



investimentos

LOSS OF PUBLIC COMPANY STATUS OF SDC INVESTIMENTOS, S.A.

3rd Announcement

Under the terms and for the purposes of Articles 28 and 29 of the Portuguese Securities Code, it is hereby stated that:

1. In accordance with Article 27, paragraphs 1) b) and 2) of the Securities Code, the Securities Market Commission ("CMVM") deferred, on the 12th of April 2018, the request of loss of public company status of SDC Investimentos, S.A., headquartered at Rua Julieta Ferrão, n. 10, 2nd floor, in Lisbon, registered at the Commercial Registry of Lisbon under the single registration number and corporate entity number 500 265 763, with a fully paid-up capital of 165,940,000.00 (one hundred and sixty-five million, nine hundred and forty thousand euros), represented by three hundred and eighty million registered nominative shares with no nominal value ("SDCI").

2. The loss of public company status was requested to CMVM on the 7th of March 2018, following the resolution of the Extraordinary General Meeting of Shareholders of SDCI, held on the 27th of February 2018, approved by 99.971% of the votes and 90.355% of the share capital of SDCI.

3. For compliance with the provisions of number 3 of article 27 of the Portuguese Securities Code, the shareholder Oceanlotus, Lda., headquartered at Rua Julieta Ferrão, n. 10, 2nd floor in Lisbon, registered in the Commercial Registry Office of Lisbon under the single registration and tax identification number 514 673 680, with the share capital of € 5,000.00, fully paid-up ("Oceanlotus"), committed to acquire a maximum of 36,650,577 shares representing the share capital of SDCI, for a unitary price of € 0.0712 (seven point twelve cents) per share, a consideration resulting from the application of article 188 of the Securities Code ("CVM"), applicable by reference to number 4 of article 27 of the same CVM, for a period of three months from the date of publication of the declaration of loss of the public company status of SDCI by the CMVM (that is, up to the 16th of July 2018).

4. For the purposes set out in paragraph 3 above, Oceanlotus, Lda., has made a deposit of € 2,621,000.00 (two million, six hundred and twenty-one thousand euros) with Banco Comercial Português, S.A., public company, with headquarters at Praça D. João I, 28, Porto, registered at the Commercial Registry Office of Porto, under the single registration and tax identification number 501525882, with a share capital of 5,600,738,053.72 Euros, destined to guarantee the timely fulfilment of the obligation to pay the full amount of the counterpart of the acquisition of the shares representing the capital stock of SDCI, held by shareholders who have not voted in favor of the decision to lose the public company



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status adopted at the General Shareholders' Meeting of SDCI held on the 27th of February 2018.

5. For the purpose of complying with the abovementioned obligation, Oceanlotus transmitted to Banco Comercial Português, S.A. a permanent purchase order of up to 36,650,577 (thirty-six million, six hundred and fifty thousand, five hundred and seventy-seven) shares representing the capital of SDCI. The purchase order is valid for a period of three (3) months between the 16th of April and the 16th of July 2018 (inclusive), at the unit price of € 0.0712 (seven point twelve cents) per share. Shareholders interested in selling in this way the shares representing the capital of SDCI may transmit their sales orders to any financial intermediary legally qualified to receive orders to sell securities.

6. The shares representing the share capital of SDCI were excluded from trading on the Euronext Lisbon regulated market on April 13, 2018, pursuant to paragraph 2 of article 29 of the Portuguese Securities Code. Also, in accordance with the same provision, the declaration of public company status of SDCI by the CMVM implies that the readmission of the shares representing the share capital of SDCI on a regulated market is prevented within one (1) year after the date of this publication.


7. It should also be noted that, as previously disclosed, Investéder Investimentos Lda., holder of shares representing more than 90% of the share capital of SDCI since the 17th of January 2018, communicated this fact to SDCI under the terms and for the effects of article 490 of the Commercial Companies Code on the 18th of January 2018, and is considering the possibility of using the legal mechanism of compulsory acquisition of the shares remaining in the ownership of shareholders of SDCI.

8. In cumulative terms, until June 13, 2018, the second month of validity of the permanent purchase order, Oceanlotus acquired 16,736,100 (sixteen million, seven hundred and thirty-six thousand and one hundred) shares representing the capital stock of SDCI, remaining a maximum of nineteen million, nine hundred and fourteen thousand four hundred seventy-seven (19,914,477) shares to be acquired.

9. The First and Second Announcements regarding the loss of public company status of SDCI were disclosed in the CMVM's information dissemination system (www.cmvm.pt) on April 13, 2018 and May 14, 2018 respectively.

Lisbon, the 14th of June 2018


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SDC - investimentos, S.A.

NIF. 500 265 763 | Capital social: € 165.940.000,00

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