

Reditus – Sociedade Gestora de Participações Sociais, S.A.

Public Limited Liability Company Open to Public Investment
Headquarters: Av. 5 de Outubro, n.º 125, Loja 2, 1050-052 Lisboa
Share Capital: 73,193,455.00 Euros
Registered at Conservatória do Registo Comercial de Lisboa
under the same registration and legal entity number 500 400 997

Notice of Annual General Meeting

The Shareholders of Reditus – Sociedade Gestora de Participações Sociais, S.A., public limited liability company open to public investment, with corporate head offices at Av. 5 de Outubro, n.º 125, Loja 2, in Lisbon, registered at Lisbon Commercial Register, under the same registration and legal person number 500 400 997 ("Company"), are called to participate in the Annual General Meeting to be held on 31 May 2017, at 11h00, at the corporate premises located in Alfragide (Portugal) at Reditus House, Estrada do Seminário, nr. 2, and not at the corporate headquarters due to space constraints, for the transaction of the following business:

Agenda:

1. Resolution on the Accounts and the Management Report relative to the year ended on 31st December 2016, both on an individual and a consolidated basis;
2. Analysis and discussion of the Corporate Governance Report;
3. Resolution on the application of net results;
4. General appraisal of the Company's management and supervision;
5. Election of the Board of Directors, the Audit Committee, the General Assembly Board and the Remuneration Committee for the 2017-2019 triennium;
6. Appointment of the Statutory Auditors for the 2017-2019 triennium (effective and substitute), proposed by the Audit Committee elected under the previous Agenda item;
7. Appraisal of the Remuneration Committee's report on remuneration policy for the Board of Directors and Audit Committee;
8. Resolution on the acquisition and sale of treasury shares;
9. Resolution on the acquisition and sale of Reditus' corporate bonds;
10. Resolution on the amendment of Article 2, number 1 of the articles of association (Corporate Head Office).

I. Participation in the Annual General Meeting

1. The General Assembly is composed of shareholders owning a number of shares entitling them to at least one vote. Each share corresponds to one vote.
2. Voting rights depend on demonstrated ownership of shares entitling the shareholder to at least one vote, as of 00:00 hours (GMT) on May 24th, 2017 (the "Registration Date"), the fifth business day prior to the Annual General Meeting.
3. Shareholders wishing to participate in the Annual General Meeting should state their intention in writing, both to the Chairman of the Board of the General Assembly and to the financial intermediary where their shares are held in deposit, no later than May 23rd, 2017 at 23:59 hours (GMT); Shareholders may use the electronic mail address presidente.mesa.ag@reditus.pt for the purpose of stating their participation to the Chairman.
4. For the above mentioned statements, to be sent to the Chairman of the Board of the General Assembly and to the financial intermediary, Shareholders may use the forms made available as of the date of this meeting notice at the corporate offices and on the website www.reditus.pt.
5. Financial intermediaries who have been informed of a Shareholder's intention to participate in a General Meeting must in turn confirm to the Chairman of the Board of the General Assembly, no later than 23:59 hours (GMT) of the Registration Date, the number of shares registered on behalf of that Shareholder as of 00:00 hours (GMT) of the Registration Date, and may, for this purpose, use the electronic mail address presidente.mesa.ag@reditus.pt.
6. Without prejudice to the provisions in the following paragraph, voting rights are not impaired by an eventual share transfer on a date after 00:00 hours (GMT) of the Registration Date, nor are they dependent on a block of the shares between the date above and the date of the General Meeting.
7. Shareholders who, having stated their intention to participate in the General Meeting, then transfer ownership of their shares during the period between 00:00 hours (GMT) of the Registration Date and the closing of the General Meeting, must immediately communicate this fact to the Chairman of the Board of the General Assembly and to the Securities Market Commission (CMVM); they may, for the communication addressed to the Chairman of the Board of the General Assembly, use the electronic mail address presidente.mesa.ag@reditus.pt.
8. Shareholders who, in a professional capacity, hold shares in their own name but on behalf of Clients and intend to cast different votes with those shares, should make proof by May 23rd, 2017 at 23:59 hours (GMT) to the Chairman of the Board of the General Assembly, by providing sufficient and proportional evidence, on (i) the identification of each Client and the number of shares to be voted on his account, and (ii) the voting instructions for each of the points on the Agenda, specifically issued by each of the Clients.

9. Admittance to participate and vote at the General Meeting is restricted to Shareholders relative to whom:
 - (i) The Chairman of the General Assembly has received, by 23:59 hours (GMT) of May 23rd, 2017, the statements referred to in the paragraph 3. of this part I ("Participation in the General Meeting"); and
 - (ii) The Chairman of the General Assembly has received, by 23:59 hours (GMT) of the Registration Date, the information from the financial intermediary referred to in the paragraph 5. of this part I ("Participation in the General Meeting").
10. In case of share co-ownership, participation in the General Meeting is restricted to the common representative, or to his delegate.

II. Right to Information at the General Meeting

1. During the General Meeting, any Shareholder may request true, complete and enlightening information to be provided, in order to enable him to make an informed judgement on the matter presented in the Agenda.
2. The requested information will be provided by the Board of Directors, and may only be refused on the grounds established in article 290, number 2 of the Commercial Companies Code ("CSC").

III. Inclusion of matters in the Agenda and presentation of Proposals for Resolution

Shareholders owning shares corresponding to at least 2% (two percent) of the Company's share capital with voting rights may, by means of a written application addressed to the Chairman of the General Assembly within a period of 5 days from this Meeting Notice, request the inclusion of new business in the Agenda, as well as request the inclusion of Resolution Proposals relative to matter(s) included in the Agenda. Such application shall respectively be accompanied by a proposal for resolution for each matter whose inclusion is requested, or include relevant information relative to the proposed resolution.

IV. Representation at the General Meeting

1. Shareholders may be represented at the General Meeting, under the terms of the Law and of the Company Bylaws, through a signed Proxy addressed to the Chairman of the General Assembly and received at the Corporate Headquarters by the day before the General Meeting. The information relative to the content and to exercising the representation rights, as well as the Proxy forms, may be consulted and obtained through the website www.reditus.pt.
2. The Proxy documents to be submitted to the Chairman of the General Assembly may be:
 - (a) Prepared in accordance with the forms provided for the effect as of the date of meeting notice, at the corporate head office and on the website www.reditus.pt, and
 - (b) Sent by electronic mail to the address presidente.mesa.aq@reditus.pt.

3. Without prejudice to the lockstep voting established in article 385 of the Commercial Companies Code, any Shareholder may appoint different representatives for shares held in different securities accounts.
4. The application for a Proxy relating to more than 5 Shareholders must include the following:
 - (a) Identification of the General Meeting, with indication of its location, date, time and Agenda;
 - (b) Indication that the Shareholder(s) consulted the available documents;
 - (c) Clear identification of the person or persons who are being appointed as representatives;
 - (d) The sense in which the representative shall exercise a vote, in the absence of specific instructions from the represented person;
 - (e) Indication that, should unpredictable circumstances occur, the representative will vote in the sense deemed to be in the best interest of the represented person;
 - (f) The voting rights imputable to the requester; and
 - (g) The reasons for the sense of vote to be exercised by the requester.

V. Voting by Letter

1. Shareholders' voting rights may be exercised by letter under the following terms:
 - (a) Votes sent by "registered letter with acknowledgement of receipt" and that have been provably received at the corporate headquarters up to the third business day before the date of the General Meeting, are considered to be votes by letter;
 - (b) The letter above mentioned must be addressed to the Chairman of the General Assembly;
 - (c) Vote statements must be sent in an enclosed "ballot envelope", with "vote by letter" written on the outside;
 - (d) The envelope mentioned above must contain the vote statement and also indicate the full name or corporate identity of the Shareholder, indication of the General Meeting to which it refers and the sense of vote in relation to each of the points of the respective agenda, as well as the indication whether the sense of vote is to be maintained in the event of changes to the proposal to which it refers.
 - (e) The statement of vote must be signed and the signing Shareholder shall, if a natural person, attach a copy of his identity card, or equivalent document issued by a competent authority of the European Union, or else of his passport, or, in the case of legal persons, must bear the respective corporate stamp and indicate the capacity of the signing representative;
 - (f) The letter referred in a) above must contain, in addition to the ballot envelope, a certificate issued by the registering or depositary entity under the terms of the applicable legal provisions, confirming the legitimacy to exercise the voting rights as of the third business day before the date of the General Meeting;

(g) The envelopes containing statements of vote by letter will be opened during the General Meeting;

(h) The attendance at the General Meeting, in person, by any Shareholder who had chosen to exercise his, or his representative's, voting rights by letter, is considered a revocation of that vote which had been cast by letter;

(i) The Chairman of the General Assembly is responsible for validating the conformity of the statements of vote by letter, counting the refused statements of vote as “not cast”;

(j) Votes by letter will also be considered as not cast in relation to resolution proposals that have been presented after the vote was cast..

2. Alternatively and as of the date of this meeting notice, Shareholders may download their ballot papers from the website www.reditus.pt and send them duly completed to the Chairman of the General Assembly, in a closed envelope and ensuring that they are received, together with an envelope containing the photocopy of the identification documents described in 1. e) above, by the third business day before the date of the General Meeting.

3. Admittance to participate and vote at the General Meeting is restricted to Shareholders relative to whom:

(i) The Chairman of the General Assembly has received by May 23rd, 2017 at 23:59 hours (GMT) the statements referred to in the third paragraph of this part I ("Participation in the General Meeting) of this meeting notice; and

(ii) The Chairman of the General Assembly has received by 23:59 hours (GMT) of the Registration Date the information from the financial intermediary, referred to in the fifth paragraph of part I ("Participation in the General Meeting) of this meeting notice.

VI. Disclosure of Preparatory Information for the General Meeting

The following documents and information are available to the Shareholders, as of the date of this meeting notice, at the corporate headquarters and on the website www.reditus.pt:

- Notice of the General Meeting;
- Total number of shares and voting rights as of the date of this meeting notice;
- Proxy and “vote by letter” forms;
- Preparatory elements and information for the General Meeting, according to articles 289 of the Commercial Companies Code and 21-C, number 1, of the Securities Market Code.
- Proposal to be submitted by the Board of Directors relative to point 10 of the Agenda, together with the new text proposed for Article Second, Number One of the Company Bylaws
- Reporting documents, including the Accounts and the Full report on Corporate Governance

The documents presenting the Accounts, including the full Corporate Governance Report, are also available to the Shareholders as of the date of this meeting notice through the Information Disclosure System (SDI) of the Securities Market Commission (CMVM).

The Resumes of the individuals proposed for the Corporate Bodies, the declaration referred to in point seven of the Agenda, and the proposals to be submitted by the Board of Directors under points eight and nine of the Agenda, will be available on the indicated locations from the fifteenth day before the date of the Annual General Meeting.

VII. Counting of Votes

The counting of votes by letter and by electronic means will be carried out by the Board of the General Assembly, and will be added to the votes cast in the General Meeting.

VIII. Communications to the Chairman of the Board of the General Assembly

Any communications which, under the terms of this meeting notice, is addressed to the Chairman of the Board of the General Assembly, should be sent to the following addresses:

- Address: Estrada do Seminário, nº 2, P-2614-522 Alfragide
- Telefax: (+351) 21 412 4199
- Email: presidente.mesa.ag@reditus.pt

Lisbon, 5th of May 2017.

The Chairman of the Board of the General Assembly

Dr. Diogo Campos Barradas Lacerda Machado