

SONAE CAPITAL, SGPS, SA

Sociedade Aberta

Lugar do Espido, Via Norte, Maia

Share Capital: 250,000,000.00 Euro

Maia Commercial Registry and Fiscal Number 508 276 756

Announcement

As required by Article 17 of the Portuguese Securities Code, Sonae Capital, SGPS, SA informs that, on 29 March 2016, it has received the attached announcement from Morgan Stanley.

Maia, 31 March 2016

The Representative for Capital Market Relations,



Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the competent authority)ⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:

SONAE CAPITAL, SGPS, S.A.

2. Reason for the notification (please tick the appropriate box or boxes):

- ☒ An acquisition or disposal of voting rights
☐ An acquisition or disposal of financial instruments
☐ An event changing the breakdown of voting rights
☐ Other (please specify)ⁱⁱⁱ:

3. Details of person subject to the notification obligation^{iv} :

Name:
Morgan Stanley

City and country of registered office (if applicable):
Wilmington, Delaware, USA

4. Full name of shareholder(s) (if different from 3.)^v:

Morgan Stanley & Co. International plc

5. Date on which the threshold was crossed or reached^{vi} :

22.03.2016

6. Total positions of person(s) subject to the notification obligation:

	% of voting rights attached to shares (total of 7.A)	% of voting rights through financial instruments (total of 7.B.1 + 7.B.2)	Total of both in % (7.A + 7.B)	Total number of voting rights of issuer ^{vii}
Resulting situation on the date on which threshold was crossed or reached	4.98%	0.06%	5.04%	250,000,000
Position of previous notification (if applicable)	5.04%	0.00%	5.04%	

7. Notified details of the resulting situation on the date on which the threshold was crossed or reached^{viii}:

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights ^{ix}		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)
PTSNP0AE0008		12,449,069		4.98%
SUBTOTAL A	12,449,069		4.98%	

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
Right of recall over securities lending agreements	n/a	n/a	156,024	0.06%
SUBTOTAL B.1			156,024	0.06%

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Physical or cash settlement ^{xii}	Number of voting rights	% of voting rights
			SUBTOTAL B.2		

8. Information in relation to the person subject to the notification obligation (please tick the applicable box):

☐ **Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.**^{xiii}

☒ **Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity**^{xiv}:

Name ^{xv}	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
Morgan Stanley			
Morgan Stanley International Holdings Inc.			
Morgan Stanley International Limited			
Morgan Stanley UK Group			
Morgan Stanley Investments (UK)			
Morgan Stanley & Co. International plc	4.98%		5.04%

9. In case of proxy voting: [*name of the proxy holder*] will cease to hold [% and *number*] voting rights as of [*date*]

10. Additional information^{xvi}:

A component level disclosure falling below the 5% threshold has triggered for voting rights attached to shares due to securities lending transactions. 156,024 shares were lent to market counterparties, and were executed off market.

Done at Glasgow on 29.03.2016.