

SONAE INDÚSTRIA, SGPS, S. A.

Registered Office: Lugar do Espido, Via Norte, Maia
Registered at the Commercial Registry of Maia
Registry and Tax Identification Number 506 035 034
Share Capital: 700 000 000 euros
Publicly Traded Company

CORPORATE GOVERNANCE REPORT

2013

11 March 2014

CONTENTS

A.	SHAREHOLDER STRUCTURE	3
I.	Capital Structure	3
II.	Shareholdings and Bonds Held	4
B.	GOVERNING BODIES AND COMMITTEES	5
I.	General Meeting	5
a)	Composition of the general meeting board	5
b)	Exercise of Voting rights	5
II.	Management and Supervision	6
a)	Composition	6
b)	Functioning	9
c)	Committees within the Management and Supervisory bodies and board delegates	13
III.	Supervision	17
a)	Composition	17
b)	Functioning	18
c)	Responsibilities and functions	20
IV.	Statutory External Auditor	20
V.	External Auditor	20
C.	INTERNAL ORGANISATION	21
I.	Articles of Association	21
II.	Reporting of irregularities	22
III.	Internal Control and Risk Management	24
IV.	Investor Relations	31
V.	Website	32
D.	REMUNERATIONS	33
I.	Competencies for approval of remunerations	33
II.	Remunerations Committee	33
III.	Remuneration structure	34
IV.	Disclosure of Remuneration	38
V.	Agreements with impact on Remuneration	39
VI.	Share plans or stock options plans	40
E.	TRANSACTIONS WITH RELATED PARTIES	41
I.	Control mechanisms and procedures	41
II.	Information concerning transactions	42
PART II – ASSESSMENT OF THE CORPORATE GOVERNANCE		43
1.	Identification of the corporate governance code adopted	43
2.	Analysis of compliance with the Corporate Governance Code adopted	43

PART I – MANDATORY INFORMATION ON SHAREHOLDER STRUCTURE, ORGANISATION AND CORPORATE GOVERNANCE

A.SHAREHOLDER STRUCTURE

I. CAPITAL STRUCTURE

1. Capital Structure

Sonae Indústria's share capital amounts to 700 million Euros and is represented by 140 million ordinary nominal shares with a nominal value of 5 Euros per share. All shares are listed on the NYSE Euronext Lisbon.

2. Restrictions on the transfer and ownership of shares

No restrictions are in place regarding the transfer and sale of the company's shares.

3. Own shares

The company does not own any of its own shares.

4. Impact of change in shareholder control of the company in important agreements

As of 31 December 2013 current loans amounted to circa 131 million Euros (19% of the consolidated net debt), relative to which the respective creditors have the option to consider the debt due in the event of a change in shareholder ownership, whereby such agreements may not harm the free trading of the company shares. No other relevant agreements were established in relation to changes or cessation, in the event of a transfer in the control of the company.

5. Defensive measures in case of change in shareholding control

There are no statutory constraints regarding the number of votes that may be cast by a single shareholder.

6. Shareholders' agreements

The company is unaware of the existence of a shareholders' agreement which may restrict the transfer of securities or voting rights.

II. SHAREHOLDINGS AND BONDS HELD

7. Owners of Qualified Shareholdings

Shareholder	No. of shares	% Share Capital	% Voting rights
Efanor Investimentos, SGPS, SA (1)			
Directly	44,780,000	31.9857%	31.9857%
By Pareuro, BV (controlled by Efanor)	27,118,645	19.3705%	19.3705%
By Maria Margarida Carvalhais Teixeira de Azevedo (Director of Efanor)	1,010	0.0007%	0.0007%
By Nuno Miguel Teixeira de Azevedo (Director of Efanor and held by descendent)	711	0.0005%	0.0005%
By Migracom, SGPS,SA (Company controlled by Efanor´s Director, Paulo Azevedo)	90,000	0.0643%	0.0643%
By Linhacom, SGPS,SA (Company controlled by Efanor´s Director, Cláudia Azevedo)	23,186	0.0166%	0.0166%
Total allocation	72,013,552	51.4383%	51.4383%

(1) Under the terms of paragraph b) of no. 1 of Article 20 and of no. 1 of Article 21 of the Portuguese Securities Code, Belmiro Mendes de Azevedo is the ultimate beneficial owner, since he holds around 99% of the share capital and voting rights of Efanor Investimentos SGPS, SA, which, in her turn, is the dominant company of Pareuro BV.

8. Indication of the number of shares and bonds held by members of the management and Supervisory Board

The Sonae Indústria directors detained the following company shares as of 31 December 2013:

No. of shares		No. of shares	
Belmiro Mendes de Azevedo		(1) Efanor Investimentos, SGPS, SA	
Efanor Investimentos, SGPS, SA (1)	49,999,997	Sonae Indústria, SGPS, SA	44,780,000
(1 share is held by the spouse)		Pareuro, BV (3)	5,583,100
Sonae Indústria, SGPS, SA	1,010	(2) Migracom, SGPS, SA	
(held by the spouse)		Sonae Indústria, SGPS, SA	90,000
Duarte Paulo Teixeira de Azevedo		Imparfin, SGPS, SA (4)	150,000
Efanor Investimentos, SGPS, SA (1)	1	(3) Pareuro, BV	
Migracom, SGPS, SA (2)	1,969,996	Sonae Indústria, SGPS, SA	27,118,645
Rui Manuel Gonçalves Correia		(4) Imparfin, SGPS, SA	
Sonae Indústria, SGPS, SA	12,500	Sonae Indústria, SGPS, SA	278,324

9. Board of Directors powers on share capital increase

The Sonae Indústria Board of Directors may decide to increase the company's share capital up to the amount of one thousand and two hundred million Euros, one of more times, through cash injections under the terms established by law. These powers were attributed in the General Meeting held on 28 April 2010 and may be exercised over a period of five years from that date, notwithstanding the general meeting renewing these powers. The Board of Directors has not yet used the powers attributed to it in the referred to General Meeting.

10. Relationships of commercial nature between the owners of qualified shareholdings and the company

There are no significant commercial relationships between the owners of the qualified shareholdings and the company.

B. GOVERNING BODIES AND COMMITTEES

I. GENERAL MEETING

a) Composition of the general meeting board

11. Identification and role of the members of the board of the Shareholders' general meeting and respective mandate

The Board of the Shareholders' General Meeting was elected at the Shareholders' Annual General Meeting of Sonae Indústria held on 29th March 2012, for the mandate 2012-2014 and was composed as of 31st December 2013 by:

- João Augusto Esmeriz Vieira de Castro - Chairman
- António Agostinho Cardoso da Conceição Guedes – Secretary

The members of the board of the Shareholder's general meeting have resigned their functions on the beginning of March 2014.

b) Exercise of Voting rights

12. Restrictions in terms of voting rights

Under the terms of Sonae Indústria's Articles of Association, the Shareholders' General Meeting is composed only of shareholders with voting rights who provide evidence of their ownership, according to the terms established by law.

The Article 23^o-C of the Securities Code, added, establishes that, who is entitled to participate, discuss and vote in the Shareholders' General Meeting, are shareholders who at the record date, which corresponds to 0 hours of the 5th trading day prior to the date of the meeting, hold at least one vote, according to law and the statutes.

Under the terms of Sonae Indústria's Articles of Association, shareholders may be represented at Shareholders' General Meetings under the terms established by the law and by the respective notice of the meeting.

Under Sonae Indústria's Articles of Association, Shareholders' General Meetings can meet at the first session, as long as shareholders representing over fifty percent of the Company's share capital are present or represented.

The Company's Articles of Association stipulate that, while the Company is regarded as a listed and "publicly traded company", shareholders are allowed to vote by post in relation to all items on the agenda of the Shareholders' General Meeting, following the rules for the exercise of voting by post. The Company's Articles of Association establish that votes can only be considered when sent to the headquarters of the Company by registered post with notification of receipt addressed to the Chairman of the Shareholders' General Meeting. These votes should be received at least three days before the date of the General Meeting and are subject to the normal rules regarding evidence of share ownership. Postal votes are considered negative votes in relation to any proposals presented after the date on which they were issued. A standard form for postal voting is available at Sonae Indústria's corporate website www.sonaeindustria.com and at its head offices.

Sonae Indústria Articles of Association stipulate that the postal voting may be exercised by electronic means if this medium is made available to shareholders and is included in the notice of the meeting. This possibility has not been used yet.

The preliminary information for the General Meeting and the proposals submitted by the Board of Directors are available at the time of disclosure of the notice of meeting.

The company has not adopted any mechanism that causes a time-lag between the entitlement to receive dividends or the subscription of new securities and the right to vote of each share.

13. Indication of the maximum percentage of voting rights that may be exercised by a single shareholder or by shareholders that are related to him

Each share corresponds to one vote, with no limitation.

14. Shareholders' resolutions that, under the terms of the company's Articles of Association, can only be approved by qualified majority

The decisions are taken by simple majority, apart from when law stipulates otherwise.

II. MANAGEMENT AND SUPERVISION

a) Composition

15. Identification of the governance model adopted

The Sonae Indústria's Articles of Association define a corporate governance model of the company composed by a Board of Directors, a Statutory Audit Board and a Statutory External Auditor.

The Board of Directors examines annually the advantages and possible disadvantages of adopting this model.

The Board of Directors believes that the model favours the interests of the company and its shareholders, being effective and having not faced any constraints to its operation.

16. Statutory rules concerning procedural and material requirements applicable to the appointment and replacement of the members of the Board of Directors

Under the terms of the Articles of Association, the Board of Directors may consist of an even or odd number of members, with a minimum of five and a maximum of nine, elected by the General Meeting for three-year mandates.

Members of the Board of Directors are elected by the Shareholders' General Meeting. Groups of shareholders representing between 10% and 20% of the Company's share capital, may submit a stand-alone proposal to nominate a Director in advance of the Shareholders' General Meeting. Such shareholder cannot support more than one list of Directors and each list must identify at least two eligible persons to fill each position on the Board. If lists are submitted by more than one group of shareholders, the voting will be based on all of these lists.

In the event of death, resignation or temporary or permanent inability of any of the Directors, the Board of Directors is responsible for his or her replacement. If the Director in question was nominated by minority shareholders, a new separate election must be held.

17. Composition of the Board of Directors

The Sonae Indústria Board of Directors on 31 December 2013 comprised 7 directors, all elected in the Annual General Meeting held on 29 March 2012 for the 2012-2014 mandate, apart from George Christopher Lawrie, who was elected in the Annual General Meeting held on 12 April 2013 until the end of the current mandate.

Belmiro de Azevedo and Paulo Azevedo were initially appointed as of 15 December 2005, the registered date of the merger of the “former” Sonae Indústria - SGPS, SA into Sonae 3P - Panels, Pulp and Paper, SA and the renaming of the latter to Sonae Indústria, SGPS, SA. Rui Correia was initially appointed to the Board of Directors of Sonae 3P on 22 July 2002. Albrecht Ehlers was initially co-opted in September 2011. Javier Vega and Jan Bergmann were elected in the Annual General Meeting of 2012.

On 31st December 2013 the Board of Directors of Sonae Indústria was composed of:

- Belmiro Mendes de Azevedo – Chairman (Non Executive)
- Duarte Paulo Teixeira de Azevedo – Deputy Chairman (Non Executive)
- Albrecht Olof Lothar Ehlers (Non Executive and Independent)
- Javier Vega de Seoane Azpilicueta (Non Executive and Independent)
- Rui Manuel Gonçalves Correia (Executive)
- George Christopher Lawrie (Executive)
- Jan Kurt Bergmann (Executive)

Belmiro Mendes de Azevedo was the president of the Executive Committee until 15 February 2013.

João Paulo dos Santos Pinto, who had been elected to the 2012-2014 mandate and was a member of the Executive Committee, resigned from his post of director as of 31 October 2013.

18. Distinction between executive and non-executive members of the Board of Directors

Among the (7) seven directors, three (3) are executive members and four (4) are non-executive members.

Among the non-executive Directors, two (2) are independent. As for the director Albrecht Olof Lothar Ehlers, it is deemed that the annual payment of 12,300 Euros, which he receives from the subsidiary Glunz, AG for his role as part of its Supervisory Board, does not compromise his independence.

19. Professional qualifications and other relevant curricular information of the members of the Board of Directors

Belmiro de Azevedo (Chairman of the Board of Directors): obtained a degree in Chemical Engineering at the University of Oporto, a PMD from Harvard Business School, participated in the Financial Management Programme from Stanford University and has occupied a diverse number of positions in the Efanor/Sonae Group from an early stage. Mr Belmiro de Azevedo is today Chairman of the Board of Sonae, SGPS, SA, Chairman of the Board of Sonae Capital, SGPS S.A., and member of the European Union Hong Kong Business Cooperation Committee, of the International Advisory Board of Allianz AG and of the Harvard Business School International Advisory Board. He has been awarded on a number of occasions, some of the most prominent being the “Encomienda de Numero de la Orden del Mérito Civil” from His Majesty D.Juan Carlos, King of Spain, the “Ordem of the Cruzeiro do Sul” from the President of the Brazilian Federal Republic, the “Grã Cruz da Ordem do Infante D. Henrique” from the President of the Portuguese Republic, nomination as “Honorary Fellow” of the London Business School and member of the “Order of Outstanding Contributors to Sustainable Development” from the World Business Council for Sustainable Development.

Javier Vega (Independent): obtained a degree in Mining Engineering by the Escuela Técnica Superior de Ingenieros of Minas of Madrid and in Business Management from Glasgow Business School (UK). He was a member of the Board of Directors of several companies such as Robert Bosch, Red Electrica de España, SEAT and Grupo Ferrovial. Currently performs other Board positions.

Paulo Azevedo: holds a degree in Chemical Engineering from the Lausanne Polytechnic School (Switzerland) and a post-graduate degree in Business Studies from the Oporto Institute of Business Studies. Was CEO of Optimus – Telecomunicações S.A. between 1998 and 2000. Today Mr. Paulo de Azevedo is chairman of the executive committee of Sonae SGPS, SA and holds a number of managerial and directorship roles in the Efanor/Sonae Group. Paulo Azevedo is Belmiro de Azevedo's son.

Albrecht Ehlers (Independent): lawyer; law degree from the University of Münster (Germany). From 1987 to 2000 held various positions in the legal and human resources departments of Glunz AG, having been appointed in 1995 to join the Executive Board (Vorstand) of that company, with responsibilities in several areas including human resources and legal department. Between 2000 and 2004 he was senior vice president of Hochtief AG (Germany) with particular responsibility in the areas of human resources and corporate services. From 2004 until 2009 he joined the Executive Board (Vorstand) of that company. Since the year 2010 he holds functions of chancellor at the Technical University of Dortmund (Germany).

Rui Correia (CEO): holds a degree in Economics from the University of Oporto and a post graduate degree in Business Management from the Oporto Institute of Business Studies. Having exercised functions in the Efanor/Sonae Group since 1994, he was head of the Finance Department of Sonae SGPS from 2000 and since 2001, he has also held a number of managerial and directorship roles in the Efanor/Sonae Group. He was appointed as Sonae Indústria CFO in 2005 and Sonae Indústria CEO in February 2013.

Christopher Lawrie (CFO): BA (Honours) Degree in Business Studies and Finance of Greenwich University (UK). He has broad experience in investment banking, having worked with Schroders, BZW and Credit Suisse where he was Director of the Corporate Finance Division covering specifically Southern European Telecoms markets. In 2001, he joined Sonae/Efanor Group as CFO of Sonacom and, later, he was appointed CEO of Sonae Retail Properties. In 2013, he was appointed CFO of Sonae Indústria.

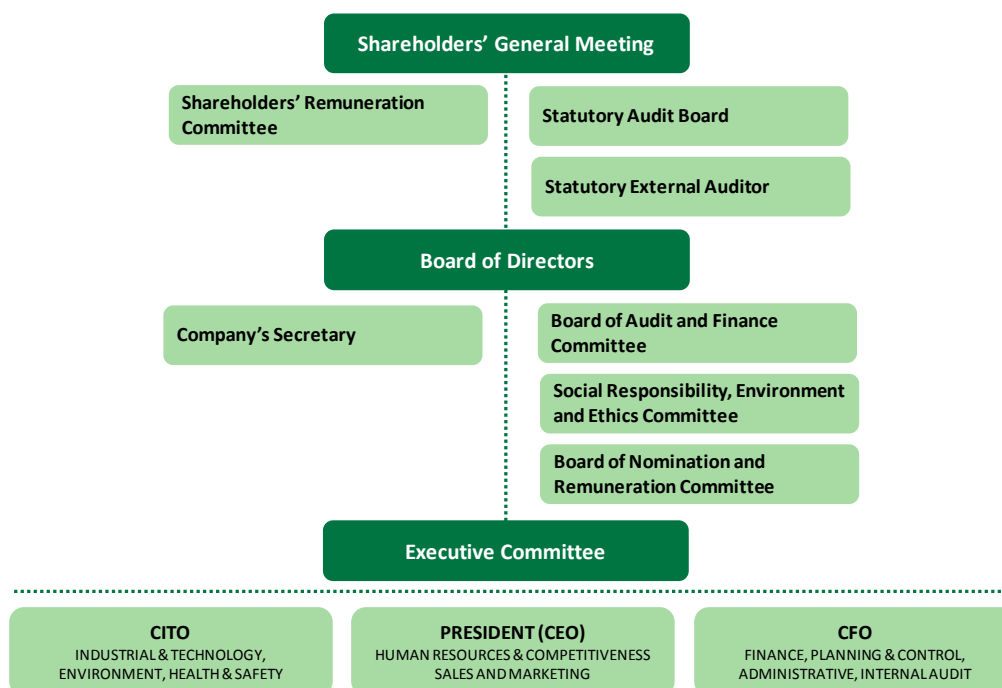
Jan Bergmann (CITO): obtained a degree in Engineering by Berlin University (Germany), "Dr.-ING" Technical University of Berlin, Business Administration and Finance for Technical Managers – European School of Management and Technology. Held various positions within the Group DuPont and joined Glunz AG in January 2011.

20. Significant family, professional or commercial relationships between members of Board of Directors and qualified shareholders

The non-executive director Belmiro de Azevedo is the majority shareholder of Efanor Investimentos, SGPS, SA and the non-executive director Paulo Azevedo is the son of Belmiro de Azevedo.

21. Organisational charts with distribution of competencies of the various statutory bodies, committees and/or departments of the company, including information regarding delegation of competencies, particularly in what concerns the delegation of day-to-day company business

The responsibilities of the different governing bodies and committees is split as follows:



b) Functioning

22. Availability and place of disclosure of the terms of reference of the Board of Directors

The Board of Directors and the Executive Committee are regulated by the functioning rules that can be read at the company website www.sonaeindustria.com.

23. Number of meetings held and attendance rate of each member of the Board of Directors

The Board of Directors convened 10 times in 2013, with the respective minutes recording all the deliberations made. All the meetings were attended by all the board members 100% of the time, apart from Paulo Azevedo and Albrecht Ehlers who attended 80% of the meetings.

24. Indication of the corporate bodies responsible for the assessment of the performance of the executive directors

The company's Remuneration Committee, in connection with the Board of Nomination and Remuneration Committee assessed the performance of the executive directors.

25. Pre-defined criteria that are used to assess performance of the executive directors

The performance assessment criteria of the executive directors are predefined, based on the performance indicators of the company, the working teams under their responsibility and their own individual performance. These criteria are further explained in the Remunerations section of this report.

The pre-determined criteria for evaluation of the executive directors are as follows: objective criteria related to the degree of successful implementation of initiatives and actions that were agreed for implementation in the year in question; and subjective criteria related to the contribution in terms of experience and knowledge to the discussions by the Board of Directors, the quality of preparation of meetings and the

contribution to discussions of the Board of Directors and Committees as well as the commitment to the success of the company, among others.

26. Availability of each member of the Board of Directors indicating offices held in other companies, inside and outside the group, as well as other relevant activities held by those members during the financial year.

The members of the Executive Committee work full time on the management of Sonae Indústria and its subsidiaries.

The other members of the Board of Directors currently perform their roles of members as of the Board of Directors and the Supervisory bodies of other companies, as listed below.

In companies belonging to Efanor Group

Board of Directors Member:

Belmiro Mendes de Azevedo:

- Àguas Furtadas-Sociedade Agrícola, SA (Chairman)
- Alpêsego-Sociedade Agrícola, SA (Chairman)
- BA – Business Angels SGPS, S.A (Sole Director).
- Casa Agrícola de Ambrães, S.A. (Chairman)
- Efanor Investimentos, SGPS, S.A. (Chairman)
- Prosa-Produtos e Serviços Agrícolas, SA (Chairman)
- SC – SGPS, S.A. (Chairman)
- Sonae – SGPS, S.A. (Chairman)
- Sonae Capital, SGPS, S.A. (Chairman)
- Spred, SGPS, S.A. (Chairman)

Duarte Paulo Teixeira de Azevedo:

- Efanor Investimentos, SGPS, S.A.
- MDS, SGPS, S.A. (Chairman)
- Sonae - SGPS, S.A. (Chairman of Executive Committee)
- Sonae Investimentos – SGPS, S.A. (Chairman)
- Sonae MC - Modelo Continente, SGPS, S.A. (Chairman)
- Sonae Sierra, SGPS, S.A. (Chairman)
- Sonae Specialized Retail, SGPS, SA (Chairman)
- Sonaecom, SGPS, S.A. (Chairman)
- Sonaegest – Sociedade Gestora de Fundos de Investimento, S.A. (Chairman)
- Sonaerp - Retail Properties, S.A.(Chairman)

Rui Manuel Gonçalves Correia:

- Agloma Investimentos, SGPS, S.A.
- Aserraderos de Cuellar, S.A.
- BHW Beeskow Holzwerkstoffe GmbH
- Darbo, SAS (Chairman)
- Ecociclo – Energia e Ambiente, S.A.
- GHP GmbH
- Glunz AG (Chairman)
- Glunz UK Holdings, Ltd.

- Imoplamac – Gestão de Imóveis, S.A.
- Isoroy SAS (Chairman)
- LaminatePark GmbH & Co. Kg
- Maiequipa – Gestão Florestal, S.A.
- Megantic, B.V.
- Poliface North America Inc.(Chairman)
- Racionalización y Manufacturas Forestales, S.A.
- Sociedade de Iniciativa e Aproveitamentos Florestais – Energia, S.A.
- Somit - Imobiliária, S.A.
- Sonae Indústria-Management Services, SA
- Sonae Indústria – Produção e Comercialização de Derivados de Madeira, S.A.
- Sonae Indústria (UK) Ltd.
- Sonae Novobord (PTY) Ltd. (Chairman)
- Sonae Tafibra International BV
- Spanboard Products, Ltd.
- Tableros de Fibras, S.A. (Chairman)
- Tableros Tradema, SL
- Tafiber, Tableros de Fibras Ibéricos, SL
- Tafibra South Africa (PTY) Ltd. (Chairman)
- Tafisa Canada Inc. (Chairman)
- Tafisa Developpment SASU (Chairman)
- Tafisa France S.A.S
- Tafisa Investissements SASU (Chairman)
- Tafisa Participations SASU (Chairman)
- Tafisa UK, Ltd.
- Taiber, Tableros Aglomerados Ibéricos, SL
- Tecnologias del Medio Ambiente, S.A. (Chairman)

George Christopher Lawrie:

- Agloma Investimentos, SGPS, S.A.
- Aserraderos de Cuellar, S.A.
- Ecociclo – Energia e Ambiente, S.A.
- Glunz AG
- Glunz UK Holdings, Ltd.
- Imoplamac – Gestão de Imóveis, S.A.
- LaminatePark GmbH & Co. Kg
- Maiequipa – Gestão Florestal, S.A.
- Poliface North America Inc.
- Racionalización y Manufacturas Forestales, S.A.
- Serradora Boix, SL
- Sociedade de Iniciativa e Aproveitamentos Florestais – Energia, S.A.
- Somit - Imobiliária, S.A.
- Sonae Indústria-Management Services, SA
- Sonae Indústria – Produção e Comercialização de Derivados de Madeira, S.A.
- Sonae Indústria (UK) Ltd.
- Sonae Novobord (PTY) Ltd.
- Spanboard Products, Ltd.
- Tableros de Fibras, S.A. (Vice-Chairman)
- Tableros Tradema, SL
- Tafiber, Tableros de Fibras Ibéricos, SL
- Tafibra South Africa (PTY) Ltd.
- Tafisa Canada Inc.
- Tafisa UK, Ltd.
- Taiber, Tableros Aglomerados Ibéricos, SL

- Tecmasa Reciclados de Andalucía SL (Chairman)
- Tecnologías del Medio Ambiente, S.A.(Vice-Chairman)

Jan Kurt Bergmann:

- BHW Beeskow Holzwerkstoffe GmbH
- GHP GmbH
- Glunz AG (Vice-Chairman)
- Glunz Service GmbH
- Glunz UKA GmbH
- LaminatePark GmbH & Co. Kg
- OSB GmbH
- Sonae Indústria-Produção e Comercialização de Derivados de Madeira, SA
- Tableros de Fibras, SA
- Tafibra Suisse SA (Chairman)
- Tool GmbH (Chairman)

Supervisory bodies Member:

Albrecht Ehlers:

- Glunz AG (Supervisory Board Chairman – “Aufsichtsrat”)

In companies not belonging to Efanor Group:

Board of Directors Member:

Belmiro Mendes de Azevedo:

- Imoassets-Sociedade Imobiliária, SA (Chairman)

Duarte Paulo Teixeira de Azevedo:

- Imparfin, SGPS, S.A.
- Migracom – SGPS, S.A. (Chairman)

Albrecht Ehlers:

- Erich-Brost-Institut für Journalismus in Europa GmbH

Javier Vega:

- Gestlink, SA (Chairman)
- DKV Seguros (Chairman)
- MásMóvil (Chairman)
- Ydilo Voice Solutions, SA
- Tavex Algodorena, SA

Supervisory bodies Member:

Albrecht Ehlers:

- Schindler Deutschland GmbH
- Salus BKK (Supervisory Board Chairman – “Aufsichtsrat”)
- PROvendis GmbH

c) Committees within the Management and Supervisory bodies and board delegates

27. Identification of the Committees within the Board of Directors and place of disclosure of their terms of reference

To improve the operational efficiency of the Board of Directors and in line with the best practices for company governance, the Board of Directors appointed an Executive Committee, as well as 3 Specialised Committees.



The rules regulating the functioning of the Executive Committee can be read on the company website: www.sonaeindustria.com.

28. Composition of the Executive Committee

The Executive Committee is appointed by the members of the Board of Directors and comprises 3 members allocated the following areas of responsibility:

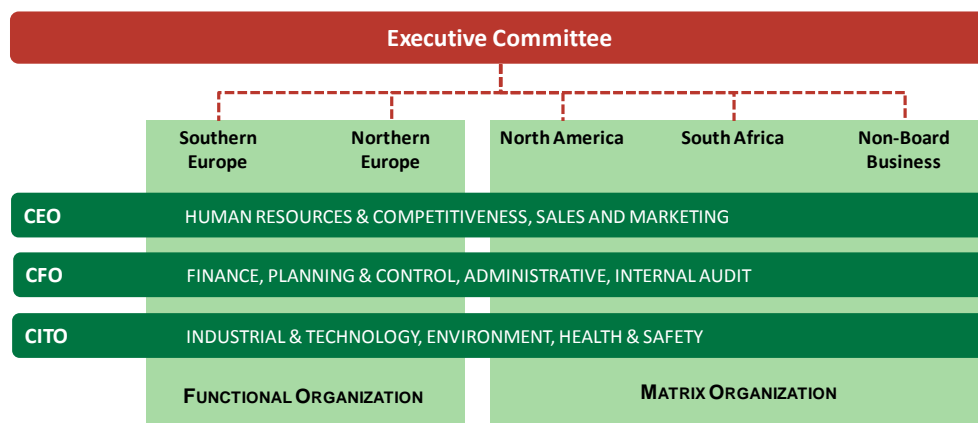


The Board of Directors has delegated powers to the Executive Committee to manage day-to-day operations of the Company except:

- a) appointing the Chairman of the Board;
- b) co-opting a substitute for a member of the Board;
- c) convening Shareholders' General Meetings;
- d) approving the Annual Report and Accounts;
- e) granting any pledge, guarantee or charge over the Company's assets;
- f) deciding to change the Company's headquarters and to approve any share capital increases;
- g) deciding on mergers, de-mergers and modifications to the corporate structure of the Company;
- h) approving the Company's Business Plan and Annual Budget;
- i) deciding key features of personnel policies including stock incentive plans and variable remuneration plans applicable to Executives and Senior Managers, in areas that do not require resolutions from the Shareholders' Remuneration Committee or deliberations at Shareholders' General Meetings, together with decisions on individual compensation for Executives and Senior Managers, which competence is delegated to the Board Nomination and Remuneration Committee and, when these Executives are Officers of the Company, also require decisions from the Shareholders' Remuneration Committee or deliberations at Shareholders' General Meetings;
- j) defining or changing major accounting policies of any company included in the consolidation perimeter of Sonae Indústria Group;
- k) approving quarterly and half-yearly reports and accounts;
- l) selling, acquiring directly or by long-term lease or transacting in any other way, investments classified as tangible fixed assets where the individual transaction value is in excess of 5,000,000 Euros;
- m) purchasing or subscribing new shares in the share capital of any subsidiary company where the accumulated amount exceeds 20,000,000 Euros in any financial year;
- n) investing in any other company or in other financial assets when the accumulated value is in excess of 10,000,000 Euros in any financial year;
- o) making any other financial investment which exceeds the accumulated amount of 10,000,000 Euros in any financial year, unless in the ordinary course of business, namely in short term investments of available cash;
- p) disposing of assets or other divestments, if such a transaction has a significant effect on the operating results of the Company (defined as equal or greater than 5%) or affects the jobs of more than 100 employees;
- q) defining Sonae Indústria and Sonae Indústria Group strategy and general policies;
- r) defining the corporate structure of Sonae Indústria Group.

Upon the departure of João Paulo Pinto, the fields of responsibility of the Executive Committee were split as follows:

- Rui Manuel Gonçalves Correia - CEO
- George Christopher Lawrie - CFO
- Jan Kurt Bergmann - CITO



The Executive Committee normally meets at least once every month, excluding August and additionally whenever the Chairman of the Executive Committee calls a meeting. Meetings can only take place if the majority of the members are present or represented. The Chairman of the Executive Committee presides the meeting.

In 2013 the Executive Committee convened 17 times, with the respective minutes recording the deliberations made. All the members attended 100% of the meetings, with the exception of Jan Bergmann, who attended 94% of the meetings.

Decisions made by the Executive Committee are taken with the favourable votes of the majority of the members present or represented, including those voting by post. In the absence of quorum, the Executive Committee must submit the matter under consideration to the Board of Directors for deliberation.

In order to keep the Board of Directors and the Statutory Audit Board constantly updated of the decisions made by the Executive Committee, the Chairman of the Executive Committee provided the minutes of the Executive Committee's meetings to all the members of both Boards. At the end of each year, the Executive Committee drew up the schedule of its meetings for the following year, informing the Board of Directors and the Statutory Audit Board of this schedule.

The members of the Executive Committee provided all the information requested by other members of the governing bodies on time and appropriately.

29. Indication of the competencies of each board committee and summary of the main activities performed

The Board of Directors also appointed three committees with specialised expertise.

Board Audit and Finance Committee ("BAFC")

The BAFC is composed of the following Non-Executive Directors:

- Javier Vega (Chairman; Independent)
- Paulo Azevedo
- Albrecht Ehlers (Independent)

The BAFC normally meets at least 5 times yearly and is responsible for:

- reviewing the financial statements and earnings announcements to be disclosed to the market and to report its findings to the Board;
- analysing risk management, internally control, businesses and processes;
- reviewing the results of internal and external audits;
- following the trends in the main financial ratios and changes in formal and informal ratings of the Company, including reports from rating agencies;

- analysing and advising on any changes in accounting policies and practices;
- reviewing compliance with accounting standards;
- verifying compliance with legal and statutory obligations, in particular within the financial domain.

Over the course of 2013, the BAFC held 5 meetings with the respective minutes having been drafted.

Responsibilities attributed to BAFC as a specialised committee of the Board of Directors, are developed in terms of company management and do not override the functions of the Statutory Audit Board, as a supervisory board. The BAFC is a Committee within the Board of Directors and according to its empowerment is responsible for an in-depth analysis of the financial statements, analysis of internal and external audit works, risk management processes and the performance of the key financial ratio, among other areas. It also issues recommendations for final deliberation at the Board of Directors, thereby improving its operational functioning.

Social Responsibility, Environment and Ethics Committee (SREEC)

The SREEC is composed of the following Non-executive Members:

- Belmiro de Azevedo (Chairman)
- Albrecht Ehlers (Independent)
- Javier Vega (Independent)

This Committee is responsible for:

- review and advise the Board of Directors on information and reports to be included in the half-year and annual reports of the company;
- monitor the conduct of business in society, the impacts in terms of sustainability in its economic, environmental and social as well as corporate governance and ethical standards. It shall safeguard and monitor the implementation of the Code of Conduct, and proceed on its update whenever necessary.

This Committee has an Ethics sub-committee composed by an independent non-executive member of the Board of Directors, by the Internal Auditor and by the Global Human Resources Director, which have the function to advise the SREEC. The Ethics sub-committee prepares at least one annual report to the Board of Directors, and when appropriate also the auditing bodies of the related country, issues related with the corporate governance or business ethics.

The current members of the Ethics sub-committee are:

- Albrecht Ehlers (Chairman)
- Edite Barbosa (Global Human Resources Director)
- Rogério Ribeiro (Internal Auditor)

SREEC met twice during 2013 and recorder in the minutes their deliberations.

The Ethics Sub Committee met twice.

Board Nomination and Remuneration Committee (BNRC)

The BNRC is composed of the following Non-Executive Members:

- Belmiro de Azevedo (Chairman)

- Javier Vega (Independent)
- Paulo Azevedo
- Albrecht Ehlers (Independent)

Committee meetings are normally held at least twice a year. The BNRC's main functions are to review and submit proposals and recommendations on behalf of the Board of Directors to the Shareholder's Remuneration Committee in relation to the remuneration and other compensations of Board members. Additionally, it analyses and approves proposals and recommendations on behalf of the Board of Directors in relation to the remuneration and other compensations for other senior executives of the Sonae Indústria Group, depending on the activity performed by them. BNRC is also responsible for finding potential candidates with a profile to be a Board Member both for the company itself and for its affiliated companies.

The BNRC liaises with the Sonae Indústria Shareholders' Remuneration Committee since this is the only means through which to guarantee that the Shareholders' Remuneration Committee has the necessary knowledge on the performance of every director throughout the year. This is particularly important in the case of the Executive Directors, given that the Shareholders' Remuneration Committee does not closely shadow the performance of every Director and therefore does not have the necessary knowledge that enables them to perform their functions in the best way. The BNRC may also be assisted by external entities provided absolute confidentiality is ensured in relation to the information obtained arising from that cooperation.

Over the course of 2013, the BNRC met on two occasions with the respective minutes having been drafted.

III. SUPERVISION

a) Composition

30. Identification of the supervisory body: Statutory Audit Board

The Statutory Audit Board may comprise an even or odd number of members, with a minimum of three and a maximum of five with one or two substitutes appointed, depending on the number of members being either three or more, respectively. The members are elected for three-year mandates.

31. Composition

The Statutory Audit Board was elected at the 2012 Shareholders' Annual General Meeting for the 2012-2014 mandate and has the following composition:

- Manuel Heleno Sismeiro – Chairman
- Armando Luís Vieira de Magalhães -Member
- Jorge Manuel Felizes Morgado – Member
- Óscar José Alçada da Quinta – Substitute member

The current members of the Statutory Audit Board were elected for the first time on the following dates:

- Manuel Heleno Sismeiro – April 2009
- Armando Luís Vieira de Magalhães – May 2007
- Jorge Manuel Felizes Morgado – May 2007
- Óscar José Alçada da Quinta – May 2007

32. Independence of the Statutory Audit Board members

All members of the Statutory Audit Board comply with the rules of incompatibilities referred to in paragraph 1 of art. 414-A and the criteria of independence set out in paragraph 5 of art. 414, both of the Companies Law.

To ensure at all times the independence of members of the Statutory Audit Board prior to their appointment, such members issued statements attesting that: (i) not to incur in any of the incompatibilities provided in Article 414^o-A of the Companies Law as well as they were not in any situation that affects their independence in accordance with paragraph 5 of Article 414^o of the same law; (ii) committed themselves to immediately notify the company of anything that may lead to their loss of independence or to any incompatibility during their mandate.

33. Professional experience of the members of the Statutory Audit Board

MANUEL HELENO SISMEIRO (Chairman of the Statutory Audit Board): Degree in Finance, SCEF (Portugal), Accountant, ICL (Portugal). Currently he is a specialist consultant in the areas of internal audit and internal control and is Chairman of the Statutory Audit Board of OCP Portugal Produtos Farmacêuticos SA, Sonae Industria, SGPS, SA and Sonae Capital, SGPS, SA. Prior to this he was a partner at Coopers & Lybrand and Bernardes, Sismeiro & Associados and from 1998 to 2008 at PricewaterhouseCoopers - auditors and Statutory External Auditor and responsible for the Audit and official review in various activity sectors. He was also responsible for managing the office of those companies at Porto and Director of Audit Division in the period of 1998 – 2002 as well as member of the management board at PricewaterhouseCoopers.

ARMANDO LUÍS VIEIRA DE MAGALHÃES (Statutory Audit Board Member): Bachelor of Accounting (former-ICP and current ESCAP), Degree in Economics (University of Porto), Executive-MBA European Management (IESF / IFG). He performed various functions in a credit institution (1964-1989) and since 1989 has practiced as an external auditor, first on a stand-alone basis but subsequently as partner of Santos Carvalho & Associados, SROC and currently of Armando Magalhães, Carlos Silva & Associados, SROC, Lda.

JORGE MANUEL FELIZES MORGADO (Statutory Audit Board Member): Management Degree (ISEG, Technical University of Lisbon), MBA in Finance-IEDE Madrid, MBA in Management and Information Systems (Catholic University), Official External Auditor. Mr. Morgado held various roles as auditor in Coopers & Lybrand (1980-1989), responsible for Management Control and Internal Audit of the Coelima Group (1989-1991) before becoming a partner of Deloitte (1991-2004). From 2004 he has been an Official Statutory Auditor and Partner of Econotopia-Consultoria e Gestão, SA.

OSCAR ALÇADA DA QUINTA (Statutory Audit Board Substitute-Member): Degree in Economics (University of Porto). He has held various functions in both the administrative and financial departments of different companies (1982-1986) and since 1986 has provided services within the external audit of the Official Statutory Auditors Association. Through this activity in 1990 he was included in the List of Official External Auditors, a function which he works on exclusivity, initially on a stand-alone basis but subsequently as partner of Óscar Quinta, Canedo da Mota & Pires Fernandes, SROC.

b) Functioning

34. Existence and place for disclosure of the terms of reference of the Statutory Audit Board

The rules regulating how the Statutory Audit Board functions can be read at the company website: www.sonaeindustria.com.

35. Number of meetings held and attendance rate of each member of the Statutory Audit Board

In 2013 the Statutory Audit Board convened 6 times. The minutes were drawn up recording the respective deliberations. All the members attended 100% of the meetings with the exception of Jorge Morgado who attended 50% of the meetings.

36. Availability of each member of the Statutory Audit Board, indicating offices held in other companies, inside and outside the group, as well as other relevant activities held by those members during the financial year.

The Statutory Audit Board members exercised their roles in conjunction with the functions listed below, as outlined in section 33.

Functions exercised by Statutory Audit Board members as of 31 December 2013:

In companies belonging to Efanor Group

Manuel Heleno Sismeiro

- Sonae Capital, SGPS, SA (Chairman of the Statutory Audit Board)

Armando Luís Vieira de Magalhães

- Sonaecom - SGPS, S.A. (Statutory Audit Board)
- Sonae Capital, SGPS, SA (Statutory Audit Board)

Jorge Manuel Felizes Morgado

- Sonae, SGPS, SA (Statutory Audit Board)
- Sonae Capital, SGPS, SA (Statutory Audit Board)
- Sonae Sierra, SGPS, SA (Statutory Audit Board)

Óscar Alçada da Quinta

- Sonaecom - SGPS, S.A. (Statutory Audit Board)
- Sonae Investimentos, SGPS, SA (Statutory Audit Board)

In other companies not belonging to Efanor Group

Manuel Heleno Sismeiro

- OCP Portugal Produtos Farmacêuticos SA (Chairman of the Statutory Audit Board)
- Segafredo Zanetti (Portugal) SA (Chairman of the Board of the Shareholders' General Meeting)

Armando Luís Vieira de Magalhães

- Futebol Clube do Porto - Futebol S.A.D (Statutory Audit Board)
- Real Vida Seguros (Statutory Audit Board)

Óscar Alçada da Quinta

- BA GLASS I – Serviços de Gestão e Investimentos, SA. (Statutory Audit Board)
- Caetano-Baviera – Comércio de Automóveis, SA (Statutory Audit Board)
- Óscar Quinta, Canedo da Mota & Pires Fernandes, SROC (Board of Directors)

c) Responsibilities and functions

37. Description of the procedures and criteria applicable to the involvement of the supervisory body in relation to hiring additional services of the external auditor

The Statutory Audit Board shall approve the hiring, by the company or subsidiary companies of the external auditor or any entities with which they have joint shareholdings or which are part of the same network, to provide services other than auditing services.

38. Other roles of the supervisory body

The Statutory Audit Board exercises all the responsibilities attributed to it by law.

Besides those responsibilities the Statutory Audit Board must issue prior opinion on any transaction with shareholders or entities with whom they are in any relationship, under Article 20 of the Securities Code (reference shareholders), in the terms set forth in section 91.

The Statutory Audit Board's Report, available on the company website together with the other accounting documents, details the supervisory activity carried out, with no constraints detected.

IV. STATUTORY EXTERNAL AUDITOR

39. Identification of the statutory external auditor

The Statutory External Auditor is PriceWaterHouseCoopers & Associados, SROC, Lda, represented by Hermínio António Paulos Afonso.

40. Permanence of Functions

PriceWaterhouseCoopers has been the statutory external auditor of the company since the Annual General Meeting of 2006, and is currently undertaking its third three-year mandate.

41. Other services provided to the Company by the Statutory External Auditor

In 2013 PriceWaterHouseCoopers did not provide any services other than auditing or related services to the company and/or to subsidiary companies.

V. EXTERNAL AUDITOR

42. Identification of the external auditor

The external auditor of the company is PriceWaterHouseCoopers & Associados, SROC, Lda, represented by Hermínio António Paulos Afonso, registered in the CMVM under no. 9077.

43. Permanence of Functions

PriceWaterhouseCoopers has been the external auditor of the company since 2006. Its current representative, Hermínio Afonso, has represented it since 20 September 2011.

44. Policy and periodicity of rotation of the external auditor

Sonae Indústria has not defined any policy regarding the frequency of the rotation of the external auditor, given that the third mandate for which the current statutory external auditor was elected only ends in 2014. Likewise, in relation to the statutory external auditor partner, Sonae Indústria has not established any policy regarding the frequency. The legal stipulations concerning this issue are scrupulously complied with.

45. Appraisal of the external auditor

The Statutory Audit Board proposed the election of the Statutory External Auditor at the Shareholders' General Meeting held in 2012, who is also the external auditor of the company. The proposed remuneration policy approved at the 2013 Shareholders' General Meeting states that the Statutory External Auditor of the company should be paid according to the normal levels of fees for similar services by reference to market information, as negotiated annually under the supervision of the Statutory Audit Board and of the Board Audit and Finance Committee.

The Statutory Audit Board meets the Statutory External Auditor whenever it deems fit and monitors their activities and conclusions from their work through the final audit reports. This allows them to evaluate the work of the external auditor. The Statutory Audit Board may if there is just cause, propose to the Shareholders' General Meeting the dismissal of the Statutory External Auditor since he is elected under the proposal of the Statutory Audit Board.

46. Other services provided to the Company by the External Auditor

Throughout 2013 no other services were hired from the external auditor. If the company or any subsidiary intends to hire services from the company auditor on top of the auditing services, the Statutory Audit Board must approve the hiring of these services beforehand.

47. Annual remuneration

Sonae Indústria and its subsidiaries paid PriceWaterhouseCoopers the following amounts in 2013:

By the Company	
Auditing Services (€)	13 730 € / 3.15%
Other reliability guarantee services (€)	1925 € / 0.44%
By other group entities	
Auditing Services (€)	386 394 € / 88.63%
Other reliability guarantee services (€)	33 915 € / 7.78%

C. INTERNAL ORGANISATION

I. ARTICLES OF ASSOCIATION

48. Rules applicable to the amendment of the company's articles of association

The rules applicable to amendments of the Articles of Association are established by law. It is the task of the Shareholders' General Meeting to decide on the amendment of the Articles of Association. However, the Board of Directors can decide to change the registered office within the national territory, as well as deliberate on increases in the Company's share capital through new cash injections up to one thousand and two hundred million Euros, on one or more times.

II. REPORTING OF IRREGULARITIES

49. Tools and policy for reporting of irregularities

Sonae Indústria has a Code of Conduct that includes the irregularities communication policy, which is available at the website www.sonaeindustria.com. Sonae Indústria's Code of Conduct and irregularities communication policy aims to create the climate and means for its employees and service providers to express their concerns about any behaviour or decision that they believe does not respect the company's ethics or Code of Conduct.

Any information on a suspected irregularity should be sent via e-mail or post to one of the following addresses:

By e-mail: ethics.committee@sonaeindustria.com

By post: Sonae Industria SGPS, S.A.
Subcomissão de Ética da Comissão de Responsabilidade Social, Ambiente e Ética
Lugar do Espido, Via Norte
Apartado 1096
4470-177 Maia Codex
Portugal

A meeting to clarify the alleged irregularity can then be arranged with the Ethics Subcommittee of the Social Responsibility, Environment and Ethics Committee, when required.

Each irregularity report will be received by the Ethics Subcommittee, who is responsible for initiating and supervising the investigation into all reports. Once the research is concluded and if the irregularity reported corresponds to wrongful conduct, the Ethics Subcommittee of the Social Responsibility, Environment and Ethics Committee, shall notify the situation to the superior of the employee or the Service Provider's employer in order to apply corrective actions and / or initiate disciplinary proceedings.

As the Company wishes to encourage good faith reporting of any alleged irregularity while avoiding damage to the reputation of innocent persons initially indicated as allegedly suspected of wrongful misconduct, anonymous reports are not accepted.

The investigation will be conducted in a confidential manner and the Company ensures that there will be no discriminatory or retaliatory action against any employee or service provider who reports an alleged irregularity in good faith. If any employee or service provider believes that he or she has been retaliated against for reporting or participating in an investigation, he/she should immediately report such perceived retaliation to the Ethics Subcommittee of the Social Responsibility, Environment and Ethics Committee.

The company provides a means by which to report irregularities on its intranet

The Ethics Subcommittee shall inform the Statutory Audit Board about any report of non-ethical behaviour received.

The company maintains a record of all complaints and cases investigated as well as their findings which is be available for consultation by the statutory bodies and external auditor.

The **Code of Conduct** of Sonae Indústria contains a set of standards based on our shared values that govern the activities of Sonae Indústria. It applies to everyone employed by the Group, including members of the statutory bodies of Group companies, managing directors, senior executives, employees and people whose status is equivalent to that of employees, such as temporary staff and service providers. The Code sets out guidance on those matters of business ethics to be complied with by all employees and service providers when carrying out their professional duties.

Sonae Indústria adheres to and actively promotes the highest ethical standards of professional conduct at all levels of the Group. Commitment to standards of conduct must emanate from the top. Therefore, Sonae Indústria's top managers are expected to set an example for the rest of the organisation through their actions, by actively leading the adoption and by monitoring the enforcement of these standards. As such, the

senior managers must guarantee, in their area of responsibility, strict compliance with the law, permanently monitoring such compliance, and clearly explaining to their employees that the transgression of any law will have both legal and disciplinary consequences.

It is particularly important that a commitment to these standards of conduct is accepted by all employees and service providers at all Group companies, wherever they operate. Country operations are also required to adopt appropriate principles and actions to deal with specific ethical issues that may arise in their own countries.

The Code of Conduct of Sonae Indústria was defined in such a way that clearly explains the conduct to be followed with all stakeholders, as well as to connect it with the company's values. The code of conduct is structured in the following way:

Relations with employees and service providers

- Knowledge sharing and personal development
- Innovation and initiative
- Respect, accountability and cooperation
- Confidentiality and responsibility
- Sustainability
- Conflict of interest
- Health and safety
- Social Conscience
- Communication
- Compliance

Relations with shareholders and other investors

- Creation of value
- Transparency
- Compliance

Relations with governments and local communities

- Ethical Behaviour
- Social Conscience
- Tax Statement
- Environmental Awareness

Relations with business partners

- Customer Focus
- Integrity
- Ethical behaviour
- Transparency

Relations with competitors

- Enforcement of competition laws
- Ethical behaviour

The complete code of conduct can be found at the company site www.sonaeindustria.com.

III. INTERNAL CONTROL AND RISK MANAGEMENT

50. Individuals, bodies or committees responsible for the internal audit and/or the implementation of internal control systems

Sonae Indústria has implemented policies and procedures to guarantee compliance with the directives issued by the management bodies. Sonae Indústria has integrated a Skills Centre into the framework of its **Global Business Processes and Systems**, which works with the local operations and corporate departments as a Centre of Excellence to achieve key objectives, such as: prioritisation, development and implementation of processes and systems (including control activities); definition of the best practices and assessment of the performance of the processes, establishing the connection between the Business needs and the system application component.

Sonae Indústria has ongoing monitoring activities of control in place as diverse as approvals, authorisations, verifications, reconciliations, reviews of operating performance, security of assets and segregation of duties. Pertinent information is identified, captured and communicated within a form and timeframe which enables employees to fulfil their responsibilities. Sonae Indústria has a **Planning and Management Control (PMC)** department which supported by robust information systems, produces reports containing operational, financial and compliance-related information. The PMC, through its Procedural Manual, defines and implements a set of rules and procedures relative to the planning processes, reporting, accounts management and investment approval process.

The **Accounts Consolidation** department is responsible for the preparation of the consolidated financial information based on reporting packages from the Administrative and Financial responsible of each country. The centralised accounting back-office (**Shared Service Centre**) performs the accounting of all subsidiaries, with the exception of the Canadian, thus helping to guarantee alignment of policies and strengthening of procedures and controls.

Internal control systems are monitored. Ongoing monitoring activities exist, namely regular management and supervisory activities. Separate evaluations are conducted by the internal audit department, whose scope and frequency depend primarily on an assessment of the risks and effectiveness of ongoing monitoring procedures.

There are procedures for periodic reporting to management and supervisory bodies of major internal control deficiencies and breaches of procedures and policies set by Sonae Indústria.

Sonae Indústria has a reasonable level of confidence in the internal control framework which is currently in place. Communication of the Vision, Values and Principles throughout the organization reinforces the importance in terms of ethical behaviour. The existence of the Code of Conduct, of the Whistleblower tool and the Ethics Subcommittee, enhance the control culture of the organisation.

51. Explanation of the hierarchical and functional reporting lines to other corporate governing bodies or committees

It is the responsibility of the Board of Directors to create the necessary structures and services to ensure that the internal control and risk management system works properly. For this purpose, specific departments were created, some years ago, composed by specialised teams – Internal Audit and Risk Management. The main function of the Internal Audit department is to monitor compliance with procedures and policies defined and to report to the Board of Directors on any irregularities found. The Risk Management department must analyse the potential risks of the company and implement the standards as well as the systems that can reduce those risks.

The person responsible for the Internal Audit department reports functionally to and meets the Statutory Audit Board at least twice a year as well as the Board Audit and Finance Committee, whose chairman is an Independent Director. Both Governing Bodies can request information or clarifications whenever they wish.

Additionally, it is the Board Audit and Finance Committee particular duty to manage the risk, internally controlling the processes and businesses as well as analysing the results of the Internal and External Audit.

The competences of the Statutory Audit Boards include reviewing the effectiveness of the risk management system as well as that of the internal control and audit systems. The Statutory Audit Board has access to all the information whenever it deems necessary and can liaise with the heads of the respective departments, receiving the reports these departments produce.

The Statutory Audit Board is presented with the internal audit plan of action, and may issue its opinion on it, in addition to the suitability of the resources allocated to the different compliance services.

The Statutory External Auditor reviews the implementation of policies and remuneration systems as well as the effectiveness and operation of the internal control mechanisms. In the event of finding any defect or irregularity, this will be reported to the Statutory Audit Board.

52. Existence of other functional areas with competencies in terms of risk control

Sonae Indústria is based on integrity and ethical values, as outlined in the company's Code of Conduct, which emanate from the top down with the example then being set by management.

The different governing bodies have been born from a management philosophy and operating style based on a strong organizational structure with adequate assignment of authority and responsibilities. Sound Human Resource policies and procedures and the existence of the Code of Conduct are enshrined in such structure.

53. Identification and description of the main types of risk

Sonae Indústria faces a variety of risks from external and internal sources which must be assessed and we have installed in our company a culture of prevention and early detection. As you will see subsequently, an Enterprise-Wide Risk Management Framework was developed and is updated periodically.

The main financial risk that Sonae Indústria is exposed to is **credit risk** over its customers, which is the risk of a customer either paying late or failing to pay the acquired products due to lack of liquidity. To mitigate this risk, Sonae Indústria has implemented credit management procedures and credit approval processes. The credit insurance is a mandatory tool used in all geographies where we are present and where such possibility exists to mitigate the credit risk. The credit insurance levels that are offered by external credit insurance partners are continuously revised and updated throughout the year and a close and complementary relationship is kept with these suppliers in order to mitigate the risk we have in common and to allow a better evaluation of the credit risk. In specific situations where we are not able to contract credit insurance to mitigate this risk, alternative and/or complementary solutions (like bank guarantees, letters of credit and confirming, among others) are explored together with our clients in order to achieve the largest possible turnover volumes in an environment of minimum and controlled risk. In the limit situation where we are not able to obtain risk coverage for a specific customer or operation, we develop a detailed internal process with the objective of analysing every particular aspect of such business, so an informed and complete decision can be taken over a possible own risk-taking situation.

The **economical risks** that Sonae Indústria is exposed to include: Interest Rate Risk, Foreign Exchange Risk and Liquidity Risk.

Interest Rate Risk depends on the proportion of floating rate debt on Sonae Indústria's consolidated Statements of Financial Position and the consequent cash flows related to interest payments. As a general rule, Sonae Indústria does not hedge its exposure to floating interest rates through financial derivatives. This approach is based on the principle of the existence of a positive correlation between the interest rate levels and the "operating cash flow before net interest charges" which creates a natural hedge on the "operating cash flow after net interest charges" for Sonae Indústria.

Foreign Exchange Risk derives from being a diversified Group with subsidiaries spread throughout three different continents. Consolidated Statements of Financial Position and Profit and Loss are exposed to foreign exchange translation risk and Sonae Indústria subsidiaries are exposed to foreign exchange risk from both translation and transaction type. Whenever possible and economically viable, Group subsidiaries aim to offset assets and liabilities denominated in the same foreign currency.

Liquidity Risk aims mainly to ensure that the company can obtain the financing required to properly carry on its business activities on time, implement its strategy and meet its payment obligations when due, while avoiding the need for having to obtain funding under unfavourable terms. For this purpose, liquidity management at Sonae Indústria mainly comprises consistent financial planning, diversification of financing sources and diversification of debt maturities issued.

Regarding **Legal Risks**, the main risk of the Group's business relates to legislative changes that may occur at the level of the activity (environmental law and labour, among others) that can encumber the activity to such an extent that its profitability may be affected.

54. Description of the process for identification, evaluation, monitoring, control and management of risks

Internal Audit is an independent and objective activity, which aims helping Sonae Indústria to achieve their goals by participating in the process of value creation. Uses a systematic and structured approach to evaluate and improve the effectiveness of risk management, internal control procedures and corporate governance.

Internal Audit operates in accordance with International Standards for the Professional Practice of Internal Auditing, established by the Institute of Internal Auditors, including its Code of Ethics.

In fulfilling its responsibilities, Internal Audit has access to any persons, records, information, systems and assets deemed necessary.

Internal Audit reports functionally to the Board Audit and Finance Committee (BAFC) and to the Statutory Audit Board.

The planning of the activity of Internal Audit is essentially developed based on a prior assessment of the systematic business risks of Sonae Indústria. The annual plan of Internal Audit activity is approved in advance by the Executive Committee and submitted to the Board Audit and Finance Committee (BAFC) and to the Statutory Audit Board.

Descriptive reports of the activity of Internal Audit are periodically prepared and sent to the Executive Committee, the Board Audit and Finance Committee (BAFC) and to the Statutory Audit Board of Sonae Indústria, which includes the summary of significant internal control deficiencies and shortcomings in procedures and policies set by Company.

The reporting system implemented ensures regular feedback, a proper review of the activities and the possibility to adjust the plan of activities to emerging needs.

Board Audit and Finance Committee (BAFC) and the Statutory Audit Board are responsible for overseeing the effectiveness of the internal audit function. Accordingly, Internal Audit has developed a quality assurance and quality promotion, which includes ongoing analysis and regular and periodic evaluations of the quality conducted internally and externally.

Risk Management is a key concern within the Sonae Indústria culture and is present in all management processes, forming part of the delegated responsibility of managers and employees at all levels within the Sonae Indústria Group.

Risk Management comprises the process of identifying potential risks, analysing their possible impact on the organisation's strategic goals and seeking ways to minimise the probability of their materialisation, in order to determine the best procedures to manage exposure to them.

A global approach is in place to assure a suitable and balanced coverage of the operational risk through its transfer to our reinsurance panel. Sonae Indústria developed various insurance programs to place the risk, aiming to cover:

- Property damage (including machinery breakdown) and Business Interruption;
- Damage in transports;

- Damage caused to third parties (Product, Public and Environmental Liability);
- Credit Risk;
- Work accidents.

Sonae Indústria adopts global policies as a support to its processes of risk management together with local solutions that better approach specific risks and topics and is committed to improve its assets protection and prevention levels to reinforce the partnership with the insurance market.

55. Main elements of the internal control systems and risk management adopted by the company in relation to the process of disclosure of financial information

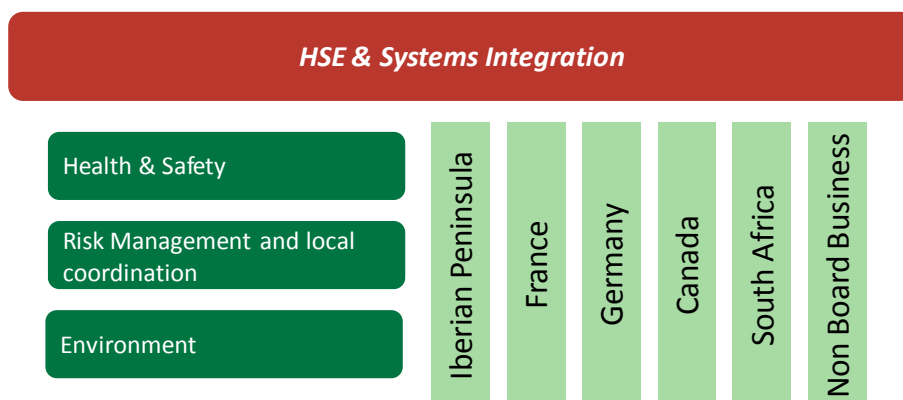
The production of wood-based panels is an industrial activity with a significant operational risk arising from fire and explosion. Consequently, the operational risk management is active in the implementation of standards and the choice of systems that are capable of reducing industrial unit risks.

The Risk Management Area is separated in two responsibilities to guarantee a more focused and specialized approach - Operational Risk Management and Insurance Management.

Operational Risk Management is integrated in the department responsible for the consolidation of Health and Safety at Work practices (Corporate HSE & Systems Integration Department), reporting directly to the company CITO, in order to focus on developing and implementing measures to mitigate risks in industrial operations.

A formally coordinated network of Country Risk Officers exists in each of the countries where Sonae Indústria operates and at each of the sites there is a dedicated Plant Risk Officer.

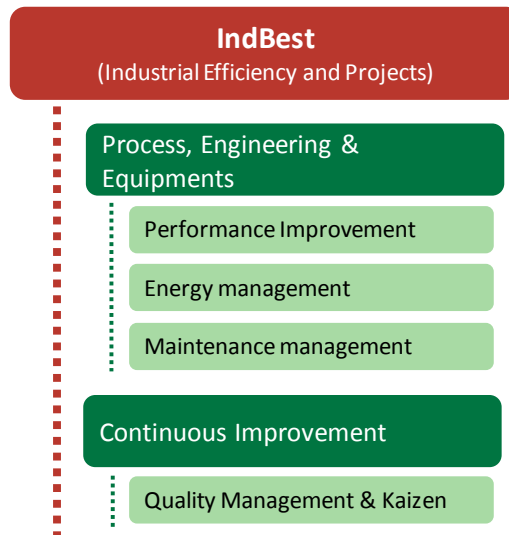
The organisation of the Corporate HSE & Systems Integration Department can be analysed in the following diagram:



The Operational Risk Management is also related to the Corporate Department IndBest (“*Industrial Best Practices*”). This department is responsible for the implementation and sharing of industrial best practices and procedures, through an effective coordination with local teams, namely the Industrial Managers of the several operations and the Plant Managers, and support to the implementation of industrial investments. This team is also responsible for the promotion of several actions to optimise energy efficiency and to ensure a global coordination of the maintenance works carried out at the plants.

The Continuous Improvement team, also part of the IndBest department, promotes the implementation of continuous improvement best practices, which lead to higher efficiency and productivity levels in the group, gradually implementing a cultural change in the company’s employees. Its objective is to promote throughout

all people a faster and more efficient way of work, not only in the industrial areas, but also in commercial and support activities of the company.



The integrated insurance management is encompassed into the Compliance & Risk Management Department.

The goal of the insurance management is to bring about more efficient and effective management of the Group's different insurance policies, in order to mitigate insurance risks. It is responsible for drawing up and implementing procedures that minimize exposure to risk, reducing the likelihood of risk situations occurring and ensuring maximum coverage.

This Department is also responsible for implementing the Enterprise Wide Risk Management (EWRM) methodology, detecting, assessing and prioritising the risks and their potential impact on the organisation's activities.

The company Risk model, aggregates the business risks into three categories (Business Division Risk, Business Process Risks and Risk Information for Decision Making) and contains the quantification of the relevance (impact on EBITDA and operating efficiency) as well as probability (frequency of the event or scenario occurring) of the critical risks for Sonae Indústria.

The management of financial risks, incorporated into the business process risks is carried out and monitored within the ambit of the finance function.

Operational Risk Management

Sonae Indústria aims to improve its industrial process by implementing more efficient and sustainable practices. The operational risks are assessed and mitigated in order to raise awareness about the new risks and change behaviour in relation to the current risks.

Operational risk management activities were carried out in 2013 to achieve the goals set as regards risk control.

Taking into account all the risks an industrial activity such as ours entails, the protection of the key assets, as well as the loss prevention activities, are ongoing concerns of the Group, and have been defined as priorities for 2013.

Corporate Operational Risk Standards (CORS)

The CORS were developed with reference to international standards such as NFPA¹ and/or FM² data sheets, bringing together the best engineering protective practices against fire at Sonae Indústria, and in the wood industry. These standards were validated with external experts and specialists from the insurance market and risk management field. They aim to ensure standardisation of processes and procedures in all geographies in an effort to improve operational risk management by leaving little or no room for uncertainty.

The Corporate Operational Risk Standards (CORS) are divided into three areas:

1. Management Programs and Procedures:

- Best Industry Practices in Loss Prevention involving the Human Element;
- Preparation for emergencies;
- Management of Programs (maintenance, equipment inspections, training, contractors, housekeeping).

2. Fire Protection Systems:

- Reference to international recognised standards, mainly NFPA;
- General requirements in fire detection and protection of industrial premises, fire water supply specifications and building materials characteristics;
- Integration of component for Surveillance practices (hardware).

3. Special Hazards:

- World class developed knowledge in fire detection and protection inherent to the wood based panels industry: wet and dry particle handling and transport, dryers, hot presses;
- Specific issues such as, thermal and hydraulic oil installations, electrical cabinets, and rooms, or transformers.

In 2013, in the wake of a detailed study carried out by an independent international company that works in all areas of industrial and procedural safety, namely prevention of risk of fire and explosions, an exhaustive list of risks was drawn up linked to the key operational processes (production).

Medium-term action plans were drawn up to mitigate these risks, focusing particularly on the use of Recycled Material, which is planned to increase in the coming years.

In line with the CORS philosophy, additional companies were consulted in the third quarter of 2013 that are specialised in leading-edge techniques in protection against dust explosions, so as to provide suitable technical solutions to minimise and control the risks identified.

Inspections

External Risk Inspections

The CORS have become the processes and procedures by which the audit risks are oriented to check the exposure of each plant. This permits greater transparency and harmonisation in the audit process.

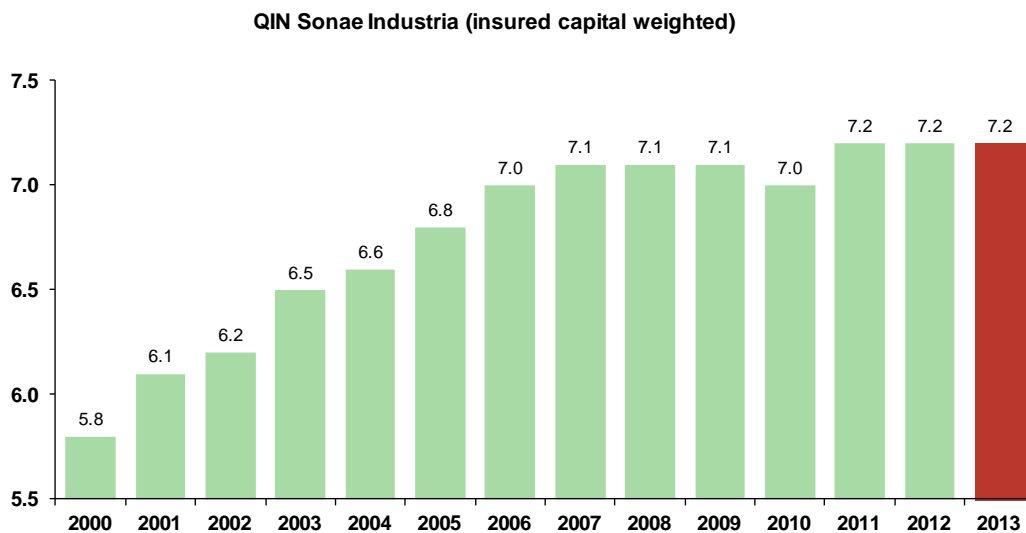
¹ National Fire Protection Association

² Factory Mutual

A significant change was made in the external auditing process in 2013 and implemented in all plants in relation to the entity that performs the external audit. A cut off was implemented in relation to the previous process where the entity that performed this external audit was changed every year. Therefore it was agreed that until 2014/15 the auditing inspections would be carried out by the same entity in each plant. This change will ensure a more efficient monitoring of the recommendations made.

Upon completing the external audits, a report is issued with a set of recommendations for each plant visited. Since 2000, the Sonae Industria overall QIN has improved from 5.8 to its current value of 7.2.

In 2013, six audits were carried out. The results are reflected in the QIN calculated at the end of the year, as shown in the graph below.



Internal Risk Inspections

Following the organisational changes made in 2013, the internal visits to some plants focused on compliance with the Corporate Operational Risk Standards.

The result of the visits is reported and the implementation of the recommendations is tracked.

2009-2015 Risk Plan

Each individual plant plan (which is updated annually) defines a set of measures to be taken towards achieving full compliance with the Corporate Operational Risk Standards and corporate directives published. The main objectives encompass:

- Improving Sonae Indústria's Installations Risk Standard with a view to increasing employee and asset safety, and avoiding eventual periods of business interruption;
- Obtaining a payback reflected in the insurance premiums (demonstration of real and tangible commitment to loss prevention);
- Forming the basis for preparation of the annual budget for investment in Loss Prevention measures and establishing priorities based on the impact on Loss Prevention.

In 2013 a quarterly follow up of the active recommendations was implemented, which was subsequently reported to our insurance partners. Each industrial site is responsible for updating the status using a defined template. This information is then centrally uploaded to a website used by the reinsurance panel.

All Risks Insurance Premium Distribution

Most of Sonae Indústria's plants are covered by a "Fully Comprehensive" insurance policy, as part of a global and centrally contracted programme.

To correctly impute the cost of the insurance per plant and location, the Insurance Management Department carried out a process this year at all locations, surveying the local conditions in order to bring about a fair distribution of the global premium for each productive plant and risk location.

This process did not lead to significant differences in the distribution of the premium when compared with the previous process but guaranteed the external reliability of a practice that has been implemented in recent years.

For the plants not included in the global programme, demand and selection procedures were carried out at the locations to obtain the best coverage and price

IV. INVESTOR RELATIONS

56. Investor Relations' Department

Sonae Indústria has its own Investor Relations' Department, responsible for managing the relationship between the Company and shareholders, investors, analysts and market authorities including the CMVM (the Portuguese Securities Exchange Regulator).

Each quarter, the Investor Relations Department is responsible for coordinating the preparation of an earnings announcement to be issued to the market and provides statements whenever necessary to disclose or clarify any relevant fact or event that could affect the share price. The Investor Relations Department is available at all times to respond to any general questions posed by the market. The Company is available to meet investors, either at road shows or in one-to-one meetings upon request, or by participating at conferences.

Sonae Indústria's Investor Relations Department comprises two staff members. Its manager is António Castro. The Department may be contacted,

by e-mail: investor.relations@sonaeindustria.com or by telephone: +351 220 100 655.

57. Representative for the Relations with Capital Markets

Sonae Indústria's legal Representative for Relations with Capital Markets is its executive director George Christopher Lawrie, who can be contacted via the Investor Relations Department or alternatively, directly by e-mail: chris.lawrie@sonaeindustria.com

58. Information on the volume and time of response to information requests received during the year or pending from previous years

The company keeps a record of the requests made to the Investor Relations Department and how each request was dealt with. In 2013 the Department received contacts and requests for clarification from 35 investors, of which seven were non-resident. In overall terms, the average response time to the information requests from investors was less than 24 hours. No information requests from earlier years are pending.

V. WEBSITE

59. Website address

The company's website is www.sonaeindustria.com.

60. Place where information on the firm, public company status, registered office and the remaining information is available

Information on the company's firm, the quality of publicly traded company, headquarters and other elements mentioned in Article 171 of the Companies Code is available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,27> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,27> (English version)

61. Place where the company's articles of association and terms of reference of the governing bodies and/or committees are available

The company's Articles of Association are available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,31> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,31> (English version)

The functioning regulations of the Board of Directors, Executive Committee and Statutory Audit Board are available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,109> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,109> (English version)

62. Place where information regarding the identification of the members of the governing bodies, the Representative for the Relations with the Capital Markets, the Investor Relations Department or its equivalent, respective roles and contact details is available

The identity of the members of the company's governing bodies is available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,29> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,29> (English version)

Information about the Representative for the Relations with the Capital Markets is available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,30> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,30> (English version)

Information about the Investor Relations Department is available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,55> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,55> (English version)

63. Place for disclosure of the company financial statements

The company's accounting documents are available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,42> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,42> (English version)

The half-yearly schedule of company events is available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,53> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,53> (English version)

64. Place for disclosure of information on General meeting

The notifications convening the general meetings and all the preparatory information and information subsequent to the meetings are available at:

<http://www.sonaeindustria.com/page.php?ctx=2,0,32> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,32> (English version)

65. Place for the disclosure of the historic records

The record of the deliberations made in the general meetings, capital represented and the results of the votes are available at:

<http://www.sonaeindustria.com/page.php?ctx=1,0,32> (Portuguese version)

<http://www.sonaeindustria.com/page.php?ctx=1,0,32> (English version)

D. REMUNERATIONS

I. COMPETENCIES FOR APPROVAL OF REMUNERATIONS

66. Details of the powers for establishing the remuneration of the governing bodies and Executive Committee

As defined in the Articles of Association of the company, the Shareholders' General Meeting is responsible for establishing the remuneration of the members of the governing bodies or for electing a committee for this purpose. As for the members of the Board of Directors, the Remuneration Committee talks to the Board Nomination and Remuneration Committee. Only as such can the Remuneration Committee gain the necessary knowledge about the performance of each director, and especially the executive directors, throughout the year.

II. REMUNERATIONS COMMITTEE

67. Composition of the remunerations committee, including identification of the individuals or companies who have been retained to support the decision process and information regarding the independence of each member and advisor

Sonae Indústria's Shareholders' Remuneration Committee is appointed by the Shareholders' General Meeting for a three-year term and was elected at the Shareholders' General Meeting held in March 2012 for the mandate 2012-2014. Currently this committee is composed by Efanor Investimentos - SGPS, SA, represented by Belmiro Mendes de Azevedo, by Imparfin - SGPS, SA, represented by José Fernando Oliveira de Almeida Côte-Real and by the Professor José Manuel Neves Adelino.

Professor José Manuel Neves Adelino is an independent member of the Remuneration Committee.

The participation of Belmiro de Azevedo at the Shareholders' Remuneration Committee, who is also Chairman of the Board of Directors, corresponds to the representation of shareholder interests in the Shareholders' Remuneration Committee, as he intervenes in that capacity. Belmiro de Azevedo does not

participate in the discussion nor is present in the moment of the meeting in which his own payment is discussed therefore ensuring the necessary impartiality and transparency.

No company was hired to assist the Shareholders' Remuneration Committee nor the Board Nomination and Remuneration Committee. For the benchmark salary level of Board of Directors members, these Committees use multi-company studies prepared by international consultants present in Portugal which are available in the market.

68. Experience and knowledge of the members of the Shareholders' Remuneration Committee in remuneration policy issues

The representative of Imparfin, José Corte Real, works for the Efanor Group on Human Resources' area; his extensive knowledge and vast experience in Human Resources, namely in regard to remuneration policy contribute very positively to the work of the Shareholders' Remuneration Committee.

III. REMUNERATION STRUCTURE

69. Description of the remuneration policy of the Management and Supervisory bodies

At the General Meeting held in 2013 the Remuneration Committee approved a declaration concerning the remuneration and compensation policy of the governing bodies and the managers, and a share attribution plan.

The remuneration and compensation policy to be applied to the Statutory Governing Bodies of Sonae Indústria and other Senior Management, which we hereby propose, complies with European guidelines, Portuguese law and the recommendations of the Portuguese Securities Market Commission (CMVM) and is based on the understanding that initiative, competence and commitment are the essential foundations for delivering good performance and that the latter should be aligned with the medium and long term interests of the Company, in order to achieve sustainability.

In determining the remuneration policy comparisons are made with market studies available in Portugal and other European markets, including those prepared by the specialised consultant Hay Group. Comparisons are also made with remuneration practice at the companies that compose the PSI-20 Portuguese Stock Market Index.

The remuneration packages to be awarded to Executive Directors are established by reference to market studies covering "Top Executives" in Portugal and Europe, taking as reference the median position in the market for fixed remuneration levels and the third quartile for total remuneration levels, in comparable circumstances.

The fixed remuneration and target variable remuneration are decided by the Shareholders' Remuneration Committee in coordination with the Board Nomination and Remuneration Committee.

Fixed component of remuneration is aligned, through the use of ranges, with market standards, which are benchmarked to equivalent practice at comparable companies.

The variable component of remuneration, awarded to Executive Directors, is subject to maximum percentage limits and is determined by pre-established and measurable performance criteria - performance indicators - agreed with each executive director for each financial year.

The variable component of remuneration is assessed by evaluating performance using a set of performance indicators, both business indicators mainly of an economic and financial nature "Key Performance Indicators of Business Activity" (Business KPIs), and individual indicators, combining the latter performance indicators mainly quantified "Personal Key Performance Indicators" (Personal KPIs). The content of the performance

indicators and their specific weight in determining actual remuneration awarded, ensure the alignment of Executive Directors with the strategic objectives defined and compliance with the laws that apply to the Company's activities.

The variable component of remuneration to be awarded is based on an individual performance assessment, which is made by the Shareholders' Remuneration Committee, in coordination with the Board Nomination and Remuneration Committee. This assessment takes place after the results of the Company are known.

Thus, for each financial year, an evaluation is made of business activity and of the performance and individual contributions to the collective success, which, obviously, impacts the awards of the fixed and variable components of the remuneration package of each Executive Director.

For each financial year, at least fifty per cent of the value of the variable remuneration awarded to an Executive Director, as a result of the evaluation of individual and company performances, has its payment deferred for a period of three years. This deferred component of variable remuneration is linked to the evolution of the share price, under the Plan to Grant Sonae Indústria Shares (the "Medium Term Incentive Plan" or "MTIP") under the terms of the respective "Characteristics and Regulation", attached as an Appendix to this Proposal. The Company reserves the right to pay the equivalent market value in cash, instead of delivering shares.

In applying the Remuneration and Compensation Policy consideration is given to roles and responsibilities performed in affiliated companies.

The Company's Remuneration and Compensation Policy incorporates the principle of not contemplating any compensation to members of the Board of Director, or to members of other Statutory Governing Bodies, related with the termination of a mandate, whether such termination occurs at the end of the respective mandate, or there is an early termination for any reason or on any basis, without prejudice of the Company's obligation to comply with the applicable law.

The Remuneration and Compensation Policy does not include any benefits, particularly retirement benefits, in favour of the members of the governing bodies or other "Senior Management".

To ensure the effectiveness and transparency of the objectives of the Remuneration and Compensation Policy, the Executive Directors:

- have not, and will not, enter into agreements with the Company or third parties that have the effect of mitigating the risk inherent in the variability of their remuneration awarded by the Company;
- will not sell, during the mandate in course, any Company shares that they may have received, through their participation in the Medium Term Incentive Plan, up to a limit of two times the value of their total annual remuneration, with the exception of those shares that may be required to be sold in order to pay taxes on the respective gains.

In what respects to the Board of Directors of Sonae Indústria, the approved policy states that:

Executive Board Members (ED)

The remuneration and compensation policy for the Executive Directors (EDs) includes, in the way it is structured, control mechanisms, taking into account the connection to personal and collective performance, to prevent behaviours that involves excessive risk-taking. This objective is also reinforced by the fact that each Key Performance Indicator is limited to a maximum value.

The remuneration of EDs normally includes two components: (i) a fixed component, which includes a Base Remuneration paid with reference to one year period (remuneration is paid in 12 months) and an annual responsibility allowance, (ii) a variable component, awarded in the first half of the year following the year to which it relates (the “Performance Year”) and subject to the accomplishment of the targets and objectives fixed for the Performance Year. The variable component is divided into two parts (a) a Short Term Variable Bonus which is paid immediately after it is awarded, and (b) a Medium Term Variable Bonus which vests and is paid after a 3 year deferral period, considering that the exposure of EDs to fluctuations in the share price is the most appropriate way to align the interests of EDs with those of shareholders.

(i) The fixed remuneration of an ED is based on the personal competences and level of responsibility of the function exercised by each ED and is reviewed annually. Each ED is attributed a classification named internally as Management Level (“Grupo Funcional”). EDs are classified under one of the following Management Levels: “Group Leader”, “Group Senior Executive” and “Senior Executive”. The Management Levels are structured according to Hay’s international model for the classification of corporate functions, thereby facilitating market comparisons as well as helping to promote internal equity.

(ii) The variable remuneration is designed to motivate and reward the EDs to achieve predetermined targets and objectives, which are based on indicators of Company performance, of working teams under their responsibility and of their own personal performance. Variable remuneration is awarded after the annual accounts are closed and after their performance evaluation has been completed. As the amount of the award is subject to the accomplishment of targets and objectives, there is no guarantee that any payment will be made.

a) The Short Term Variable Bonus

This bonus is paid in the first half of the year following the year to which it relates (the “Performance Year”).

The calculation model of the Short Term Variable Bonus of EDs without an specific geographic responsibility, that is, CEO and CFO, is based on the Company KPI’s, at 100%, resulting 70% from the Operational Cash Flow and 30% from Fixed Costs. Thereafter, a multiplication factor will be applied. This multiplication factor results from the performance assessment and can range between 0 and 150% according with the individual performance classification attributed to the relevant ED. Regarding EDs with geographic responsibility, COO NE&CITO and COO SE&CMSO, the bonus calculation is similar to the previously described but the combine result of the Company’s Operational Cash Flow and Fixed Costs has a weight of 70%, 50% for the Operational Cash Flow and 20% for Fixed Costs, and the weight of the relevant geography represents the remaining 30%, of which 20% is allocated to the Operational Cash Flow and 10% to Fixed Costs. The multiplication factor resultant from the performance assessment is applied in the same way.

b) The Medium Term Variable Bonus

This bonus is designed to enhance the connection of the EDs with the Company, aligning their interests with the interests of shareholders, and increasing their awareness of the importance of their performance on the overall success of the organisation. The value awarded corresponds to at least 100% of the Short Term Variable Bonus, which means that the Medium Term Variable Bonus, awarded through participation in the Medium Term Incentive Plan, corresponds to at least 50% of the total value of variable remuneration.

The value awarded in euros is divided by the average of the closing share prices of the thirty trading sessions prior to the Shareholders’ General Meeting, or alternatively, prior to 30 April, should the Shareholders’ General Meeting be held after that date, to determine the number of shares each ED is initially entitled to. The amount initially converted into shares is adjusted for any changes to the share capital that occurred or any dividends distributed (Total Shareholder Return) during the 3 year deferral

period. On the vesting date of the MTIP, the corresponding shares are delivered free of cost, although the Company reserves the right to pay the equivalent market value in cash, instead of delivering shares.

Taking the two variable components together, the target values set in advance range between 40% and 60% of the total annual remuneration (fixed remuneration and target variable remuneration).

At the time of working out results achieved or assessed, the value of each bonus to be awarded is limited to the minimum 0% and the maximum of 120% of the target value set in advance.

Non-Executive Directors (NEDs)

The remuneration of the Non-Executive Members of the Board of Directors (NEDs) shall be based on market comparables, and be structured as follows: (1) a Fixed Remuneration (of which approximately 15% depends on attendance at Board of Directors and Board Committee meetings); (2) an Annual Responsibility Allowance. No variable remuneration of any kind is paid to NEDs. Fixed Remuneration may be increased by up to 5% for those NEDs serving as Chairman of any Board Committee.

Statutory Audit Board (“Conselho Fiscal”)

The remuneration of the members of the Company’s Statutory Audit Board shall be based exclusively on fixed annual amounts, which include an Annual Responsibility Allowance. The levels of remuneration are determined by taking into consideration the Company’s situation and by benchmarking against the market.

Statutory External Auditor

The Company’s Statutory External Auditor shall be remunerated in accordance with normal fee levels for similar services, benchmarked against the market, under the supervision of the Statutory Audit Board and the Board Audit and Finance Committee.

Board of the Shareholders’ General Meeting

The remuneration of the members of the Board of the Shareholders’ General Meeting shall correspond to a fixed annual amount, based on the Company’s situation and benchmarked against the market.

70. Information on how the remuneration is structured

With regard to the non-executive directors, the attribution of only a fixed remuneration, as explained in the previous point, allows the interests of these directors to be matched to the long-term interests of the company.

As for the executive directors, the attribution of remuneration comprising a fixed component and a variable component, the latter calculated in line with a series of specifically weighted performance indicators, ensures that the executive directors’ interests are aligned with the long-term interests of the company and discourages risk taking. The result of the performance assessment of each of the executive directors serves as a multiplier factor of the other defined KPIs (for a more detailed explanation of how the different KPIs work, see the previous point).

71. Reference to the existence of a variable component of the remuneration and information regarding the potential impact of the performance evaluation on the variable component

As mentioned in the two previous points, the remuneration of the executive directors comprises a variable component, whereby the performance assessment impacts on this part of the remuneration (for more detailed explanation of the impact of the performance assessment on the variable remuneration component see point 69).

72. Deferred payment of the variable component remuneration

The Medium-Term Variable Bonus is deferred for a 3-year period.

73. Criteria for the attribution of variable remuneration

The criteria regulating the variable remuneration in shares, the maintenance of these shares, the possible signing of contracts relative to these shares, as well as their proportion of the total annual remuneration, are detailed in the remuneration policy in point 69 and the share attribution plan in point 86.

74. Criteria for the attribution of variable remuneration in the form of options

The company does not attribute options.

75. Main parameters and assumptions of any system of annual bonuses and other non-monetary benefits

The parameters and explanation of the annual bonus system are outlined in the remuneration policy in point 69.

76. Main characteristics of the complementary long-term or advanced retirement plans for directors

The company has not implemented any supplementary pension or early retirement regime.

IV. DISCLOSURE OF REMUNERATION

77. Indication of the total annual remuneration, both in aggregate and individual terms, of the members of the management bodies of the company

2013	Total Fixed Annual Remuneration		Total Short Term Variable Bonus		Total Medium Term Variable Bonus		Total	
	2012	2013	2012 (a)	2013 (b)	2012 (c)	2013 (d)	2012	2013
Belmiro de Azevedo (Chairman)	182,200	182,010					182,200	182,010
Paulo Azevedo	28,300	28,110					28,300	28,110
Javier Vega	23,490	30,200					23,490	30,200
Albrecht Ehlers (e)	41,400	40,800					41,400	40,800
Rui Correia	265,951	277,010	59,200	110,000	88,900	165,000	414,051	552,010
João Paulo Pinto (f)	260,950	231,177	59,200				320,150	231,177
Christopher Lawrie (g)		149,267						149,267
Jan Bergmann (h)	250,000	250,000	53,800	100,000	80,700	150,000	384,500	500,000
Total of Board of Directors	1,052,291	1,188,573	172,200	210,000	169,600	315,000	1,394,091	1,713,573

(a) relative to 2012, amount approved and paid in 2013;

- (b) relative to 2013, based on target values, but amount subject to real KPI achievement and to subsequent approval by the Shareholder's Remuneration Committee;
- (c) relative to 2012, approved in 2013, deferred for the 3-year vesting period until 2016;
- (d) relative to 2013, based on target values, but subject to real KPI achievement and subsequent approval by the Shareholders' Remuneration Committee. The initial amount, to be attributed in 2014 and linked to the share price performance is deferred for a 3-year vesting period until 2017, and will be booked linearly over that 3-year period;
- (e) Out of the amount paid in 2012, Sonae Indústria paid 29,100 Euros and Glunz AG 12,300 Euros. Out of the amount earned in 2013, Sonae Indústria paid 28,500 Euros and Glunz AG 12,300 Euros;
- (f) relative to 10 months in 2013;
- (g) relative to 8 months in 2013;
- (h) amounts paid in their entirety by Glunz AG.

78. Compensation of any kind paid by other companies in relation of domain or group, or subject to a common domain

The amounts paid by other companies in the group are shown in the table in point 77.

79. Remuneration paid in the form of participation in the company's results and/or bonuses

The bonuses paid to the executive directors are outlined in the table in point 77.

80. Indemnities paid or due to former executive directors resulting from the termination of their responsibilities during the financial year

No indemnity was paid to the former executive directors upon termination of their functions during the year.

81. Indication of the total annual remuneration, both in aggregate and individual terms, of the Statutory Audit Board

In 2013 the members of the Statutory Audit Board earned a total remuneration of 26,600 Euros. Its Chairman earned 10,200 Euros and each of the two members 8,200 Euros.

82. Indication of the remuneration for the reference year of the Chairman of the Board of the General Meeting

In 2013 the Chairman of the Board of the General Meeting earned the total remuneration of 5,000 Euros.

V. AGREEMENTS WITH IMPACT ON REMUNERATION

83. Contractual restrictions applied to the compensation due by ungrounded dismissal of director and its relation with the variable component of the remuneration

The Remuneration and Compensation Policy approved in the General Meeting maintains its principle of not awarding compensation to the directors upon termination of their mandate, notwithstanding mandatory compliance by the company with the legal stipulations in force concerning this matter.

84. Reference to the existence and description, indicating the amounts involved, of agreements between the company and members of the management bodies

No agreements were signed between the company and the directors that stipulated indemnity in the event of resignation, dismissal without justification or termination of the employment relationship following a change in the control of the company.

VI. SHARE PLANS OR STOCK OPTIONS PLANS

85. Identification of the plan and of the respective recipients

As mentioned earlier, the Share Attribution Plan (Plan) is applicable to the Medium-Term Variable Bonus (MTVB) which the executive directors are entitled to, and which was subject to deliberation by the General Meeting.

86. Description of the plan

The regulations of the Plan establish the following:

1. Characteristics of MTVB

MTVB is one of the parts of the variable component established under SONAE INDÚSTRIA's Remuneration and Compensation Policy. This part of the variable component differs from the others, as it has a restricted and discretionary character, being subject to the eligibility rules set out in this document.

MTVB allows participants to share with shareholders, the value that is created as a result of their direct influence on the strategy decisions and management of the underlying businesses.

2. Background to MTVB

The MTVB is designed to reward participants for their sustained effort over 4 years (made up of the "Performance Year" [1 year] and the "Deferral Period" [3 years]) and, as a result, to improve business performance, which is a key driver of value creation for shareholders. This value creation is measured by the assessment of the performance of each of the participants during the Performance Year and then the value initially awarded under the Plan is linked to the evolution of the Sonae Indústria share price over the Deferral Period. The value of shares initially attributed under the Plan to each participant, depends on his or her performance during the Performance Year (the percentage of the target value of the MTVB awarded under the Plan is equal to the percentage of the annual KPI's achieved). The value converted into shares will be adjusted for any changes in the Company's share capital or dividends paid during the Deferral Period, in line with the concept of Total Shareholder Return.

3. Eligibility

Executive Directors are eligible to be awarded a MTVB and participate in the Plan.

Under the remuneration and compensation policy approved by the Board of Directors, the MTVB may apply to other employees. Executive Directors are eligible to be awarded a MTVB and participate in the Plan.

Under the remuneration and compensation policy approved by the Board of Directors, the MTVB may apply to other employees

Eligible Members	Reference value for the Medium Term Variable Bonus (% of the Short Term Variable Bonus awarded)
<i>Sonae Indústria Executive Directors</i>	at least 100%
<i>Executive Directors of Business Units</i>	at least 50%
<i>Employees</i>	under terms to be defined by the Board of Directors

4. Reference Values and Vesting of the MTVB

The value of the MTVB awarded to Executive Directors corresponds to at least 100% of their Short Term Variable Bonus, which means that the MTVB corresponds to at least 50% of the value of their total variable remuneration. The value initially awarded is converted into an equivalent number of shares of Sonae Indústria, using the average of the closing share prices of the thirty trading sessions prior to the Shareholders' General Meeting or alternatively prior to 30 April, should the Shareholders' General Meeting be held after that date.

If there have been distribution of dividends, changes in the nominal value of the shares, or other changes to the share capital of the Company, the number of shares initially awarded under the Plan will be adjusted based on the standard market methodology used to calculate Total Shareholder Return, over the Deferral Period.

Three years later, on the third anniversary of the conversation date, the Plan vests.

On the vesting date, the corresponding number of shares is transferred to each Executive Director, free of cost. Employees, who were awarded a MTVB, acquire or receive their corresponding shares under the conditions set by the Board of Directors, which can vary in the range of 0% and 10% of their cost.

The Company reserves the right to pay in cash the equivalent market value of the shares on the vesting date, rather than transfer actual shares.

5. Termination of the Plan

The right to receive benefits under the Plan is lost should the relationship under which the respective Plan was awarded cease, subject to the terms of the paragraphs below.

In the case of death or permanent disability of the participant, their open Plans will be valued at equivalent market value at that date, and the resulting amount will be paid to the participant or their legal heirs.

If a participant retires, his or her rights under their open Plans will remain in force until settlement at the respective vesting date.

87. Option rights for the acquisition of shares

The company does not have plans to attribute share purchase options.

88. Internal control tools to be used in a potential participation in the share capital by company employees, so that the voting rights are not directly exercised by them

No control mechanisms are in place regarding an employee participation system in the company's share capital.

E. TRANSACTIONS WITH RELATED PARTIES

I. CONTROL MECHANISMS AND PROCEDURES

89. Mechanisms implemented by the company to monitor transactions with related parties

The mechanisms implemented by the company for the purposes of controlling transactions with related parties are thorough, transparent and in strict compliance with the market's competition rules. Such transactions are subject to specific administrative procedures that are regulated by rules, namely rules governing transfer prices or the voluntary adoption of internal verification and control systems.

90. Indication of the transactions which were monitored in the reference year

Sonae Indústria did not carry out any transactions with members of the Board of Directors nor with the Statutory Audit Board members.

All transactions with holding or other related companies represent normal operational activity and were made under “open market” conditions and at prices that comply with transfer pricing regulations.

91. Description of the procedures and criteria applicable to the intervention of the supervisory body for the purpose of previous assessment of the transactions to be carried out between the company and the holders of a qualified shareholding, or entities related thereto

Any transaction with shareholders or entities with whom they are in any relationship, under Article 20 of the Securities Code (reference shareholders), greater than 10 million Euros, should be subject to prior opinion of the Statutory Audit Board. The request for an opinion must be accompanied by all the elements required to allow a comparative analysis with the market and how potential conflicts of interest will be managed.

Transactions that have been contracted with reference shareholders shall be a result of a competitive process and when lower than 10 million Euros will be exempt from the prior opinion of the Statutory Audit Board but will need to be reported to the Statutory Audit Board under the procedures mentioned below.

The Sonae Indústria CFO is responsible for reporting to the Statutory Audit Board:

- 1) on a quarterly basis, all transactions with reference shareholders that exceed Euro 1 million and any other transactions that are deemed to be particularly “sensitive” by management;
- 2) on a yearly basis transactions with reference shareholders with accumulated annual values that exceed 5 million Euros.

In 2013 no transaction was subject to control or subject to prior opinion of the Statutory Audit Board.

II. INFORMATION CONCERNING TRANSACTIONS

92. Indication of the section in the financial statements documents where the information regarding related parties transactions is made available

The information relative to related parties’ transactions may be found in Note No 35 of the Notes to the Consolidated Financial Statements.

PART II – ASSESSMENT OF THE CORPORATE GOVERNANCE

1. IDENTIFICATION OF THE CORPORATE GOVERNANCE CODE ADOPTED

Sonae Indústria, SGPS, SA adopted the Corporate Governance Code published by CMVM (the Portuguese Securities Market Commission) in 2013, which is posted at www.cmvm.pt.

The decision to select the Corporate Governance Code of the CMVM is justified by the fact that it guarantees a suitable degree of shareholder protection and corporate governance transparency, and is also the Governance Code that the investors are most familiar with.

2. ANALYSIS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE ADOPTED

Sonae Indústria complied with all recommendations of the Corporate Governance Code aforementioned. Besides fulfilling the legal requirements and recommendations of the referred Code, Sonae Indústria, being aware of the importance of good corporate governance for business and for its shareholders, constantly seeks to adopt best practices in all areas in which operates, and as such prepared its own Code of Conduct, which can be found on the company's website www.sonaeindustria.com.

RECOMMENDATION	Degree of compliance	Corporate Governance report
I. VOTING AND CORPORATE CONTROL		
I.1 Companies should encourage their shareholders to attend and vote at general meeting and shall not set an excessively large number of shares required for the entitlement of one vote, and implement the means necessary to exercise the right to vote by mail and electronically.	Comply	12 and 13
I.2 Companies shall not adopt mechanisms that hinder the passing of resolutions by shareholders, including fixing a quorum for resolutions greater than that provided for by law.	Comply	14
I.3 Companies shall not establish mechanisms intended to cause mismatching between the right to receive dividends or the subscription of new securities and the voting right of each common share, unless duly justified in terms of long-term interests of shareholders.	Comply	12
I.4 The company's Articles of Association that provide for the restriction of the number of votes that may be held or exercised by a single shareholder, either individually or in concert with other shareholders, shall also foresee for a resolution by the General Assembly (five years interval), on whether that statutory provision is to be amended or	Comply	13

RECOMMENDATION	Degree of compliance	Corporate Governance report
prevails - without super quorum requirements as to the one legally in force - and that in said resolution, all votes issued be counted, without applying said restriction.		
<p>I.5 Measures that require payments or assumption of fees by the company in the event of change of control or change in the composition of the Board and that which appear likely to impair the free transfer of shares and the free assessment by shareholders of the performance of Board members, shall not be adopted.</p>	Comply	4
II. SUPERVISION, MANAGEMENT AND AUDITING		
II.1 Supervision and Management		
<p>II.1.1. Within the limits established by Law, and except for the small size of the company, the Board of Directors shall delegate the daily management of the company and said delegated powers shall be identified in the Annual Report on Corporate Governance.</p>	Comply	27 and 28
<p>II.1.2. The Board of Directors shall ensure that the Company acts in accordance with its objectives, and shall not delegate its own responsibilities as regards the following: i) definition of the strategy and general policies of the company; ii) definition of the business structure of the Group; iii) decisions considered strategic due to the amount, risk and particular characteristics involved.</p>	Comply	28
<p>II.1.3 The General and Supervisory Board, in addition to its supervisory duties, shall take full responsibility at corporate governance level, whereby through the statutory provision or by equivalent means, shall enshrine the requirement for this body to decide on the strategy and major policies of the company, the definition of the corporate structure of the group and the decisions that shall be considered strategic due to the amount or risk involved. This body shall also assess compliance with the strategic plan and the implementation of key policies of the company.</p>	Not applicable	
<p>II.1.4. Except for small-sized companies, the Board of Directors and the General and Supervisory Board, depending on the model adopted, shall create the necessary committees in order to:</p> <p>a) Ensure a competent and independent assessment of the performance of the executive directors and its own overall performance, as well as of other committees;</p> <p>b) Reflect on the system structure and governance practices adopted, verify its efficiency and propose to the competent bodies, measures to be implemented with a view to their improvement.</p>	Comply	15 and 27 to 29

RECOMMENDATION	Degree of compliance	Corporate Governance report
<p>II.1.5. The Board of Directors or the General Supervisory Board, depending on the applicable model, should set goals in terms of risk-taking and create systems for their control to ensure that the risks effectively incurred are consistent with those goals.</p>	Comply	50 to 52
<p>II.1.6 The Board of Directors shall include a number of non-executive members ensuring effective monitoring, supervision and assessment of the activity of the remaining members of the Board.</p>	Comply	17 and 18
<p>II.1.7. Non-executive directors shall include an appropriate number of independent members, taking into account the adopted governance model, the size of the company, its shareholder structure and the respective free float .The independence of the members of the General and Supervisory Board and members of the Audit Committee shall be assessed as per the law in force. The other members of the Board of Directors are considered independent the member is not associated with any group with specific interests in the company nor is under any circumstance likely to affect an exempt analysis or decision, particularly due to:</p>	Comply	18
<ul style="list-style-type: none"> a. Having been an employee at the company or at a company holding a controlling or group relationship, in the past three years; b. Having, in the past three years, provided services or established a commercial relationship with the company or company with which it is in a controlling or group relationship, either directly or as a partner, board member, manager or director of a legal person; c. Being paid by the company or by a company with which it is in a controlling or group relationship other than the remuneration arising from the exercise of the role of a board member; d. Living with a partner or a spouse, relative or any first degree next of kin up to and including the third degree of collateral affinity of board members or individuals who are, directly or indirectly, holders of qualifying holdings; e. Being a qualifying shareholder or a representative of a qualifying shareholder. 		
<p>II.1.8. When Board members that carry out executive duties are requested by other Board Members shall provide the information requested in a timely and appropriate manner to the request.</p>	Comply	28

RECOMMENDATION	Degree of compliance	Corporate Governance report
<p>II.1.9. The Chairman of the Executive Board or of the Executive Committee shall submit, as applicable, to the Chairman of the Board of the Directors, the Chairman of the Statutory Audit Board, the Chairman of the Audit Committee, the Chairman of the General and Supervisory Board and the Chairman of the Financial Matters Committee, the convening notices and minutes of the respective meetings.</p>	Comply	28
<p>II.1.10 If the Chairman of the Board of Directors has an executive role, said body shall appoint, from amongst its members, an independent member to ensure the coordination of the work of other non-executive members and the conditions so that body can make independent and informed decisions or to ensure the existence of an equivalent mechanism for such coordination.</p>	Not applicable	
II.2. Auditing		
<p>II.2.1 Depending on the applicable model, the Chairman of Statutory Audit Board, the Chairman of the Audit Committee or the Chairman of the Financial Matters Committee shall be independent in accordance with the applicable legal standard and shall have the necessary skills to carry out the respective duties.</p>	Comply	32
<p>II.2.2 The Auditing Body shall be the main interface between the external auditor and the first recipient of the relevant reports, and is responsible, inter alia, for proposing the respective remuneration and ensuring that proper conditions for the provision of services are provided within the company.</p>	Comply	45
<p>II.2.3 The Auditing Body shall assess the external auditor on an annual basis and propose to the competent body its dismissal or termination of the contract as to the provision of their services when there is a valid basis for said dismissal.</p>	Comply	45
<p>II.2.4. The Auditing Body shall assess the functioning of the internal control systems and risk management and propose adjustments as may be deemed necessary.</p>	Comply	51
<p>II.2.5. The Audit Committee, the General and Supervisory Board and the Statutory Audit Board decide on the work plans and resources concerning the internal audit services and services that ensure compliance with the rules applicable to the company (compliance services), and should be recipients of reports made by these services at least in what concerns matters related to accounting, identification or resolution of conflicts of interest and detection of potential improprieties..</p>	Comply	51

II.3 Remuneration Setting

RECOMMENDATION	Degree of compliance	Corporate Governance report
<p>II.3.1 All members of the Remuneration Committee or alike shall be independent from the executive board members and shall include at least one member with knowledge and experience in matters of remuneration policy.</p>	Comply	67 and 68
<p>II.3.2 Any natural or legal person that provides or has provided services in the past three years to any structure under the Board of Directors, to the Board of Directors itself, or who has a current relationship with the company or a company consultant shall not be hired to assist the Remuneration Committee in the performance of its duties. This recommendation also applies to any natural or legal person that is related by employment contract or provision of services with the above.</p>	Comply	67
<p>II.3.3 A statement on the remuneration policy of the management and supervisory bodies referred to in Article 2 of Law No. 28/2009 dated 19 June, shall also include the following:</p>		
<p>a) Identification and details of the criteria for determining the remuneration paid to the members of the governing bodies;</p>	Comply	69
<p>b) Information regarding the maximum potential, in individual terms, and the maximum potential, in aggregate form, to be paid to the members of corporate bodies, and identify the circumstances whereby these maximum amounts may be payable;</p>		
<p>c) Information regarding the enforceability or unenforceability of payments for the dismissal or termination of appointment of board members.</p>		
<p>II.3.4 The Approval of plans for the allotment of shares and/or options to acquire shares based on share price variation to board members shall be submitted to the General Meeting. The proposal shall contain all the necessary information in order to correctly assess said plan.</p>	Comply	85 and 86
<p>II.3.5 Approval of any retirement benefit scheme established for members of corporate bodies shall be submitted to the General Meeting. The proposal shall contain all the necessary information in order to correctly assess said system.</p>	Not applicable	
III. REMUNERATIONS		
<p>III.1 The remuneration of the executive board members shall be based on actual performance and shall discourage taking on excessive risk.</p>	Comply	69
<p>III.2 The remuneration of non-executive board members and the remuneration of the members of the Auditing Body shall not include any component dependent on the company performance or of its value.</p>	Comply	69

RECOMMENDATION	Degree of compliance	Corporate Governance report
III.3 The variable component of the remuneration shall be reasonable overall in relation to the fixed component of the remuneration and maximum limits shall be set for all components.	Comply	69
III.4 A significant part of the variable remuneration shall be deferred for a period not less than three years and its payment shall depend on the continued positive performance of the company during said period.	Comply	69 and 72
III.5 Members of the Board of Directors shall not enter into contracts with the company or with third parties which intend to mitigate the risk inherent to the remuneration variability set by the company.	Comply	69
III.6 The Executive Directors shall keep the company's shares that were allotted by virtue of variable remuneration schemes, up to twice the value of total annual remuneration, except for those shares that must be sold for the payment of taxes on the gains of said shares, until the end of their mandate.	Comply	69
III.7 When the variable remuneration includes stock options, the beginning of the exercise period shall be deferred for a period of not less than three years.	Not applicable	
III.8 When the dismissal of a board member is not due to serious breach of duties nor to the unfitness for the normal exercise of the functions but, yet, is due to an inadequate performance, the company shall be endowed with the adequate and necessary legal instruments so that any damages or compensation beyond that which is legally due, is unenforceable.	Comply	83
IV. AUDIT		
IV.1 The external auditor, within the scope of its duties, shall verify the implementation of remuneration policies and systems of the corporate bodies, as well as the efficiency and effectiveness of the internal control mechanisms and report any shortcomings to the company's Supervisory Board.	Comply	51
IV.2 The company or any entity with which it maintains a controlling relationship shall not engage the external auditor or any entity with which it finds itself in a group relationship or that incorporates the same network, for services other than audit services. If there are reasons for hiring such services - which must be approved by the Auditing body and must be explained in the Annual Corporate Governance Report - said services should not exceed 30% of the total value of services rendered to the company.	Comply	46 and 47
IV.3 Companies shall support the rotation of auditors after two or three terms whether these are four or three year mandates, respectively. The continuance beyond this	Comply	44

RECOMMENDATION	Degree of compliance	Corporate Governance report
<p>period must be based on a specific opinion of the Supervisory Board that explicitly considers the conditions of auditor independence and the benefits and costs of replacement.</p>		
V. CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS		
<p>V.1 The company's business with holders of qualifying holdings or entities with which they are in any type of relationship pursuant to Article 20 of the Portuguese Securities Code shall be conducted during normal market conditions.</p>	Comply	90
<p>V.2 The Supervisory Body or the Auditing Body shall establish procedures and criteria that are required to define the relevant level of significance of business with holders of qualifying holdings - or entities with which they are in any of the relationships described in Article 20/1 of the Portuguese Securities Code - thus significant relevant business is dependent upon prior opinion of that body.</p>	Comply	91
VI. INFORMATION		
<p>VI.1 Companies shall provide, via their websites, in both Portuguese and English languages, access to information on their progress as regards the economic, financial and governance state of play.</p>	Comply	59 to 65
<p>VI.2 Companies shall ensure the existence of an investor support and market liaison office which responds to requests from investors in a timely manner and which keeps record of the submitted requests and their processing.</p>	Comply	56 and 58