPE

2.1. This Policy establishes the internal procedures applicable to Related Party transactions, as provided in the applicable legal framework, including articles 249-A to 249-D of the Portuguese Securities Code, article 397 of the Portuguese Companies Code, the relevant provisions of IAS 24 and chapter I.5 of the 2020 IPCG Corporate Governance Code.

2.2. This Policy relates to the following types of transactions:

- a) transactions to be executed by Sonae, SGPS, S.A. (“**Company**”), on the one side, and a Related Party¹ of the Company, on the other side (“**RPT**”); and
- b) transactions between a Related Party of the Company and a Company’s Subsidiary², for an amount that is equal to or exceeds 2.5% of the Company’s Consolidated Assets³ (“**Subsidiary Transaction**”).

2.3. For the avoidance of doubt, transactions to be executed between a member of the Board of Directors (including the Executive Committee) and the Company or companies that are in a group or control relationship with the Company (“**Management Transaction**”) may also be considered RPTs or Subsidiary Transactions, as the case may be.

3. GENERAL PRINCIPLES

3.1. Corporate interest and fairness

A) Each member of the Board of Directors shall promote that RPTs:

- a) have the best interests of the Company into consideration; and

¹ The expression “**Related Party**” has the meaning set out in paragraph 9 of IAS 24 as adopted by Commission Regulation (EC) No 1126/2008 of 3 November 2008 [(Annex I contains a list that summarizes the criteria set out therein for the identification of related parties).]

² “**Subsidiary**” means a corporate entity over which the Company has a dominant influence in accordance with article 21 of the Portuguese Securities Code.

³ “**Company’s Consolidated Assets**” means the value of the Company’s assets in accordance with its most recent publicly available audited consolidated accounts.

- b) are carried out in arms' length i.e., as if the parties to the transaction were independent entities carrying out comparable transactions, consistent with market conditions, in order to ensure the protection of the Company's minority shareholders as well as all the remaining stakeholders.

B) The member of the Board of Directors or of the Executive Committee who has a conflict of interest shall not vote or intervene in the RPT' decision-making process without prejudice to his/her duty to provide any information and clarification as may be requested by any other members of the respective body.

3.2. Transparency

Each member of the Board of Directors shall, where applicable under the terms of this Policy:

- a) promote that RPTs and, to the extent under their reasonable influence, Subsidiary Transactions are properly documented and, where relevant, disclosed in accordance with this Policy; and
- b) keep the Board of Directors, through the Board Audit & Finance Committee ("**BAFC**"), informed in relation to any RPT or Subsidiary Transaction that may come to their knowledge.

3.3. Ordinary Course

The Board of Directors or, where applicable, the Executive Committee shall promote that RPTs and Subsidiary Transactions are:

- a) entered into in the ordinary course of business of the Company (considering that the Company is a holding company, subject to the legal regime applicable to holding companies, presently set out in Decree-Law no. 495/88, of 30 December) or of the relevant Subsidiary; and
- b) concluded on normal market terms (without any special, unusual or non-market standard terms and conditions applying) and, in what concerns Management Transactions, no special benefit is granted to the other contracting party.

Transactions complying with both requirements shall, for the purposes of this Policy, be deemed "**Ordinary Course Transactions**".

3.4. No credit to board members

The Company is not allowed to execute, and the Board of Directors and the Executive Committee shall not approve or execute, any Management Transaction whereby the Company (or a company that is in a group or control (*domínio*) relationship with the Company) directly or indirectly grants a loan or credit to any member of the Board of Directors (including, for the avoidance of doubt, members of the Executive Committee) or issues guarantees for obligations incurred by them, nor pays more than one month of their respective remuneration in advance.

4. INTERNAL RECORD AND STATUTORY AUDITOR REVIEW

- 4.1. All RPTs shall be notified to the BAFC, which, with the assistance of the Secretary of the Board of Directors, shall keep a full record of such transactions, together with all relevant documentation related therewith.
- 4.2. The Board of Directors, through the Executive Committee, shall send to the Statutory Audit Board, at least every six months, the list of RPTs entered into since the most recent communication, together with supporting documentation and information, notably the elements set out in Section 7.2.a) to d)⁴.
- 4.3. Following receipt of the elements referred to in Section 4.2, the Statutory Audit Board shall review such documentation and, verify whether such RPTs are Ordinary Course Transactions; the conclusions of this review shall be included in its annual report and presented to the Board of Directors.
- 4.4. The Statutory Audit Board may request any relevant information regarding the RPT from the BAFC, which shall process any such requests with the Executive Committee, as well as issue recommendations.

5. ORDINARY COURSE TRANSACTIONS AND EXEMPTED TRANSACTIONS

- 5.1. The following transactions are deemed to be Ordinary Course Transactions and, where applicable, are only subject to the provisions regarding internal record and review set forth in Section 0:
 - a) RPTs the terms and conditions of which (including their respective price) are in line with usual transactions of the Company and determined by external factors not controlled by the Company (for example, transactions executed on a regulated market in line with prevailing market prices);
 - b) All RPTs and Subsidiary Transactions entered with credit or other financial institutions, to the extent such transactions correspond to and are in line with usual transactions of the Company and with the terms and conditions of past transactions entered into between such parties (for example, renewals or extensions of existing credit lines) or their overall terms and conditions are not less favourable to the Company (or the Subsidiary) than those offered by non-Related Parties;
 - c) All RPTs the conditions and/or pricing of which are previously determined and are indistinctly applicable to any counterparty.
- 5.2. The procedural and the disclosure requirements provided in Sections 6.1 and 7.1 shall not apply in respect of the following transactions ("**Exempted Transactions**"):
 - a) transactions carried out between the Company and its Subsidiaries (to the extent these are in a control relationship (*dominio*) with the Company⁵ and no Related Party of the Company has an interest in that Subsidiary);
 - b) transactions concerning the remuneration of members of the Board of Directors, or certain elements of such remuneration; and

⁴ The first report shall cover the period starting on 26th August 2020.

⁵ Entities joint controlled by the Company shall not be relevant for the exclusion.

- c) transactions proposed to all shareholders of the Company on the same terms, with equal treatment of all such shareholders and the protection of the Company's interests.

6. TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES (RPT)

- 6.1. All transactions that are not excluded or exempted under Section 5 that are contemplated to be entered between the Company and one or more of its Related Parties shall firstly be reviewed by the Company's Accounting department, which shall deliver to the corporate body competent to approve the transaction a report:
 - a) Indicating the transaction estimated value (as well as, if the relevant Related Party entered into other RPTs with the Company in the past 12 months that were not publicly disclosed in accordance with this Policy, indicating what were the values of such RPTs);
 - b) Indicating whether such transaction is an Ordinary Course Transaction (and why); and
 - c) Confirming that the Company's Tax department has been informed of the potential transaction for the purposes of, where relevant, complying with transfer pricing requirements.
- 6.2. The Executive Committee may approve an RPT if (i) it falls within the Executive Committee's powers of resolution, (ii) the report provided by the Company's Accounting department confirms that the intended RPT is an Ordinary Course Transaction (and the Executive Committee agrees with such analysis) and (iii) the value of the intended transaction does not exceed € 100,000,000.00 (considering as well the relevant RPTs entered between such Related Party and the Company in the past 12 months that were not publicly disclosed in accordance with Section 7) .
- 6.3. If the Executive Committee approves the intended RPT in accordance with Section 6.2, it shall promptly, in order to ensure the half-year report to the Statutory Audit Board pursuant to Section 4.2, inform the BAFC, through the Secretary of the Board of Directors, of such resolution.
- 6.4. Prior opinion issued by the Statutory Audit Board and by the BAFC (both to be issued no later than within 10 business days, which may be shorter or longer depending on the complexity of the matter and/or the urgency involved), followed by a resolution by the Board of Directors is required for the approval of RPTs not excluded or exempted under Section 5 that:
 - a) are not Ordinary Course Transactions; or
 - b) exceed the amount of € 100,000,000.00⁶.
- 6.5. For the avoidance of doubt, Related Parties or their representatives may not be involved in the review of approval of any RPT in respect of which they are a party to.

7. PUBLIC DISCLOSURE OF RELATED PARTY TRANSACTIONS

- 7.1. The Board of Directors shall ensure that the Company publicly discloses all RPTs that (i) are not Ordinary Course Transactions and (ii) have a value that (by themselves or together with other RPTs entered into by the same Related Party in the past 12 months not publicly

⁶ Where relevant, this amount shall be aggregated with other transactions entered into between the relevant Related Party and the Company in the past 12 months that were not publicly disclosed in accordance with Section 7.1.

disclosed in accordance with this Policy) is equal to or exceeds 2.5% of the Company's Consolidated Assets, no later than on the date in which such RPT is executed.

- 7.2. The public disclosure mentioned in Section 7.1 shall comprise, at least, the following elements:
- a) identification of the Related Party;
 - b) information on the nature of the relationship with the Related Party;
 - c) the date and value of the RPT;
 - d) the substantiation as to the fair and reasonable nature of the transaction, from the point of view of the Company and the shareholders who are not Related Parties, including minority shareholders; and
 - e) reference to the fact the opinion of the Statutory Audit Board regarding such RPT was not favourable, if that was the case.
- 7.3. The Board of Directors shall specify in the Company's annual report all the approvals of RPTs authorized by the Board of Directors under article 397 of the Portuguese Companies Code, and the Statutory Audit Board's report shall mention the opinion issued in respect of the those authorizations.
- 7.4. The duties of public disclosure set out in this Policy are without prejudice to the rules on public disclosure of inside information as referred to in article 17 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014.

8. SUBSIDIARY TRANSACTIONS

- 8.1. The Executive Committee, with the assistance of the Accounting department, shall provide the Company's Subsidiaries' CFO (or equivalent) with an updated list of the Related Parties of the Company and shall instruct each of those Subsidiaries to notify the Company's CFO whenever any such Subsidiary intends to enter a transaction with one of the Related Parties of the Company that (i) has a value equal to or higher than 2.5% of the Company's Consolidated Assets (considering as well the relevant Subsidiary Transactions entered with such Related Party in the past 12 months that were not publicly disclosed in accordance with this Section) and (ii) is not exempt in accordance with Section 5, such notification to include:
- a) all the elements set out in Section 7.2 above;
 - b) whether such transaction is an Ordinary Course Transaction (and why); and
 - c) if possible, copy of the transaction documentation or drafts thereof.
- 8.2. If the Subsidiary Transaction referred to in Section 8.1 is not an Ordinary Course Transaction, then it must be publicly disclosed by the Company no later than on the date in which such transaction is executed, in accordance with Section 7.2 above.

9. IDENTIFICATION OF RELATED PARTIES, COMPANY'S SUBSIDIARIES AND KEY MANAGEMENT PERSONNEL⁷

- 9.1. The Company's Accounting department, with the assistance of the Financial department and of the Secretary of the Board of Directors, and the Company's Human Resources department shall keep permanently updated lists of ("**Lists**"):
- a) The Key Management Personnel;
 - b) The Company's Subsidiaries; and
 - c) The Related Parties of the Company.
- 9.2. The Lists shall be readily available for consultation by the Board of Directors, the Executive Committee and the Statutory Audit Board for the purposes of complying with their duties under this Policy.

10. FINAL PROVISIONS

- 10.1. The Board of Directors approved this Policy with the prior favourable and binding opinion of the Statutory Audit Board.
- 10.2. Any amendment to this Policy must be approved by the Board of Directors, following a favourable opinion of the Statutory Audit Board.
- 10.3. This Policy shall be disclosed in the Company's corporate governance report or in any other publicly available manner.

⁷ "**Key Management Personnel**" means individuals who have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (executive or otherwise) of the relevant entity.

ANNEX I

RELATED PARTIES ACCORDING TO IAS 24

The list below includes a summary list of natural and legal persons deemed related parties, as per paragraph 9 of IAS 24 as adopted by Commission Regulation (EC) No 1126/2008 of 3 November 2008.

A. Individuals

- i. Person who has Control or Joint Control over the Company;
- ii. Person who has Significant Influence over the Company;
- iii. Person who is a member of the Key Management Personnel of the Company or of a parent company of the Company;
- iv. Any Close Family Member of a person identified in points i. to iii. above.

B. Legal persons

- i. Entity belonging to the same group as the Company;
- ii. Entity that is an Associate of the Company (or is an Associate of a member of the group to which the Company belongs) or of which the Company is an Associate (or is an Associate of a member of the group to which such entity belongs);
- iii. Entity that is a joint venture of the Company (or is a joint venture of a member of the group to which the Company belongs) or the Company is a joint venture of an entity (or is a joint venture of a member of the group to which such entity belongs);
- iv. Both entities are joint ventures of the same third party;
- v. A joint venture of a third-party entity of which the Company is an Associate (or, if the Company is a joint venture of a third-party, the Associate of such third-party);
- vi. The entity is a post-employment benefit plan for the employees of the Company, or an entity related to the Company;
- vii. The entity is controlled or jointly controlled by a natural person listed in A. above;
- viii. Entity in which a person who has Control or Joint Control over the Company (or a Close Family Member of that person) has Significant Influence or is a member of the Key Management Personnel of the entity (or the entity's parent company);
- ix. Entity, or any member of the group of which it forms part, that provides the services of Key Management Personnel to the Company or its parent company.

C. GLOSSARY:

- a) **Associate:** means an entity, including an unincorporated entity such as a partnership, over which a relevant person or entity has significant influence, and which is neither a Subsidiary nor a joint venture;
- b) **Close Family Member:** means the family members who may be expected to influence, or be influenced by, that person in their dealings with the Company, which may include:
 - i. the person's children and domestic partner;
 - ii. children of that person's domestic partner; and
 - iii. dependents of that person or that person's domestic partner.
- c) **Control:** has the meaning set out in IFRS 10 (in general terms, an entity controls another entity when it has power over such entity with the ability to direct the relevant activities or it is exposed, or has rights, to variable returns from its involvement with such entity and has the ability to affect those returns through its power over such entity);
- d) **Joint control:** means the contractually agreed sharing of control of an arrangement, which exists only when decisions about relevant activities require the unanimous consent of the parties sharing control;
- e) **Significant influence:** means the power to participate in the financial and operational decisions of an entity, but not the control over those policies. It can be obtained by stock ownership, statute or agreement.