reditus

ANNUAL REPORT 2012

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ANNUAL REPORT 2012

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CONSOLIDATED MANAGEMENT REPORT

1. CHAIRMAN´S STATEMENT

Dear Shareholders,

It is with natural satisfaction that we note the excellent performance of Reditus during the financial year of 2012, highlighting, in the first place, its increased profitability and strengthening of its international position, simultaneously with its effective growth on the domestic market (+2.2%). This performance was carried out in a difficult economic environment, especially in the internal sphere.

Following the defined strategy, the company focused its resources in the expansion of the international operations, both through the development of projects in countries where it already has a physical presence, and via the export of high value added products and services from Portugal. Thus, an increase of 47.9% of the income derived from international customers was achieved in relation to 2011, which currently accounts for 39% of the Group's total business.

It should be noted that the concentration on differentiating products and services continued to be a priority for the Reditus Group over the year, in view of its important role in the pursuit of sustained growth, which enabled Operating Income to have reached 128 million euros, growth of 16.2% relative to the previous year.

The performance of the international activity and good results of the operating efficiency plan - another strategic area of focus of the Group – led to significant growth of EBITDA to 16.1 million euros, equivalent to a margin of 12.5%, and Consolidated Net Income, after minority interests and the earnings of discontinued operations, of 280 thousand euros, a value which compares favourably with the negative net income of 13.9 million euros in 2011.

To summarise, the solid results of Reditus in 2012, achieved in a very adverse economic context, not only confirm the success of the Group's process of reorganisation, but also corroborate the validity of the ambitious strategy of action with a view to the maximisation of efficiency and creation of value based on the mobilisation and excellent quality of its employees.

It is, therefore, under these assumptions that Reditus proposes to continue to be a company driven by growth and profitability, with the objective of exploring the maximum potential of its portfolio of products and services, making the most of the future and current opportunities of the IT market, both at a national and international level.

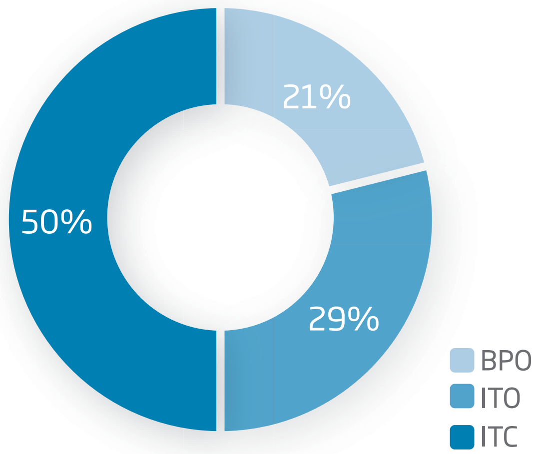
Reditus firmly believes that it will be successful in the development of its business, maintaining for 2013 the essential aspects of the guidelines which achieved such good results in 2012. In other words, implementing, pursuing its focus on internationalisation and on a policy of optimisation of structural costs, concentrating efforts on the development of higher value added products and services and offers of integrated services, with the objective of acquiring new customers, strengthening its presence among existing customers, increasing customer loyalty and cross-selling.

In order to follow this ambitious programme delineated in this Report, we know that we can count on the indispensable dedication of all who, on a daily basis, do their very best at the service of Reditus. Who are, indeed, primarily responsible for the path of success that we wished to follow.

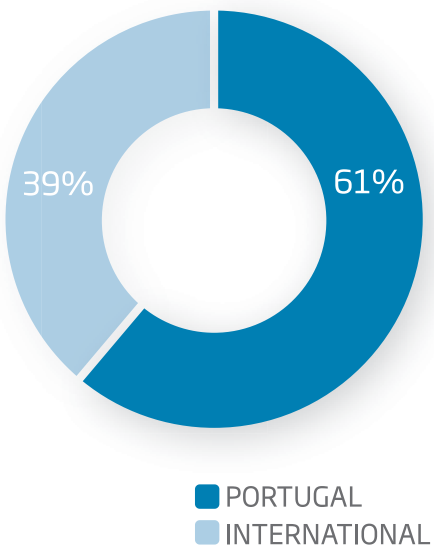
Miguel Pais do Amaral
Chairman

2. KEY OPERATING INDICATORS OF THE GROUP

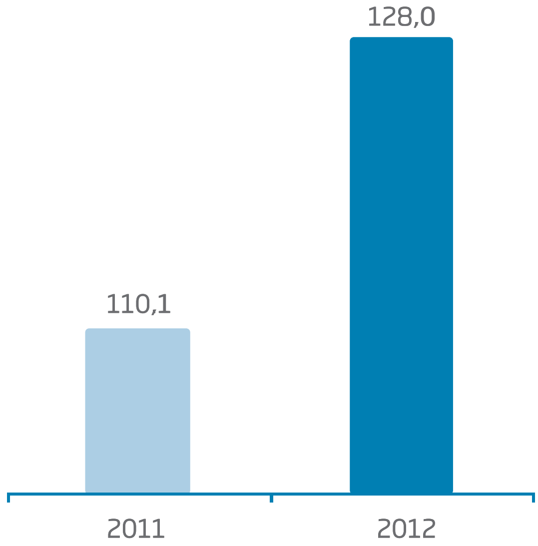
REVENUE BY ACTIVITY AREA



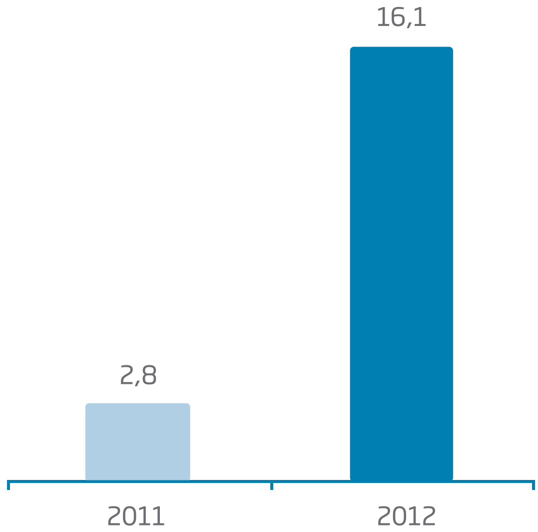
REVENUE BY GEOGRAPHIC MARKET



OPERATING REVENUE (M€)



EBITDA (M€)



3. KEY EVENTS OF 2012

JANUARY

- Merger through incorporation of various companies into Reditus Business Solutions, S.A.
- Beginning of the process of the internationalisation driven approach, with attribution of dedicated resources
- ROFF received the Excellence at Work award of Heidrick & Struggles

FEBRUARY

- Reditus distinguished with the Gold HP ServiceONE Expert
- Transition to management under full Outsourcing of operations in the insurance area

MARCH

- ROFF was awarded by SAP as the "Best Business Partner" in Portugal
- Renewal of the Quality certification of Reditus Consulting
- Reditus presented the Data Centre Efficiency Assessment

APRIL

- Provision of ITaaS services
- Start-up of the project to extend the Quality management system to the area of IT infrastructures, Contact Centre and BPO
- Reorganisation of the operating structure of Reditus

MAY

- Opening of the office in São Paulo
- ROFF represented Portugal at the European Business Awards 2012

JUNE

- Reditus Business School developed its first project at an international level
- ROFF received international certification by SAP as a Partner Centre of Expertise
- Reditus Business School received DGERT certification for various areas
- Start-up of the multiannual project in the insurance area with over 60 positions

JULY

- Appointment of António Maria de Mello to the position of Deputy Chairman of the Board of Directors, with this Board henceforth having two Deputy Chairmen
- Alteration of the composition of the Executive Committee, henceforth composed of two members, Francisco Santana Ramos (Chairman and CEO) and Carlos Duarte Oliveira (COO)
- Amendment of the Regulations of the Board of Directors
- Reorganisation of the Specialised Committees

AUGUST

- Renewal of multiannual contracts in the IT Outsourcing area

OCTOBER

- Renewal of multiannual contracts in the Contact Centre area
- ROFF's SAP ERP implementation project awarded Gold at the SAP Quality Awards 2012

NOVEMBER

- Launch of the new Reditus and Business School portal
- ROFF received certification by SAP for the Run SAP methodology

DECEMBER

- New composition of the Executive Committee with the appointment of Helder Matos Pereira as CFO
- ROFF was a case study of Eurofound

4. MACROECONOMIC AND SECTORIAL OVERVIEW

4.1 MACROECONOMIC OVERVIEW

INTERNATIONAL ECONOMY

The signs of uncertainty in the evolution of the international economy intensified throughout 2012. The uncertainty as to the performance of the economy progressively incorporated a multiplicity of risks, including those associated to the negative effects of the sovereign debt crisis— above all affecting the periphery of Europe— as well as the consequences on levels of economic activity of more restrictive budget policies in the more developed countries. The world economy slowed down, with the IMF having estimated a global growth of 3.2% in 2012, 70 basis points lower than that recorded in 2011.

In this context, the IMF has successively issued downward revisions of the outlook for 2013, even so pointing to growth above that recorded in 2012, of 3.5%. The most unfavourable forecasts focused, once again, on the countries of Southern Europe, with it being expected that the Euro zone will record a new contraction of GDP (after the sharp decline of 2012 relative to 2011). The group of developed countries should grow by merely 1.4%, although the strong growth rates of India and China are expected to maintain.

PORTUGUESE ECONOMY

During the second year of the assistance programme to Portugal, there was an exacerbation of some of the negative circumstantial impacts of the measures applied to rebalance the Portuguese economy, aimed at the long term reduction of the country's dependence on external funding. Specifically, the need to deleverage the economy and the restrictions to the funding of the private sector, along with the restrictive budget measures, have led to a reduction of internal consumption and, above all, investment, resulting in a decline of economic activity by over 3% in 2012.

The contribution of exports, very positive in the first quarters of the year, fell very significantly in the second half of the year, and particularly in the last quarter. The strong fall in domestic demand and the contribution of the decline in demand from abroad led to a 3.8% decrease of product in the last quarter of 2012.

By the end of the year, the unemployment rate was over 16%, compared with 15% at the end of the first semester and 14% at the end of 2011.

> "Via Directa and more specifically its main trade name ok! Teleseguros has counted on the collaboration of Reditus since 2010. The flexibility, involvement and professionalism demonstrated in view of the challenges presented over these years were determinant in our decision to strengthen this partnership in 2012, which has greatly contributed to strengthening the leadership of the trade name ok! Teleseguros on the Portuguese market of insurers operating through direct channels."
>
> ***Carlos Leitão,***
> *Chief Executive Officer, ok! Teleseguros*

Consumer price indices recorded a variation of 1.9% in December 2012 relative to the same month of 2011, reflecting the opposing effects of the contraction in aggregate demand and the increased rates of VAT for some categories of goods, as well as the rise in the prices of many commodities in international markets.

The evolution of the budget variables over the year reflected the performance of fiscal revenue, which was below the budgeted values, as a result of the deterioration of the economic environment. During the fifth assessment of the adjustment programme, the government and troika agreed on an upward revision of the budget objectives for 2012, with the ceiling of the total balance having been shifted from 4.5% of GDP to 5%. Concomitantly, less ambitious objectives were established for 2013.

The evolution in economic and financial circumstances experienced in the sector and country, as well as the recession which has in the meantime invaded the Euro zone has led to more negative expectations on the development of the national economy in 2013, where it is admitted that the fall in GDP may be close to 2%.

4.2 SECTORIAL OVERVIEW

These last few years have been challenging for business organisations at various levels. The uncertainty surrounding exogenous variables and the consequent difficulty of managing endogenous variables has created a widespread environment of enormous difficulties and a multiplicity of challenges. These effects have been particularly visible in organisations in Portugal. However, major difficulties generate, through effect, major opportunities, if faced with intelligence.

At this same time, it happens, by mere chance, that we are experiencing the convergence of a series of technologies and management models, and their use which definitively mark the way that they are integrated and used in organisations. Various examples that may be highlighted include the commoditisation of technology, universal broadband access to the Internet, the virtualisation of systems, grid computing, the automation of the Data Centre, the SOA model, distributed computation, the web 2.0, data storage technologies, the unification of data networks and cloud computing models. This convergence and rapid response of manufacturers and integrators has created offers which enable the effective and correct transformation of difficulties into opportunities.

Companies operating on the technology market, as IT consultants or integrators, were forced to adapt, modifying their own specific business models, up until then greatly sustained by product sales, to models based, to the extent possible, on services. And it was the modification of these models that, combined with the convergence and swift evolution in technology that has enabled the sustained growth over the last few years, in some cases even in marked contrast to the trends of the general evolution of the economy.

This focus on services, added to the particular and very specific technological characteristics that Portugal has to offer, such as young people who are highly skilled in cutting edge technology, a total dissemination of the use of technology, broadband and universal access, excellent communication networks, facility in accommodating the specificities of a multi-cultural environment, including a natural aptitude for languages, enable placing the country on the map of services, as a nearshore destination. Various initiatives have been developed and have helped to demonstrate the advantages that the Portuguese have to offer and the benefits of placing services in this environment, with strong maturity and high availability to face the most complex challenges, and clearly demonstrating its competitive edge in relation to other offshore service destinations, which have been rather preponderant in the past.

Likewise, we cannot neglect the opportunities arising in traditional markets for Portugal, such as Brazil and various African countries. Each destination has perfectly differentiated specific characteristics, needs and level of market maturity. In this field, the enormous experience accumulated through the most varied projects that have already been implemented in Portugal, of the most diverse levels of complexity, have been determinant foundations underlying the stories of success that we all know through the media. At the same time, various cases abroad have also comprised a source of learning, since several less successful cases have served to teach us not to underestimate the maturity of some of these markets and even, in others, the capacity of protectionism.

From 2012 to 2013, the needs shown by the national market were and will continue to be derived, in most cases, from two main factors: the need to increase efficiency, enabling, at least, to do the same with less; and the capacity to strengthen selling more. Most opportunities of technological application will, therefore, be clearly defined.

The affirmation on the market of devices called tablets is evident and their consumerisation will unequivocally place them in companies. The Bring Your Own Device (BYOD) model is rapidly becoming widespread and various management and security challenges will have to be addressed. This model will probably extend from the tablet to other user devices, with pervasive and ubiquitous computation models being standard, in a world under constant and growing mobility. Various devices will be the supporting formats of users, with the cloud increasingly becoming the means of information sharing and synchronisation between these devices, which will require organisations to define strategies for mobility. Simultaneously, this adoption of devices supporting mobility will lead to the emergence of new types of user experience linked to identity, time, location and sharing through social networks, in a progressively more intense and permanent form. With the advent of the Internet of Things, habits, needs, behaviour and contextual interfaces will begin to be managed and anticipated. Currently, there are already close to 15 thousand million devices linked in a permanent manner to the Internet, and over 50 thousand million with an intermittent connection, numbers which will grow in a non-linear form. At this point, there will be a need for orchestration platforms, instead of possession platforms, focusing on information, processes and the digital supply chain.

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Public cloud models will become important at a personal level, but with a more careful adoption by companies and, in all likelihood, only once more fundamental issues are resolved, such as security and persistence in access, among other others. When these more crucial issues are effectively overcome, new offers will be launched, based on service levels with integrated packages of other supplementary services. This movement towards the public cloud will make the personal computer concept more widespread.

This entire scenario will expand the quantity of data that at any time flows into the information system of an organisation, with the issue of addressing the big data problem shifting to the vaster problem of extreme data, with large volume, rapid and diverse information. All this will encourage the faster development and adoption of in-memory computing models, the placement of photonic interconnects in all computer architecture and the democratisation of information analysis platforms. The systems of analysis and support to decision-making will give way to a new generation, focused on prediction and simulation capacity with multiple and increasingly more complex scenarios.

All these alterations to the mode of operation of organisations as a result of rapid technological progress will have implications for customers, especially business and institutional customers, creating new challenges and opportunities for the companies of the sector.

"At Reditus, we have found a young management team, with excellent flexibility and response capacity to contingency situations. There is strong dedication in compliance with service levels, as well as major focus on the motivation of teams, on training and, consequently, on increasing the quality of the service rendered."

Cláudia Serra,
Customer Attendance Service Department of CTT

5. GENERAL BUSINESS OUTLOOK

With a strong national and international presence, Reditus offers services and solutions in three areas: IT Consulting, IT Outsourcing and BPO.

5.1 IT CONSULTING

The IT Consulting area includes the segments of Business and Transformation Consulting, Application Development, SAP Consulting and Implementation, and Human Resources Outsourcing. The overall outcome of this activity area was very favourable in 2012, with all the activities having recorded positive developments, as a whole representing 50% of the revenue of Reditus.

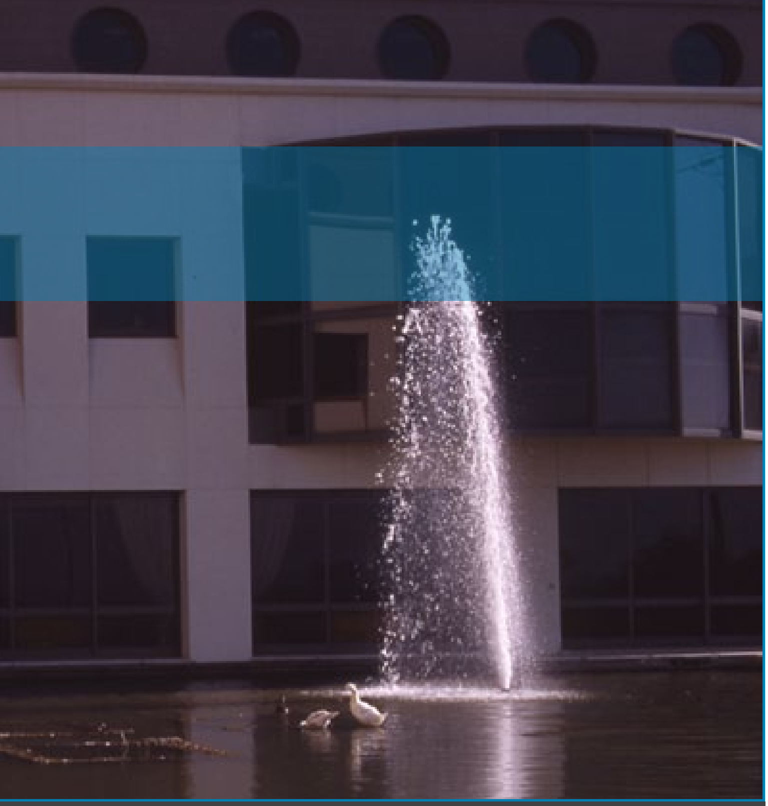
APPLICATION CONSULTING AND DEVELOPMENT

The Application Consulting and Development segment focuses on the delivery of value to the customers of the Reditus Group, through the development of solutions and projects in business, transformation, and functional and technological consulting. This area also adds value to the Reditus Group, bringing in further competences and quality to the management of the other operations of the company.

Reditus has strongly focused on the communication of these new areas of action of the Group on the market, which has led to projects carried out in Portugal in sectors such as Banking, Industry, Retail and Transport, Public Administration and Telecommunications, where specific solutions are indicated which enable our customers to i) redirect their business strategy and positioning on the market, ii) optimise their operations, or iii) improve, qualify and certify their operative processes with a view to increasing their efficiency, effectiveness and credibility of this organisation on the domestic and foreign market.

With respect to the international market, where Reditus is strongly dedicated to the exploration of new opportunities to develop its business, it is important to share the work carried out by the Business Consulting unit, where the experience, maturity and capacity of our team has been clearly demonstrated, even in the context of standards of requirement, dimension and complexity.

The Application Development area was marked by growth of turnover and the award of new and important accounts, both on the national and international market, in stark contrast to the adverse national economic scenario. This growth was based on the development areas in which Reditus is recognised by the



"Reditus has been a credible and dedicated business partner, characterised by the necessary competence, proactiveness and flexibility required to accompany the growth dynamics of ZON."

Paulo Ribeiro,
Director of ZON TV Cabo

market, the case of Microsoft, SAP, OutSystems and QlikView technologies.

SAP CONSULTING AND IMPLEMENTATION

The SAP Consulting and Implementation services are assured by ROFF, a company 100% held by Reditus. Its services include Application Consulting and Development, Application Management, Software Development Factory, Training, Software Licensing, Maintenance of Licenses and Outsourcing.

A leader on the Portuguese market in the implementation of SAP solutions, ROFF was the first SAP partner to operate in Portugal simultaneously on the market of SMEs and large national and multinational companies, holding the status of both Channel Partner Gold and Services Partner.

Since 2009, Reditus has progressively consolidated its position of leadership in the integration of SAP business management systems in Portugal, also having intensified its strategic focus on the process of internationalisation. This excellent performance confers ROFF a position of major visibility in its business area.

In the international sphere, projects were developed in over 40 countries during 2012, with the company having continued to grow in all the markets where it has a physical presence. ROFF has maintained clear focus on its internationalisation process with the inauguration of new branches in São Paulo and Macao.

Reditus will continue to concentrate on the international expansion of the SAP consulting and implementation services, recruiting new employees and analysing the possibility of opening branches in new geographic areas.

HUMAN RESOURCES OUTSOURCING

Reditus is one of the early pioneers of Outsourcing services in Portugal, an activity which goes back to 1966. Since this time, Reditus has developed various areas of competence within this field, namely in terms of Human Resources Outsourcing.

The Human Resources Outsourcing area is based on the challenges imposed by an increasingly more competitive global economy, where the provision of highly qualified IT professionals under Outsourcing schemes, boosts the necessary flexibility and increased quality so that the increasingly more demanding challenges that IT poses to companies may be overcome successfully. It is based on this context that Reditus has developed the provision of services in practically all the activity sectors of the market.

Reditus' offer of Human Resources Outsourcing services has very diversified areas of specialisation, with a broad and complementary range of specialised profiles. The diversification of the areas of specialisation enables a presence at different levels in the organisations of our Customers, in particular, in terms of: project management; functional and business analysis; systems architecture; software development; administration of systems and databases; and networks and communications.

International markets have been growing in importance in this segment of offer of Reditus, and currently already represent 30% of its turnover. The HRO area has focused on the development of its international presence, especially in terms of the export of services based on a nearshore model.

5.2 IT OUTSOURCING

The IT Outsourcing area of Reditus is composed of IT Infrastructure competences, which accounted for 29% of total revenue in 2012.

The IT Infrastructures segment of Reditus offers the market information technology services, projects and solutions. These services include the management, administration and support of technological platforms, under the logic of contracted responsibility or functional outsourcing. The projects are processes of technological engineering and integration, in the perimeter of infrastructures, supported by multidisciplinary teams of high technical know-how and methodologies of confirmed effectiveness. The solutions are specific to the different sectors of the market, supplied in the form of flexible financial models appropriate to current economic constraints.

During 2012, the infrastructures activity continued to be marked by the strategic change of focus to services of high competence and differentiation, in detriment of projects that rely greatly on the provision of hardware. This focus has been crucial to assure the business of this area, in counter cycle with the economic trends of the market, in general. The overall balance is positive in view of the achievement of the turnover and profitability objectives in a particularly difficult year, with enormous contraction of the market.

During 2012, the main customer needs concentrated on cost reduction and improvement of IT efficiency as a means to boost the specific business of each activity. In this context, the principal areas pursued in 2012 focused on the innovation of the offer of new types of services. The driver for these new offers was aligned with the expected trends, which were related to capacity to increase the operational efficiency of customers and to contain their budget, as well as services supporting the customers' business development and enhanced potential.

The competences of Reditus, simultaneously horizontal, in the perspective of managing to cover many and differentiated technologies of various manufacturers, and vertical, in the sense of the accumulated experience and know-how of the engineering teams, were determinant for this approach to the market.

5.3 BPO

The BPO area of Reditus is composed of BPO and Contact Centre competences, which accounted for 21% of total revenue in 2012.

BPO

BPO (Business Process Outsourcing) is one of the areas of specialisation of Reditus, where the company has also pioneered the provision of services in this model in Portugal. With an accumulated experience of over 15 years, above all in the financial sector, Reditus was one of the founding members of the Portugal Outsourcing Association (APO), an entity which has played a vital role in the national and international disclosure of this sector.

The BPO area develops customised solutions for the business objectives of Customers, through a flexible and multipurpose approach with specialised resources. In this way, it offers benefits to its customers, which are reflected in enhanced efficiency and quality.

Its offer covers the provision of business support services in the categories of BPO, BTO (Business Transformation Outsourcing) and BPaaS (Business Process as a Service), developing activities such as postal mail treatment, preparation of documents, digitalisation, archive custody, processing of mortgage credit, companies, staff and motor vehicle, management of insurance claims relative to motor vehicles, multi-risk and occupational accidents, treatment of debit, credit and university cards, management of complaints, among others.

The main areas pursued in 2012 focused on Quality, continuous improvement of operating processes and efficiency.

Having foreseen a reduction of the market, Reditus prepared for such by reorganising its operations, promoting the concentration of the service centres in Lisbon, at the Via Roma Centre, consequently increasing the work area of this centre with an additional 300 workplaces.

In 2013, Reditus will continue to work on the same premises of 2012, thus focusing on the Quality and differentiation of its offer, continuous improvement of operating processes and efficiency, and has started up a project for extending the Quality Management System (SGQ) to this area.

In spite of the crisis, Reditus has obtained various renewals of multi-annual contracts, which enable ensuring stable foundations for its operations over the next few years. We believe that the experience, flexibility and diversification of Reditus have created a base of confidence in the market which will enable it to make the most of this period to calmly develop and explore further business opportunities.

CONTACT CENTER

Reditus is currently one of the key players in the Contact Centre sector, with its assiduous participation being recognised in the largest and most demanding tenders of the market. Its portfolio of solutions includes a vast offer of integrated services supporting the business and management of customer support services.

Its offer is characterised by flexible multi-channel solutions supported by specific technology that is adjustable to the customer's needs, both inbound and outbound, as well as by strict quality control and auditing in real time. The coordination with the rest of Reditus' offer transfers a competitive and dynamic positioning to this area, providing its customers with the best and most innovative solutions on the market, which certainly gives rise to a differentiating factor in relation to the competition.

Reditus currently has a portfolio of customers composed of extremely prestigious companies which operate in various sectors of activity and with which multi-annual contracts have been established, thus promoting the sustainability of this business segment.

The balance of Reditus Contact Centre activity has been frankly positive, with increased revenue in relation to the previous year and the overshooting of the objectives for 2012, accompanying the trend of growth of the sector.

Reditus' focus on this business segment has led to the expansion of its offer of services in alternative communication channels. In this way, we continue to focus on basing the company's competitiveness on the incorporation of technological innovations, which allows us to take up reference positions among our customers.

In spite of the growing aggressiveness of the market and fiercer competitiveness in contract negotiation by customers, the investment in innovation, the focus on good practices in a proactive manner and development of partnerships, have provided Reditus with sustained growth, as well as the valorisation of its relations with customers.

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The effort developed by Reditus, throughout 2012, should also be highlighted relative to the implementation of joint actions to develop its human capital, through policies of satisfaction and professional growth of its teams.

5.4 INTERNATIONAL AREA

The company's development strategy continues to be based on a concerted policy of internationalisation. The success of this strategy has been reflected in the good and growing performance of the company's activity, whose list of largest customers already includes various foreign multinationals.

The international area accounted for 39% of the total revenue of Reditus in 2012, reflecting growth of 47.9% in relation to the previous year. International revenue reached 49.9 million euros in 2012.

The international activity of Reditus is based on two distinctive organisational models, namely:

Through the creation of local delegations.

Reditus develops solid structures restricted to the respective geographic markets. In some cases their area of action may be extended to other markets which, due to motives of historic, economic, political nature or proximity, justify this expansion;

Through the fostering of export activity.

With a broad scope of action and essentially with the mission of ensuring the germination of the presence of Reditus in strategically selected markets and in accordance with a previously established approach, whether via internal and exclusive mobilisation of resources, or through mainly local partnerships.

Reditus has progressively developed its process of internationalisation in various geographic zones, in order to reduce risk and explore a larger number of business opportunities. In historic terms, Reditus has already developed projects in over 60 countries in Europe, Africa, North America, Latin America and Asia. During 2012, Reditus developed projects in over 40 countries.

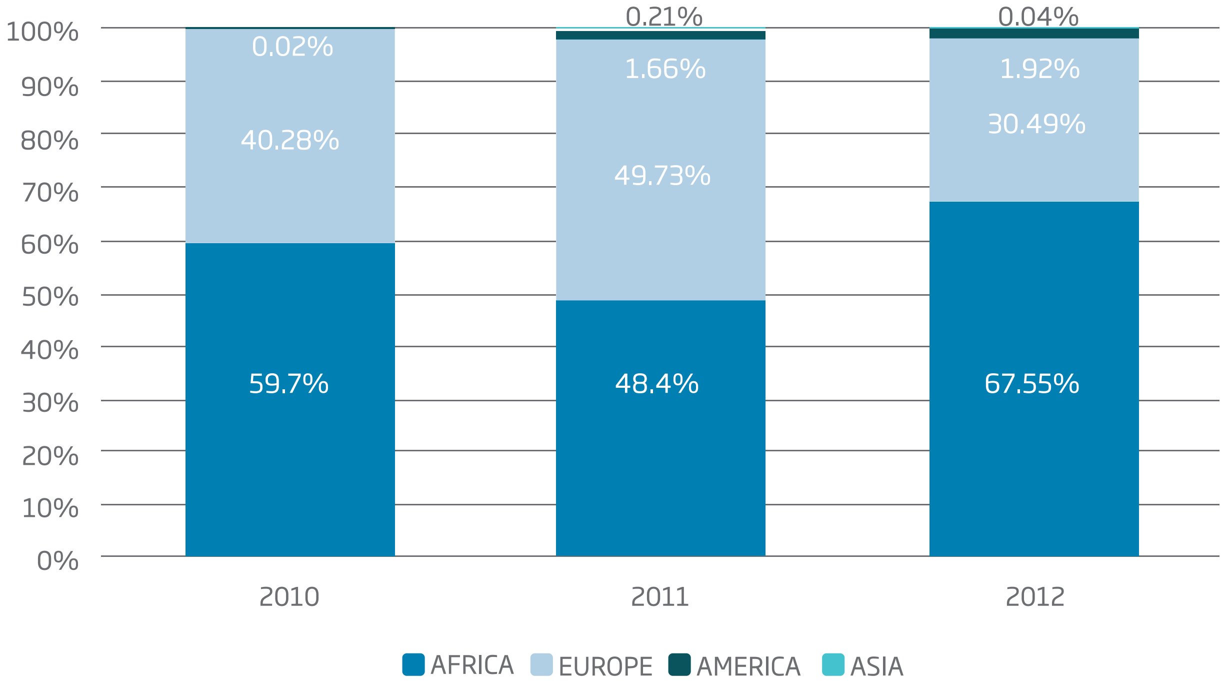
Africa is of a significant importance in the international activities of Reditus, accounting for 67.5% of the respective revenue, while Europe represents 30.5% of international revenue.

Reditus has progressively developed its process of internationalisation in various geographic zones, in order to reduce risk and explore a larger number of business opportunities. In historic terms, Reditus has already developed projects in over 60 countries in Europe, Africa, North America, Latin America and Asia. During 2012, Reditus developed projects in over 40 countries.

Its intervention on the international panorama has been guided by the development of projects of major value added for its customers, which operate in the most varied activity sectors, namely: Public Administration, Health, Transport, Industry, Banking, Retail and Utilities.

Reditus has developed projects in all of its areas of competences, with special emphasis on the areas of consulting, training, IT infrastructures and SAP implementation.

DISTRIBUTION OF REVENUE BY GEOGRAPHICAL AREA



"Reditus has always been an important partner for the achievement of the defined objectives, demonstrating capacity of flexibility and adaptation to the challenges posed. This partnership has significantly contributed to the overall satisfaction of our customers."

Luis Filipe Ferreira,
Iberian Customer Coordinator, Worten

6. QUALITY AND CUSTOMER SATISFACTION

Quality is one of the main drivers of the Reditus companies, which work on a daily basis not only to meet the critical nature of the services rendered, but also as a way to position its offer in an extremely competitive sector which imposes high levels of excellence on service providers. Various specific examples are described below which reflect the concern we place in the quality of our services and solutions.

SERVICE AND SATISFACTION LEVELS

Reditus shows high satisfaction levels among its customers, who attributed high classification in the satisfaction questionnaires carried out, and good performance of compliance with the service levels agreed with customers.

A sample of results:

- **100%** of the Contact Centre services are above the agreed values for the quality indicators (minimum value of 94.3 of the Quality index);
- **100%** compliance with the service levels in IT Outsourcing continued services;
- **95%** satisfaction with the training activities of the Reditus Business School;
- **8.6 out of 10,** in the area of infrastructures, both in the assessment of the Technical staff and service provided;
- **3.5** on a scale of 0 to 4 for the assessment of the satisfaction of customers of consulting projects;
- **4 out of 5,** in the area of SAP consulting and implementation, derived from the annual satisfaction survey and closure of the SAP Application Management service line.

AWARDS AND CERTIFICATIONS

- Group companies maintain certification by APCER pursuant to ISO 9001 (Reditus Consulting, Ogimatech Portugal and ROFF);
- Beginning of the process of implementation of the Quality Management System with a view to Certification pursuant to standards ISO 9001 – for the areas of Infrastructures, BPO, Contact Centre and Outsourcing;
- ROFF received certification by SAP for the Run SAP

methodology. The company was the only SAP partner in Portugal to have benefited from this programme;

- DGERT certification of the Reditus Business School for the areas of Staff Development, Marketing and Advertising, Management and Administration, Integration in the Organisation, IT in a user perspective and Computer Science;

- ROFF expanded the international certification of SAP, Partner Centre of Expertise, henceforth having a global coverage;

- Reditus received the Outsystems Agility Award for the project carried out at the Competition Authority;

- Largest SAP Business Partner - SAP recognised ROFF as its “Largest Business Partner” in the category of value added retailer (VAR), for the eighth consecutive year;

- Reditus was elected Gold HP ServiceONE Expert partner. An HP distinction that is only accessible to top HP partners;

- IBM distinguished Reditus as Service Partner of the year.

7. SOCIAL RESPONSIBILITY AND SUSTAINABILITY

Reditus upholds an attitude of constant attention and involvement with society, implementing actions aimed at the development of its employees not only as individuals and professionals, but also as active members of society, the economy and environment.

EMPLOYEES

- Promotion of the diversity and equality of opportunities of all employees;

- Professional and personal development within and outside the companies of the Group, through their involvement in ambitious and innovative projects;

- Transparency in performance and assessment in order to promote a policy of fair recognition and rewards;

- Encouragement of the employees’ involvement in social causes, through the promotion of various initiatives in support of solidarity institutions;

- Commitment to training. Through the Reditus Business School, we promote the training of our employees in areas such as personal development, management and administration, integration in the company, IT and occupational hygiene and safety;

- Health insurance for employees and a doctor at the office.

SOCIETY

- Faculty of Economics of Universidade Nova de Lisboa, sponsorship of two study rooms for the students and monetary award for the best student of the discipline of Finance;

- Universidade Lusíada with attribution of monetary awards to the best students;

- Blood collection at the offices;

- Collaboration with Associação Humanidades, through a partnership aimed at intervention in social sectors – health, education and inclusion;

- Support to Associação Bagos d'Ouro whose mission is to support deprived children and young people of the Douro region;

- Sponsorship of sports entities and individual sportsmen and women;

- Support to Associação Alzheimer Portugal in the acquisition and implementation of IT equipment.

ECONOMY

- Support to communities residing in less socially and economically developed areas, such as through donation of office material, books and computer equipment to Angola;

- Participation, as founding members, in the Portugal Outsourcing Association, which is aimed not only at the promotion of the sector at a national level, but also and mainly, at an international level, promoting our country as a destination for investment and sustainable employment creation in this sector of activity;

- Adoption of non-predatory practices in business, with respect for all our stakeholders.

This performance was driven by the strong growth of international activity which increased by 47.9% to 49.9 million euros, representing 39% of total turnover (compared with 31.0% in the previous year). In the domestic market, in spite of the adverse context, Reditus increased its activity by 2.2%.

ENVIRONMENT

- Encouragement of employees towards ecological practices;

- Promotion of the reduction of paper consumption;

- Recycling of various materials;

- The efficient use of water and energy through improved energy management of our buildings and facilities.

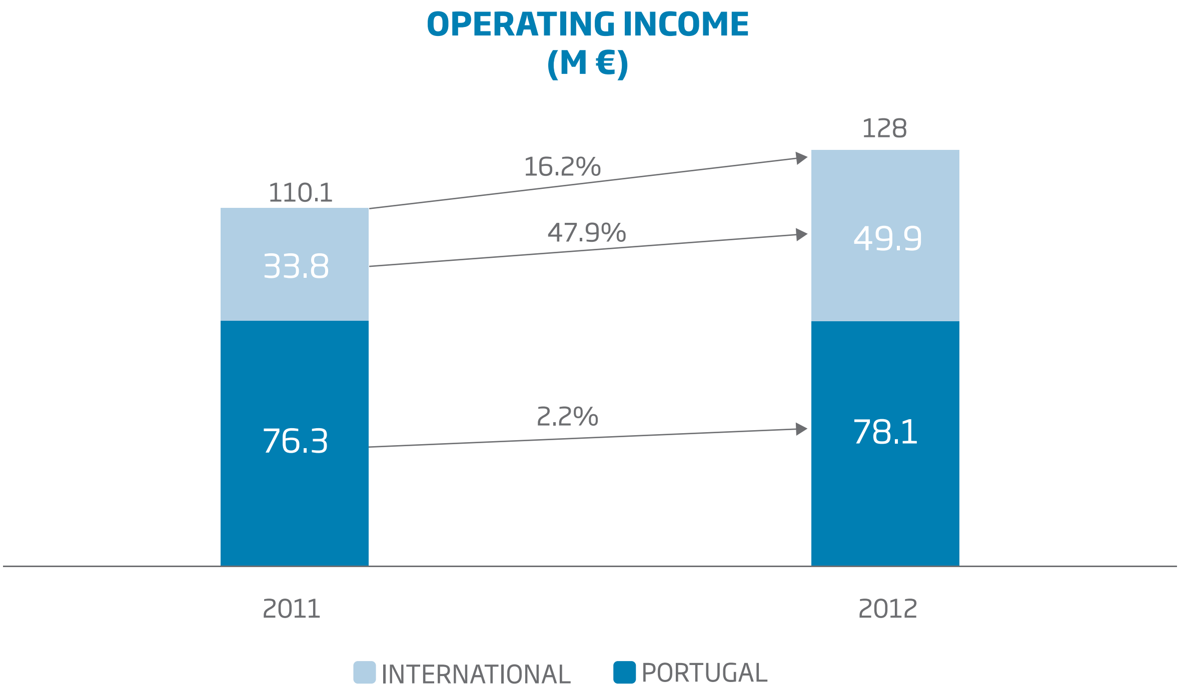
8. ECONOMIC AND FINANCIAL ANALYSIS OF THE GROUP

8.1 CONSOLIDATED OPERATING INCOME

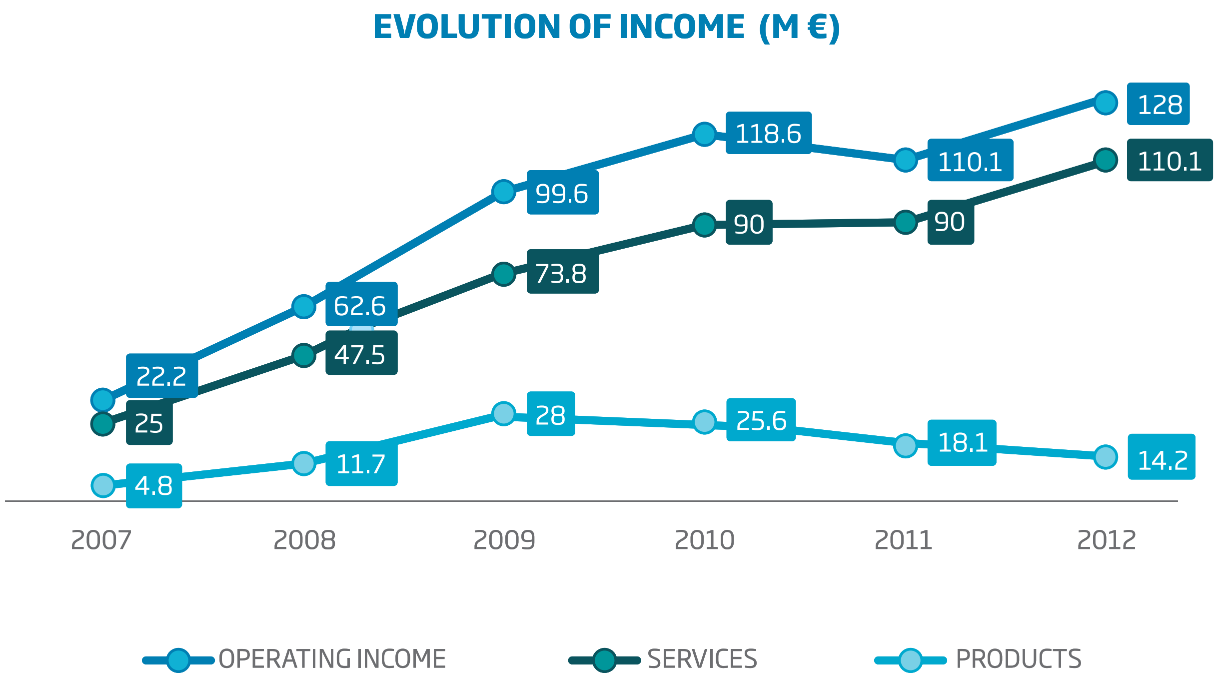
Consolidated Operating Income reached 128 million euros in the 1012, an increase of 16.2% in relation to the previous year.

This performance was driven by the strong growth of international activity which increased by 47.9% to 49.9 million euros, representing 39% of total turnover (compared with 31.0% in the previous year). In the domestic market, in spite of the adverse context, Reditus increased its activity by 2.2%.

The Provision of Services component increased by 22.4%, to represent 86.1% of Operating Income, compared with 81.7% in the 2011.



OPERATING INCOME
(M €)
110.1
128
16.2%
47.9%
33.8
49.9
2.2%
76.3
78.1
2011
2012
INTERNATIONAL
PORTUGAL



EVOLUTION OF INCOME (M €)
128
118.6
110.1
110.1
99.6
90
90
73.8
62.6
47.5
22.2
25
28
25.6
18.1
14.2
11.7
4.8
2007
2008
2009
2010
2011
2012
OPERATING INCOME
SERVICES
PRODUCTS

8.2 OPERATING COSTS

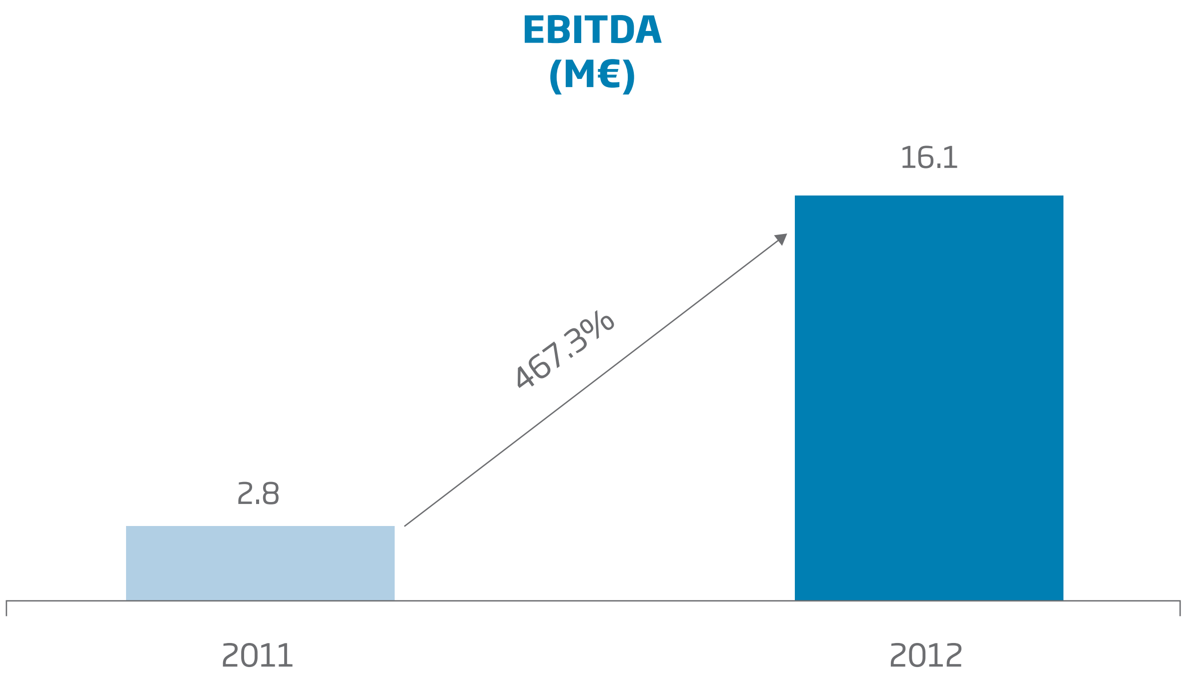
Consolidated Operating Costs net of amortisation, provisions and adjustments reached a total of 111.9 million euros in 2012, representing an increase of 4.3% relative to 2011.

The weight of Operating Costs in Operating Income fell by 10pp from 2011 to 2012, demonstrating the positive results achieved through the strategy of operating efficiency and focus on higher value added services.

8.3 EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTISATION (EBITDA)

As a consequence of the positive performance in terms of Operating Costs, the EBITDA of Reditus increased significantly, having reached 16.1 million euros in 2012.

The EBITDA margin stood at 12.5%, driven by the IT Outsourcing business margin which reached 25.5%, essentially reflecting the buoyancy of the international activity.



8.4 NET INCOME

Depreciation and Amortisation fell by 18.4% relative to the previous year to 3.8 million euros, basically reflecting the reclassification of the depreciation of the intangible assets of the participated company Partblack to Earnings from Discontinued Operations.

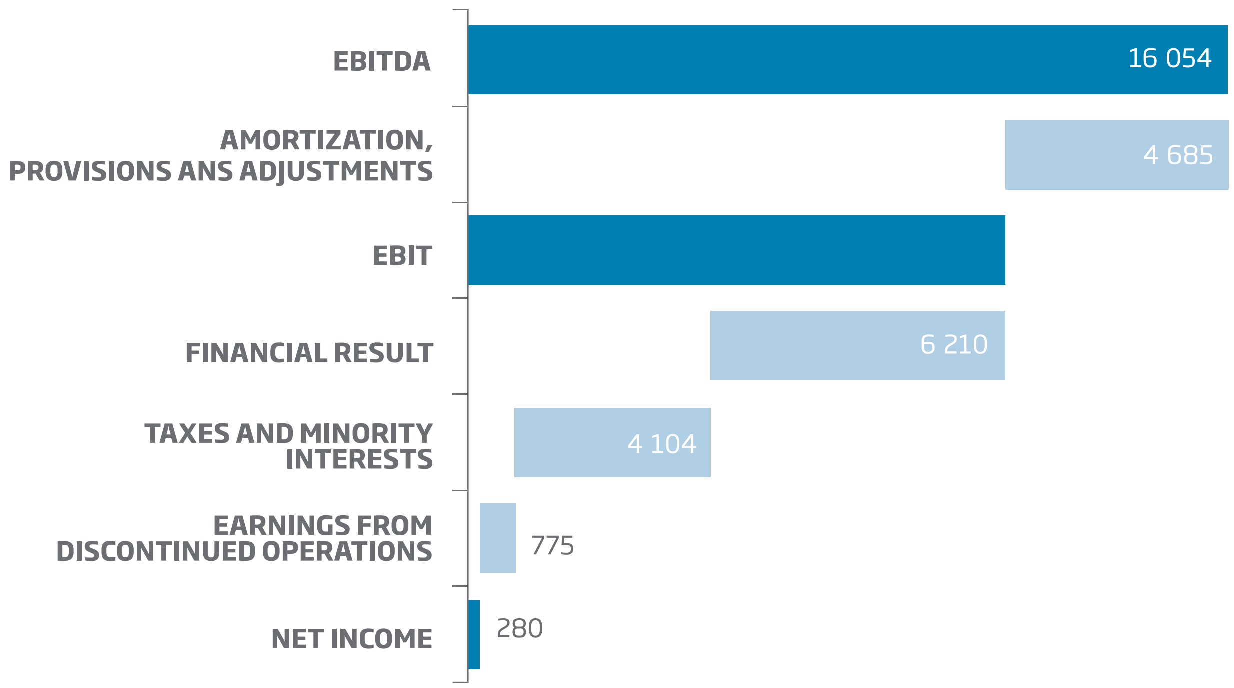
Net Operating Income (EBIT) was positive by 11.4 million euros, compared to the negative net earnings of 8.9 million euros for 2011. The EBIT margin reached 8.9%.

The negative Financial Results decreased by 12.3% to 6.2 million euros in 2012, reflecting the company's continued effort to obtain better funding conditions through the renegotiation of the main financing. This renegotiation showed its effect only in the second semester of 2012, hence in annualised terms, the reduction of financial costs is indeed higher. In either case, the size of the company's debt and the strong investment in working capital as a result of the growth of the activity and extension of the periods of payment of various customers implied that Reditus dedicated close attention to the management of its balance sheet.

Earnings from Discontinued Operations were negative by 0.78 million euros, an aggravation of 27.4% in relation to the negative earnings of 0.61 million euros for 2011, due to the impact of Partblack.

Consolidated Net Income, after minority interests and earnings from discontinued operations, reached a positive 280 thousand euros, compared to the negative net income of 14.5 million euros recorded in 2011.

FROM EBITDA TO NET INCOME (THOUSAND EUROS)



8.5 MAIN HEADINGS OF THE BALANCE SHEET

MILLION EUROS

	2012	2011	Var%
Total Assets	185,2	184,3	0.5%
Non - Current Assets	97,4	105,4	-7.6%
Current Assets	87,8	78,9	11.2%
Equity	34,3	34,3	0.0%
Total Liabilities	150,9	150,0	0.6%
Non - urrent Liabilities	69,2	64,9	6.5%
Current Liabilities	81,7	85,1	-4.0%
Net Debt	68,6	73,6	-6.7%

At the end of December 2012, net bank debt (includes bank loans, financial leasing liabilities, minus cash and equivalent) fell to 68.6 million euros, representing a reduction of 5.0 million euros, or 6.7%, relative to the 73.6 million euros recorded at the end of 2011.

The financial leasing liabilities include 5.9 million euros of real estate leasing.

9. ECONOMIC AND FINANCIAL REVIEW BY BUSINESS AREA

9.1 IT CONSULTING

The IT Consulting area includes the areas of Business Consulting and Transformation, SAP Development and Consulting and Integration of Systems.

In the area of SAP Consulting and Implementation, the participated company ROFF, which represents 70% of the ITC area, increased its turnover not only in the international market, where it has strengthened its position, but also in the domestic market, where it continues to expand as the largest SAP consulting company in Portugal and largest national partner of the German multinational.

IT Consulting represented 50% of the Turnover and 24% of the total EBITDA of the Reditus Group.

In 2012, the evolution of IT Consulting activity was also very positive, having recorded an increase of 4.6% in Operating Income to stand at 66.1 million euros. EBITDA increased by 33.6% to 3.9 million euros, equivalent to an EBITDA margin of 5.9%.

"The art and experience of REDITUS prepared Arquiled to achieve, in less than one year, the procedural organisation and trustworthy interconnection of the main departments of the company, Sales, R&D and Production. We can thus embrace a strategy of growth and internationalisation, confident that our product has, as a solid base, an organisation which enables ensuring the expected quality and reliability."

Rafael Abelha Santos,
Executive Chairman & CEO, Arquiled

9.2. IT OUTSOURCING

The IT Outsourcing area is composed of IT Infrastructure competences and the representation of IT products, especially security products, business continuity and Business Intelligence.

During 2012, the IT Outsourcing activity continued to be marked by a strategic change of concentration on high competence services. This focus has been crucial to ensure the business of this area, in counter cycle with the economic trends of the market.

This area represented 29% of the Group's total business with revenue having reached 38.1 million euros, corresponding to growth of 38.3% relative to 2011, essentially reflecting the development of international projects.

The Provision of Services component increased by 77.8%, to currently represent 82% of Turnover, in comparison with 64% in 2011, in line with Reditus' strategy of adding value to its offers.

EBITDA stood at 9.7 million euros, a very significant increase relative to the EBITDA of 1.1 million euros for the previous year. The EBITDA margin reached 25.5% (against 4.1% in 2011).

9.3 BUSINESS PROCESS OUTSOURCING (BPO)

The BPO area involves the provision of business support services in the categories of BPO, BTO (Business Transformation Outsourcing) and BPaaS (Business Process as a Service), as well as multi-channel Contact Centre services. This area represented 21% of the total turnover of Reditus in 2012.

BPO is a sector in expansion, since the economic circumstances point to the need to cut costs, which leads companies to the Outsourcing of a series of non-core activities, thus favouring the growth of its turnover.

The balance of Reditus BPO activity has been strongly positive, with increased revenue of 16.8% relative to the previous year to 27 million euros, reflecting the reinforcement of the activity of Contact Centre projects.

EBITDA reached 2.4 million euros, equivalent to an EBITDA margin of 9.1% and representing an improvement relative to the negative margin of 5.2% recorded in the previous year.

10. OUTLOOK FOR 2013

Reditus will continue to be a company driven by growth, with the objective of exploring the maximum potential of its portfolio of products and services, making the most of the future and current opportunities in the IT market, both at a national and international level.

The Group will continue to concentrate its efforts on the development of higher value added products and services and on offers of integrated services, aimed at acquiring new customers, strengthening its presence among existing customers, increasing customer loyalty and cross-selling.

Reditus will pursue its objective of internationalisation, developing investment opportunities in markets of potential growth and where it has clear competitive advantages and specific levels of know-how.

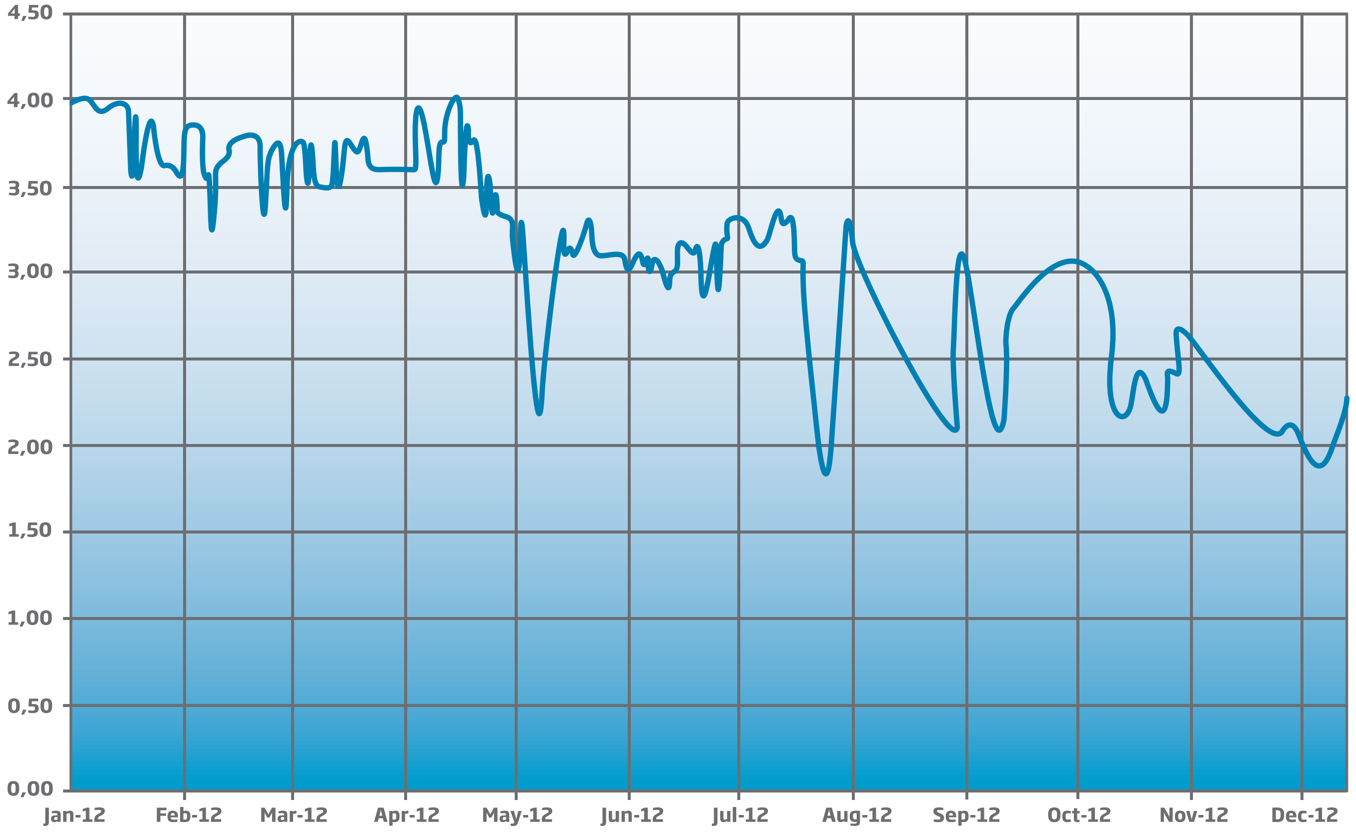
The pursuit of a policy of optimisation of structural costs, without affecting the capacity for business development will remain one of the central priorities of the Reditus Group.

Reditus has the objective of pursuing sustained growth, driven not only by the international expansion in high growth economies, but also by the potential optimisation of its offer of products and services. Reditus believes that it will be successful in the development of its business, aware that it will do so in a highly competitive market and in a context of strong economic and financial instability.

REDITUS was listed on the Stock Exchange on 28 August 1987, which currently reflects a market history of over 25 years. It was the first company of the technological sector to be listed on the Stock Market, and during the period between December 2004 and October 2006 it was included in the main reference index of the Portuguese market (PSI20). These facts enable stating REDITUS as a reference market on the capital market in Portugal. Its experience in the Stock Exchange certainly constitutes a particular benefit for its shareholders and stakeholders."

Miguel Geraldes
Head of Cash Market & Listing, Lisbon
Head of Relationship Management, Iberia
NYSE Euronext

11. STOCK MARKET BEHAVIOUR



By the end of 2012, the closing market price of Reditus shares stood at 2.27 euros, in comparison with the 3.99 euros recorded at the beginning of the year.

In terms of liquidity, during the financial year there were approximately 135 thousand transactions of Reditus shares, representing a transaction value of 444 thousand euros.

The daily average number of share transactions stood at approximately 550 shares, corresponding to a daily average value of approximately 1.806 euros.

12. ACTIVITY OF THE NON-EXECUTIVE DIRECTORS

As described in the Corporate Governance Report, Reditus has a series of Specialised Committees which verify and issue statements on different aspects of strategic and operating support.

Generally speaking and, apart from the supervision of the functioning of these committees, together with the members of the Executive Committee, the Non-Executive Directors are responsible for the on-going follow-up of the activities of the company and its participated companies, both in operating and economic-financial terms.

13. NET INCOME

The Consolidated Net Income for the year, after non-minority interests, stood at 279,502 euros.

14. STATEMENT OF CONFORMITY

Pursuant to the provisions in article 245, number 1, subparagraph c) of the Portuguese Securities Market Code, the members of the Board of Directors of the Company state that, to the best of their knowledge, the information contained in the Management Report and other documents presenting the accounts was prepared in conformity with the applicable accounting standards, giving a true and fair image of the assets and liabilities, financial situation and results of the Company and companies included in the consolidation perimeter. Moreover, they declare that the management report faithfully presents the evolution of the business, performance and position of the Company and companies included in the consolidation perimeter, and contains a description of the main risks and uncertainties facing them.

15. ACKNOWLEDGEMENTS

We would like to highlight the confidence entrusted by the Customers in the companies of the Reditus Group, the dedication of our Employees in the pursuit of our objectives, as well as the qualified support of the Supervisory Board, Strategy Board, Specialised Committees, Banks and other business partners, creating the basis for the future sustainability of the Reditus Group.

Alfragide, 4 April 2013

The Board of Directors

Eng. Miguel Maria de Sá Pais do Amaral
Chairman

Dr. Frederico José Appleton Moreira Rato
Deputy Chairman

Eng. António Maria de Mello Silva César e Menezes
Deputy Chairman

Eng. José António da Costa Limão Gatta
Director

Dr. Fernando Manuel Cardoso Malheiro da Fonseca Santos
Director

Dr. Rui Miguel de Freitas e Lamego Ferreira
Director

Eng. Francisco José Martins Santana Ramos
Director, Chairman of the Executive Committee, CEO

Eng. Carlos José Duarte de Oliveira
Director, member of the Executive Committee, COO

Dr. Helder Filipe Ribeiro Matos Pereira
Director, member of the Executive Committee, CFO

Dr. José Manuel Marques da Silva Lemos
Director

"ROFF's differentiating aspect is its commitment to delivery. Once the project has started, I am absolutely certain that it will be delivered within the contracted conditions using the best technical solution available. The competence and motivation of its consultants implied that ROFF has supported us both in complex projects such as international roll-outs and in the implementation of improvements, always with the same dedication and integrity, regardless of the size of the task."

Darcio Mandarano,
Manager of Sistemas Corporativos, Construções e Comércio Camargo Corrêa S/A

reditus

ANNUAL REPORT 2012

02

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2012 AND 31 DECEMBER 2011 (Values expressed in euros)

	NOTES	31.12.2012	31.12.2011
NON-CURRENT ASSETS			
Tangible assets	7	12,210,940	15,205,123
Investment Properties	8	1,500,000	
Goodwill	9	54,243,058	56,310,484
Intangible assets	10	27,274,613	29,569,074
Other financial investments	12	5.000	5.000
Deferred tax assets	13	2,172,562	4,274,518
		97,406,173	105,364,199
CURRENT ASSETS			
Inventories	14	1,911,817	902,647
Customers	15	44,785,925	42,632,288
Other accounts receivable	16	6,976,916	7,193,562
Assets available for sale	11	5,203,694	2,316,755
Other current assets	17	24,250,715	17,158,775
Financial assets at fair value	18	143,856	100,420
Cash and equivalents	19	4,477,504	8,637,349
		87,750,427	78,941,796
TOTAL ASSETS		185,156,600	184,305,995
EQUITY AND LIABILITIES			
EQUITY			
Share capital	20	73,193,455	73,193,455
Own shares	20	(1,426,438)	(1,180,733)
Issue premiums	20	9,952,762	9,952,762
Reserves	20	3,592,304	3,592,304
Retained earnings	20	(52,271,221)	(37,873,025)
Adjustments to financial assets	20	(501,763)	(501,763)
Surplus valuation of fixed assets	20	1,855,317	2,115,352
Consolidated net income for the year	20	279,502	(14,398,196)
Equity attributable to majority shareholders		34,673,918	34,900,156
Equity attributable to minority interests	21	(403,747)	(628,430)
Total equity		34,270,171	34,271,726
LIABILITIES			
NON-CURRENT LIABILITIES			
Loans	22	46,911,706	44,856,585
Provisions	26	-	2,970,976
Other accounts payable	23	9,274,944	3,000,000
Deferred tax liabilities	13	5,815,520	6,425,017
Financial leasing liabilities	24	7,159,110	7,675,033
		69,161,280	64,927,611
CURRENT LIABILITIES			
Loans	22	18,210,580	28,703,107
Suppliers	25	21,061,342	19,989,559
Other accounts payable	23	20,362,253	12,774,819
Liabilities available for sale	11	4,695,313	2,912,595
Other current liabilities	27	16,579,650	19,747,163
Financial leasing liabilities	24	816,011	979,415
		81,725,149	85,106,658
Total liabilities		150,886,429	150,034,269
TOTAL EQUITY AND LIABILITIES		185,156,600	184,305,995

The notes are an integral part of the statement of the consolidated financial position as at 31 December 2012 and 31 December 2011.

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEARS ENDED ON 31 DECEMBER 2012 AND 2011 (Values expressed in euros)

	NOTES	31.12.2012	31.12.2011
OPERATING REVENUE			
Sales	28	14,241,537	18,103,812
Services rendered	28	110,137,151	89,982,052
Other operating income	29	3,597,240	2,025,936
Total operating revenue		127,975,928	110,111,800
OPERATING COSTS			
Inventories consumed and sold	30	(11,384,262)	(12,579,739)
External supplies and services	31	(43,610,904)	(38,667,915)
Staff costs	32	(55,766,909)	(54,346,613)
Depreciation and amortisation costs	33	(3,834,533)	(5,155,977)
Provisions and impairment losses		(850,926)	(6,569,510)
Other operating costs and losses	34	(1,159,423)	(1,687,685)
Total operating costs		(116,606,957)	(119,007,439)
Net operating income		11,368,971	(8,895,639)
FINANCIAL RESULTS			
Net financial costs	35	(6,209,854)	(7,077,385)
Net losses in associate companies		-	-
		(6,209,854)	(7,077,385)
Profit before taxes		5,159,117	(15,973,024)
Income tax for the year	36	(4,092,523)	2,041,499
Profit before minority interests		1,066,594	(13,931,525)
Minority interests	21	(11,808)	141,760
Earnings from ongoing operations		1,054,786	(13,789,765)
Earnings from discontinued operations	37	(775,284)	(608,431)
Net income		279,502	(14,398,196)
Attributable to:			
Shareholders of the parent company	20	279,502	(14,398,196)
Minority interests	21	11,808	(141,760)
		291,310	(14,539,956)
Earnings per share from ongoing and discontinued operations			
Basic		0.0191	(1.1346)
Diluted		0.0191	(1.1346)
Earnings per share from ongoing operations			
Basic		0.0721	(1.0851)
Diluted		0.0721	(1.0851)

The notes are an integral part of the statement of the consolidated financial position as at 31 December 2012 and 31 December 2011.

CONSOLIDATED COMPREHENSIVE INCOME STATEMENT

FOR THE FINANCIAL YEARS ENDED ON 31 DECEMBER 2012 AND 2011 (Values expressed in euros)

	31.12.2012	31.12.2011
Consolidated net income for the year (before minority interests)	1,066,594	(13,931,525)
Changes in surplus valuation of fixed assets (IAS 16, IAS 38)	(260,035)	(242,362)
Consolidated comprehensive income	806,559	(14,173,887)
Attributable to:		
Shareholders of the parent company	794,751	(14,032,127)
Minority interests	11,808	(141,760)
	806,559	(14,173,887)

The notes are an integral part of the statement of the consolidated financial position as at 31 December 2012 and 31 December 2011.

CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEARS ENDED ON 31 DECEMBER 2012 AND 2011 (Values expressed in euros)

	31.12.2012	31.12.2011
OPERATING ACTIVITIES		
Receipts from customers	131,563,952	120,614,945
Payments to suppliers	(52,003,652)	(52,143,146)
Payments to the staff	(48,366,665)	(45,538,683)
Payment/receipt of income tax	(899,232)	(450,786)
Other receipts/(payments) relative to operating activity	(16,964,910)	(23,072,821)
Cash flow from operating activities (1)	13,329,493	(590,491)
INVESTMENT ACTIVITIES		
Receipts derived from:		
Financial investments	-	-
Sale of tangible assets	85,480	35,291
Investment grants		1.997
Interest and similar income		26,397
Other	177,093	31,852
	262,573	95,537
Payments relative to:		
Business combinations	(72,000)	(4,291,706)
Acquisition of tangible assets	(558,831)	(150,798)
Acquisition of intangible assets	-	-
Other	(4,987,037)	(1,290,227)
	(5,617,868)	(5,732,731)
Cash flow from investment activities (2)	(5,355,295)	(5,637,194)
FINANCING ACTIVITIES		
Receipts relative to:		
Loans received	64,400,670	88,117,219
Share capital increases, additional paid-in capital and issue premiums	820	23,506,359
Other	-	-
	64,401,490	111,623,578
Payments relative to:		
Loans received	(63,386,967)	(97,136,190)
Amortisation of financial leasing contracts		(1,448,959)
Interest and similar costs	(5,622,426)	(6,203,397)
Acquisition of own shares	(245,706)	(23,976)
Other	(3,402,591)	(105,671)
	(72,657,690)	(104,918,193)
Cash flow from financing activities (3)	(8,256,200)	6,705,385
Variation in cash and equivalents (4) = (1) + (2) + (3)	(282,002)	477,700
Effect of currency conversion differences	-	23,794
Non-current assets held for sale	(81,572)	-
Perimeter alteration	-	(2.398)
Incorporation by merger	-	-
Cash and equivalent at the beginning of the period	3,952,238	3,453,142
Cash and equivalent at the end of the period	3,588,664	3,952,238

The notes are an integral part of the statement of the consolidated financial position as at 31 December 2012 and 31 December 2011.

ANNEX TO THE CONDENSED CONSOLIDATED CASH FLOW STATEMENT

FOR THE FINANCIAL YEARS ENDED ON 31 DECEMBER 2012 AND 2011 (Values expressed in euros)

	31.12.2012	31.12.2011
Cash	185,064	144,729
Bank deposits	4,292,440	8,492,621
Disposable assets in the balance sheet	4,477,504	8,637,350
Non-current assets held for sale		
Bank overdrafts	(888,840)	(4,685,112)
Cash and equivalent	3,588,664	3,952,238

The notes are an integral part of the statement of the consolidated financial position as at 31 December 2012 and 31 December 2011.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEARS ENDED ON 31 DECEMBER 2012 AND 2011 (Values expressed in euros)

	EQUITY ATTRIBUTABLE TO MAJORITY SHAREHOLDERS										EQUITY ATTRIBUTABLE TO MINORITY INTERESTS	TOTAL EQUITY
	SHARE CAPITAL	OWN SHARES	SHARE ISSUE PREMIUM	LEGAL RESERVE	OTHER RESERVES	RETAINED EARNINGS	ADJUST-MENTS TO FINANCIAL ASSETS	SURPLUS VALUATION OF FIXED ASSETS	NET CON-SOLIDATED INCOME (YEAR)	TOTAL		
Balance as at 31 December 2011	73,193,455	(1,180,733)	9,952,762	2,024,635	1,567,669	(37,873,025)	(501,763)	2,115,352	(14,398,196)	34,900,156	(628,430)	34,271,726
Share capital increase	-		-	-	-	-			-	-	-	-
(Acquisition) / Sale of own shares		(245,705)								(245,705)		(245,705)
Appropriation of net income	-		-			(14,398,196)			14,398,196	-	-	-
Acquisition of minority interests (Note 10)	-		-	-		-			-	-		-
Other					-					-	212,875	212,875
Minority interests for the period						-				-	11,808	11,808
Changes in surplus valorisation (IAS 16, IAS 18)	-							(260,035)		(260,035)		(260,035)
Consolidated net income for the year	-		-	-	-	-			279,502	279,502		279,502
Balance as at 31.12.12	73,193,455	(1,426,438)	9,952,762	2,024,635	1,567,669	(52,271,221)	(501,763)	1,855,317	279,502	34,673,918	(403,747)	34,270,171
Balance as at 31.12.10	51,557,265	(1,156,757)	11,146,578	2,024,635	1,522,269	(38,096,232)	(501,763)	2,357,714	268,607	29,122,316	105,032	29,227,348
Share capital increase	21,636,190	-	(1,193,816)	-	-	-	-	-	-	20,442,374	-	20,442,374
(Acquisition) / Sale of own shares	-	(23,976)	-	-	-	-	-	-	-	(23,976)	-	(23,976)
Appropriation of net income	-	-	-	-	-	268,607	-	-	(268,607)	-	-	-
Acquisition of minority interests (Note 10)	-	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	45,400	(45,400)	-	-	-	-	(591,702)	(591,702)
Minority interests for the period	-	-	-	-	-	-	-	-	-	-	(141,760)	(141,760)
Changes in surplus valorisation (IAS 16, IAS 18)	-	-	-	-	-	-	-	(242,362)	-	(242,362)	-	(242,362)
Consolidated net income for the year	-	-	-	-	-	-	-	-	(13,940,842)	(13,940,842)	-	(13,940,842)
Balance as at 31 December 2011	73,193,455	(1,180,733)	9,952,762	2,024,635	1,567,669	(37,873,025)	(501,763)	2,115,352	(13,940,842)	35,357,510	(628,430)	34,729,080

The notes are an integral part of the consolidated statements of changes in equity for the financial years ended on 31 December 2012

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. ACTIVITY

Reditus, Sociedade Gestora de Participações Sociais, S.A. is the holding (parent company) of the Reditus Group with head office in Lisbon, at Rua Pedro Nunes No. 11.

Reditus was established in 1966 under the name Reditus - Estudos de Mercado e Promoção de Vendas, SARL, with its core business being the provision of specific services, namely market research, having branched out to data processing for Banco de Agricultura, the main shareholder together with Companhia de Seguros 'A Pátria'.

In December 1990, Reditus changed its corporate name, and became a holding company, whose core business is the management of holdings in other companies as an indirect form of exercising economic activity.

The Reditus Group operates in Portugal and 9 other countries in Europe, Asia, Latin America and Africa in four specific business areas: BPO, IT Outsourcing, ITC and Engineering and Mobility Systems. This business area now only includes the company JM Consultores, as a consequence of the divestment, and since this is not a core business activity for the Reditus Group, it is expected that the remaining business will be disposed and/or disconti-nued during 2013. During 2012, Partblack was transferred to non-current assets held for sale.

As a consequence of the disposal of almost all the business, and since this is not a core business activity for the Reditus Group, it is expected that the remaining business will be disposed and/or discontinued during 2013.

In January 2012, Reditus carried out corporate streamlining and restructuring which implied the merger through incorporation of the companies Reditus II - Telecomunicações, S.A. (operating under the trade names Solutions Factory and Skills & Solutions), Redware - Sistemas de Informação, S.A. and Redware - Centros de Serviços, S.A. and Tecnidata SI - Serviços e Equipamentos de Informática, S.A. Under this operation, Tecnidata SI - Serviços e Equipamentos de Informática, S.A. changed its corporate name to Reditus Business Solutions, S.A.

The objective of this corporate restructuring was to simplify the organisational structure, reduce costs, standardise the business management of the companies involved and enhance operating efficiency. With this initiative, the Management intends to strengthen the company’s solidity and sustainability, increase the company’s response capability to market challenges with direct benefits to all participating employees, partners and suppliers.

The company’s business is not subject to any significant seasonality.

Reditus has been listed on Euronext Lisbon (former Stock Exchange of Lisbon and Porto) since 1987.

The present Financial Statements were approved by the Board of Directors on 4 April 2013 and are expressed in euros.

2. MOST SIGNIFICANT AC COUNTING POLICIES

2.1. BASIS OF PRESENTATION

The consolidated financial statements of Reditus, SGPS, S.A. were prepared under the assumption of business continuity, based on the accounting ledgers and records of the companies included in the consolidation, kept in accordance with the accounting principles generally accepted in the countries of each participated company, adjusted in the consolidation process, so that the consolidated financial statements are in accordance with the International Financial Reporting Standards (IFRS), as adopted in the European Union, in force for financial years beginning on 1 January 2012.

The consolidated financial statements of Reditus, SGPS, S.A. presented herein reflect the results of its operations and financial position of all its subsidiaries (Reditus Group), for the financial year ended on 31 December 2012 and financial position as at 31 December 2012.

The accounting policies presented herein have been applied consistently by all the companies of the Group and for all the periods shown in these consolidated financial statements.

The most significant accounting policies used in the preparation of the consolidated financial statements are described below:

2.1.1. NEW RULES AND POLICY CHANGES

2.1.1.1 The following standards, interpretations, amendments and reviews endorsed by the European Union and of compulsory application for financial years beginning on or after 1 January 2012, were adopted by Reditus in the financial year ended on 31 December 2012:

New standards and interpretations issued by the IASB and endorsed by the European Union, whose application is compulsory only for periods beginning after 30 June 2012.

IAS 1 Presentation of financial statements (Amendment) => The amendment to IAS 1 alters the aggregation of items presented in the Comprehensive Income Statement. Items which may be reclassified (or "recycled") to profit or loss in the future (for example at the date of derecognition or settlement) should be presented separately from the items which cannot be reclassified to profit or loss (for example, revaluation reserves stipulated in IAS 16 and IAS 38).

This amendment does not alter the nature of the items which should be recognised in the Comprehensive Income Statements, nor whether they should or not be able to be reclassified under profit or loss in the future.

The amendments to IAS 1 will be applicable for financial years started after 30 June 2012, and may be applied early provided that this is duly disclosed. The application is retrospective.

New standards and interpretations issued by the IASB and endorsed by the European Union, whose application is compulsory only for periods beginning after 30 June 2012 and 1 January 2013:

IFRS 1 First-time adoption of the international financial reporting standards - hyperinflationary economies (Amendment) => When the date of transition to the IFRS occurs on a date, or after a date, when the functional currency ceases to be a currency of a hyperinflationary economy, the entity can measure all the assets and liabilities held prior to the date of cessation and which were subject to the effects of a hyperinflationary economy, at their fair value at the IFRS transition date. This fair value can be used as a deemed cost for these assets and liabilities as at the opening date of the statement of financial position.

The amendment also removes the dates established in IFRS 1 relative to the derecognition of financial assets and liabilities and gain and losses in transactions for their initial recognition, where the new date is henceforth considered the IFRS transition date.

The amendments to IFRS 1 will be applicable for financial years started after 30 June 2011. Early application is permitted provided that this is disclosed.

IFRS 1 (Amendment) First-time adoption of the international financial reporting standards – IFRS 9 and IAS 20 Accounting for government grants and disclosure of government assistance => The amendment establishes an exception in the retrospective application of IFRS 9 Financial instruments and IAS 20 Accounting for government grants and disclosure of government assistance.

This amendment requires that entities applying IFRS 1 should prospectively apply the requirements of IAS 20 relative to government loans existing at the IFRS transition date. However, entities may decide to apply the requirements established in IFRS 9 (or IAS 39, as applicable) and IAS 20 to government loans retrospectively if the necessary information has been obtained at the date of initial recognition of these loans.

This adoption allows first-time adopters relief from the retrospective application of the measurement of government loans with an interest rate below the market interest rate. As a result of the non-retrospective application of IFRS 9 (or IAS 39) and IAS 20, first-time adopters do not need to recognise the corresponding benefit of an interest rate below the market interest rate in a government loan as a grant.

The amendments to IFRS 1 will be applicable for financial years started on or after 1 January 2013. Early application is permitted provided that this is disclosed.

IFRS 7 (Amendment) Offsetting of financial assets and liabilities => This amendment requires entities to disclose information on offsetting rights and related arrangements (for example Collateral guarantees). These disclosures provide information that is useful in the assessment of the net effect that these arrangements might have on the Statement of Financial Position of each entity. The new disclosures are compulsory for all financial instruments which might be offset as established by IAS 32 Financial Instruments: Presentation. The new disclosures also apply to financial instruments that are subject to main offsetting arrangements or other similar arrangements regardless as to whether they are offset pursuant to the provisions in IAS 32.

The amendments to IFRS 1 will be applicable for financial years started on or after 1 January 2013. The amendment to IFRS 7 should be applicable retrospectively pursuant to IAS 8. However, if the entity decides on the early application of IAS 32 Offsetting of financial assets and liabilities, the disclosures established in IFRS 7 should also be applied at the same time.

IFRS 9 Financial instruments (introduces new requirements for classification and measurement of financial assets and liabilities) => The first phase of IFRS 9 Financial instruments addresses the classification and measurement of financial assets and liabilities. The IASB continues to work and discuss the topics of impairment and hedge accounting with a view to the revision and full replacement of IAS 39. IFRS 9 applies to all financial instruments which are under the scope of application of IAS 39.

The main amendments are as follows:

FINANCIAL ASSETS:

All financial assets are measured at fair value on their initial recognition.

Debt instruments may be measured at amortised cost subsequently if:

- the option for fair value is not exercised;
- the objective of holding the asset, pursuant to the business model, is to receive the contractualised cash flow; and
- under the contracted terms, the financial assets will generate, on determined dates, cash flow which consist merely of the payment of repayment of principal and interest relative to the outstanding debt of principal.

All other debt instruments are measured subsequently at fair value.

All equity financial investments are measured at fair value through the Comprehensive Income Statement or through income and losses.

Each equity financial instruments should be measured at fair value through i) in the Comprehensive Income Statement, or (ii) Income and losses (equity financial instruments held should be measured at fair value with the respective variations always being recognised through income and losses)

FINANCIAL LIABILITIES:

Differences in the fair value of financial liabilities at fair value through profit or loss which arise from alterations in the credit risk of the entity should be presented in the Comprehensive income statement. All other alterations should be recorded under profit or loss unless the presentation of the differences in fair value arising from the credit risk of the financial liability is capable of creating or increasing a significant negative offset through profit or loss for the period.

All other rules for classification and measurement relative to financial assets existing in IAS 39 remain unchanged in IFRS 9 including the rules of separation of embedded derivatives and the criteria for their recognition at fair value through income and losses.

This standard is applicable for financial years started *on or after 1 January 2015. Early application is permitted provided that this is duly disclosed. The early application of the provisions relative to financial liabilities is also permitted provided that this occurs simultaneously with the provisions relative to financial assets.*

IFRS 10 Consolidated financial statements => The IASB issued IFRS 10 Consolidated financial statements which replaces the consolidation requirements established in SIC 12 Consolidation - special purpose entities and in IAS 27 Consolidated and separate financial statements.

The IFRS establishes a new concept of control which should be applied to all special purpose entities and vehicles. The changes introduced by IFRS 10 will require the management to make a significant judgement in order to determine which entities are controlled and consequently to be included in the Consolidated Financial Statements of the parent company.

This standard is applicable for financial years started on or after 1 January 2013. Early application is permited provided that the entity simultaneously applies IFRS 11, IFRS 12, IAS 27 (revised in 2011) and IAS 28 (revised in 2011). The application is retrospective.

IFRS 11 JOINT ARRANGEMENTS:

- replaces IAS 31 Interests in joint ventures and SIC 13 Jointly controlled entities - non-monetary contributions by venturers.

- changes the concept of joint control and removes the option of accounting a jointly controlled entity through the proportional consolidation method, with the entity henceforth accounting its interest in these entities through the equity method.

- also defines the concept of joint operations (combining the existing concepts of controlled assets and jointly controlled operations) and redefines the concept of proportional consolidation for these operations, where each entity should record in its financial statements the absolute or relative interests held in the assets, liabilities, income and costs.

This standard is applicable for financial years started on or after 1 January 2013. Early application is permitted provided that the entity simultaneously applies IFRS 10, IFRS 12, IAS 27 (revised in 2011) and IAS 28 (revised in 2011. The application is retrospective.

IFRS 12 Disclosure of interests in other entities => IFRS 12 Disclosure of interests in other entities establishes the minimum level of disclosures relative to subsidiaries, joint ventures, associates and other non-consolidated entities.

This standard includes, therefore, all the disclosures that were compulsory under IAS 27 Consolidated and separate financial statements relative to the consolidated accounts, as well as the compulsory disclosures included under IAS 31 Interests in joint ventures and under IAS 28 Investments in associates, apart from new additional information.

This standard is applicable for financial years started on or after 1 January 2013. Early application is permitted provided that the entity simultaneously applies IFRS 10, IFRS 11, IAS 27 (revised in 2011) and IAS 28 (revised in 2011). The application is retrospective.

IFRS 13 Fair value measurement => IFRS 13 establishes a single source of guidance for fair value measurement pursuant to the IFRS. IFRS 13 does not indicate when an entity should use fair value, but establishes guidance as to how fair value should be measured whenever this is permitted or required.

Fair value is defined as the "price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date".

This standard is applicable for financial years started on or after 1 January 2013. Early application is permitted provided that this is disclosed. The application is prospective.

IAS 12 Income tax => The amendment to IAS 12 clarifies that the determination of deferred tax relative to investment properties measured at fair value, under IAS 40, should be calculated considering its recovery through its disposable in the future. This presumption can, however, be rebatable if the entity has a business plan which demonstrates that this tax will be recovered through the use of the investment properties.

Furthermore, the amendment also notes that deferred taxes recognised for non-depreciable tangible fixed assets which are measured in accordance with the revaluation model should be calculated under the assumption that their recovery will take place through the sale of these assets.

The amendments to IAS 12 will be applicable for financial years started on or after 1 January 2012, and may be applied early provided that this is duly disclosed. The application is retrospective.

IAS 27 Consolidated and separate financial statements (Revised in 2011) => With the introduction of IFRS 10 and IFRS 12, IAS 27 merely establishes the accounting treatment relative to subsidiaries, joint ventures and associates in separate accounts.

The amendments to IAS 27 will be applicable for financial years started on or after 1 January 2013, and may be applied early provided that the entity simultaneously applies IFRS 10, IFRS 11, IFRS 12 and IAS 27 (revised in 2011). The application is retrospective.

IAS 28 Investments in associates and joint ventures => With the amendments to IFRS 11 and IFRS 12, IAS 28 has been renamed and now describes the application of the equity method also to joint ventures, as had already been the case with associates.

The amendments to IAS 27 will be applicable for financial years started on or after 1 January 2013, and may be applied early provided that the entity simultaneously applies IFRS 10, IFRS 11, IFRS 12 and IAS 27 (revised in 2011). The application is retrospective.

IAS 32 Financial instruments (Offsetting financial assets and liabilities) => The amendment clarifies the meaning of "currently has a legally enforceable right to set-off" and the application of IAS 32 to the offset criteria of the offsetting systems (such as centralised settlement and clearing systems) which apply gross settlement mechanisms which are not simultaneous.

Paragraph 42 a) of IAS 32 requires that "a financial asset and a financial liability shall be offset and the net amount presented in the statement of financial position when, and only when, an entity currently has a legally enforceable right to set off the recognised amounts". This amendment clarifies that the offset rights should not only be currently legally enforceable during normal business activity but must also be enforceable in the case of an event of default and the case of bankruptcy or insolvency of all the counterparts of the contract, including the reporting entity. The amendment also clarifies that offset rights should not be contingent on future events.

The criteria defined in IAS 32 to offset financial instruments require that the reporting entity should intend, or settle on a net basis, or sell the asset and simultaneously settle the liability. The amendment clarifies that only mechanisms of settlement at gross value which eliminate or give rise to insignificant credit and liquidity risks where the process of accounts receivable and payable is the only settlement process or cycle can, in fact, be equivalent to settlement at net value, thus effectively complying with the net settlement criteria established in the standard.

This standard is applicable for financial years started on or after 1 January 2014. The amendment to IFRS 7 should be applicable retrospectively pursuant to IAS 8. Early application is permitted in case this fact should be disclosed along with the compulsory disclosures established in IFRS 7 Disclosures (Amendment) - Offsetting of financial assets and financial liabilities.

IFRIC 20 Stripping costs in the production phase of a surface mine => This interpretation applies to the removal of waste incurred in a surface mine during the production phase.

If the benefit arising from the activity of separation of waste occurs during the current period, the entity should recognise these costs of separation and removal of waste as inventory costs. When the benefit refers to improved access to the ore, the entity should recognise these costs as non-current assets if certain recognition criteria are met. Assets relative to separation and removal of waste should be stated as an addition or improvement to already existing assets.

If the costs of the waste separation activity which meet the conditions to be recognised as an asset and the resulting inventory are not separately identifiable, the entity should allocate these costs to both assets using an allocation method based on a relevant production measurement.

After the initial measurement, the asset arising from the waste separation and removal activity should be recorded at its fair value or at its revalued amount, net of amortisation and impairment, using the same criteria of valuation of the assets to which this component belongs.

IFRIC 20 is applicable for financial years started on or after 1 January 2013, and may be applied early provided that this is duly disclosed. The retrospective application to the IFRIC has an exception.

ANNUAL IMPROVEMENTS RELATIVE TO THE 2009-2011 CYCLE, ISSUED BY THE IASB

IFRS 1 (Amendment) First-time adoption of the international financial reporting standards => Clarifies that an entity which has stopped applying the IFRS may choose between: (i) returning to apply IFRS 1, in spite of already having done so in a previous period; or (ii) applying retrospectively pursuant to IAS 8, as if the application of the IFRS had never stopped. If an entity returns to applying IFRS 1 or applies IAS 8, the reasons for which the application of the IFRS was stopped and subsequently re-applied should be disclosed.

It clarifies that, in the adoption of the IFRS, an entity which has capitalised financing costs pursuant to the previous standards, may maintain this capitalised amount without any adjustment in the Statement of financial position at the transition date.

IAS 1 (Amendment) Presentation of financial statements => Clarifies the difference between comparative additional information and comparative minimum information. Generally, the required comparative minimum information corresponds to the previous comparative period.

An entity should include comparative information in the financial statements when voluntarily disclosing information beyond the required minimum information. The additional information relative to the comparative period does not need to include a complete set of financial statements.

Moreover, the opening balance of financial position (third balance) should be presented in the following circumstances: i) when an entity applies an accounting policy retrospectively or prepares a retrospective restatement of items in its financial statements; or ii) when items are reclassified in its financial statements and these alterations are materially relevant to the statement of financial position. The opening balance should be the opening balance of the comparative period. However, in contrast to the voluntary comparative information, notes are not required to sustain the third statement of financial position.

IAS 16 Tangible fixed assets => Clarifies that spare parts and stand-by equipment which comply with the definition of tangible fixed assets should be classified as such and are not inventories.

IAS 32 Financial instruments => Clarifies that income tax arising from distributions to shareholders should be stated in accordance with IAS 12 Income tax.

IAS 34 Interim financial reporting => Clarifies the requirements of IAS 34 relative to the segmental information for the total assets and liabilities of each reportable segment, in order to improve consistency with IFRS 8 Segment reporting.

Pursuant to this amendment, the total assets and liabilities of each reportable segment only need to be disclosed when they are regularly provided to the segment managers.

The improvements to the IFRS are applicable for financial years started on or after 1 January 2013, and may be applied early provided that this is duly disclosed. The application is retrospective.

Implementation guide for IFRS 10, IFRS 11 and IFRS 12 => Clarifies various transitional provisions of IFRS 10, IFRS 11 and IFRS 12.

This implementation guide will be applicable for financial years started on or after 1 January 2013, and may be applied early if the entity adopts the early application of IFRS 10, IFRS 11 and IFRS 12.

2.2. BASES OF CONSOLIDATION

2.2.1. REFERENCE DATES

The consolidated financial statements, as at 31 December 2012, include the assets, liabilities, net income and cash flow of the companies of the Group, which are presented in Note 5.

2.2.2. FINANCIAL HOLDINGS IN GROUP COMPANIES

The financial holdings in companies in which the Group directly or indirectly holds over 50% of the voting rights in the General Meeting of Shareholders or has the power to control their financial and operating policies (definition of control used by the Group), were included in the consolidated financial statements through the full consolidation method. The equity and net income of these companies, corresponding to third party holdings in these same companies, are presented in the consolidated balance sheet and in the consolidated income statement, respectively, under the heading 'Minority interests'. The subsidiaries are consolidated as of the date when control is transferred to the Group, and are excluded from consolidation as of the date when this control ends.

The purchase method is used in the accounting of the acquisition of subsidiaries. The acquisition cost corresponds to the fair value of the assets delivered, shares issued and liabilities incurred as at the acquisition date, plus costs directly imputable to the acquisition. The acquired identifiable assets, liabilities and contingent liabilities incurred in business combination activities are initially measured at their fair value on the acquisition date, independently of any minority interests. Any excess of the acquisition cost over the Group's share of the fair value of the identifiable net assets acquired is recorded as goodwill. If the acquisition cost is lower than the fair value of the net assets of the acquired subsidiary, the difference is recognised directly through profit or loss for the period.

Intra-group transactions, balances and unrealised gains in transactions between Group companies are eliminated. Unrealised losses are also eliminated, unless the transaction provides evidence of impairment of the transferred asset. When considered necessary, the accounting policies of the subsidiaries are changed to ensure consistency with the policies adopted by the Group.

All companies included in the consolidation perimeter, identified in Note 6, were consolidated through the full consolidation method, due to the shareholders having majority voting rights.

2.2.3. BALANCES AND TRANSACTIONS BETWEEN GROUP COMPANIES

Balances and transactions between Group companies and between these companies and the parent-company are annulled upon consolidation.

2.2.4. CONSISTENCY WITH THE PREVIOUS FINANCIAL YEAR

The consolidation methods and procedures were applied in a consistent manner relative to 2011.

2.2.5. CHANGES TO THE GROUP OF CONSOLIDATED COMPANIES

During 2012, Reditus acquired 35% of the company SolidNetworks, thus reaching a total holding of 95%.

2.3. SEGMENT REPORTING

IFRS 8 – Operating Segments has replaced IAS 14 – Segment Reporting, establishing the principles for the disclosure of information on the operating segments of an entity, which should be presented based on the reporting prepared for the analysis of the Management Bodies. The application of this financial reporting standard by the Reditus Group led to the alteration of the operating segments object of reporting.

Four new business segments have been identified: BPO, IT Outsourcing, IT Consulting and Engineering and Mobility Systems, where JM Consultores is the only company held as at 31 December 2012, and has been considered a discontinued operating unit.

2.4. INVESTMENT PROPERTIES

Investment properties essentially consist of land and buildings held to obtain rents or capital appreciation or both and not for use in the production or provision of goods or services, or for administrative purposes or for sale during normal business activity.

The Group classifies properties held for the purpose of capital appreciation and/or to obtain rents under investment properties.

Investment properties, under IAS 40 – Investment properties, include investment properties under development which meet the conditions for their fair value to be determinable in a reliable form.

Investment properties are recorded at their fair value determined through an assessment conducted by an independent specialised entity - **Aguirre Newman Portugal** (fair value model). The variations in the fair value of the investment properties are recognised directly in the income statement for the year.

2.5. TANGIBLE FIXED ASSETS

2.5.1. MEASUREMENT

Tangible fixed assets are recorded at acquisition cost minus the respective accumulated depreciation, with the exception of land and buildings, which are recorded at their fair value.

The acquisition cost includes the costs directly attributable to the acquisition of the assets (sum of the respective purchase prices and expenditure incurred, directly or indirectly, to place them in their current condition).

Subsequent costs are included in the book value of the asset or are recognised as a separate asset, only when it is likely that there will be future economic benefits associated to the asset and when the cost can be measured reliably. All other expenses related to maintenance, conservation and repair are recorded in the income statement during the financial period when they are incurred.

The fair value of the land and buildings is based on market values calculated through assessments made by independent specialists (Note 7.3).

Increases in the book value of land and buildings as a result of revaluation are credited to tangible fixed assets. Reductions which can be offset by previous revaluation of the same asset are recorded against the respective revaluation reserve, with any other reductions being recognised in the income statement.

2.5.2. FINANCIAL LEASING CONTRACTS

Assets whose use arises from financial leasing contracts relative to which the Group substantially assumes all the risks and advantages inherent to the possession of the leased asset are classified as tangible fixed assets.

Assets acquired under financial leasing regimes as well as the corresponding liabilities, are recorded through the financial method. According to this method, the cost of the asset is recorded under tangible fixed assets and the corresponding liability is recorded under liabilities. The depreciation of these assets and the interest included in the value of the rents are recorded through profit or loss for the financial year to which they refer.

Financial leasing contracts are recorded at the lease inception date as an asset and liability, at the lower value between the fair value of the leased asset and the net present value of the outstanding lease instalments.

Assets acquired under financial leasing regimes are depreciated in accordance with the policy established by the Group for tangible fixed assets.

Lease payments are composed of the financial cost and the amortisation of the outstanding principal. The costs are imputed to the respective periods during the lease term so as produce a constant periodic interest rate on the outstanding debt.

2.5.3. Depreciation

Depreciation is calculated by the application of the straight-line method on the acquisition values, based on twelfths. The annual rates applied satisfactorily reflect the economic useful life of the assets.

The estimated useful lives are as follows:

	YEARS
Buildings and other constructions	50
Basic equipment	3 - 20
Transport equipment	4 - 6
Tools and utensils	3 - 4
Office equipment	3 - 10
Other tangible fized assets	10 - 20

2.6. INTANGIBLE FIXED ASSETS

Intangible fixed assets are essentially composed of Development Costs.

Research costs, incurred in the search for new technical or scientific knowledge or alternative solutions, are recognised through profit or loss when incurred. Development costs are recognised as intangible assets, when: i) the technical feasibility of the product or process under development can be demonstrated, ii) the Group has the intention or capacity to conclude their development, iii) their commercial feasibility is assured, and iv) their cost can be measured reliably.

Development costs previously recorded as a cost are not recognised as an asset in the subsequent period. Development costs which have a finite useful life and have been capitalised are depreciated from the moment of their marketing, through the straight-line method over the period of their expected economic benefit, which as a rule does not exceed five years.

Capitalised costs under this heading include the acquisition costs of assets, expenditure related to direct labour as well as the costs incurred with the subcontracting of external entities and a proportion of fixed costs imputable to the production and development of these assets.

The intangible assets developed by the Reditus Group are related to the reengineering and optimisation of processes, new computer processes and applications aimed at the Customer and are amortised through the straight-line method.

2.7. GOODWILL

Goodwill represents the surplus of the acquisition cost of the financial holdings in Group companies in relation to the fair value of the identifiable assets and liabilities of these holdings (proportional values of the equity) on their acquisition date. If the acquisition cost is lower than the fair value of the net assets of the acquired participated company, the difference is recognised directly through profit or loss for the financial year. Until 1 January 2004, Goodwill was amortised during the investment's estimated recovery period, generally ten years, with the amortisation being recorded in the income statement under the heading 'Amortisation and Depreciation for the Year'. As of 1 January 2004, in accordance with IFRS 3 – Business Combinations, the Group suspended the amortisation of Goodwill. As of this date, the Goodwill values are subject to annual impairment tests, with the corresponding asset values being measured at cost minus any accumulated impairment losses. Any impairment losses are immediately recorded through profit or loss for the year. After the closing of 2011, an insufficiency of recognised impairment was identified to the value of 457.354 euros. As at 31 December 2012, an impairment loss was recorded in the ITO segment of the value of 180,611 euros.

Pursuant to IAS 8, the company has restated the financial statements for 2011.

2.8. ASSET IMPAIRMENT

Assets which do not have a defined working life are not subject to amortisations and depreciation, are subject to annual impairment tests. Assets subject to amortisation and depreciation are reviewed annually to determine if impairment has occurred, when events or circumstances indicate that their recorded value might not be recoverable. Whenever the value by which an asset is recorded is greater than its recoverable value, an impairment loss is recognised, recorded in the income statement. The recoverable value is the higher value between the net sales price and its value in use. The net sales price is the amount which would be obtained from the disposal of an asset in a transaction within the reach of the parties involved minus the costs directly attributable to the disposal. The value in use is the net present value of the expected future cash flow arising from the continued use of the asset and its disposal at the end of its useful life. The recoverable value is estimated for each asset, individually or, in the event of this not being possible, for the unit generating the cash flow to which the asset belongs.

2.9. NON-CURRENT ASSETS HELD FOR SALE

Non-current assets (or discontinued operations) are classified as held for sale if the amount is realisable through sale, as opposed to through its continued use. This is only considered to be the case when:

(i) the sale is highly likely;
(ii) the asset is available for sale immediately in its current condition;
(iii) the management is committed to a sale plan;
(iv) it is expected that the sale will take place within a period of twelve months.

Non-current assets (or discontinued operations) classified as held for sale are measured at the lower value between their book value or fair value minus the costs of their sale.

2.10. OTHER FINANCIAL INVESTMENTS

The heading "Other financial investments" is composed of securities and other financial investments.

Financial investments are recorded, on the date of the Balance Sheet, at market value. The effective capital gains and capital losses which arise from the sale of the abovementioned securities are recognised through profit or loss for the financial year when they occur.

Financial holdings which have undergone permanent reductions of realisation value are covered by provisions.

2.11. DEFERRED TAXES

Deferred taxes are calculated based on the balance sheet liability method and reflect the temporary differences between the amount of the assets and liabilities for book reporting purposes and their respective amounts for tax purposes. However, deferred taxes are not calculated on the differences of the initial recognition of assets and liabilities in a transaction relative to the concentration of business activities when they affect neither the book value net income nor the profit for tax purposes at the time of the transaction.

Deferred tax assets are recognised whenever there is a reasonable certainty that future profits will be generated against which the assets may be used. Deferred tax assets are reviewed annually and reduced whenever it is no longer likely that they may be used.

Deferred taxes are calculated at the rate which is expected to be in force in the period when the asset or liability is expected to be realised.

2.12. INVENTORIES

Inventories are recorded at the lower value between their cost value and their net realisable value. Inventory costs include all the costs associated to the purchase, not including, however, any financial costs. The net realisable value is the sales price estimated according to normal business activities, minus the imputable sales expenses.

The costing method adopted for the measurement of goods leaving the warehouse is the weighted average cost.

2.13. CUSTOMERS AND OTHER ACCOUNTS RECEIVABLE

Accounts receivable from Customers and other debtors are recorded at the fair value of the underlying transaction which led to their creation, minus any impairment losses, so that they reflect their net realisable value.

Accounts receivable assigned under factoring, with the exception of forfeited factoring operations, are recognised in the balance sheet under the heading 'Other Accounts Payable' until they are actually received.

2.14. OTHER CURRENT ASSETS AND LIABILITIES

These headings record the accrued costs, deferred costs, accrued income and deferred income so that the costs and income are recorded in the period to which they refer, regardless of the date of their payment or receipt.

2.15. CASH AND EQUIVALENT

This heading includes, apart from cash, demand deposits at banks and other short terms investments in active markets. Bank overdrafts are included under the heading Bank Loans and Overdrafts in the liabilities.

2.16. SHARE CAPITAL

Ordinary shares are classified under equity.

Costs directly attributable to the issue of new shares or options are presented as a deduction, net of taxes, from the value received as a result of this issue. Costs directly imputable to the issue of new shares or options, for the acquisition of a business, are included in the acquisition cost as part of the value of the purchase.

When the company or its subsidiaries acquire the shares of the parent-company, the amount paid is deducted from the total equity attributable to the shareholders, and presented as own shares until the date when they are cancelled, reissued or sold. When such shares are subsequently sold or reissued, the amount received is once again included in the equity attributable to the shareholders.

2.17. BANK LOANS AND OVERDRAFTS

Loans received are initially recognised at fair value, net of transaction costs incurred. The loans are subsequently presented at amortised cost; any difference between the receipts (net of transaction costs) and the value payable is recognised in the income statement over the term of the loan, through the effective interest rate method.

Loans received are classified under current liabilities, except when the Group possesses an unconditional right to defer the settlement of the liability by, at least, twelve months after the date of the balance sheet, in which case it is classified under non-current liabilities.

Interest costs relative to loans received are recorded under the heading net financing costs in the income statement.

2.18. SUPPLIERS AND OTHER ACCOUNTS PAYABLE

The accounts payable to suppliers and other creditors are recorded at their nominal value, provided that they refer to values payable in the short term.

2.19. PROVISIONS

Provisions are constituted in the balance sheet whenever:

i) the Group has a present, legal or constructive obligation, arising from a past event;
ii) If it is likely that a reasonably estimated decrease of resources incorporating economic benefits will be required in order to settle this liability; and
iii) that its value can be estimated reliably. The provisions are reviewed on the reporting date and adjusted to reflect the best current estimate. If it is no longer likely that a decrease of resources which incorporate economic benefits will be required in order to settle the liability, the provision is reversed.

2.20. REVENUE AND ACCRUAL ACCOUNTING

Revenue is recorded in the income statement and includes the amounts gained through the sale of products and provision of services, net of Value Added Tax (VAT) and discounts, after the elimination of intragroup transactions.

Income from the sale of products is recognised in the consolidated income statement when the risks and benefits inherent to the possession of the assets are transferred to the buyer and the amount of the income can be quantified reasonably.

Income arising from the provision of services is recognised in the income statement according to the phase of completion of the services on the reporting date.

The guarantees of equipment that is sold are paid by the suppliers of the represented trade names.

Interest and financial income are recognised pursuant to the accrual accounting principle and according to the applicable effective interest rate.

Costs and income are recorded in the period to which they refer, independently of the date of their payment or receipt. Costs and income whose real value is unknown are estimated.

Costs and income imputable to the current period and whose expenses and revenue will occur only in future periods, as well as expenses and revenue which have already occurred, but which refer to future periods and which will be imputed to the profit or loss of each of those periods, at their corresponding value, are recorded under the headings ‘Other Current Assets’ and ‘Other Current Liabilities’.

2.21. INCOME TAX

The income tax for the year is calculated based on the taxable profits of the companies included in the consolidation and considers the deferred taxation.

Current income tax is calculated based on the taxable profits of the companies included in the consolidation, in accordance with the tax rules in force at the location of the head office of each Group company.

Deferred taxes are calculated based on the balance sheet liability method and reflect the temporary differences between the amount of the assets and liabilities for book reporting purposes and their respective amounts for tax purposes.

2.22. ACCOUNTING STANDARDS FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

Pursuant to IAS 8 the company has restated the financial statements for the financial year of 2011, since the value of goodwill before impairment reached a total of 57,605,094 euros as at 31 December 2011 and not 56,767,838 euros as reported in note 8.1 of the consolidated financial statements of Reditus as at 31 December 2011.

The values of "Total Assets - Current Operating Liabilities" of the ITO and ITC area which were based on the provisional financial statements as at 31 December 2011 have also been corrected.

The reconciliation of equity and net income for 2011 is as follows:

Equity as at 1 January 2011	34,729,080
Impairment for 2011	(457,354)
Restated equity as at 1 January 2011	**34,271,726**

Net income for 2011	(13,940,843)
Impairment for 2011	(457,354)
Restated net income for 2011	**(14,398,197)**

3. FINANCIAL RISK MANAGEMENT / ACCOUNTS RECEIV ABLE / ACCOUNTS PAYABLE:

FINANCIAL RISK MANAGEMENT POLICIES

RECOGNITION OF REVENUE

Revenue from the sale of equipment is recognised when the invoices are issued, regardless of any time difference in the delivery of this equipment.

Revenue relative to projects/services rendered are recorded based on the level of completion of the projects, as the services are provided. The consideration of other assumptions in the estimates and judgements referred to above could give rise to financial results that are different from those that were considered.

LIQUIDITY RISK MANAGEMENT

The management of liquidity risk implies the maintenance of cash and bank deposits at a sufficient level, the feasibility of the consolidation of the floating debt through an adequate amount of credit facilities and the capacity to liquidate market positions. In view of the dynamics of the underlying businesses, the Group's treasury seeks to maintain the flexibility of the floating debt, maintaining the credit lines available.

The liquidity of the remunerated financial liabilities, as well as the liquidity inherent to the financial and operating lease contracts and remunerated liabilities, will give rise to the following monetary flows:

	OUTSTANDING PRINCIPAL 31-12-2012	LOANS	FINANCIAL LEASING	OPERATIONAL LEASING
Payments up to 1 year	20,598,569	18,210,580	816,011	1,571,978
Payments from 1 to 5 years	42,847,601	35,533,318	3,168,383	4,145,900
Payments at over 5 years	15,461,464	11,378,388	3,990,727	92,349
	78,907,634	**65,122,286**	**7,975,121**	**5,810,227**

INCOME TAX

The Group is subject to the payment of income tax (IRC). The determination of the total amount of income tax requires certain interpretations and estimates. Alterations to these assumptions could materially affect these values.

There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Different interpretations and estimates could result in a different level of income taxes, current and deferred, recognised in the period.

In Portugal, the Tax Authorities are entitled to review the calculation of the tax based determined by Reditus and its subsidiaries, for a period of four or six years, when tax losses are carried forward. Hence, it is possible that corrections might be made to the tax base, arising mainly from differences in the interpretation of tax legislation. However, the Board of Directors of Reditus and its subsidiaries are confident that there will be no significant corrections to the income tax recorded in the financial statements.

EXCHANGE RATE RISK MANAGEMENT

The Reditus Group essentially operates in markets in which the current and functional currency is the Euro. The Group is, however, exposed to exchange rate risk in US dollars (USD) due to the operations in Angola, although this risk is mitigated by the fact that the main contracts were concluded in Euros. The value of the balances in USD of accounts payable to suppliers, as at 31 December 2012 stands at 8,307,635 USD. The Euro/USD exchange rate as at 31 December 2012 was 1.3137.

The debt incurred by the Reditus Group is entirely denominated in Euros, with no interest rate hedge instruments having been contracted by the Group.

FINANCIAL RISK MANAGEMENT

All operations undertaken with financial instruments require prior approval from the Executive Board, which defines the specificities of each operation and approves the respective documentation.

The financial risk management of Reditus and all other Group companies is conducted centrally by the Financial Department of the Group, pursuant to the policies approved by the Executive Board. The Financial Department identifies, assesses and forwards the elements of analysis of each operation to the Executive Board for approval. The Board is responsible for defining general risk management principles, as well as exposure limits.

The activities of the Reditus Group expose it to a variety of financial risks, including the effects of changes in market prices, exchange rates and interest rates. The exposure of the Reditus Group to financial risks stems mainly from its debt, associated to interest rate risks.

Concerning loans at variable rates, the Reditus Group follows market developments, and, whenever considered necessary, may contract interest rate derivative financial instruments to hedge cash flow associated to future interest payments, which convert variable rate loans into fixed rate loans, with the unpredictability of financial markets being analysed in accordance with the Group's risk management policy.

Considering the interest rates in force on 31 December 2012, a 0.5% variation in the reference rate would have the following annual impact:

	SENSITIVITY ANALYSIS	VARIATION IN COSTS
Increase	0,50%	325.611
Decrease	-0,50%	-325.611

COUNTERPART CREDIT RISK MANAGEMENT

With respect to accounts receivable arising from the current business of the Reditus Group, credit risk results essentially from the possibility of third party defaults, a significantly mitigated situation in view of the nature and solidity of the Customers that comprise almost the entire portfolio of the Group's Customers.

BALANCE	31.12.2012	OUTSTANDING	OVERDUE	
			UP TO 1 YEAR	OVER 1 YEAR
Customers	44,785,925	13,360,851	19,516,326	11,908,748

The overdue balances include a down-payment of 9,405,000 euros relative to the project in Angola of the participated company ALL2IT, which was not recognised under income since it was pre-invoiced.

The Group's policy, in terms of counterpart risk, also considers the analysis of the technical capacity, competitiveness, credit rating and exposure to each counterpart, where major concentration of credit risk is avoided, significant counterpart default risk is not attributed and specific guarantees are not required for this type of operation.

The monitoring of risks, as much of price and volume as of credit, involves their quantification into measures associated to risk positions that may be adjusted through market operations. This quantification is undertaken by the central Financial Department.

The Group conducts liquidity risk management through the contracting and maintenance of credit lines with national financial institutions, which allow immediate access to funds.

4. RELEVANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements requires the Management to make a number of judgements and estimates with impact on the level of income, costs, assets, liabilities and disclosures. The present financial information thus includes headings that are influenced by the estimates and judgements used in the application of the Group's accounting policies.

The estimates referred to above are determined by judgements made by the management, which are based on the best information and knowledge of present events and on the activities that the Group expects to develop in the future. Thus, the use of estimates and assumptions represents a risk that could lead to adjustments in future periods.

The Board of Directors considers that the choices that have been made are appropriate and that the consolidated financial information presents, in a suitable manner, the financial position of the Group and the result of its transactions in all materially relevant aspects.

The main headings that are influenced by estimates and judgements are the following:

a. Estimated impairment of goodwill

b. Estimated impairment of prototypes

c. Estimated impairment of receivables

d. Estimated income tax

e. Estimated recognition of revenue

f. Estimated deferred tax assets arising from tax losses carried forward.

A. IMPAIRMENT OF GOODWILL

Goodwill is subject to annual impairment tests conducted by external experts, under the terms defined by IAS 36 - Impairment of Assets, where the Cash Flow Generating Units are identified, i.e. the different Business Units:

- ITO
- ITC

B. IMPAIRMENT OF PROTOTYPES

Prototypes result from the application of knowledge developed by the Reditus Group in the contracts signed with Customers, under the form of reengineering of administrative processes, new administrative processes or computer applications aimed at the Customer, whose recognition is recorded over their duration. All the prototypes have documental support and reflect an estimate as to their capacity to generate cash flow in future financial years. In addition to their systematic amortisation, the prototypes are also subject to annual impairment tests, undertaken by external experts.

C. IMPAIRMENT OF RECEIVABLES

The recoverable values of the cash flow generating units were calculated in accordance with their value in use. These calculations require the use of estimates.

D. INCOME TAX

The Group records income tax based on estimates arising from the tax legislation in force, namely cost adjustments not accepted for tax purposes as well as any necessary adjustments made to securities and financial investments. These calculations require the use of estimates.

E. RECOGNITION OF REVENUE

The Group's recognition of revenue includes management analyses and estimates regarding the phase of completion of projects underway on the date of the financial information whose future development might be different from that budgeted at the present date.

F. DEFERRED TAXES

The Group records deferred tax assets based on the existing tax losses on the reporting date and the calculation of their recovery. These calculations require the use of estimates.

5. COMPANIES INCLUDED IN THE CONSOLIDATION

As at 31 December 2012, the Group companies included in the consolidation and their respective head offices, share capital and proportion of share capital held were as follows:

CORPORATE NAME	HEAD OFFICE	CONSOLIDATION METHOD	EFFECTIVE PERCENTAGE OF THE CAPITAL HELD	
			2012	2011
Reditus SGPS, SA	Lisbon	Full	Parent	Parent
Reditus Gestão, SA	Lisbon	Full	100	100
J.M. Consultores de Informática e Artes Gráficas, SA	Alfragide	Full	69	69
Reditus Imobiliária, SA	Lisbon	Full	100	100
Reditus Business Solutions, S.A.	Oeiras	Full	100	100
ROFF Consultores Independentes , S.A.	Oeiras	Full	100	100
ALL2IT Infocomunicações, S.A.	Oeiras	Full	100	100
Roff Global	France	Full	80	80
Roff Tec	Angola	Full	80	80
Roff - SDF, Lda	Covilhã	Full	80	80
Parblack, Sa	Alfragide	Full	100	100
Reditus Consulting, S.A.	Lisbon	Full	100	100
Ogimatech Portugal - Consultoria Empresarial e Institucional, SA	Lisbon	Full	100	100
G.Consult Angola - Consultoria e Desenvolvimento, Lda	Angola	Full	80	80
Ogimatech - Consultoria Empresarial e Institucional, SA	Angola	Full	95	95
Tora - Sociedade Imobiliária , S.A	Lisbon	Full	100	100
Reditus Business Products	Lisbon	Full	100	100
RNIC - Independent Consultants AB	Sweden	Full	80	80
SolidNetworks Business Consulting b)	Lisbon	Full	95	60
Roff Marrocos	Marocco	Full	70	70
Roff Brasil a)	São Paulo	Full	80	

a) ROFF Brazil was incorporated in May 2012.
b) 35% of SolidNetworks was acquired in 2012.

ACQUISITIONS

CORE BUSINESS	DATE OF ACQUISITION OF CONTROL	PERCENTAGE ACQUIRED	ACQUISITION COST
Business combinations:			
SolidNetworks	Dec.12	35%	180,000

The acquired assets and liabilities, at fair value, and the calculated value of Goodwill are as follows: (values in euros):

GOODWILL

	SOLIDNETWORKS
Acquired assets and liabilities (60%)	(50)
Goodwill generated in the acquisition (Note 8)	180,050
Fair value paid for the acquisition	180,000
NON-CURRENT ASSETS	
Tangible assets	3.688
	3.688
CURRENT ASSETS	
Customers	287,991
Other accounts receivable	153,828
Other current assets	24,866
Cash and equivalent	41,442
	508,127
CURRENT LIABILITIES	
Loans	(118,541)
Suppliers	(42,586)
Other accounts payable	(135,819)
Other current liabilities	(215,014)
Financial leasing liabilities	
	(511,960)
ACQUIRED ASSETS AND LIABILITIES	(144)

SolidNetworks Business Consulting is essentially dedicated to the provision of specialised professional information technology services, working mainly with SAP technology.

The catalogue of professional services of SolidNetworks Business offers coverage of the entire life cycle of information systems that support the business processes of our customers:

- Review, Audit and Diagnostics of IT Platforms;
- Analysis, Design and Optimisation of Business Processes;
- Diagnostics and Planning of the IT Area;
- Design, Development and Implementation of Information Systems;
- Change of Version (upgrades);
- Project Management - Expert Advisoring - Programme Office;
- Application Management Services;
- IT Platform Management;
- Technological, Functional and User Training.

Goodwill was calculated provisionally, since for some price adjustments the information is not yet available, although the values are not materially significant.

6. INFORMATION BY SEGMENT

As at 31 December 2012 and 2011, the results by business segment were as follows:

31 DECEMBER 2012

	ITO	ITC	BPO	EM	CONSOLIDATED
OPERATING REVENUE:					
External sales of goods and products	6,124,261	8,196,058	-	-	14,241,537
Intra-segment sales of goods and products	503,254	7,744		-	-
External services rendered	27,240,669	54,782,689	27,012,412	-	110,137,151
Intra-segment services rendered	3,449,827	-		-	0
Other external operating income	366,180	2,862,870	-	-	3,597,240
Other intra-segment operating income	404,248	-		-	-
Total operating revenue	38,088,439	65,849,361	27,012,412	-	127,975,928
OPERATING COSTS:					
Inventories consumed and sold	(5,987,621)	(5,847,943)	-	-	(11,384,262)
External supplies and services	(15,518,001)	(24,068,147)	(8,958,069)	-	(43,610,904)
Staff costs	(7,007,030)	(31,736,703)	(15,244,358)	-	(55,766,909)
Depreciation and amortisation costs	(553,425)	(635,854)	(892,902)	-	(3,834,533)
Provisions and impairment losses	(81,014)	(563,087)	-	-	(850,926)
Other operating costs and losses	74,319	(675,337)	(393,943)	-	(1,159,423)
Total operating costs	(29,072,771)	(63,527,071)	(25,489,272)	-	(116,606,957)
Net operating income	9,015,668	2,322,290	1,523,140	-	11,368,971
Financial results					(6,209,854)
Profit before taxes					5,159,117
Income tax					(4,092,523)
Profit before minority interests					1,066,594

31 DECEMBER 2011

	ITO	ITC	BPO	EM	CONSOLIDATED
OPERATING REVENUE:					
External sales of goods and products	9,750,671	8,467,262	-	-	18,103,812
Intra-segment sales of goods and products	127,164	191,768	-	-	-
External services rendered	16,909,519	51,244,467	23,021,439	-	89,982,052
Intra-segment services rendered	354,652	446,391	-	-	-
Other external operating income	354,192	2,890,620	109,183	-	2,025,936
Other intra-segment operating income	65,460	175	6.510	-	-
Total operating revenue	27,561,658	63,240,673	23,137,132	-	110,102,800
OPERATING COSTS:					
Inventories consumed and sold	(6,990,614)	(5,722,022)	-	-	(12,579,739)
External supplies and services	(9,202,751)	(23,233,101)	(9,909,705)	-	(38,667,915)
Staff costs	(9,742,897)	(30,390,391)	(14,238,384)	-	(54,346,613)
Depreciation and amortisation costs	(1,601,140)	(1,843,883)	(1,710,954)	-	(5,155,977)
Provisions and impairment losses	(2,398,116)	(3,187,472)	(983,922)	-	(6,569,510)
Other operating costs and losses	(504,501)	(1,002,779)	(182,470)	-	(1,687,685)
Total operating costs	(30,440,019)	(65,369,648)	(27,025,435)	-	(119,007,439)
Net operating income	2,878,361	(2,128,975)	3,888,303	-	(8,895,639)
Financial results					(7,077,385)
Profit before taxes					(15,973,024)
Income tax					2,041,499
Profit before minority interests					(13,931,525)

As at 31 December 2012 and 31 December 2011, the assets and liabilities by business segment were as follows:

31 DECEMBER 2012

	ITO	ITC	BPO	EM	CONSOLIDATED
Net assets	76,920,532	60,395,056	44,972,816	2,868,196	185,156,600
Liabilities	55,846,425	46,622,956	44,647,767	3,769,281	150,886,429
Other information					
Investment in tangible assets for the year (Note 7)	307,833	495,991	314,594	-	1,118,418
Investment in intangible assets for the year (Note 10)	1,699,812	2,935,702	1,204,270	-	5,839,784

31 DECEMBER 2011

	ITO	ITC	BPO	EM	CONSOLIDATED
Net assets	88,337,657	49,049,106	44,154,136	2,765,096	184,305,995
Liabilities	67,002,191	35,095,079	44,550,048	3,386,951	150,034,269
Other information					
Investment in tangible assets for the year (Note 7)	68,629	578,179	259,061	-	905,869
Investment in intangible assets for the year (Note 10)	442,486	1,013,249	394,675	-	1,850,410

7. TANGIBLE FIXED ASSETS

7.1. MOVEMENTS IN THE HEADINGS OF TANGIBLE FIXED ASSETS AND RESPECTIVE DEPRECIATION:

GROSS ASSETS

	BALANCE AS AT 31.12.2011	NON-CURRENT ASSETS HELD FOR SALE	INCREASES AND REVALUATION	WRITE-OFFS AND DISPOSALS	CORREC-TIONS AND TRANSF.	BALANCE AS AT 31.12.2012
Land and Natural Resources	2,760,455	-	-	-	(435,945)	2,324,510
Buildings and Other Constructions	10,756,209	-	66,248	-	(1,611,727)	9,210,729
Basic Equipment	5,330,030	(1.094)	213,377	(43,865)		5,498,448
Transport Equipment	3,631,132	(14,725)	499,238	(667,693)		3,447,952
Office Equipment	3,940,173	(92,804)	85,927	(20,482)		3,912,814
Other Tangible Fixed Assets	2,787,655	(133,097)	182,247	(56,050)		2,780,754
Tangible Fixed Assets in Progress	358,905		71,382	-	(428,921)	1.366
	29,564,560	**(241,721)**	**1,118,418**	**(788,090)**	**(2,476,594)**	**27,176,573**

ACCUMULATED DEPRECIATION

	BALANCE AS AT 31.12.2011	NON-CURRENT ASSETS HELD FOR SALE	INCREASES	WRITE-OFFS AND DISPOSALS	CORREC-TIONS AND TRANSF.	BALANCE AS AT 31.12.2012
Buildings and Other Constructions	1,544,432	-	203,666		(253,214)	1,494,885
Basic Equipment	4,869,688	(730)	348,994	(43,865)		5,174,087
Transport Equipment	2,741,131	(7.363)	528,731	(586,509)	-	2,675,990
Office Equipment	2,999,712	(57,360)	432,592	(20,692)		3,354,251
Other Tangible Fixed Assets	2,204,474	(77,156)	195,153	(56,050)		2,266,420
	14,359,437	**(142,609)**	**1,709,136**	**(707,118)**	**(253,214)**	**14,965,633**

In 2012, the property located at Rua do Pólo Norte and Alameda dos Oceanos was transferred to investment properties.

7.2. FINANCIAL LEASING ASSETS

The Group has assets under financial leasing regimes which are allocated to its operating activity. At the end of the contract, the Group may exercise the option to purchase this asset at a price lower than its market value. The financial lease payments do not include any value relative to contingent lease payments.

The composition of the assets acquired under financial leasing regimes and their respective net values are presented below:

	GROSS VALUE	ACCUMULATED AMORTISATION	NET VALUE
Buildings	9,880,738	1,277,771	8,602,968
Computer Equipment	421,892	393,975	27,917
Office Equipment	975,429	473,793	501,636
Vehicles	1,946,958	1,356,911	590,046
	13,225,017	**3,502,450**	**9,722,567**

7.3 REVALUATION

The Group records the land and buildings allocated to operating activity at market value, calculated by specialist and independent entities. As at 31 December 2012, Reditus owned a property in Alfragide (land and building), fractions of a building in Lisbon and a property at Quinta do Lambert.

The value of the Group's properties stood at 10,040,354 euros as at 31 December 2012. The details of the properties and their respective values are presented in the table below:

	ACQUISITION VALUE	REVALUATION	ACCUMULATED AMORTISATION	FAIR VALUE
Fractions of the building in Lisbon	2,400,000	(351,381)	358,619	1,690,000
Building in Alfragide (includes land)	6,017,250	3,075,733	1,052,983	8,040,000
Roff Building	353,458	21,638	78,096	297,000
Other	18,540		5.186	13,354
	8,789,249	**2,745,990**	**1,494,885**	**10,040,354**

The impairment test carried out as at 31 December 2012 led to the recognition of a loss and consequently, a reduction of the book value of all the properties, to a total value of 430,000 euros.

The fractions of the building in Lisbon were acquired through a leasing contract on 30 December 2002 for a period of 15 years for the value of 2,400,000 euros.

The building in Alfragide was acquired in June 2006, through a leasing contract for a period of 15 years, for the value of 6,017,250 euros and, on that date, was revalued by over 5,149,995 euros by the entity Aguirre Newman Portugal using the Discounted Cash flow method, through which a net present value of 10,167,245 euros was calculated.

In 2012, the buildings were valued by the same entity Aguirre Newman Portugal, with the exception of the heading "Other", through which a net present value of 10,040,354 euros was calculated, taking into account the analysis of the market situation, comparable properties, transactions recorded in the area, as well as the current condition of the property in question, where the following market values were adopted, in view of a possible commercialisation of this property:

PEDRO NUNES BUILDING

Storage area: 7.50 euros/m²/month

Office area: From 11.00 euros/m²/month to 14.00 euros/m²/month

Parking spaces: 100 euros/space/month

At the end of the analysis period, the sale of the property is considered at a value equivalent to the capitalisation of the potential rent at an Exit Yield of 8.50%, corresponding to the risk of the entirely rented property, taking into consideration its characteristics, the current market situation and its location.

The discount rate is determined according to the WACC (Weighted Average Cost of Capital) rules, resulting in the weighted average between the cost of debt and cost of equity, calculated as 8.50%.

An annual average discount rate of 2.00% was considered over a 5 year time frame, corresponding to the average rent update coefficients of the last 5 years.

As such, the market value of the property through the Income Method - Cash Flow comes to 1,690,000 euros.

ALFRAGIDE BUILDING

Taking into account the analysis of the market situation, comparable properties, transactions registered in the area, as well as the current condition of the property under analysis, we adopted as market values, in view of the possible commercialisation of this property, the following:

HEAD OFFICE

- Area for services: From 8.00 euros/m²/month to 13.00 euros/m²/month
- Other areas: 7.50 euros/m²/month
- Exterior parking: 25.00 euros/unit/month

CONSTRUCTION PROJECT

- Area for services: From 12.00 euros/m²/month to 13.00 euros/m²/month
- Interior parking: 90.00 euros/unit/month

At the end of the analysis period, the sale of the property is considered at a value equivalent to the capitalisation of the rents at an Exit Yield of 7.75%, corresponding to the risk of the entirely rented property, taking into consideration its characteristics, the current market situation and its location.

The discount rate is determined according to the WACC (Weighted Average Cost of Capital) rules, resulting in the weighted average between the cost of debt and cost of equity, calculated as 7.63%.

An annual average discount rate of 2.00% was considered over a 5 year time frame, corresponding to the average rent update coefficients of the last 5 years.

As such, the market value of the property through the Income Method - Cash Flow comes to 6,500,000 euros.

- Discounted Cash Flow Method: 6,500,000 euros (1)

The value of the construction of another property in the Alfragide premises was also analysed. The market value of the property after the construction work stands at 6,624,750 euros. This value is obtained by calculating the product of the construction areas by the unit sales values adopted, based on comparable selected properties in the area. A time frame of 5 quarters was considered for construction and immediate placement of the property on the market (assumption of owner occupation). The total market value of the asset under analysis in its current condition through the Residual Value Method came to 1,540,000 euros. This value is equivalent to a unit value of 548 euros/m² of the potential construction area above ground, which is considered appropriate in view of the scale and current condition of the project.

POTENTIAL CONSTRUCTION

- Residual Value Method: 1,540,000 euros (2)
- Total Market Value in its Current Condition: 8,040,000 euros (1) + (2)

QUINTA DO LAMBERT BUILDING

The Quinta do Lambert Building (Roff Building) is located at Rua Agostinho Neto, Lumiar area. The market value of the property on the valuation date and in its current condition was calculated through the Income Method - Present Value of Current and Future Rents.

To determine the market value according to the Discounted Cash Flow Method, a 5-year period was considered. It was considered that all of the areas will be rented immediately at market prices. At the end of the 5-year analysis period, the assets were considered sold.

The discount rate is determined according to the WACC (Weighted Average Cost of Capital) rules, resulting in the weighted average between the cost of debt and cost of equity, calculated as 8.50%. An annual average discount rate of 2.00% was considered over a 5 year time frame, corresponding to the average rent update coefficients of the last 5 years.

As such, the market value of the property through the Income Method - Cash Flow comes to 297,000 euros.

- Area for services: 9.50 euros/m²/month to 12.00 euros/m²/month
- Parking spaces: 75.00 euros/space/month

8. INVESTMENT PROPERTIES

The property located at Rua do Pólo Norte and Alameda dos Oceanos, relative to the autonomous fractions “Q”, “R” and “S” (Ogimatech Building) was valued through the **Discounted cash Flow Method.**

The determination of the market value considers a 5 year period and that all of the areas will be rented immediately at market prices. At the end of the 5-year analysis period, the assets were considered sold. At the end of the analysis period, the sale of the property is considered at a value equivalent to the capitalisation of the rents at an Exit Yield of 7.50%, corresponding to the risk of the entirely rented property, taking into consideration its characteristics, the current market situation and its location.

The discount rate is determined according to the rules of the WACC (Weighted Average Cost of Capital), resulting in the weighted average between the cost of debt and cost of equity, calculated as 8.50%.

An annual average discount rate of 2.00% was considered over a 5 year time frame, corresponding to the average rent update coefficients of the last 5 years.

As such, the market value of the property through the Income Method - Cash Flow comes to **1,500,000 euros.**

In 2012, the Group decided to reclassify the property located at Alameda dos Olivais to the investment properties account, in view of the object to rent this building. The valuation of the property refers to 31 December 2011.

The market value of the property on the valuation date and in its current condition was calculated through the Income Method - Present Value of Current and Future Rents.

9. GOODWILL

During the periods ended on 31 December 2012 and 31 December 2011, the movement in goodwill was as follows:

	31.12.2012	31.12.2011
Opening balance for the period	56,310,484	59,760,715
BCCM disposal	-	(713,405)
Caléo disposal	-	(2,277,980)
Adjustment after SAPi2 initial accounting calculation	-	127,332
Reclassification of Partblack to ANCDV a)	(2,040,652)	
Tora Goodwill allocation to intangibles	-	450,500
Additions relative to business combinations (note 5)	180,050	257,932
Impairments recognised in the period	(206,825)	(1,294,610)
Closing balance for the period	54,243,058	56,310,484
Net book value		
Opening balance for the period	56,310,484	59,760,715
Closing balance for the period	54,243,058	56,310,484

a) Reclassification of the company Partblack to non-current assets held for sale.

The details of goodwill by segment as at 31 December 2012 and 31 December 2011 are as follows:

	31.12.2012	31.12.2011
ITO	20,763,737	33,382,440
ITC	30,227,133	22,478,044
Tora	3,252,188	-
	54,243,058	**56,310,484**

9.1 GOODWILL – IMPAIRMENT TEST

Goodwill was subject to an impairment test by the Discounted Cash Flow method by Professor Dr. Rui Alpalhão. In this context, the value of the following business areas was analysed:

- ITO
- ITC

For each business area a 5-year time frame was forecast, until 2017, which considered the business plan established by the Management of the Group/Company(ies), the prospects of the activity sector, in addition to macroeconomic aspects. The discount rate of 11.9% was used (for ITO and ITC), built using the market Beta, a market risk premium, the average cost of debt and the current gearing of the Group. The nominal growth rate used in perpetuity was 2.0%.

The financial forecasts are based on the existing best knowledge at the time and on the actions which are expected to be carried out, and are, consequently, based on the budgets and business plans duly approved by the Board of Directors of the Group. The quantification of the assumptions of the forecasts referred to above were based on market data, historical data and past experience of the Group, complemented by the undertaking of actions estimated in the strategies adopted for each cash generating unit. However, these assumptions may be affected by changes in the facts and circumstances that were unpredictable at the time of the quantification of the assumptions.

The value of the Goodwill of Tora was imputed to the segments in proportion to the Goodwill of each segment, with the same criteria having been applied for the assessment of its value and the value of its operating assets and liabilities. The imputation percentages of Tora are 62% for ITO and 38% for ITC.

As at 31 December 2012, the note Goodwill – Impairment Test was as follows:

BUSINESS AREA	VALUATION	GOODWILL	TOTAL OP. CURRENT ASSETS - LIABILITIES	BOOK VALUATION OF THE AREAS	DIFFERENCE
	(1)	(2)	(3)	(4)=(2)+(3)	(5)=(1)-(4)
ITO	62,393,984	32,247,717	25,045,504	57,293,221	5,100,763
ITC	70,235,269	21,995,341	30,735,471	52,730,812	17,504,457

As at 31 December 2011, the note Goodwill – Impairment Test was as follows:

BUSINESS AREA	VALUATION	GOODWILL	TOTAL OP. CURRENT ASSETS - LIABILITIES	BOOK VALUATION OF THE AREAS	DIFFERENCE
	(1)	(2)	(3)	(4)=(2)+(3)	(5)=(1)-(4)
ITO	64,029,684	35,789,788	29,519,577	65,309,365	-1,279,681
ITC	49,351,760	21,815,306	19,245,729	41,061,034	8,290,725

The following assumptions were used in the growth of Turnover:

ITO

The ITO area should record a CAGR (Compound Annual Growth Rate) 12-17 of 9.8%, based on the following assumptions:

- The development of an international project which involves the construction of two data centres and the installation of SAP software, in a version which will include various modules, namely, human resources and logistics management, inventory management, and management and maintenance of customers' technical infrastructures, so as to enable customers to benefit from the system's data transmission capability, and will place tools at the disposal of customers which will very significantly improve the execution of a large number of essential daily tasks of the operating structures involved.
- Focus on high competence and differentiated services, with direct impact on the reduction of IT management operating costs.
- Strong growth of the international activity through the consolidation of the geographic areas where the Group is already developing projects (Angola, Mozambique, Ivory Coast, Morocco, Latin America and China) and development / implementation in new geographic regions in Africa, specifically Equatorial Guinea, Ghana, Gabon, Chad and Congo-Brazzaville.

ITC

Operating Income should record a CAGR 12-17 of 17.9%, essentially reflecting:

- The consolidation of the presence in the markets of Northern Europe and North Africa (opening of an office in Morocco in December 2011 and in Stockholm in February 2011);
- The consolidation of the presence in the markets of Latin America and Asia (opening of an office in São Paulo in 2012 and in Macau in January 2013);
- The continued focus on the external market, benefiting from the opportunities of arbitrage (prices versus costs) in the target markets;
- Offer services of greater value added;
- Development/implementation in new geographic regions in Africa.

The Board of Directors believes that the effect of any deviations that may occur in the main assumptions underlying the recoverable value of the cash generating units will not imply, in all materially relevant aspects, the impairment of the respective goodwill.

10. INTANGIBLE ASSETS

10.1 MOVEMENTS IN THE HEADINGS OF OTHER INTANGIBLE FIXED ASSETS AND RESPECTIVE AMORTISATION

During the financial years ended in 2012 and 2011, the movements which occurred in the amount of intangible assets, as well as in the respective accumulated amortisation and impairment losses, were as follows:

GROSS ASSETS

	BALANCE AS AT 31.12.2011	PERIMETER ALTERATION	NON-CURRENT ASSETS HELD FOR SALE	INCREASES	WRITE-OFFS AND DISPOSALS	CORRECTIONS AND TRANSF.	BALANCE AS AT 31.12.2012
Development projects	10,607,526	-				357,864	10,965,389
Industrial property	15,003,791					(1,264,539)	13,739,252
Computer programmes	-			39,723		1,114,822	1,154,544
Other intangible assets	24,515,067		(7,730,359)	5,800,061			22,584,768
Intangible assets in progress	25,800		(25,800)			219,539	219,539
	50,152,183	-	**(7,756,159)**	**5,839,784**	-	**427,686**	**48,663,493**

The "Corrections and Transfers" of the value of 1,114,822 euros refer to the transfer of industrial property to computer programmes.

The increase in Other Intangible Assets essentially includes the allocation to intangibles, of Partblack to Reditus Gestão.

The values for Partblack are considered under the column "Non-current assets held for sale".

ACCUMULATION AMORTISATION

	BALANCE AS AT 31.12.2011	PERIMETER ALTERATION	NON-CURRENT ASSETS HELD FOR SALE	INCREASES	WRITE-OFFS AND DISPOSALS	CORRECTIONS AND TRANSF.	BALANCE AS AT 31.12.2012
Development projects	9,026,568			620,467		92,139	9,739,174
Industrial property	9,388,368			609,403		(582,822)	9,414,949
Computer programmes	-			346,093		393,562	739,655
Other intangible assets	2,168,173		(1,274,904)	549,433		52,400	1,495,102
Intangible assets in progress	-						-
	20,583,109	-	**(1,274,904)**	**2,125,396**	-	**(44,721)**	**21,388,880**

During the financial years ended in 2011 and 2010, the movements which occurred in the amount of intangible assets, as well as in the respective accumulated amortisation and impairment losses, were as follows:

GROSS ASSETS

	BALANCE AS AT 31.12.2010	PERIMETER ALTERATION	NON-CURRENT ASSETS HELD FOR SALE	INCREASES	WRITE-OFFS AND DISPOSALS	CORRECTIONS AND TRANSF.	BALANCE AS AT 31.12.2011
Development projects	10,819,989				(212,463)		10,607,526
Industrial property	14,812,521			54,495	(296,926)	433,701	15,003,791
Other intangible assets	22,735,588			1,792,415	(12,186)	(750)	24,515,067
Intangible assets in progress	22,300			3.500			25,800
	48,390,398			**1,850,410**	**(521,575)**	**432,951**	**50,152,183**

ACCUMULATED AMORTISATION

	BALANCE AS AT 31.12.2010	PERIMETER ALTERATION	NON-CURRENT ASSETS HELD FOR SALE	INCREASES	WRITE-OFFS AND DISPOSALS	CORRECTIONS AND TRANSF.	BALANCE AS AT 31.12.2011
Development projects	8,323,527	4.400		927,238	(212,463)	(16,133)	9,026,568
Industrial property	8,803,028			890,210	(304,870)		9,388,368
Other intangible assets	962,669			1,209,767	6.655	(10,917)	2,168,173
Intangible assets in progress							
	18,089,224	**4.400**		**3,027,214**	**(510,678)**	**(27,051)**	**20,583,109**

10.2 PROTOTYPES

The net value of the heading “Development Projects” as at 31 December 2012, reached 1,226,215 euros, and mainly refers to expenses incurred with the prototypes prepared before the start-up of the different services awarded to Reditus.

The value of the prototypes by business area is as follows:

	CAPITALISED COST	ACCUMULATED AMORTISATION	NET VALUE
BPO	6,031,297	5,088,806	942,491
ITO	786,417	677,593	108,824
ITC	352,538	352,538	(0)
	7,170,252	**6,118,938**	**1,051,314**

The net value of the heading "Development Projects" as at 31 December 2011, reached 1,580,958 euros, and mainly refers to expenses incurred with the prototypes prepared before the start-up of the different services awarded to Reditus.

The value of the prototypes by business area is as follows:

	CAPITALISED COST	ACCUMULATED AMORTISATION	NET VALUE
BPO	6,031,297	4,679,076	1,352,222
ITO	786,417	557,680	228,737
ITC	352,538	352,538	( )
	7,170,252	**5,589,294**	**1,580,958**

The table below indicates the details of the prototypes:

	CAPITALISED COST	ACCUMULATED AMORTISATION	NET VALUE
Mortgage Loan	724,890	724,890	-
SAS and Siebel Application	352,538	352,538	-
Outsourcing Management	857,183	857,183	-
Telecommunications	687,307	687,307	-
Office Printing	76,822	76,822	-
Office Supplies	41,340	41,340	-
Quality Management System	769,279	769,279	
Desktop Management Light	60,000	60,000	
Integrated Administrative Management	299,873	299,873	-
DARS	406,000	337,418	68,582
Pledges and Qualification of Heirs	284,000	227,200	56,800
Navigium	225,000	206,087	18,913
Help-desk and Computer Maintenance	193,595	162,942	30,653
Backoffice Cards	275,000	225,656	49,344
Discharges	130,000	106,674	23,326
Rollout	50,000	40,411	9.589
RedBox	620,868	496,695	124,174
Archive	1,116,557	446,623	669,934
Total	7,170,252	6,118,938	1,051,314

10.3 INDUSTRIAL PROPERTY

As at 31 December 2012, the details were as follows:

	NET BOOK VALUE
Tora a)	4,265,822
Other	58,481
	4,324,303

a) This value arises from the contract undertaken in 2004 between Tora, Millennium BCP and Reditus. Following the assessment of the contract, an intangible asset was recorded in Tora, in 2005, of the value of 13,711,571 euros, which was being amortised over 10 years. This asset was acquired through the purchase of Tora by Reditus SGPS, and considered at fair value, since the contracts with Millennium BCP were extended for a further 5 years.

10.4 OTHER INTANGIBLE ASSETS

As at 31 December 2012, the details were as follows:

	NET BOOK VALUE
Partblack customer base a)	1,738,483
Partblack synergies/cross-selling b)	7,519,702
Acquisition of Tora / Other c)	11,831,481
	21,089,666

a) The intangible asset in question arises from the access to the customer base of Panda products. Reditus absorbed the value of this customer base, and the Security Services business will be developed by participated companies of Reditus Gestão. This intangible asset was valued, with an estimated useful life of 9 years, and with the corresponding amortisation having been recorded in 2012;

b) The synergies and potential cross selling, sale of new products to the same Customers and the sale of these same products to new Customers were valued, maintaining the initial estimated useful life of 15 years, with the corresponding amortisation having been recorded in 2012. Considering the two intangible assets, the estimated growth of Income will show a CAGR rate of 15% from 2013 to 2023, and growth of 2% after this date. This growth is based on the development of a national and international strategy in the area of Security Services with a diversified offer of products, in particular Safend, Symantec, Checkpoint, M86 Security and Mc Afee. Significant growth is already expected during the current year of 2013 on the Angolan and Mozambican markets, and a very positive contribution is expected in 2014 and following years from the markets of Ghana, Gabon, Chad and Equatorial Guinea;

c) Based on the margin generated by the contracts with Millennium BCP, renewed for a further 5 years, with income growth of 10% per year until 2017 and 2% after this year. This growth is based on the possible gain of new business. This value has been deducted from the existing industrial property assets in Tora (Note 9.3).

11. ASSETS AND LIABILITIES AVAILABLE FOR SALE

11.1 ASSETS AVAILABLE FOR SALE

As at 31 December 2012, the Company presented the following assets classified as held for sale:

	EM	ITO	31.12.2012	EM	31.12.2011
NON-CURRENT ASSETS:					
Tangible fixed assets	10,629	81,201	91,830	19,540	19,540
Goodwill		2,040,652	2,040,652		
Intangible assets		27,805	27,805		
CURRENT ASSETS:					
Inventories	0	7.948	7.948	18,184	18,184
Customers	151,943	618,867	770,810	23,662	23,662
Other accounts receivable	2,188,157	49,518	2,237,675	1,986,543	1,986,543
Other current assets	157	11,486	11,643	3.654	3.654
Financial assets at fair value		63	63		
Cash and equivalent	857	14,412	15,269	265,172	265,172
Assets Available for Sale	2,351,742	2,851,952	5,203,694	2,316,755	2,316,755

	EM	ITO	31.12.2012	EM	31.12.2011
CURRENT LIABILITIES:					
Loans	0	611,772	611,772		
Suppliers	386,840	513,253	900,093	367,632	367,632
Other accounts payable	2,668,349	85,151	2,753,499	2,098,643	2,098,643
Other current liabilities	10,556	419,392	429,948	444,440	444,440
Financial leasing liabilities	0	0	0	1.880	1.880
Liabilities Available for Sale	3,065,744	1,629,569	4,695,313	2,912,595	2,912,595

Reditus reclassified the company Partblack to non-current assets held for sale, since it intends to proceed with its disposal, with negotiations being underway with Global Com Lda. ("GC"), a Mozambican information technology company. GC's interest in the purchase resides in the fact that Partblack has in the past been linked to Security Services in Portugal, enabling them to acquire know how, rights and intellectual property trade names, developing good practices of information technologies, and manuals of rules and procedures of IT virus protection, in order to boost projects on the Mozambican Security Services market.

12. OTHER FINANCIAL INVESTMENTS

As at 31 December 2012, this heading, whose balance reached 5,000 euros, refers to the acquisition of shares of the company LISGRAN.

13. DEFERRED TAX ASSETS AND LIABILITIES

The details of the deferred tax assets and liabilities as at 31 December 2012 and 31 December 2011, according to the temporary differences that generated them, are as follows:

	ASSETS		LIABILITIES		NET BOOK VALUE	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011	31.12.2012	31.12.2011
Adjustments a)	343,366	568,325	-	-	343,366	568,325
Tax losses carried forward b)	1,664,540	3,623,409	-	-	1,664,540	3,623,409
Tax losses carried forward - France c)	164,656	82,784		-	164,656	82,784
Revaluation reserves d)	-	-	451,864	577,391	(451,864)	(577,391)
Other e)	-	-	5,363,656	5,847,626	(5,363,656)	(5,847,626)
Net deferred tax assets/(liabilities)	2,172,562	4,274,518	5,815,520	6,425,017	(3,642,958)	(2,150,499)

a) These adjustments essentially refer to losses in the fair value of securities and financial investments;

b) The tax losses carried forward are as follows:

YEAR OF TAX LOSS	LIMIT YEAR FOR DEDUCTION	VALUE OF THE LOSS TO BE USED	DEDUCTION VALUE
2011	2015	6,894,850	1,664,539
2012	2016		
		6,894,850	1,664,539

The deferred tax assets were recognised to the extent that it is likely that there will be taxable profits in the future which may be used to recover the tax losses and temporary differences. This assessment was based on the business plans of the Group companies, periodically reviewed and updated.

c) This heading refers to the losses of ROFF France;

d) The value relative to revaluation reserves refers to the revaluation of the Reditus Building in Alfragide, where part of the amortisation will not be accepted for tax purposes.

e) In 2012, this corresponds to the intangible assets generated after the acquisition of Partblack and Tora, whose amortisation will not be accepted for tax purposes.

14. INVENTORIES

As at 31 December 2012 and 31 December 2011, the inventories were broken down as follows:

	31.12.2012	31.12.2011
Goods	2,172,528	1,221,081
Inventory impairment	(260,711)	(318,434)
	1,911,817	902,647

The variation recorded under the heading "Inventories" refers to various SAP licenses which were only marketed at the beginning of 2013.

15. CUSTOMERS

As at 31 December 2012 and 31 December 2011, Customer accounts were broken down as follows:

	31.12.2012	31.12.2011
Current Customers	48,111,376	43,020,316
Customers with Bad Debt	-	2,790,822
Customer Impairment	(3,325,451)	(3,178,849)
	44,785,925	**42,632,288**

The Customers heading includes 4,033,378 euros of invoices assigned to factoring (see Note 22).

The impairment losses in the accounts receivable are deducted from the value of the corresponding asset.

In the Reditus Group, customers are divided into 3 categories:

Category A – Ministries and Public entities, with the exception of Health and Education.
Category B – Which includes the Municipalities, Ministry of Health, the Ministry of Education and the Public entities directly under them.
Category C – All other entities.

In general, the following provisioning rates are applied to overdue debt:

CATEGORY	DEBT OVERDUE BY 180 TO 270 DAYS	DEBT OVERDUE BY 271 TO 365 DAYS	DEBT OVERDUE BY 366 TO 540 DAYS	DEBT OVERDUE BY 541 TO 720 DAYS	DEBT OVERDUE BY OVER 721 DAYS
A	0%	0%	50%	75%	100%
B	0%	50%	75%	100%	100%
C	50%	75%	100%	100%	100%

16. OTHER ACCOUNTS RECEIVABLE

As at 31 December 2012 and 31 December 2011, the heading “Other accounts receivable” was broken down as follows:

	31.12.2012	31.12.2011
State and other public entities	1,094,398	2,669,576
Group and participated companies	0	0
Other shareholders	230,520	
Advances to suppliers	1.288	42,392
Other receivables		
Staff debts a)	1,647,189	1,254,095
BCCM	1,305,167	873,331
InterReditus IRC (Note 26 b))	0	988,004
Dinovang	109,173	54,462
Collateral	8.137	40,754
Values related to Phase III	1,163,869	
Kapilar	32,912	
Graycell Angola	48,446	
GeoStar	82,026	
Hotel Presidente e Serra	27,533	
SGALD	27,745	
APC	39,081	
Wind Thunder - Consultores Lda	13,677	
Other sundry receivables	1,145,755	1,270,948
	6,976,916	**7,193,562**

a) The receivable balances refer to advances extended to key personnel, inherent to the Group’s national and international activity, which are expected, as usual, to be settled in 2013;

The receivable balances of the Reditus Group have the following maturity:

BALANCE	31.12.2012	OUTSTANDING	OVERDUE	
			UP TO 1 YEAR	OVER 1 YEAR
Other receivables	5,650,710	1,216,665	2,941,602	1,492,443

17. OTHER CURRENT ASSETS

As at 31 December 2012 and 31 December 2011, the heading 'Other current assets' was broken down as follows:

	31.12.2012	31.12.2011
Debtors due to accrued income		
Other accrued income	19,654,851	12,612,995
	19,654,851	12,612,995
Costs to be recognised		
Works	60,191	583
Rents	60,985	75,989
Other costs to be recognised	4,474,688	4,469,208
	4,595,864	4,545,780
	24,250,715	**17,158,775**

The heading "Other accrued income" includes the value of 18,161,957 euros in 2012 related to the revised percentage completion of the project in Angola by AL-L2IT, pursuant to IAS 11 – Construction Contracts. The income of this project is recognised according to the estimated costs incurred versus the estimated total costs of the project.

The estimated total costs of the project recorded a decrease, due to the undertaking of a highly detailed revision of the budget of SAP services to be provided by a company of the Roff Group, and also due to the reduction in the project's logistics costs arising from the efficient renegotiation of these costs promoted by an Angolan participated company of the Group.

18. FINANCIAL ASSETS AT FAIR VALUE

As at 31 December 2012 and 31 December 2011, this heading was broken down as follows:

	31.12.2012	31.12.2011
Millenniumbcp shares	1,600,383	1,558,863
Investment Funds	30,000	30,000
Impairment	(1,486,527)	(1,488,443)
	143,856	**100,420**

The market price of the Millennium BCP shares as at 31 December 2012 was 0.075 euros.

19. CASH AND EQUIVALENT

As at 31 December 2012 and 31 December 2011, this heading was broken down as follows:

	31.12.2012	31.12.2011
Bank deposits	4,292,440	8,492,621
Cash	185,064	144,728
	4,477,504	**8,637,349**

20. EQUITY

As at 31 December 2012 and 31 December 2011, this heading (before minority interests) was broken down as follows:

	BALANCE 31.12.2011	APP. NET INCOME 2011	NET INCOME FOR THE YEAR	OTHER	BALANCE 31.12.2012
Share capital	73,193,455				73,193,455
Own shares	(1,180,733)			(245,705)	(1,426,438)
Issue premiums	9,952,762			0	9,952,762
Legal reserve	2,024,635			0	2,024,635
Other reserves	1,567,669	0		0	1,567,669
Retained earnings	(37,873,025)	(14,398,196)		0	(52,271,221)
Adjustments to financial assets	(501,763)			0	(501,763)
Surplus valuation of fixed assets	2,115,352			(260,035)	1,855,317
Consolidated net income for the year	(14,398,196)	14,398,196	279,502		279,502
	34,900,156	**-**	**279,502**	**(505,740)**	**34,673,918**

The share capital of Reditus is 73,193,455 euros, fully underwritten and paid up in cash, represented by 14,638,691 shares with the nominal value of 5 euros each.

As at 31 December 2011, Reditus SGPS held 180,727 own shares in portfolio, representing 1.235% of the share capital.

During 2012, Reditus acquired 74,457 shares on the regulated market at the average price of 3.30 euros.

As at 31 December 2012, Reditus SGPS held 255,184 own shares in portfolio, representing 1.743% of the share capital.

The variation in the surplus valorisation of fixed assets arises from the valuation of the Group's properties carried out in 2012 (see Note 7.3).

21. MINORITY INTERESTS

As at 31 December 2012 and 31 December 2011, the minority interests were represented as follows:

	% MINORITY INTERESTS		BOOK VALUE		ATTRIBUTED PROFIT	
	31.12.2012	31.12.2011	31.12.2012	31.12.2011	31.12.2012	31.12.2011
J M. Consultores Inf. Artes Gráficas, S.A.	31%	31%	(660,054)	(808,526)	(36,804)	(70,977)
Caléo, S.A.		45%	0	0	0	(117,859)
Roff Angola	20%	20%	71,895	20,192	51,703	14,188
Roff France	20%	20%	7.375	(19,619)	10,620	1.762
Roff SDF	20%	20%	149,874	145,646	4.107	8.820
Ogimatech - Consult Empresarial e Institucional	5%	5%	1.773	1.453	351	385
SolidNetworks	40%	40%	1.887	(12,667)	(3.242)	89
RNIC	20%	20%	44,994	30,091	21,612	21,832
Roff Morocco	30%	30%	(22,687)	15,000	(37,867)	
Roff Brazil	20%		1.196		1.328	0
			(403,747)	**(628,430)**	**11,808**	**(141,760)**

22. LOANS

As at 31 December 2012 and 31 December 2011, the loans raised were broken down as follows:

	31.12.2012	31.12.2011
NON-CURRENT		
Bank Loans	46,911,706	43,556,585
Pledged Current Accounts		200,000
Commercial Paper		1,100,000
	46,911,706	44,856,585
CURRENT		
Bank Loans	5,971,507	11,728,342
Bank Overdrafts	888,787	5,097,238
Promissory notes	115,000	99,000
Pledged Current Accounts	5,757,961	6,985,645
Express Bill	1,443,947	1,443,947
Factoring	4,033,378	2,948,935
Commercial Paper		400,000
	18,210,580	28,703,107
	65,122,286	**73,559,692**

As at 31 December 2012, the repayment period of the loans was as follows:

	TOTAL	LESS THAN 1 YEAR	1 TO 5 YEARS	OVER 5 YEARS
Bank Loans	52,883,213	5,971,507	35,533,318	11,378,388
Bank Overdrafts	888,787	888,787		
Promissory notes	115,000	115,000		
Pledged Current Accounts	5,757,961	5,757,961		
Express Bill	1,443,947	1,443,947		
Factoring	4,033,378	4,033,378		
	65,122,286	**18,210,580**	**35,533,318**	**11,378,388**

The average remuneration of the loans, including other financing costs, was as follows:

	2012	2011
Bank loans	6,00%	6,00%
Bank overdrafts	20,00%	20,00%
Promissory notes	9,00%	9,00%
Pledged current accounts	5,50%	5,20%
Factoring	5,50%	5,50%
Commercial paper	4,60%	4,60%

The guarantees backing the various loans are as follows:

- Loan from Millennium BCP with the outstanding value payable of 21,300,000 euros, guaranteed by the pledge of 433,311 shares of Millennium BCP and the pledge of 750,000 shares of Reditus Gestão;

- Loan from BES, with the outstanding value payable of 5,050,000 euros, guaranteed by the pledge of 104,426 shares of Reditus SGPS and a term deposit equal to 50% of the value of the loan;

- The loan of 3,000,000 euros is a grouped current account, which includes a clause enabling the bank to request total or partial early repayment, in the following situations:

- If the stake in Reditus SGPS of the shareholder Miguel Pais do Amaral, directly or indirectly, falls to below 23.4% of the share capital;
- If the stake in Reditus SGPS of the shareholder José António Gatta, directly or indirectly, falls to below 14.40% of the share capital;
- If the stake in Reditus SGPS of the shareholder Frederico Moreira Rato, directly or indirectly, falls to below 14.40% of the share capital;
- If the stake in Reditus SGPS of the shareholder António Maria de Mello, directly or indirectly, falls to below 9.0% of the share capital;

- Loan from Banco EFISA, with the outstanding debt of 9,257,256 euros, guaranteed by the consignment of the invoicing of a Customer contract;

- Loan from Banco Montepio, with the outstanding debt of 10,000,000 euros, guaranteed by the consignment of the invoicing of a Customer contract.

- Loan from Deutsche Bank, with the outstanding debt of 944,246 euros, guaranteed by the consignment of the invoicing of a Customer contract;

23. OTHER ACCOUNTS PAYABLE

As at 31 December 2012 and 31 December 2011, the heading "Other accounts payable" was broken down as follows:

	31.12.2012	31.12.2011
NON-CURRENT		
State and other public entities	6,274,944	0
FACCE a)	3,000,000	3,000,000
	9,274,944	3,000,000
CURRENT		
Debenture loans	0	0
Group companies	0	12,695
Other shareholders	1,062,611	0
Advances from customers	149,500	149,500
Other loans received		
Fixed assets suppliers - current accounts	0	0
State and other public entities	16,405,214	9,945,446
Other payables	2,744,928	2,667,178
Debts		
Partblack	0	0
Sapi2	0	248,870
BCCM	425,836	0
SolidNetworks	237,750	129,750
Outros	2,081,342	2,418,308
	20,362,253	12,774,819
	29,637,197	**15,774,819**

a) In September a shareholders' agreement was concluded between Reditus SGPS, S.A. and PME Investimentos - Sociedade de Investimento, S.A., the management company of the Autonomous Fund to Support Company Merger and Consolidation (FACCE), where this company undertook the commitment to invest 3 million euros in the share capital of Reditus Gestão, S.A. The agreement establishes a call option for Reditus to purchase the shares held by FACCE, to be exercised at any time, from 1 October 2011 and until 31 December 2016, and a put option for FACCE, to be exercised at any time, between 30 September 2016 and 31 December 2018. The value of 3 million euros was considered a liability.

23.1 STATE AND OTHER PUBLIC ENTITIES

As at 31 December 2012 and 31 December 2011, the debit and credit balances with the State and Other Public entities are as follows:

	31.12.2012	31.12.2011
DEBIT BALANCES		
IRC - Recoverable	165,338	321,593
IRC - Paid on account	309,649	340,126
Income tax withheld	332,337	78,314
VAT - Recoverable	280,770	2,212,096
Other taxes	6.304	6.305
Social Security Contribution		0
	1,094,398	2,958,434
CREDIT BALANCES		
Non-current		
Social Security Contribution - instalments	6,232,544	
IRS/IRC - instalments	42,400	
	6,274,944	0
Current		
IRC - Payable	2,398,686	1,276,034
Income tax withheld	2,031,188	1,079,101
Income tax withheld - instalments	598,802	0
VAT - Payable	5,819,077	3,452,208
VAT - Payable - instalments	2,366,413	1,321,031
Other Taxes	33,851	47,704
Social Security Contribution	2,295,067	2,755,221
Social Security Contribution - instalments	862,130	14,147
	16,405,214	9,945,446
	22,680,158	9,945,446

Under the heading 'State and Other Public Entities', the liabilities are divided into current debt, relative to the months in course and paid in the following months, overdue debt and liabilities which are settled under instalment regimes, as follows:

The liabilities under instalment schemes are as follows:

	31.12.2012	31.12.2011
Government Treasury - Instalments	3,007,615	1,321,031
Social Security - Instalments	7,094,674	14,147
	10,102,289	1,335,178

As at 31 December 2012, the repayment period of the instalments was as follows:

	TOTAL	LESS THAN 1 YEAR	1 TO 5 YEARS	OVER 5 YEARS
Social Security Contribution - instalments	7,094,674	862,130	4,456,883	1,775,661
VAT - instalments	2,366,413	2,366,413		
IRS/IRC - instalments	641,202	598,802	42,400	
	10,102,289	**3,827,345**	**4,499,283**	**1,775,661**

The interest rate for the instalments is 6.12%.

As at 31 December 2012, late payments of contributions and taxes were recorded to the value of 6,026,085, corresponding to 3,597,375 euros of VAT, 1,551,746 euros of income tax and 876,964 euros of Social Security contributions. Instalment Plans have been submitted for the entirety of this debt, part of which has been granted. At the same time, an application has been submitted by a participated company to SIREVE which has already been granted by IAPMEI.

The following guarantees have been provided by Reditus Group companies:

- All2IT: 42,501 shares of Reditus SGPS.
- Reditus Gestão: 27,400 shares of Reditus SGPS.

24. FINANCIAL LEASING LIABILITIES

As at 31 December 2012 and 31 December 2011, the breakdown by assets financed by liabilities was as follows:

	31.12.2012	31.12.2011
NON-CURRENT		
Buildings	5,591,844	6,703,027
Office equipment	120,827	227,533
Vehicles	1,354,120	509,446
Computer equipment	92,320	235,027
	7,159,110	7,675,033
CURRENT		
Buildings	267,865	367,189
Office equipment	107,217	108,649
Vehicles	298,587	304,877
Computer equipment	142,343	198,700
	816,011	979,415
	7,975,121	**8,654,448**

The average interest rates inherent to financial lease contracts is 9.2%.

The maturity periods of the liabilities related to financial lease contracts are as follows:

	PRINCIPAL 31.12.2012	PRINCIPAL 31.12.2011
Payments up to 1 year	816,011	979,415
Payments from 1 to 5 years	3,168,383	3,538,287
Payments at over 5 years	3,990,727	4,136,746
	7,975,121	**8,654,448**

25. SUPPLIERS

As at 31 December 2012 and 2011, the heading 'Suppliers' was broken down as follows:

	31.12.2012	31.12.2011
Suppliers, current account	20,370,942	18,859,092
Suppliers, bills payable	144,398	174,788
Suppliers, invoices pending validation	546,002	955,679
	21,061,342	**19,989,559**

26. PROVISIONS AND ACCUMULATED IMPAIRMENT LOSSES

The movement in the provisions accounts during the financial years ended on 31 December 2012 and 2011 was as follows:

	BALANCE AS AT 31.12.2011	INCREASES	REDUCTIONS	USES	BALANCE AS AT 31.12.2012
Debit balances	624,465		624,465		0
Pledge - Tax administration a)	988,004		988,004		0
Other provisions b)	1,358,507			(1,358,507)	0
	2,970,976	**0**	**1,612,470**	**(1,358,507)**	**0**

a) The pledge carried out by the tax administration relative to the Reditus Business Solutions proceeding (former InterReditus), for which an appeal has been filed at the Administrative Central Court, was reclassified from the provisions account to impairment losses (see Note 16).

b) Use was made of the provision constituted for the liability undertaken by the retirement fund of a director and an income to be recognised for tax purposes in 8 years time.

27. OTHER CURRENT LIABILITIES

As at 31 December 2012 and 31 December 2011, the heading "Other Current Liabilities" was broken down as follows:

	31.12.2012	31.12.2011
Creditors due to accruals		
Remunerations payable to staff a)	4,745,119	5,176,224
Interest payable	99,474	318,807
External supplies and services	3,200,473	686,558
Other accruals	794,922	4,563,688
	8,839,988	10,745,277
Income to be recognised		
Pre-invoicing b)	7,739,662	8,994,863
Projects in progress	0	7.023
	7,739,662	9,001,886
	16,579,650	**19,747,163**

a) The balance of the heading of remunerations payable to the staff refers to the estimated holidays and holiday allowances payable in 2013;

b) The balance of this heading essentially refers to pre-invoices issued for advances on long term contracts with various customers of the Reditus Group, which are amortised through monthly twelfths.

28. REVENUE FROM SALES AND SERVICES RENDERED

As at 31 December 2012 and 31 December 2011, this heading was broken down as follows:

SALES	31.12.2012	31.12.2011
BPO		
IT Outsourcing	6,627,515	9,877,835
IT Consulting	8,203,802	8,659,020
Elimination	(589,780)	(433,043)
	14,241,537	**18,103,812**

SERVICES RENDERED	31.12.2012	31.12.2011
BPO	27,013,103	23,021,439
IT Outsourcing	30,691,196	17,264,171
IT Consulting	54,784,093	51,690,858
Elimination	(2,351,241)	(1,994,416)
	110,137,151	**89,982,052**

29. OTHER OPERATING INCOME AND GAINS

As at 31 December 2012 and 31 December 2011, this heading was broken down as follows:

OTHER OPERATING INCOME	31.12.2012	31.12.2011
Supplementary income	2,099,237	1,385,272
Operating grants	0	51,119
Other operating income and gains	1,498,003	589,545
	3,597,240	**2,025,936**

30. INVENTORIES CONSUMED AND SOLD

OTHER OPERATING INCOME	31.12.2012	31.12.2011
Opening balance of inventories	902,647	668,646
Transfer of assets available for sale	(7.948)	(18,184)
Purchases	8,577,746	11,026,630
Closing balance of inventories	1,911,817	902,647
Consumption	**11,384,262**	**12,579,739**

31. EXTERNAL SUPPLIES AND SERVICES

As at 31 December 2012 and 2011, this heading was broken down as follows:

	31.12.2012	31.12.2011
Fees	7,062,671	7,976,486
Subcontracts	15,131,154	6,702,201
Specialised work	3,282,721	6,753,654
Transport, travel and representation costs	7,410,057	6,178,729
Hire and rental charges	4,029,641	4,177,040
Communication	1,309,464	3,505,568
Royalties	2.340	1,429,341
Water, electricity and fuel	821,340	1,025,183
Other supplies and services	4,561,516	919,713
	43,610,904	**38,667,915**

In 2012, the variation relative to the heading “Subcontracts” essentially refers to the reduction of costs of Phase III of the Angola project.

32. STAFF COSTS

As at 31 December 2012 and 2011, this heading was broken down as follows:

	31.12.2012	31.12.2011
Staff remuneration	45,471,060	43,332,020
Charges on remuneration	7,890,179	7,551,835
Remuneration of governing bodies	1,153,627	2,007,752
Occup. acc. & disease insurance	171,926	151,825
Other staff costs	1,080,117	1,303,181
	55,766,909	**54,346,613**

32.1 AVERAGE NUMBER OF EMPLOYEES

As at 31 December 2012 and 2011, the average number of active employees, by business area, was as follows:

	31.12.2012	31.12.2011
BPO	1.521	1.292
IT Outsourcing	300	299
IT Consulting	907	818
Engineering and Mobility Systems	6	10
Support Areas	54	50
	2.788	**2.469**

33. AMORTISATION AND DEPRECIATION

As at 31 December 2012 and 31 December 2011, the heading "Depreciation and amortisation costs" was broken down as follows:

	31.12.2012	31.12.2011
TANGIBLE FIXED ASSETS		
Buildings and other constructions	203,666	238,056
Basic equipment	365,864	502,886
Transport equipment	528,731	483,164
Office equipment	415,722	246,942
Other tangible fixed assets	195,154	200,361
	1,709,137	1,671,409
OTHER INTANGIBLE FIXED ASSETS		
Development projects	620,467	927,238
Industrial property	609,403	890,210
Computer programmes	346,093	
Other intangible assets	549,433	1,667,120
	2,125,396	3,484,568
	3,834,533	**5,155,977**

34. OTHER OPERATING COSTS AND LOSSES

As at 31 December 2012 and 2011, this heading was broken down as follows:

	31.12.2012	31.12.2011
Taxes and Rates	159,892	521,585
Corrections of previous years	353,546	821,420
Other	645,985	344,680
	1,159,423	**1,687,685**

35. FINANCIAL RESULTS

The financial results for the years ended on 31 December 2012 and 2011 were broken down as follows:

	31.12.2012	31.12.2011
FINANCIAL COSTS AND LOSSES		
INTEREST PAID		
Loans	4,108,700	4,068,675
Leasing contracts	395,111	327,397
Factoring	198,332	142,583
Moratory and compensatory	339,923	238,604
Other	9.157	2.711
	5,051,223	4,779,970
Bank services	411,544	779,926
Unfavourable currency conversion differences	103,247	452,201
Other financial costs	942,481	1,241,482
	6,508,495	7,253,579
FINANCIAL INCOME AND GAINS		
Interest received	25,597	14,912
Favourable currency conversion differences	179,703	123,161
Other financial income	93,341	38,121
	298,641	176,194
FINANCIAL RESULT	**(6,209,854)**	**(7,077,385)**

36. INCOME TAX

As at 31 December 2012 and 2011, this heading was broken down as follows:

	31.12.2012	31.12.2011
Current tax	5,689,378	2,081,533
Deferred tax	(1,596,855)	(4,123,032)
	4,092,523	**(2,041,499)**

36.1 RECONCILIATION OF THE EFFECTIVE TAX RATE

As at 31 December 2012 and 2011, the effective average tax rate differs from the nominal rate due to the following:

	31.12.2012	31.12.2011
PROFIT BEFORE TAX	5,159,117	(15,515,670)
Tax at the rate of 25%	1,289,779	(3,878,918)
Amortisation and provisions not accepted for tax purposes	143,543	376,030
Fines and compensatory interest	81,809	21,808
Corrections relative to the previous year	67,252	169,348
(Surplus) / Insufficient tax estimate	803,902	129,721
Autonomous taxation	1,010,543	1,014,195
Recognition of deferred tax liabilities		0
Other	695,695	126,315
Income tax for the year	4,092,523	(2,041,499)
Effective average tax rate	79.3%	13.2%

37. DISCONTINUED OPERATIONS

The earnings of the discontinued operations presented in the income statement and their cash flow are broken down as follows:

	EM	ITO	31.12.2012	31.12.2011
OPERATING REVENUE				
Sales	0	1,334,278	1,334,278	2,610,579
Services rendered	233,294	119,028	352,322	895,407
Other operating income	66,357	548,388	614,746	1.376
Total operating revenue	299,652	2,001,694	2,301,345	3,507,362
OPERATING COSTS				
Inventories consumed and sold	(107,064)	(100,472)	(207,536)	(1,955,826)
External supplies and services	(152,688)	(937,309)	(1,089,997)	(926,601)
Staff costs	(123,652)	(564,694)	(688,346)	(1,157,913)
Depreciation and amortisation costs	(8.907)	(712,669)	(721,576)	(114,609)
Provisions and impairment losses	-	(165,260)	(165,260)	(43,683)
Other operating costs and losses	(19,256)	(28,081)	(47,337)	(47,263)
Total operating costs	(411,566)	(2,508,486)	(2,920,052)	(4,245,895)
Net operating income	(111,914)	(506,792)	**(618,706)**	**(738,533)**
Financial Results:				
Net financial costs	(5.515)	(288,626)	(294,141)	(25,723)
Profit before taxes	(117,430)	(795,418)	**(912,847)**	**(764,256)**
Income tax	(732)	138,295	137,563	155,825
Net income of operations	(118,161)	(657,123)	**(775,284)**	**(608,431)**

CASH FLOW

	31.12.2012	31.12.2011
CASH FLOW OF OPERATING ACTIVITIES:		
Receipts from customers	2,309,768	447,164
Payments to suppliers	(1,310,649)	(454,655)
Payments to the staff	(452,161)	(193,121)
Cash generated by operations	546,958	(200,612)
Payment/receipt of income tax	(2.632)	(2.060)
Other receipts / payments	(566,711)	(148,367)
Cash flow from operating activities [1]	**(22,385)**	**(351,039)**
CASH FLOW OF INVESTMENT ACTIVITIES:		
Payments relative to:		
Tangible fixed assets	-	(3.060)
Other assets	(307,378)	(591)
Receipts derived from:		
Tangible fixed assets	5	-
Other assets	33,108	15,209
Interest and similar income	-	77
Cash flow from investment activities [2]	**(274,265)**	**11,635**
CASH FLOW OF FINANCING ACTIVITIES:		
Receipts derived from:		
Loans received	4,983,575	290,297
Payments relative to:		
Loans received	(4,707,621)	(14,000)
Interest and similar costs	(267,971)	(5.084)
Other financing operations	(42,809)	(57,927)
Cash flow from financing activities [3]	**(34,826)**	**213,286**
Variation in cash and equivalent [4]=[1]+[2]+[3]	**(331,476)**	**(126,118)**
Effect of currency conversion differences	-	-
Cash and equivalent at the beginning of the period	**346,744**	**391,290**
Companies Sold		
	346,744	**391,290**

ANNEX TO THE CONSOLIDATED CONDENSED CASH FLOW STATEMENT

	2012	2011
Disposable assets in the balance sheet	15,268	265,172
Bank overdrafts		
Cash and equivalent	**15,268**	**265,172**

38. NET EARNINGS PER SHARE

EARNINGS	31.12.2012	31.12.2011
Earnings attributable to majority shareholders for the effect of calculating the net earnings per share (net income for the year)	279,502	(14,398,196)
Earnings from discontinued operations for the effect of calculating the earnings per share of discontinued operations	775,284	608,431
Earnings for the effect of calculating the earnings per share from ongoing operations	1,054,786	(13,789,765)

NUMBER OF SHARES	31.12.2012	31.12.2011
Weighted average number of shares for the effect of calculating the net earnings per basic and diluted share	14,638,691	12,286,706
Earnings per share from ongoing operations:		
Basic	0.0721	(1.1223)
Diluted	0.0721	(1.1223)
Earnings per share from discontinued operations:		
Basic	(0.0530)	(0.0495)
Diluted	(0.0530)	(0.0495)
Earnings per share:		
Basic	0.0191	(1.1719)
Diluted	0.0191	(1.1719)

39. COMMITMENTS

As at 31 December 2012, the financial commitments of the Reditus Group companies which do not figure in the balance sheet relative to bank guarantees are as follows:

Value (Euros)	Payable to	Source
87,439	IGFSS	Guarantee of the payment of enforcements
3,864,728	DGCI	Guarantee of the payment of enforcements
579,738	Various Customers	Good compliance with contractual obligations
231,216	Various Suppliers	Good compliance with contractual obligations

40. CONTINGENCIES

Various situations were raised by the Tax Authorities, in the context of inspections carried out, which the Company is disputing with the Tax Authorities, in the form of judicial claims and appeals for revision by higher authorities, or at the Courts, under the form of claims for refund of tax, which are still pending decision. The total value of taxes claimed by the Tax Authorities is 3,426,503 euros, although the Management of Reditus believes that the possibility of having to pay this is remote.

The situations relative to each company are indicated below:

- Reditus SGPS: The Company was notified to proceed with corrections relative to Corporate Income Tax (IRC) for 2004 to 2007 and received an additional VAT assessment relative to 2004. The assessment relative to 2004 does not involve tax payable, and is reflected in the corrections of subsequent financial years. The Company is awaiting the outcome of the claim for refund of tax which was submitted in relation to the assessment for 2005. The appeals for revision by higher authorities submitted by the Company in relation to the assessments for the financial years of 2006 and 2007 were partially granted, and the only issue that remains in relation to these two financial years concerns the tax losses carried forward of previous financial years, where this issue depends on the outcome of the objection filed against the corporate income tax for 2005. Regarding the VAT assessment for 2009, the judicial claim was partially granted, with an appeal for revision by higher authorities having been filed against the rejected part.

- Reditus Business Solutions (Former InterReditus): Tax inspections were conducted for corporate income tax and value added tax relative to 1997 and 1998. The claims and appeals for revision by higher authorities filed by the Company against the assessments made by the Tax Administration were dismissed by the Government Treasury, with the Company having submitted claims to Lisbon Tax Court, invoking the extinguishment of the debts in question due to the end of the period of limitation. These claims were dismissed, whereby the company appealed to the Administrative Central Court, and is currently awaiting the outcome of these appeals. Pending the decision of the Courts, which should have resulted in the suspension of the collection processes, the Government Treasury executed attachments in order to obtain the payment of the values involved, which will have to be returned if the appeals are upheld, which the Company expects will happen.

- Reditus Business Solutions (Former Redware): The Company was notified to proceed with corrections relative to VAT for 2004 and 2005. The Company considered that the corrections were not accurate, having submitted claims and appealed to a higher court relative to the payments estimated by the Tax Authorities. The appeals to a higher court were rejected, whereby the Company submitted legal challenges against the additional assessments and is awaiting the outcome.

- Reditus Gestão: The Company was notified of additional VAT assessments relative to 2008 and 2009. The Company considered that the corrections were not accurate and submitted claims relative to the assessments made by the Tax Authorities. Since the claims were only partially granted, the Company filed an appeal for revision by a higher authority against the decision of the Government Treasury, and is currently awaiting its outcome.

- Tora: The Tax Administration notified the Company of its decision not to accept the VAT deduction relative to business conducted in 2004. Disagreeing with this interpretation, the Company disagrees filed an objection at Lisbon Tax Court. Since this objection was dismissed, the Company then appealed to the Southern Administrative Central Court, and is currently awaiting the outcome of this appeal. This value was adjusted in the consolidated statements.

41. RELATED PARTIES

The balances as at 31 December 2012 and 31 December 2011 and the transactions carried out with related companies excluded from the consolidation, for the financial years ended on 31 December 2012 and 2011, are as follows:

	31.12.2012			
	Customers	Other accounts receivable	Other accounts payable	Suppliers
Canes Venatici	83,472			
Companhia das Quintas - Vinhos S.A.				648
D. Quixote				337
LEYA SGPS S.A.	415,732			
LYNX Capital Partners, SA				3.450
GTBC - Global Technologie & Business Consulting	40,000	-		
Portuvinus - Wine & Spirits, S.A.				17,583
TEXTO Editores, Lda.	-	-		5.668
Mirol - Prestação de serviços, Lda.				20,910
	539,204	-	-	48,595

BALANCES:

	31.12.2011			
	Customers	Other accounts receivable	Other accounts payable	Suppliers
António M. de Mello, SGPS, S.A				9.200
Canes Venatici	17,708	-	-	1.013
Lanifos - Soc Financiamento, Lda	13,276	-	-	-
Leya, SA	374,334	-	-	3.575
Inventum - Serviços de Consultoria e	-	-	-	
Gestão Financeira, Unipessoas, Lda	-	-	-	86,100
Companhia das Quintas Vinhos, SA	-	-	-	25,636
D.Quixote	-	-	-	337
Texto Editores, Lda	-	-	-	5.582
	405,318	-	-	131,442

TRANSACTIONS:

	31.12.2012			
	Sales	Services rendered	External supplies and services	Financial costs
Canes Venatici			9.760	
Leya, SA	148,866	297,362		
Portuvinus - Wine & Spirits, S.A.			12,001	
Mirol - Prestação de serviços, Lda.			76,500	
Strong App			1,817,177	
Lynx Capital Partners, SA			15,000	
	148,866	297,362	1,930,438	-

	31.12.2011			
	Sales	Services rendered	External supplies and services	Financial costs
Alfacompetição - Automóveis e Cavalos de Competição, S.A			400,000	
António M. de Mello, SGPS, S.A			40,000	
Inventum - Serviços de Consultoria e Gestão Financeira, Unipessoas, Lda			86,100	
Courical Holding BV			250,000	
Canes Venatici		15,585	8.000	
Companhia das Quintas Cinhos, S.A			25,636	
Portuvinus - Wine & Spirits, S.A			65,374	
Lanifos - Soc Financiamento, Lda	10,794	20,000	-	-
Leya, SA	186,803	459,201	2.906	-
GTBC - Global Technologie & Business Consulting			1,145,762	5.001
	197,596	494,786	2,023,778	5.001

During the financial year ended on 31 December 2012, no variable component of Management remuneration was paid, nor for termination of office. The fixed component was as follows:

EXECUTIVE DIRECTORS	159,773
Francisco Santana Ramos	75,000
Carlos Oliveira	74,545
Helder Matos Pereira	10,227

NON EXECUTIVE DIRECTORS	336,855
Miguel Pais do Amaral	30,000
José António Gatta	30,000
Fernando Fonseca Santos	30,000
Frederico Moreira Rato	117,855
Miguel Ferreira	24,000
António Maria de Mello	75,000
José Manuel Silva Lemos	30,000

The total remuneration of the key staff of the Group came to 1,153,627 euros in 2012 (2,007,752 euros in 2011).

42. OPERATING LEASES

As at 31 December 2012 and 31 December 2011, this heading was broken down as follows:

AMOUNTS RECOGNISED AS COST:	31.12.2012	31.12.2011
Minimum operating lease payments Premises / Equipment	2,703,685	2,402,634

AMOUNTS RECOGNISED AS COST:	31.12.2012	31.12.2011
Minimum vehicle renting payments	1,325,955	1,102,934

As at 31 December 2012, the non-cancellable minimum payments of leases were as follows:

LIABILITIES ASSUMED:	31.12.2012	31.12.2011
Up to 1 year	1,571,978	2,022,674
From 1 to 5 years	4,145,900	5,766,823
Over 5 years	92,349	-
	5,810,227	7,789,497

There are no contingent lease payments.

43. REMUNERATION ATTRIBUTED TO THE AUDITORS

As at 31 December 2012, the total remuneration received by the auditor and other entities belonging to the same network for their services to Reditus Group companies came to 132,700 euros, which is subdivided as follows:

	31.12.2012	31.12.2011
Legal accounts review services		
BDO & Associados, SROC	50,000	50,000
Auren Auditores & Associados, SROC	55,500	33,405
Carvalheda, Plácido & Associados, SROC	7.000	13,692
Gomes Marques e Carlos Alexandre & Associada, SROC		6.330
	112,500	103,427
Services other than legal review of accounts		
Ernest & Young, S.A	13,000	0
Auren Auditores & Associados, SROC	7.200	52,860
	20,200	52,860
	132,700	**156,287**

44. SUBSEQUENT EVENTS

There are no subsequent events as at the reporting date which might have a material impact on the financial statements.

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ANNEX TO THE CONSOLIDATED MANAGEMENT REPORT

I. INFORMATION ON THE HOLDING OF SHARES AND BONDS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND AUDIT BOARD AS WELL AS ON ALL THEIR ACQUISITIONS, ENCUMBRANCES OR TERMINATION OF HOLDINGS OF SHARES AND BONDS OF THE COMPANY AND COMPANIES IN A CONTROLLING OR GROUP RELATION

(Information due under the terms of article 447 of the Commercial Companies Code)

The following communications were received by the Company under the terms of this article:

A) MEMBERS OF THE BOARD OF DIRECTORS

MEMBERS OF THE BOARD OF DIRECTORS	POSITION AS AT 31-12-11	INCREASES IN THE YEAR	DECREASES IN THE YEAR	POSITION AS AT 31-12-12
Miguel Maria de Sá Pais do Amaral				
Frederico José Appleton Moreira Rato	230,111	1.700		231,811
José António da Costa Limão Gatta				
Fernando Manuel Malheiro da Fonseca Santos	782,135			782,135
Rui Miguel de Freitas e Lamego Ferreira				
Francisco José Martins Santana Ramos				
António Maria de Mello Silva César e Menezes				
José Manuel Marques da Silva Lemos				
Carlos Alberto de Lis Santos Romão				
Carlos José Duarte Oliveira				

As at 31 December 2012, the members of the Board of Directors did not hold any bonds of Reditus SGPS, and there were no transactions with bonds of Reditus SGPS.

The table below indicates the transactions of stock representing the share capital of Reditus SGPS, S.A. carried out by members of the Board of Directors during 2012:

	DATE	TRANSACTION	QUANTITY	UNIT PRICE
Frederico Moreira Rato				
Opening Balance	31-12-2011		230,111	
	02-05-2012	Purchase	1.000	3.00 euros
	03-05-2012	Purchase	700	3.00 euros
Closing Balance	31-12-2012		231,811	

As at 31 December 2012, Courical Holding, BV., a company of which Eng. Miguel Pais do Amaral, Chairman of the Board of Directors of Reditus SGPS, S.A., is a shareholder, directly held 1,408,927 shares of Reditus SGPS, S.A., corresponding to 9.62% of the share capital of the Company and 9.80% of the voting rights.

As at 31 December 2012, Quifel Holdings SGPS, S.A., a company of which Eng. Miguel Pais do Amaral, Chairman of the Board of Directors of Reditus SGPS, S.A., is a shareholder, directly held 2,336,797 shares of Reditus SGPS, S.A., corresponding to 15.96% of the share capital of the Company and 16.25% of the voting rights.

It should be noted that the company Partrouge SGPS, S.A. was incorporated in the company Quifel Holdings SGPS, S.A. (which already owned the entirety of its share capital), as a result of the merger process concluded on 28 December 2011. As a consequence of this merger, the entire activity and net worth, assets and liabilities, of Partrouge SGPS S.A. were transferred to Quifel Holdings SGPS, S.A., namely the stake in the share capital of Reditus SGPS, S.A.

As at 31 December 2012, ELAO SGPS, a company of which Eng. José António Gatta, member of the Board of Directors of Reditus SGPS, S.A., is a shareholder and holds the position of Chairman of the Board of Directors, held 1,480,000 shares of Reditus SGPS, S.A., corresponding to 10.11% of the share capital and 10.29% of the voting rights of Reditus.

As at 31 December 2012, SACOP - Sociedade Agrícola do Casal do Outeiro do Polima, S.A., a company of which Dr. Frederico Moreira Rato, member of the Board of Directors of Reditus SGPS, S.A., is a director, indirectly held 700,956 shares, corresponding to 4.79% of the share capital and 4.87% of the voting rights of Reditus.

As at 31 December 2012, URCOM - Urbanização e Comércio, S.A., a company in which Dr. Frederico Moreira Rato, member of the Board of Directors of Reditus SGPS, S.A., is a director, indirectly held 1,441,935 shares, corresponding to 9.85% of the share capital and 10.02% of the voting rights of Reditus.

As at 31 December 2012, Canes Venatici - Investimentos SGPS, a company in which Eng. António Maria de Mello, member of the Board of Directors of Reditus SGPS, S.A., is a shareholder, indirectly held 937,331 shares of Reditus SGPS, S.A., corresponding to 6.40% of the share capital of the Company and 6.52% of the voting rights.

As at 31 December 2012, Inventum SGPS, a company in which Dr. Rui Miguel Ferreira, member of the Board of Directors of Reditus SGPS, S.A., is a shareholder and manager, held 668,831 shares of Reditus SGPS, S.A., corresponding to 4.57% of the share capital and 4.65% of the voting rights of Reditus.

B) AUDIT BOARD

The members of the Audit Board, composed of Dr. Rui António Gomes Nascimento Barreira, Eng. Alfredo Francisco Aranha Salema Reis, Dr. José Maria Franco O'Neill and Dr. Pedro Xavier de Barros Serra Marques Guedes did not have any shares or bonds, as at 31 December 2012, and did not carry out any transactions involving securities of Reditus SGPS, S.A.

II. OWN SHARES

As at 31 December 2011, Reditus SGPS held 180,727 own shares in portfolio, representing 1.235% of the share capital.

During 2012, Reditus acquired 74,457 shares on the regulated market at the average price of 3.30 euros.

As at 31 December 2012, Reditus SGPS held 255,184 own shares in portfolio, representing 1.743% of the share capital.

III. INFORMATION DUE UNDER THE TERMS OF ARTICLE 448, NUMBER 4 OF THE COMMERCIAL COMPANIES CODE

The list of shareholders which, on the closing date of the financial year of 2012 and according to the Company's records and the information provided, hold, at least, one tenth, one third or half of the share capital, and shareholders which no longer hold the said stakes of share capital.

Banco Comercial Português, S.A.
Directly held 2,999,998 shares of Reditus SGPS, S.A., corresponding to 20.49% of the share capital of the Company and 20.86% of the voting rights.

Quifel Holdings, SGPS, S.A.
Directly held 2,336,797 shares of Reditus SGPS, S.A., corresponding to 15.96% of the share capital of the Company and 16.25% of the voting rights.

URCOM - Urbanização e Comércio, SA
Directly held 1,441,935 shares of Reditus SGPS, S.A., corresponding to 9.85% of the share capital of the Company and 10.02% of the voting rights.

ELAO - SGPS
Directly held 1,480,000 shares of Reditus SGPS, S.A., corresponding to 10.11% of the share capital of the Company and 10.29% of the voting rights.

IV. INFORMATION DUE UNDER THE TERMS OF ARTICLE 397, NUMBER 4 OF THE COMMERCIAL COMPANIES CODE

Authorisations under the terms established in number 2 of article 397 of the Commercial Companies Code were not requested and, therefore, were not granted.

V. LIST OF THE HOLDERS OF QUALIFYING HOLDINGS AS AT 31 DECEMBER 2012 CALCULATED UNDER THE TERMS OF ARTICLE 20 OF THE PORTUGUESE SECURITIES MARKET CODE, AND ALSO FOR THE EFFECTS OF ARTICLE 448 OF THE COMMERCIAL COMPANIES CODE

HOLDER	No. OF SHARES	% SHARE CAPITAL	% VOTING RIGHTS
Miguel Pais do Amaral			
Directly	0	0.00%	0.00%
Through Courical Holding BV	1,408,927	9.62%	9.80%
Through Quifel Holdings, SGPS, S.A.	2,336,797	15.96%	16.25%
Total imputable	**3,745,724**	**25.59%**	**26.04%**
Banco Comercial Português, S.A.			
Directly	2,999,998	20.49%	20.86%
Total imputable	**2,999,998**	**20.49%**	**20.86%**
José António da Costa Limão Gatta			
Directly	0	0.00%	0.00%
Through ELAO SGPS, SA	1,480,000	10.11%	10.29%
Total imputable	**1,480,000**	**10.11%**	**10.29%**
SACOP - Soc. Agrícola do Casal do Outeiro do Polima, S.A.			
Directly	289,145	1.98%	2.01%
Pessoa, Pinto & Costa, Lda	180,000	1.23%	1.25%
Through Frederico Moreira Rato	231,811	1.58%	1.61%
Total imputable	**700,956**	**4.79%**	**4.87%**
URCOM - Urbanização e Comércio, SA [1]			
Directly	0	0.00%	0.00%
Through Lisorta, Lda	1,210,124	8.27%	8.41%
Through Frederico Moreira Rato	231,811	1.58%	1.61%
Total imputable	**1,441,935**	**9.85%**	**10.02%**
António Maria de Mello			
Directly	0	0.00%	0.00%
Through António M. de Mello, SGPS	738,498	5.04%	5.13%
Through Canes Venatici - Investimento SGPS	198,833	1.36%	1.38%
Total imputable	**937,331**	**6.40%**	**6.52%**
Fernando Manuel Malheiro da Fonseca Santos			
Directly	782,135	5.34%	5.44%
Total imputable	**782,135**	**5.34%**	**5.44%**
Rui Miguel de Freitas e Lamego Ferreira			
Directly	0	0.00%	0.00%
Through Inventum SGPS, S.A	668,831	4.57%	4.65%
Total imputable	**668,831**	**4.57%**	**4.65%**

[1] URCOM is no longer owned by SACOP although both are owned, directly or indirectly, by the Moreira Rato family.

VI. INFORMATION DUE UNDER THE TERMS OF ARTICLE 245-A, NUMBER 1 OF THE PORTUGUESE SECURITIES MARKET CODE

a) Share capital structure, including indication of non-tradable shares, different categories of shares, their inherent rights and duties, and percentage of share capital represented by each category.
As at 31 December 2012, the share capital of Reditus, SGPS, S.A. was 73,193,455 euros, fully underwritten and paid up, represented by 14,638,691 shares with the nominal value of 5 euros each.

The shares are all ordinary, certificates and to the bearer, although their conversion into book-value and nominative shares is statutorily permitted. All the rights and duties inherent to all the shares are the same. The shares are all tradable.

b) Any restrictions to the transferability of the shares, such as clauses of consent for their disposal, or limitations to the holding of shares.
The memorandum of association does not establish any restriction to the transferability or holding of shares.

c) Qualifying holdings in the share capital of the company.
Information provided in point V of the present notes.

d) Identification of shareholders with special rights and description of these rights.
At Reditus there are no shareholders or category of shareholders with special rights.

e) Control mechanisms established for any system of the participation of workers in the share capital where the voting rights are not exercised directly by them.
No control mechanism has been established.

f) Any restrictions on matters of voting rights, such as limitations to the exercise of voting rights being dependent on the holding of a number or percentage of shares, deadlines imposed for the exercise of voting rights or systems of such relative to rights of asset content.
Information provided in the Corporate Governance Report in chapter I, subparagraphs I.6 to I.11.

g) Shareholders' agreements which are known to the company and could lead to restrictions on matters of the transfer of securities or voting rights.
The Company is unaware of the existence of any shareholders' agreement.

h) Rules applicable to the appointment and replacement of members of the management body and to the amendment of the articles of association.
The articles of association of Reditus do not establish any special rules relative to the appointment and replacement of members of the management body or to the amendment of its articles of association. Such matters are, therefore, subject only to the general legal system.

i) Powers of the management body, namely with respect to deliberations on the increase of share capital.
Information provided in the Corporate Governance Report in chapter II, subparagraph II.5.

j) Significant agreements in which the company participates and which enter into force, are altered or cease in the event of a change in the control of the company following a takeover bid, as well as the respective effects, unless, due to their nature, their disclosure is seriously prejudicial to the company, except when the company is specifically obliged to disclose this information through force of other legal imperatives.
There are no agreements of any nature which take effect in the event of a change in the control of the company following a takeover bid.

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04 CORPORATE GOVERNANCE REPORT

CHAPTER 0 – COMPLIANCE STATEMENT

0.1 Indication of the location where the texts of the corporate governance codes to which the issuer is subject, and if applicable, those to which it has voluntarily chosen to subscribe, are available to the public.

The texts of the corporate governance codes are available on the company's site and have also been made public through the site of the Portuguese Securities Market Commission (CMVM).

0.2 - Detailed indication of the adopted and non-adopted recommendations presented in the Corporate Governance Code of the CMVM.

Under the terms of CMVM Regulation number 1/2010, the present Chapter provides details of the adopted and non-adopted CMVM recommendations on the Governance of Listed Companies. Recommendations which are not fully complied with are considered, for this effect, as not fully adopted.

CMVM RECOMMENDATIONS	IMPLEMENTED MEASURES	COMPLIANCE
I. GENERAL MEETING		
I.1 BOARD OF THE GENERAL MEETING		
I.1.1 The Chairman of the Board of the General Meeting must be provided with the human and logistical resources adequate to his needs, considering the economic situation of the company.	The Chairman of the Board of the General Meeting is provided with the human and logistical resources adequate to his needs, considering the economic situation of the Company. (Chapter I.3)	Adopted
I.1.2 The remuneration of the Chairman of the Board of the General Meeting must be disclosed in the annual report on corporate governance.	The Chairman of the Board of the General Meeting does not receive any remuneration for the performance of his duties. (Chapter I.3)	Adopted
I.2 PARTICIPATION IN THE MEETING		
I.2.1 The time in advance for the receipt, by the board of the meeting, of the deposit or blocking of shares for participation in the General Meeting must not be greater than five business days.	With the entry into force of article 23-C of the Securities Market Code, the blocking of shares in order to exercise the right to vote at a General Meeting is no longer a requirement. Shareholders who, on the registration date, corresponding to 00.00 hours (GMT) of the fifth business day prior to the General Meeting, own shares entitling them to at least one voting right, may participate and vote at that General Meeting. For this effect, the shareholders should state their intention, in writing, to par-	Not applicable

	ticipate in the General Meeting, to the Chairman of the Board of the General Meeting and to the financial intermediary where the individualised registration account is open, at the latest by the day before the fifth business day prior to the date of that General Meeting. (Chapter I.4)	
I.2.2 In the event of the suspension of the General Meeting, the company must not oblige the blocking during the entire period until the session is resumed, with the time in advance required for the first session being sufficient.	With the entry into force of article 23-C of the Securities Market Code, the blocking of shares in order to exercise the right to vote at a General Meeting, in the first or second (or other) session, is no longer a requirement (see the previous paragraph). (Chapter I.5)	Not applicable

I.3 VOTING AND THE EXERCISE OF VOTING RIGHTS

I.3.1 Companies must not establish any statutory restriction on voting by correspondence and, when permitted, voting via electronic means.	Pursuant to the provisions in article 10 of the Articles of Association, the shareholders of Reditus with voting rights may exercise them by correspondence, under the terms and conditions expressed in the notice of the General Meeting. Under the terms of the same article, the shareholders of Reditus with voting rights may exercise them via electronic means, provided that the Chairman of the Board of the General Meeting has verified, prior to the issue of the relevant notice of meeting, there is an established manner to guarantee the security and reliability of the votes cast in this way. (Chapter I.9)	Adopted
I.3.2 The statutory time in advance for the receipt of explanations of vote issued by correspondence must not be greater than 3 business days.	The letter containing the explanation of vote must be received by the company by the third business day before the date of the General Meeting. (Chapter I.11)	Adopted
I.3.3 Companies must ensure proportionality between the voting rights and shareholder participation, preferably through statutory provisions establishing one vote per share.	The Articles of Association of Reditus establish 1 vote per share. (Chapter I.6)	Adopted

I.4 QUORUM AND DELIBERATIONS

I.4.1 Companies must not establish a deliberative quorum greater than that laid down by the law.	There are no statutory rules on the deliberative quorum, with the General Meeting being governed in accordance with the rules established in the Commercial Companies Code. (Chapter I.8)	Adopted

I.5 MINUTES AND INFORMATION ON DELIBERATIONS ADOPTED

I.5.1 Extracts of the minutes of the General Meetings, or documents of equivalent content, must be provided to the shareholders on the company's website within the period of 5 days after the date of the General Meeting, even if this does not constitute privileged information. The disclosed information should cover the deliberations taken, the share capital represented and results of the voting. This information should be kept on the company's website for at least 3 years.	This recommendation corresponds to the current practice of Reditus. (Chapter I.13)	Adopted

I.6 MEASURES RELATIVE TO CORPORATE CONTROL

I.6.1 Any measures adopted with a view to preventing the success of takeover bids must respect the interests of the company and its shareholders. I.6.2 The articles of association which, respecting this principle, establish the limitation of the number of votes which may be held or exercised by a single shareholder, individually or in concertation with other shareholders, must also establish that, at least every five years, the amendment or maintenance of this statutory provision shall be subject to deliberation by the General Meeting - without requisites of a higher quorum relative to the legal requirement - and state that in	Reditus has not taken any measures with a view to preventing the success of takeover bids. There are no statutory provisions limiting the number of votes which may be held or exercised by a single shareholder, either individually or in concertation with other shareholders. (Chapter I.9)	Adopted

this deliberation all the votes issued will be counted without this limitation being enforced.		
I.6.2 No defensive clauses may be adopted which automatically cause a serious erosion of the company's assets in the event of a transfer of control or change in the composition of the management body, which might prove detrimental to the free share transferability of shares and free assessment of the performance of the members of the management body by the shareholders.	Reditus has not adopted any defensive measures which automatically cause a serious erosion of the company's assets in the event of a transfer of control or change in the composition of the management body. (Chapter I.20)	Adopted

II. MANAGEMENT AND SUPERVISORY BODIES

II.1. GENERAL SUBJECTS

II.1.1. STRUCTURE AND COMPETENCE

II.1.1.1 The management body must assess the adopted model in its governance report, identifying any constraints to its functioning and proposing measures of action which, in its judgement, are suitable to overcome them.	The Board of Directors of Reditus analyses and follows the developments related to the corporate governance model, for the purpose, if necessary and/or opportune, of proposing alterations to the adopted model. Up to date, the existing model has been considered appropriate to the structure of Reditus, and no constraints have been recognised in its operation. (Chapter II.1)	Adopted
II.1.1.2 Companies must create internal control and risk management systems in order to safeguard their value and promote the transparency of their corporate governance, and allow for the identification and management of risk. These systems must include at least the following components: i) establishment of the company's strategic objectives on matters of risk-taking; ii) identification of the main risks linked to the specific activity carried out and the events which might cause risks; iii) analysis and measurement of the impact and probability	The Board of Directors of Reditus has attributed growing importance to the development and fine-tuning of the internal control and risk management mechanisms and procedures, in strategic, operational, economic and financial terms, in order to improve the management of the risk inherent to the operations of Reditus and ensure the effective operation of the internal control systems. In this context and in view of the good practices of Corporate Governance in	Adopted

of the occurrence of each potential risk; iv) risk management with a view to the alignment of the risks which are effectively incurred where the company has a strategic choice regarding risk-taking; v) control mechanisms for the execution of the adopted risk management measures and their efficacy; vi) adoption of internal information and communication measures relative to the different components of the system and risk war-nings; vii) periodic assessment of the implemented system and adoption of any modifications deemed to be necessary.	conformity with the rules and recommendations issued by the CMVM, the constitution of a Risk Analysis, Sustainability and Internal Control Committee was approved at the meeting of the Board of Directors held on 31 May 2011. The internal control and risk management systems established by Reditus are described in Chapter II.5.	
II.1.1.3. The management body must ensure the creation and functioning of the internal control and risk management systems, with the supervisory body being responsible for the assessment of the functioning of these systems and proposal of any adjustment to the company's needs that may be required.	The management body ensures the creation and functioning of the internal control and risk management systems through an internal audit unit. The Audit Board is responsible for supervising the functioning of these systems and analysing them during its meetings. Chapter II.6)	Adopted
II.1.1.4. Companies must, in their annual Corporate Governance Report: i) identify the main economic, financial and legal risks to which the company is exposed during the exercise of its activity; ii) describe the action and effectiveness of the risk management system.	The Company has identified the main economic, financial and legal risks to which the company is exposed during the exercise of its activity, and described the action and effectiveness of the risk management system. (Chapter II.9)	Adopted
II.1.1.5 The management and supervisory bodies must have operational regulations, which must be disclosed on the company's website.	The Board of Directors, Executive Committee and Audit Board have operating regulations, which may be consulted on Reditus' website. (Chapter II.7)	Adopted

II.1.2 INCOMPATIBILITIES AND INDEPENDENCE

II.1.2.1 The Board of Directors must include a sufficient number of non-executive directors to guarantee effective capacity to supervise, inspect and assess the activity of the executive members.	Currently, the composition of the Board of Directors includes six non-executive directors, who perform duties relative to the continuous follow-up and assessment of the company's management by the executive members. (Chapter II.13 and 14)	Adopted
II.1.2.2 Amongst the non-executive directors there must be an adequate number of independent directors, taking into account the size of the company and its shareholder structure, which must not, under any circumstances, be less than a quarter of the total number of directors.	The Board of Directors of Reditus currently includes one non-executive and independent director. In view of the size of the company and its shareholder structure, Reditus considers that the number of independent directors is adequate.	Not adopted
II.1.2.3. The assessment of the independence of its non-executive members made by the management body must take into account the legal and regulatory rules in force on the requirements of independence and incompatibility rules applicable to members of the other governing bodies, ensuring the systematic coherence and consistency over time of the application of the criteria of independence throughout the entire company. A director should not be considered independent if, in another governing body, he cannot assume that capacity through force of the applicable rules.	The Board of Directors of Reditus assesses the independence of its non-executive members in conformity with all the applicable requirements, and a director is not considered independent if he cannot be considered as such in another governing body. (Chapter II.15)	Adopted

II.1.3 ELIGIBILITY AND APPOINTMENT

II.1.3.1 According to the applicable model, the chairman of the Audit Board, Audit Committee or financial matters committee must be independent and possess adequate competences to perform their respective duties.	All the members of the Audit Board comply with the incompatibility rules established in number 1 of article 414-A and the independence criterion established in number 5 of article 414, both of the Commercial Companies Code, with the exception of Dr. Pedro Xavier de Barros Serra Marques Guedes, alternate of the	Adopted

	Audit Board, who might be in a situation of incompatibility under the terms of article 414-A, number 1, subparagraph h), if he becomes a permanent member of this board management and supervisory positions he currently holds in other companies. (Chapter II.21)	
II.1.3.2. The process of selection of candidate non-executive directors should be conducted in a manner preventing any interference from the executive directors.	The candidate non-executive directors are selected through an administrative process conducted exclusively by the shareholders, without interference from the executive directors. It is important to note that the members of the current Executive Committee - Eng. Francisco Santana Ramos, Eng. Carlos Duarte Oliveira and Dr. Helder Matos Pereira - do not hold any stakes in the company. (Chapter II.16)	Adopted

II.1.4 POLICY ON THE COMMUNICATION OF IRREGULARITIES

II.1.4.1 The company must adopt a policy on the communication of any alleged internal irregularities which might have occurred within the company, with the following elements: i) indication of the means that may be used for the internal communication of irregular practices, including the persons with legitimacy to receive communication; ii) indication of the treatment to be given to the communications, including confidential treatment, if this is wished by the communicating party.	The employees of Reditus must communicate any irregular practices they detect or of which they become aware or have grounds to suspect, in order to forewarn of or prevent irregularities which might cause serious damages to Reditus and to its employees, customers, partners and shareholders. The communications referred to above must be made in writing and contain all the elements and information which the employee possesses and considers necessary for the assessment of the irregularity. The communications are received and forwarded through an audit unit, and the employee may request confidential treatment as to the source of the communication. (Chapter II.35)	Adopted
II.1.4.2 The guidelines of this policy must be disclosed in the corporate governance report.	The guidelines of this policy are disclosed in the corporate governance report. (Chapter II.35)	Adopted

II.1.5 REMUNERATION

II.1.5.1 The remuneration of the members of the management body must be structured so as to allow for the alignment of their interests with the company's long term interests, based on the assessment of performance and discourage excessive risk-taking by the company. In this context: i) The remuneration of the directors who perform executive duties should include a variable component whose determination depends on performance assessment, conducted by the competent bodies of the company, in accordance with predetermined measurable criteria, which considers the real growth of the company and wealth that has effectively been created for the shareholders, its long term sustainability and the risks assumed, as well as compliance with the rules applicable to the company's activity; ii) The variable component should be reasonable, overall, in relation to the fixed component of the remuneration and maximum limits should be established for all components; iii) A significant part of the variable remuneration should be deferred for a period not less than three years, and its payment should be dependent on the continued positive performance of the company over this period; iv) The members of the management body should not conclude contracts, either with the company or third parties, whose effect is mitigation of the risk inherent to the variability of the remuneration established for them by the company; v) Up to the end of their term of office, the executive directors should keep the company shares to which they have had access through variable remuneration schemes, up to the limit of twice the value of their annual total remuneration, with the exception of those which must be sold with a view to the payment of taxes arising from the benefit of these same shares; vi) When the variable remuneration comprises	The remuneration of the Board of Directors of Reditus is structured so as to allow for the alignment of the interests of its directors with those of the company's long term interests. The criteria governing the establishment of the remunerations of the members of the Board of Directors were approved at the General Meeting of May 2012. These criteria included a combination of the relevance of the executive management areas which constitute the area of responsibility of each director and the number of years of effective performance of these duties in the company. The variable remuneration of the members of the management body is established taking into account the combined weighting of the consolidated net income, EBITDA and annual evolution of the stock market price of the shares. The directors with non-executive duties are remunerated only with a fixed salary or with attendance fees, hence their salary contains no variable component. No variable remunerations were attributed to the members of the Board of Directors during 2012. Up to this date, the attribution of variable remuneration, when applicable, has not been deferred for a period of at least three years. (Chapter II 32, 33 and 34)	Not adopted

the attribution of options, the beginning of the period of exercise should be deferred for a period not less than three years; vii) Suitable legal instruments should be established so that the compensation stipulated for any form of unfair dismissal of a director is not paid if the dismissal or termination of office through agreement is in fact due to the inadequate performance of the director; viii) The remuneration of non-executive members of the management body should not include any component whose value depends on the performance or value of the company.		
II.1.5.2. The statement on the policy of remuneration of the management and supervisory bodies referred to in article 2 of Law number 28/2010, of 19 June, must, in addition to the content noted therein, present sufficient information: i) on which company groups' remunerative policy and practices were used as the comparative basis for the establishment of the remuneration; ii) on any payments relative to the dismissal or termination of office through agreement of directors.	Pursuant to the statement on the remunerations policy of the management and supervisory bodies, no remunerative policies of other companies or groups of companies were taken as a comparative element for the establishment of the remuneration of the directors. During 2012, no payment whatsoever was made relative to the dismissal or termination of office through agreement of directors.	Adopted
II.1.5.3.The statement on the remunerations policy referred to in article 2 of Law number 28/2010, must also cover the remunerations of the directors in observance of number 3 of article 248-B of the Portuguese Securities Market Code, and when this remuneration includes a important variable component. The statement must be detailed and the policy which is presented should take into account, namely, the long term performance of the company, compliance with the rules applicable to the company's activity and restraint in risk-taking.	Apart from the members of the management and supervisory bodies, Reditus has no other directors in acceptance of number 3 of article 248-B of the Portuguese Securities Market Code, whose remuneration includes a important variable component.	Not applicable

II.1.5.4 The proposal relative to the approval of share attribution plans and/or share purchase options, or based on share price variations, to members of the management and supervisory bodies and other directors must be submitted to the General Meeting, in observance of number 3 of article 248-B of the Portuguese Securities Market Code. The proposal must include all the necessary elements for a correct assessment of the plan. The proposal must be accompanied by the plan regulations or, if these have not yet been prepared, by the conditions which the plan must follow. Likewise, the main characteristics of the retirement benefit system for the members of the management and supervisory bodies and other directors must be approved at the General Meeting, in observance of number 3 of article 248-B of the Portuguese Securities Market Code.	At the moment there are no variable remunerations programmes or plans which include the attribution of shares, share purchase options or other incentive systems involving shares. The criteria governing the variable remuneration of the members of the Board of Directors were approved at the General Meeting of May 2012, which is established taking into account the combined weighting of the consolidated net income, EBITDA and the annual evolution of the stock market price of the shares. No other members of the governing bodies receive variable remuneration. Currently, there are no pension or retirement plans.	Not applicable
II.1.5.6 At least one representative of the remunerations committee must be present at the annual general meeting of shareholders.	Normally, two representatives of the Remunerations Committee are present at the General Meeting, the Chairman of the General Meeting, Dr. Diogo Lacerda Machado and the Chairman of the Audit Board, Dr. Rui Barreira. (Chapter I.15)	Adopted
II.1.5.7 The annual Corporate Governance Report must disclose the value of the remuneration received, as a aggregate and individually, in other companies of the group and the pension rights acquired during the year in question.	Reditus discloses the information referred to in the present recommendation. (Chapter II.31)	Adopted

II.2. BOARD OF DIRECTORS

II.2.1 Within the limits established by the law for each management and supervisory structure, and unless as a result of the small size of the company, the Board of Directors must delegate the daily management of the company, and the delegated duties must be identified in the annual report on Corporate Governance.	The Executive Committee, responsible for the current management of the company, is fully empowered for decision-making purposes and for the representation deemed necessary and/or convenient for the exercise of the activity constituting its corporate object, where this delegation is not prohibited by law. (Chapter II.3)	Adopted
II.2.2 The Board of Directors must ensure that the company acts in conformity with its objectives, and should not delegate its competence, namely, with respect to: i) defining the general strategy and policies of the company; ii) defining the group's business structure; iii) decisions which should be considered strategic due to their amount, risk or special characteristics.	The Board of Directors is the body responsible for the management of the company's activities, under the terms established in the Commercial Companies Code and in the memorandum of association. The matters referred to in the present recommendation were not delegated by the Board of Directors. (Chapter II.3)	Adopted
II.2.3 Should the chairman of the Board of Directors perform executive duties, the Board of Directors must find efficient mechanisms to coordinate the work of the non-executive members, which, namely, ensure that they can decide in an independent and informed manner, and these mechanisms must be explained in detail to the shareholders in the corporate governance report.		Not applicable
II.2.4 The annual management report must include a description of the activity developed by the non-executive directors, mentioning, namely, any constraints encountered.	The management report for 2012 includes a summary of the activity developed by the non-executive directors, who did not encounter any constraints concerning their activity.	Adopted
II.2.5. The company must describe its policy of rotation of areas of responsibility in the Board of Directors, in particular that relative to the member responsible for the financial area, and provide information on this policy in the annual report on Corporate Governance.	Reditus does not have a formal policy of rotation of areas of responsibility within the Board of Directors. However, there has been a natural replacement of the person responsible for the financial area. (Chapter II.11)	Not adopted

II.3 CHIEF EXECUTIVE DIRECTOR, EXECUTIVE COMMITTEE AND EXECUTIVE BOARD OF DIRECTORS

II.3.1 Directors who perform executive duties, when requested by other members of the governing bodies, must provide the requested information in due time and in a manner suitable to the request.	The executive directors of Reditus provided all the information requested by the different governing bodies, in due time and in a suitable manner. (Chapter II.3)	Adopted
II.3.2 The chairman of the executive committee must send the notices and minutes of the relevant meetings, respectively, to the chairman of the board of directors and, as applicable, to the chairman of the audit board or audit committee.	The Chairman of the Executive Committee of Reditus sent the notices and minutes of the meetings of the Executive Committee to the Chairman of the Supervisory Board. (Chapter II.3)	Adopted
II.3.3 The chairman of the executive board of directors must send the notices and minutes of the relevant meetings to the chairman of the general and supervisory board and to the chairman of the financial matters committee.		Not applicable

II.4. GENERAL AND SUPERVISORY BOARD, FINANCIAL MATTERS COMMITTEE, AUDIT COMMITTEE AND AUDIT BOARD

II.4.1 The general and supervisory board, in addition to performing its supervisory duties, must perform an advisory role, carry out the follow-up and continuous assessment of the company's management by the Executive Board of Directors. The following are included amongst the matters on which the general and supervisory board should issue statements: i) the definition of the general strategy and policies of the company; ii) the definition of the group's business structure; and iii) decisions which should be considered strategic due to their amount, risk or special characteristics.		Not applicable

II.4.2 The annual reports on the activity developed by the general and supervisory board, financial matters committee, audit committee and audit board must be disclosed on the company's website, together with the documents presenting the accounts.	The annual reports on the activity developed by the Audit Board are disclosed on the company's website, together with the presentation of the accounts. (Chapter II.4)	Adopted
II.4.3 The annual reports on the activity developed by the general and supervisory board, financial matters committee, audit committee and supervisory committee must include a description of the supervisory activity which has been developed, mentioning, namely, any constraints encountered.	The annual reports of the Audit Board include a description of the supervisory activity that has been developed and refer to any constraints detected (if existing), and are disclosed on the Company's website, together with the documents presenting the accounts. (Chapter II.4)	Adopted
II.4.4 The general and supervisory board, the audit committee and audit board, according to the applicable model, should represent the company, for all effects, before the external auditor, being responsible, namely, for proposing the provider of these services, the respective remuneration, endeavouring to ensure suitable conditions within the company for the provision of the services, as well as being the company's interlocutor and first receiver of the respective reports.	The Audit Board is the first interlocutor of the company and first receiver of the reports of the external auditor, whose activity it follows and supervises. This Board proposes the external auditor and the respective remuneration, and endeavours to ensure suitable conditions within the company for the provision of the services. (Chapter II.3)	Adopted
II.4.5 The financial matters committee, audit committee and audit board, according to the applicable model, must assess the external auditor on an annual basis and propose his dismissal to the general meeting whenever there are fair grounds for the effect.	The Audit Board assesses the external auditor and proposes his dismissal to the General Meeting whenever there are fair grounds for the effect. (Chapter II.3)	Adopted
II.4.6. The internal audit and other services which endeavour to ensure compliance with the rules applied to the company (compliance services) should report directly to the audit committee, to the general and supervisory board or, in the case of companies which adopt the Latin model, to an independent director or to the audit board, independently of the hierarchical relationship of these services with the company's executive management.	The internal audit unit reports directly to the CFO of the Group. Reditus believes that this system leads to higher efficiency in the control of the risks of potential business. The CFO is entrusted to report on this matter to the Risk Analysis, Sustainability, Internal and Financial Control Committee. (Chapter II.5)	Not adopted

II.5. SPECIALISED COMMITTEES

II.5.1 Unless as a result of the small size of the company, the board of directors and general and supervisory board, according to the adopted model, must create the committees which prove necessary to: i) ensure a competent and independent assessment of the performance of the executive directors and the assessment of their own overall performance, as well as that of the different existing committees; ii) reflect on the adopted governance system, verify its effectiveness and propose, to the competent bodies, measures to be carried out with a view to its improvement; and iii) identify, in due time, potential candidates with the high level profile required for the performance of the duties of director.	The Board of Directors, in a meeting held on 31 May 2011, deliberated, unanimously, the constitution of 8 specialised committees to supervise, or support the Board of Directors or Executive Committee, including the Appointment and Assessment Committee and the Corporate Governance and Social Responsibility Committee. (Chapter II.3)	Adopted
II.5.2 The members of the remuneration committee or equivalent body must be independent from the members of the management body, and include at least one member with knowledge and experience on matters of remuneration policy.	The Remunerations Committee is composed of the Chairman of the General Meeting, Dr. Diogo Lacerda Machado, Chairman of the Audit Board, Dr. Rui Barreira and Dr. Miguel Pina e Cunha, all independent members relative to the management body, and with suitable knowledge and experience to perform these duties. (Chapter II.38)	Adopted
II.5.3. No natural or legal person who provides or has provided, over the last three years, services to any structure dependent on the Board of Directors, to the actual Board of Directors of the company or who has current relations with the company's consulting firm should be contracted to support the Remunerations Committee in the performance of its duties. This recommendation is also applicable to any natural or legal person related through employment contract or provision of services with any of the above.		Not applicable
II.5.4 All the committees must prepare minutes of the meetings held.	The governing bodies and specialised committees draw up minutes of their meetings. (Chapter II.13)	Adopted

III. INFORMATION AND AUDITS

III.1 GENERAL INFORMATION DUTIES

III.1.1 Companies must ensure the existence of permanent contact with the market, respecting the principle of the equality of the shareholders and preventing asymmetries in access to information by the investors. For this purpose, the company should maintain an investor support office.	Reditus has an Investor Relations Office which ensures suitable relations with the market, respecting the principle of the equality of the shareholders and preventing asymmetries in access to information by the investors. (Chapter III.16)	Adopted
III.1.2 The following information provided on the company's website must be disclosed in English: a) Corporate name, capacity of public company, head office and other elements noted in article 171 of the Commercial Companies Code; b) Articles of Association; c) Identity of the members of the governing bodies and of the representative for market relations; d) Investor Support Office, respective duties and means of access; e) Documents presenting the accounts; f) Six-monthly calendar of corporate events; g) Proposals submitted for discussion and voting at the General Meeting; h) Notices for the holding of General Meetings.	Reditus provides a vast amount of information in English through its website: www.reditus.pt. The objective is to introduce the company to investors, analysts and the public in general, providing permanent access to relevant and updated information. Data can thus be consulted relative to the company's activity, as well as information specifically aimed at investors, which is available, in Portuguese and English, in the "Investors" section. This information specifically provides presentations of results, privileged information and other information communicated to the CMVM, annual reports, the financial calendar, shareholder structure, governing bodies and the performance of Reditus shares on the stock market. (Chapter III.16)	Adopted

III.1.3. Companies should promote the rotation of the auditor at the end of two or three terms of office, in accordance with whether they are for four or three years, respectively. Their maintenance beyond this period must be based on the grounds provided in a specific opinion issued by the supervisory body which explicitly weighs up the conditions of independence of the auditor and the advantages and costs of his replacement.	Reditus has neither defined nor implemented any policy of rotation of the external auditor. The maintenance of the auditor beyond this period must be substantiated in a specific opinion issued by the supervisory body which explicitly weighs up the conditions of independence of the auditor and the advantages and costs of his replacement. (Chapter III.18)	Not adopted
III.1.4. The external auditor should, under his competences, verify the application of the remuneration policies and systems, the effectiveness and functioning of the internal control mechanisms and report on any deficiencies to the company's supervisory body.	The competences of the external auditor include, amongst other responsibilities, the verification of the application of the remuneration policies and systems, the effectiveness and functioning of the internal control mechanisms and the reporting on any deficiencies to the Audit Board.	Adopted
III.1.5. The company should not contract any external auditor, or any entities in which stakes are owned, or vice versa, or which are part of the same network, for any services other than audit services. When there are reasons to contract such services – which must be approved by the supervisory body and described in detail in its annual report on Corporate Governance – these services cannot represent a value above 30% of the total value of the services provided to the company.	All services other than those related to audits/the legal review of accounts are subject to the approval of the Audit Board, pursuant to Reditus' interpretation of the provisions in article 20, number 2, d), of the Commercial Companies Code. In 2012, the auditors were contracted to perform services other than those related to audits/the legal review of accounts, but these other services did not exceed 30% of the total value of the services provided to the company. (Chapter III.17)	Adopted

IV. CONFLICTS OF INTEREST

IV.1. RELATIONS WITH SHAREHOLDERS

IV.1.1. The company's business with shareholders owning qualifying holdings, or with entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code, should be carried out under normal market conditions.	No business has been concluded with shareholders owning qualifying holdings, or with entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code, either outside normal market conditions or outside the company's current activity.	Adopted

IV.1.2. Any business of significant relevance with shareholders owning qualifying holdings, or with entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code, should be submitted to the prior opinion of the supervisory body. This body must establish the necessary procedures and criteria for the definition of the relevant level of significance of this business and the other terms of its intervention.	Any business of significant relevance with shareholders owning qualifying holdings, or with entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code, are submitted to the prior opinion of the Audit Board. This board establishes the necessary procedures and criteria for the definition of the relevant level of significance of this business which is described in Chapter III.13.	Adopted

0.3 Without prejudice to the provisions in the preceding number, the company may also carry out an overall assessment, provided that it is substantiated, on the degree of adoption of groups of recommendations that are interrelated due to their subject.

Reditus considers that, in spite of its non-full compliance with the recommendations of the CMVM, as explained in detail in the preceding chapter, the degree of adoption of the recommendations is fairly wide-ranging and complete.

0.4. When the corporate governance structure or practices differ from the recommendations of the CMVM or other codes to which the company is subject or has voluntarily accepted, the parts of each code which are not followed should be explained and the reasons for this divergence.

Information provided in point 0.2. of the present chapter.

CHAPTER I. GENERAL MEETING

I.1. Identification of the members of the Board of the General Meeting

The General Meeting, composed of the shareholders with voting rights, ordinarily meets once a year or whenever a request for its calling is submitted to the Chairman of the Board of the General Meeting by the Board of Directors, or by shareholders which represent, at least, 5% of the share capital.

During 2012, the Board of the General Meeting of the Company had the following composition:

MEMBER OF THE BOARD OF THE GENERAL MEETING	CATEGORY
Diogo de Campos Barradas Lacerda Machado	Chairman
Francisco Xavier Damiano de Bragança van Uden	Deputy Chairman
Maria Isabel Saraiva Rodrigues Abrantes Gonçalves	Secretary

I.2. Indication of the starting and end dates of the respective terms of office

The members of the Board of the General Meeting, Dr. Diogo de Campos Barradas Lacerda Machado, Dr. Francisco Xavier Damiano de Bragança van Uden and Dr. Maria Isabel Saraiva Rodrigues Abrantes Gonçalves were re-elected, at the General Meeting held in May 2011, for the current term of office (2011/2013).

I.3. Indication of the remuneration of the Chairman of the Board of the General Meeting.

The Chairman of the Board of the General Meeting does not receive any remuneration for the performance of his duties.

The Chairman of the Board of the General Meeting is provided with the human and logistical resources adequate to his needs, in view of the Company's situation.

I.4. Indication of the time in advance required for the deposit or blocking of shares in order to participate in the General Meeting.

Shareholders who wish to attend and take part in the General Meeting must provide confirmation, at least 3 business days before the date of the respective meeting, of their abovementioned capacity through a document issued by the registering or depositary entity to certify the quantity of shares held on that date as well as their blocking.

I.5. Indication of the rules applicable to the blocking of shares in the event of suspension of the General Meeting.

While it is not explicitly established in the articles of association, the Chairman of the Board of the General Meeting agrees with the contents of Recommendation I.2.2 of the CMVM Recommendations on the Corporate Governance Code on the non-requirement, in the event of suspension of the General Meeting, of the blocking during the entire period until the session is resumed, with the ordinary time in advance required for the first session being sufficient.

I.6. Number of shares corresponding to one vote.

Each share corresponds to one vote.

I.7. Indication of the statutory rules which establish the existence of shares that do not entitle the right to vote or which establish that voting rights above a certain number are not counted, when cast by one shareholder alone or by shareholders related to that shareholder.

There are no shares that do not entitle the right to vote or which establish that voting rights above a certain number are not counted, when cast by one shareholder alone or by shareholders related to that shareholder.

I.8. Existence of statutory rules on the exercise of voting rights, including on constitutive and deliberative quorums relative to rights of asset content.

There are no statutory rules on constitutive and deliberative quorums, with the General Meeting being governed in accordance with the rules established in the Commercial Companies Code.

I.9. Statutory rules on the exercise of voting rights by correspondence.

Pursuant to the provisions in article 10 of the Articles of Association, the shareholders of Reditus with voting rights may exercise them by correspondence, under the terms and conditions expressed in the notice of the General Meeting. Shareholders must ensure that a registered letter with acknowledgement of receipt, addressed to the Chairman of the Board of the General Meeting, with an external note of "voting by correspondence" indicating the respective General Meeting, is received at the head office of the Company by the third business day before the date of the General Meeting. The letter must contain the explanation of vote, indicating the full name or corporate name of the Shareholder and the sense of the vote in relation to each of the points of the respective agenda. The explanation of vote must be signed, and the signatory shareholder, if a natural person, must attach a copy of his identity card or equivalent document issued by a competent authority of the European Union or else his passport, or, if a legal person, must bear the respective corporate stamp and indicate the capacity of the representative. In addition to the explanation of vote, the abovementioned letter must contain the certificate confirming legitimacy to exercise the voting right issued by the registering or depositary entity.

I.10. Provision of a template for the exercise of voting rights by correspondence.

Reditus provides the template for the exercise of voting rights by correspondence in the general meetings, through its institutional website www.reditus.pt.

I.11. Requirement of a period between the receipt of voting declarations issued by correspondence and the date of the General Meeting.

Pursuant to number 3 of article 10 of the articles of association of Reditus, the letter containing the explanation of vote must be received by the Company by the third business day before the date of the General Meeting.

I.12. Exercise of voting rights through electronic means.

The exercise of voting rights through electronic means has not yet been established, since the Company has not yet developed the necessary means to verify the authenticity of the voting declarations, or how to guarantee the integrity and confidentiality of the respective contents as recommended by the CMVM.

I.13. Possibility of shareholders having access to the extracts of the minutes of the General Meetings on the company's website within the period of five days after the date of the General Meeting.

Reditus provided an extract of the minutes on its website within the period of 5 days counting from the date of the last General Meeting held on 31 May 2012.

I.14. Existence of historical records, on the company's website, with the deliberations taken in the company's General Meetings, the share capital represented and the results of the votes, relative to the 3 previous years.

Reditus' website provides the historical records, relative to the three previous years, of the agendas and deliberations taken at the General Meetings, as well as information on attendance and the results of the votes of the respective meetings.

I.15. Indication of the representative(s) of the remunerations committee present at the General Meetings.

The Remunerations Committee is composed of the Chairman of the General Meeting, Dr. Diogo Lacerda Machado, Chairman of the Audit Board, Dr. Rui Barreira and Dr. Jorge Pereira da Costa, all independent members relative to the management body.

Normally, two representatives of the Remunerations Committee are present at the General Meetings, the Chairman of the General Meeting, Dr. Diogo Lacerda Machado and the Chairman of the Audit Board, Dr. Rui Barreira.

I.16. Information on the intervention of the General Meeting with respect to the company's remuneration policy and on the assessment of the performance of the members of the management body and other directors.

In 2012, a statement on the policy of remuneration of the governing bodies approved by the Remunerations Committee was assessed at the Annual General Meeting held in May. This statement was approved unanimously by the shareholders that were present.

Regarding the assessment of the performance of the members of the management body, an Appointment and Assessment Committee was constituted in May 2011, entrusted with the following duties: (i) identification of potential candidates to the position of director (especially when this involves the filling of a vacancy left by a former director) or other senior positions; (ii) proposal to the Board of Directors of members to be appointed for the Executive Committee; (iii) determination of the criteria to be considered in the assessment of the performance of the executive directors; (iv) assessment of the performance of the executive directors (members of the Executive Committee), with a view to the determination, by the Remunerations Committee, of the variable component of the remuneration; (v) communication to the Remunerations Committee of the performance assessment criteria considered in the assessment of the executive directors and the result of this assessment; (v) analysis and submission of proposals and recommendations, on behalf of the Board of Directors, relative to the remunerations and other compensations of the members of the Board of Directors.

I.17. Information on the intervention of the General Meeting with respect to the proposal relative to share attribution and/or share purchase option plans, or based on share price variations, for members of the management and supervisory bodies and other directors, in observance of number 3 of article 248-B of the Portuguese Securities Market Code, as well as regarding the elements provided to the General Meeting with a view to the correct assessment of these plans.

At the moment, there are no plans relative to the attribution of Reditus shares and/or options to purchase Reditus shares.

I.18. Information on the intervention of the General Meeting on the approval of the main characteristics of the retirement benefit system for members of the management and supervisory bodies and other directors, in observance of number 3 of article 248-B of the Portuguese Securities Market Code.

There are no retirement benefit systems applicable to the members of the management and supervisory bodies and other directors.

I.19. Existence of statutory rules establishing the duty to subject, at least every five years, to the deliberation of the General Meeting, the maintenance or elimination of statutory provisions limiting the number of votes which may be held or exercised by a single shareholder, either individually or in concertation with other shareholders.

The Articles of Association of Reditus do not contain any statutory provision limiting the number of votes which may be held or exercised by a single Shareholder, either individually or in concertation with other Shareholders, therefore the duty to subject the maintenance or elimination of such measures, at least every five years, to the deliberation of the General Meeting has not been foreseen.

I.20. Indication of defensive measures which automatically cause a serious erosion of the assets of the company in the event of the transition of control or change in the composition of the management body.

The Company has not adopted any defensive measures which automatically cause a serious erosion of the company's assets in the event of a transfer of control or change in the composition of the management body.

I.21. Significant agreements in which the company participates and which enter into force, are altered or cease in the event of a change in the control of the company, as well as the respective effects, unless, due to their nature, their disclosure is seriously prejudicial to the company, except if the company is specifically obliged to disclose this information through force of other legal imperatives.

The Company is not aware of any significant agreements in force, will be altered or cease in the event of change of control of the Company.

I.22. Agreements between the company and members of the management bodies and directors, in observance of number 3 of article 248-B of the Portuguese Securities Market Code, which establish the payment of compensation in the event of the resignation, dismissal without fair grounds or termination of the work relation following a change of control of the company.

There are no agreements between the Company and members of the management bodies and directors, in observance of number 3 of article 248-B of the Portuguese Securities Market Code, which establish the payment of compensation in the event of the resignation, dismissal without fair grounds or termination of the work relation following a change of control of the Company.

Work contracts binding the members of the management, directorship and supervisory bodies to the Issuer and which establish benefits at the end of the contract.

A contract relative to an agreement between the Company and a Director was signed on 27 March 2008, with a view to closing a liability assumed by Reditus in the past related to a Retirement Fund.

CHAPTER II. MANAGEMENT AND SUPERVISORY BODIES

Section I – General Subjects

II.1. Identification and composition of the governing bodies.

Apart from the General Meeting, the composition of which has been indicated in I.1, the governing bodies of the Company are the Board of Directors, Audit Board and Statutory Auditor, through the adoption, within the corporate governance models authorised by the Commercial Companies Code, of the one-tier model.

As noted in point II.3 of the present chapter, two of the non-executive members of the Board of Directors are responsible for the follow-up and assessment of the management of the company. In the context of these duties, they also analyse and follow the developments related to the corporate governance model, for the purpose, if necessary and/or opportune, of proposing alterations to the adopted model. Up to date, the existing model has been considered appropriate to the structure of Reditus, and no constraints have been recognised in its functioning.

BOARD OF DIRECTORS

Under the terms of article 13 of the Articles of Association, the Board of Directors is composed of three to eleven members, elected by the General Meeting every three years.

The Board of Directors, which is in office for the period 2011-2013, is composed of the following members:

- Miguel Maria de Sá Pais do Amaral
- Frederico José Appleton Moreira Rato
- António Maria de Mello Silva César e Menezes
- José António da Costa Limão Gatta
- Fernando Manuel Cardoso Malheiro da Fonseca Santos
- Rui Miguel de Freitas e Lamego Ferreira
- Francisco José Martins Santana Ramos
- José Manuel Marques da Silva Lemos
- Carlos José Duarte Oliveira
- Helder Filipe Ribeiro Matos Pereira

AUDIT BOARD

Under the terms of article 16 of the articles of association of Reditus, the supervision of the Company is entrusted to the Audit Board, composed of a majority of independent members, and to a Statutory Auditor or Audit Firm which are not members of the Audit Board, as deliberated by the General Meeting.

The Audit Board is composed of the Chairman, Rui António Gomes do Nascimento Barreira, two permanent members, Alfredo Francisco Aranha Salema Reis and José Maria Franco O'Neill, and one alternate, Pedro Xavier de Barros Serra Marques Guedes, elected every three years by the General Meeting in strict observance of the requirements of independence of the incompatibilities regime imposed by the law, with the exception of the alternate.

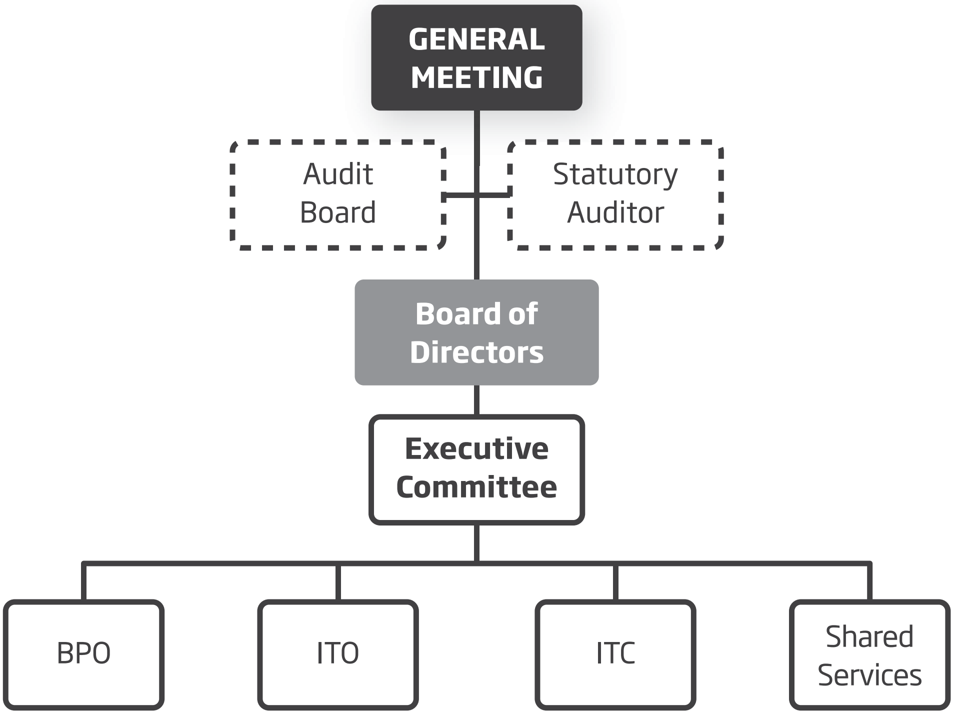
STATUTORY AUDITOR

The current Statutory Auditor of Reditus is BDO & Associados - SROC, represented by Dr. José Martinho Soares Barroso.

II.2. Identification and composition of other committees constituted with duties relative to company management and supervisory matters.

Apart from the Executive Committee, the Board of Directors, in a meeting held on 31 May 2011, deliberated the constitution of 8 specialised committees to supervise or support the Board of Directors or Executive Committee. During 2012, it was deemed more suitable that these committees should be reorganised, reducing their number and adjusting, in certain cases, the respective duties and compositions, with it having been deliberated at the Board of Directors meeting held on 10 July 2012 that they should be regrouped into 5 committees, which are described in the following point.

II.3. Organisational charts or flowcharts relative to the distribution of duties amongst the different governing bodies, committees and/or departments of the company, including information on the scope of the delegation of duties or distribution of responsibilities amongst the members of the management or supervisory bodies and list of matters which cannot be delegated.



Within the different corporate governance models authorised by the Commercial Companies Code, Reditus has adopted the one-tier model, where the governing bodies comprise the General Meeting, Board of Directors, Audit Board and Statutory Auditor.

The company considers that the currently adopted model is appropriate to its structure, and no constraints have been encountered in its operation.

In January 2012, Reditus carried out corporate streamlining and restructuring which implied the merger through incorporation of the companies Reditus II - Telecomunicações, S.A., Redware - Sistemas de Informação, S.A. and Redware - Centros de Serviços, S.A. into Tecnidata SI - Serviços e Equipamentos de Informática, S.A. Under this operation, Tecnidata SI - Serviços e Equipamentos de Informática, S.A. changed its corporate name to Reditus Business Solutions, S.A.

The objective of this corporate restructuring was to simplify the organisational structure, reduce costs, standardise the business management of the companies involved and enhance operating efficiency. With this initiative, the Management intends to strengthen the company's solidity and sustainability, increase the company's response capability to market challenges with direct benefits to all participants: employees, partners and suppliers.

The Reditus Group is structured into four business units: BPO, IT Outsourcing, IT Consulting and Shared Services.

The shared services cover the functional areas supporting the Group's management: Marketing and Communication, Sales, Accounting, Legal, Human Resources, Investor Relations and Management Control.

The management of each business activity is ensured through the principles of management autonomy and in accordance with the criteria and guidelines derived from the Annual Budget of each area, reviewed and approved annually by the respective areas and by the Board of Directors of Reditus. The strategic, operating and investment guidelines of the different business areas are defined in the Annual Budget with its control being regulated in an on-going manner under a management control system conducted by the Group's Administration.

Reditus SGPS, S.A. is the Group's holding company responsible for the strategic development and overall management of the different business areas.

The Group's market approach operates through a vertical segmentation model focused on its core activity sectors, namely Financial Services, Telecommunications and Utilities, Health and Public Administration, as well as another sector with a more general offer.

Governing Bodies and other committees - competences

General Meeting - the most senior body of the company, composed of all the shareholders. This governing body meets at least once a year to approve the annual report, the proposed application of results and the opinion of the Remunerations Committee as well as to assess the performance of the Board of Directors and Audit Board.

Board of Directors - the body responsible for the management of the company's activities, under the terms established in the Commercial Companies Code and in the memorandum of association, responsible for, namely:

- Acquisition, encumbrance and disposal of any rights or movable and immovable assets, whenever deemed convenient for Reditus;
- Contracting of loans and carrying out of any other credit operations in the interest of Reditus, under the terms and conditions deemed convenient;
- Constitution of mandatories for Reditus whatever the scope and extent of the mandate;
- Establishment of the objectives and management policies of the company and Group;
- Empowerment of its members, under the terms established in the articles of association;
- Appointment of the Company Secretary and respective alternate;
- Contracting of workers, establishment of their contractual conditions and exercise of the respective disciplinary power;
- Representation of Reditus in court and outside court, actively and passively, proposal of legal action, admission, transaction and waiver therein and commitment in arbitration;
- Opening, movement and cancellation of any bank accounts of Reditus, deposit and withdrawal of cash, issue, acceptance, drawing and endorsement of cheques, bills of exchange and promissory notes, invoice statements and any other credit securities;
- Deliberation on holdings in other companies or participation in other businesses;
- Management of Reditus businesses and practice of all acts and operations relative to the corporate object which are not entrusted to another governing body.

The Board of Directors may delegate, to one or more directors or to an Executive Committee composed of three to five directors, the current management of the Company, with the Board of Directors also being responsible for choosing its Chairman (article 13, number 2 of the Articles of Association of the Company).

The Board of Directors will always meet whenever its Chairman or two other directors call a meeting and may deliberate only when the majority of its members are present or represented (article 13, number 7 of the Articles of Association of the Company).

During its first meeting, the Board of Directors must choose its respective Chairman from amongst its members, and if deemed convenient, up to two Deputy Chairmen (article 13, number 8 of the Articles of Association of the Company).

Any director, at each meeting, may be represented by another director, through letter addressed to the Chairman of the Board of Directors (article 13, number 9 of the Articles of Association of the Company).

The table below indicates the composition of the Board of Directors as well as the areas of responsibility and positions held by its members during 2012:

MEMBERS	POSITION	AREA OF RESPONSIBILITY
Miguel Maria de Sá Pais do Amaral	Chairman	Coordination of the Board of Directors
Francisco José Appleton Moreira Rato	Deputy Chairman	Strategy, communication and compliance
António Maria de Mello Silva César e Menezes	Deputy Chairman	International operations - Angola
José António da Costa Gatta	Director	Follow-up and assessment of the company's management
Fernando Manuel Fonseca Santos	Director	Follow-up and assessment of the company's management
Rui Miguel de Freitas e Lamego Ferreira	Director	Follow-up and assessment of the company's management
Francisco José Martins Santana Ramos	Director/CEO	Supervision of the commercial area and international departments, and coordination of the Executive Committee's activity pursuant to the regulations
José Manuel Marques da Silva Lemos	Director	Follow-up and assessment of the company's management
Carlos José Duarte de Oliveira	Director/COO	Supervision and management of the different operations and services offered and their coordination with the commercial areas and international departments
Helder Filipe Ribeiro Matos Pereira	Director/CFO	Financial, HR, Management Control, CRM, Revenues Assurance, Assets

Under the terms established in article 407, number 4 of the Commercial Companies Code, the following matters cannot be delegated by the Board of Directors:

a) Co-optation of directors;

b) Request for the calling of General Meetings;

c) Preparation of the Annual Reports;

d) Provision of personal or real securities and guarantees by the Company;

e) Change of head office and capital increases;

f) Deliberation on projects relative to the merger, demerger and transformation of the Company.

EXECUTIVE COMMITTEE

The body responsible for the current management of the company, fully empowered for decision-making purposes and for the representation deemed necessary and/or convenient for the exercise of the activity constituting its corporate object, the delegation of which is not prohibited by law, namely the pursuit of the objectives and implementation of the management policies of the Company, preparation of the annual activity and financial plans, management of corporate business, establishment of the human resources policy of the Company and Reditus Group.

Under the terms established in article 407, number 3 and 4 of the Commercial Companies Code and in article 13, number 2 of the Articles of Association of the Company, the Board of Directors may delegate the current management of the Company to one or more directors or to an Executive Committee. At a meeting held on 20 April 2010, the Board of Directors of Reditus SGPS, S.A deliberated changing the members of its Executive Committee to 3, which has been maintained.

The members of the Executive Committee and their responsibilities are as follows:

MEMBERS	RESPONSIBILITY
Francisco José Martins Santana Ramos	Chairman
Carlos José Duarte de Oliveira	Director/COO
Helder Filipe Ribeiro Matos Pereira	Director/CFO

Pursuant to the regulations of the Executive Committee, the meetings of this body are called by its chairman, upon his initiative or at the request of the other two members, and should be held at least once a month. The meetings must be called 3 days in advance through electronic mail, without prejudice to their scheduling with a different time in advance or through any other means, provided that such scheduling is agreed by all the members. The Executive Committee cannot deliberate unless the majority of its members are present.

With the exception of the cases where the law requires qualifying majorities, the deliberations of the Executive Committee are taken through simple majority of the votes cast. In the case of a tie in the voting, the Chairman has the deciding vote.

The Chairman of the Executive Committee has sent the notices and minutes of the relevant meetings to the Chairman of the Board of Directors and Chairman of the Audit Board.

When requested by other members of the governing bodies, the executive directors provided all the requested information in due time and in a suitable manner.

AUDIT BOARD

The body responsible for the supervision of the company's business under the terms established in article 16 of the Articles of Association of Reditus, being particularly responsible for:

- Supervising the Company's management and ensuring observance of the law and Memorandum of Association;
- Verifying the accuracy of the documents presenting the accounts prepared by the Board of Directors and supervising their respective review;
- The annual preparation of the report on its supervisory action and issuing an opinion on the report, accounts and proposals presented by the management;
- Supervising the process of the preparation and disclosure of financial information;
- Proposing to the General Meeting the appointment of the statutory auditor;
- Supervising and assessing of the activity of the External Auditor;
- Calling the General Meeting whenever the chairman of the respective board does not do so, and it is necessary.

The Audit Board is the first interlocutor of the company and first receiver of the reports of the external auditor, whose activity it follows and supervises. This Board proposes the external auditor and the respective remuneration, and endeavours to ensure suitable conditions within the company for the provision of the services. The Audit Board also proposes the dismissal of the external auditor to the General Meeting whenever there are fair grounds for the effect.

The Audit Board has its own operational regulations, which establish the rules governing its organisation and functioning.

STATUTORY AUDITOR

The supervision of the Company is entrusted to the Audit Board and a Statutory Auditor under the terms established in article 15 of the Articles of Association of Reditus. The current Statutory Auditor of Reditus is BDO & Associados – SROC, represented by Dr. José Martinho Soares Barroso.

RISK ANALYSIS, SUSTAINABILITY, INTERNAL AND FINANCIAL CONTROL COMMITTEE

This committee has been entrusted with the following duties:

- Assistance to the Board of Directors on matters related to the creation and monitoring of internal control and risk management systems and in the assessment of the operation of these systems;

- Assessment and monitoring of the risks and sustainable development of the Reditus Group;

- Identification of potential conflicts of interest related to the execution of the Company's activity;

- Follow-up of the activity developed by the internal and external auditors of Reditus;

- Assistance to the Board of Directors in compliance with the legal and regulatory rules of the securities market applicable to Reditus or to the members of the Board of Directors, assessing at all times, the degree of compliance with these rules;

- Assistance to the Board of Directors in the control and supervision of the accounting and financial policies of Reditus and disclosure of the financial results, in coordination with the activity developed by the Supervisory Body and External Auditor, promoting and requesting the necessary information;

- Analysis of the economic and financial circumstances, taking into account the current situation and future outlook, with respect to aspects which might influence and boost the activity developed by the Reditus Group.

As at 31 December 2012, the Risk Analysis, Sustainability, Internal and Financial Control Committee was composed of the following members: Francisco Santana Ramos, Carlos Oliveira, Helder Matos Pereira, José António Gatta and José Lemos.

APPOINTMENT AND ASSESSMENT COMMITTEE

This committee has been entrusted with the following duties:

- Identification of potential candidates to the position of director (especially when this involves filling in a vacancy left by another director) or other senior positions;

- Proposal to the Board of Directors of the members to be appointed to the Executive Committee;

- Determination of the criteria to be considered in the assessment of the performance of the executive directors;

- Assessment of the performance of the executive directors (members of the Executive Committee), with a view to the determination, by the Remunerations Committee, of the variable component of the remuneration;

- Communication to the Remunerations Committee of the performance assessment criteria considered in the assessment of the executive directors and the outcome of this assessment;

- Analysis and presentation of proposals and recommendations, on behalf of the Board of Directors, relative to the remunerations and other benefits of the members of the Board of Directors.

As at 31 December 2012, the Appointment and Assessment Committee was composed of the following members: Fernando Fonseca Santos and Miguel Ferreira.

CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE

This committee has been entrusted with the following duties:

- Regular updating of the Board of Directors and Executive Committee with respect to the legislative and regulatory alterations on matters of corporate governance;
- Follow-up of the application of the corporate governance rules of the Reditus Group;
- Follow-up of the application of the corporate governance rules of the Reditus Group;
- Follow-up of the preparation of the Management Report, expressing opinions on the chapter dedicated to corporate governance;
- Proposal to the Board of Directors of a Code of Conduct model, upon request of this body or when deemed suitable;
- Promotion of the Reditus Group's application of best practices in the areas of corporate governance, social responsibility and sustainability;
- Assessment of the performance of the executive directors and existing committees in Reditus, including a self-assessment, exclusively with respect to compliance with and application of the corporate governance rules;
- Fostering of the corporate identity and culture.

As at 31 December 2012, the Corporate Governance and Social Responsibility Committee was composed of the following members: Fernando Fonseca Santos and José Lemos.

STRATEGIC PLANNING AND INTERNATIONAL COMMITTEE

This committee has been entrusted with the following duties:

- Assistance to the Board of Directors in the definition of the organisation and operational structure of the Reditus Group;
- Assistance to the Board of Directors in the process of definition, execution and assessment of the Group's strategy, with respect to matters of (i) business and investment diversification, (ii) preparation of strategic plans, and (iii) growth and international policies of the Reditus Group;
- Assistance to the Board of Directors in the definition of the organisation and operational structure of the Reditus Group;
- Proposal to the Executive Committee of measures relative to the technical-administrative organisation of the Company, as well as internal operating rules, especially concerning staff and their remuneration;
- Assistance to the Board of Directors in the process of definition, execution and assessment of the Group's strategy regarding the internationalisation policies of the Reditus Group.

As at 31 December 2012, the Strategic Planning and International Committee was composed of the following members: Francisco Santana Ramos, Carlos Oliveira, Helder Matos Pereira, José António Gatta, Miguel Ferreira and António Maria de Mello.

OPERATIONAL COMMITTEE

This committee has been entrusted with the following duties:

- Follow-up of the execution and provision of operational support in the implementation of the deliberations of the Board of Directors and Executive Committee, whenever such is requested;
- Coordination of the operational activities carried out by the different companies of the Group, whether integrated or not in business areas;

- Support to the Board of Directors and Executive Committee in the definition of their operating procedures;

- Facilitation of the obtaining of information for the members of the Board of Directors and respective committees.

As at 31 December 2012, the Operational Committee was composed of the following members: Francisco Santana Ramos, Carlos Oliveira, Helder Matos Pereira, Miguel Pais do Amaral, Frederico Moreira Rato, António Maria de Mello and Francisco Febrero.

II.4. Reference to the fact that the annual reports on the activity developed by the general and supervisory board, financial matters committee, audit committee and audit board must include the description of the supervisory activity which has been developed, referring to any constraints encountered, and must be disclosed on the company's website, together with the documents presenting the accounts.

The annual reports of the Audit Board include the description of the supervisory activity which has been developed referring to any constraints encountered (if existing), and are disclosed on the company's website, together with the presentation of the accounts.

II.5. Description of the internal control and risk management systems implemented in the company, namely regarding the process of the disclosure of financial information, the mode of functioning of this system and its effectiveness.

In view of current market conditions, the Board of Directors of Reditus has attributed growing importance to the development and fine-tuning of the internal control and risk management mechanisms and procedures, in strategic, operational, economic and financial terms, in order to improve the management of the risk inherent to the operations of Reditus and ensure the effective operation of the internal control systems.

In this context and in view of the evolution of the good practices of Corporate Governance in conformity with the rules and recommendations issued by the CMVM, the constitution of a Risk Analysis, Sustainability, Internal and Financial Control Committee was approved at the meeting of the Board of Directors held on 31 May

- Assessment and monitoring of the risks and sustainable development of the Reditus Group;

- Identification of potential conflicts of interest related to the execution of the Company's activity;

- Follow-up of the activity developed by the internal and external auditors of Reditus;

- Assessment and issue of opinions on internal audit procedures;

- Assistance to the Board of Directors in compliance with the legal and regulatory rules of the securities market applicable to Reditus or to the members of the Board of Directors, assessing at all times, the degree of compliance with these rules;

- Follow-up of the preparation of the management report, expressing opinions on issues related to the matters identified above.

The Reditus Group is subject to a varied series of risks which might have a negative impact on its activity. All these risks are duly identified, assessed and monitored, with different departments of the Company being responsible for their management, in particular the Internal Audit Unit and the Risk Assessment, Sustainability, Internal and Financial Control Committee.

The Internal Audit Unit (integrated in the Group's Financial Department) is responsible for the effective detection of risks linked to the Company's activity.

This Unit reports to Dr. Helder Matos Pereira, CFO of the Group, who is responsible for reporting on this matter to the Risk Analysis, Sustainability, Internal and Financial Control Committee.

This Unit has developed and improved the effectiveness of its risk management model, strengthening the communication channels between the different business areas, the actual Unit and the Risk Analysis, Sustainability, Internal and Financial Control Committee, in order to foresee and identify risk, enabling its management in due time. The Audit Unit has a project qualification methodology, based on the analysis of certain parameters which enables assessment of the impact and probability of occurrence of the risks of each potential business.

At a first stage, the person responsible for the project identifies the typical risks associated to this business, namely the: (i) excessive concentration of projects in a small number of Customers; (ii) establishment of ceilings and investments that are disproportionate to the services to be provided and operatives to be assembled; (ii) rigid contracting in terms of penalties due to delays or non-compliance with the objectives established with Customers, extension of the deadlines for receipt from Customers and other costly conditions; (iii) rapid depreciation of the IT solutions developed for Customers, (iv) incomprehension or misalignment relative to Customer needs or market requirements.

At a second stage, the Internal Audit Unit assesses the operating risks and identifies the financial risks, namely credit risk, exchange rate risk and liquidity risk.

All investments or new business of a certain scale are subject to the prior opinion of the Risk Analysis, Sustainability, Internal and Financial Control Committee.

It should also be noted that the Internal Audit Unit is responsible, in coordination with the Risk Analysis, Sustainability, Internal and Financial Control Committee, for ensuring the alignment and control of the risks of potential business with the strategy and risk profile that has been delineated for Reditus.

The Risk Analysis, Sustainability, Internal and Financial Control Committee and Internal Audit Unit are responsible for carrying out various actions for the supervision and assessment of the functioning of the internal control mechanisms and procedures, as well as the adoption of improvements in these mechanisms and procedures, so as to ensure their conformity with the strategy delineated in the risk management model.

In the context of this work, the Committee and Internal Audit Unit are ruled, in general, by the following principles:

- Identification of the operating risks arising from the exercise of the Group's activities;
- Identification of the risks that might have financial impact on the Group;
- Appraisal of the degree of implementation of the internal control;
- Definition, together with the different areas, of corrective measures for the internal control and risk management mechanisms and procedures;
- Monitoring and appraisal of the information processing system;
- Conformity of the operations and business with the strategy delineated for the Group.

The Audit Unit has a project qualification methodology, based on the analysis of certain parameters which enables identification and assessment of the consequences and probability of occurrence of the risks of each potential business.

This methodology has enabled mitigating and anticipating possible negative impacts of the occurrence of some of the identified risk situations.

II.6. The responsibility of the management body and supervisory body in the creation and functioning of the internal control and risk management systems, as well as the assessment of its functioning and adjustment to the company's needs.

The Board of Directors and Audit Board recognise the importance of the risk management and internal control systems to the Company, and promote the human and technological conditions capable of creating a control environment which is proportional and adequate to the risks of the activity.

The management body ensures the creation and functioning of the internal control and risk management systems through an internal audit unit. The Audit Board is responsible for supervising the functioning of these systems and analysing them during its meetings.

Both the management body and supervisory body use the reports and opinions issued by the internal audit unit, and assess the functioning and adjustment to the Company's needs of the implemented internal control and risk management systems.

II.7. Indication on the existence of regulations on the functioning of the company's governing bodies, or other rules relative to the incompatibilities defined internally and the maximum number of positions which may be accumulated, and the location where they may be consulted.

The Board of Directors, Executive Committee and Audit Board have operational regulations, which may be consulted on the company's website.

Regarding incompatibilities, there is no list defined internally by the management body or maximum number of positions which may be accumulated by the directors in the management bodies of other companies.

Section II - Board of Directors

II.8. Should the chairman of the management body perform executive duties, indication of the mechanisms to coordinate the work of the non-executive members so as to ensure the independent and informed character of their decisions.

Not applicable

II.9. Identification of the main economic, financial and legal risks to which the company is exposed during the exercise of its activity.

The Reditus Group is exposed to various risks which arise from its activity, where the main risk factors of relevance and impact on the Company's business are the following:

COUNTERPART CREDIT RISK

Counterpart credit risk essentially arises from the possibility of default by customers, either due to temporary liquidity difficulties or long term systemic problems.

Counterpart credit risk management policy consists of the analysis of the technical capacities and exposure of each counterpart. In view of the nature and solidity of the Customers comprising almost all the Group's portfolio of Customers, the risk of default of the counterparts is significantly mitigated.

INTEREST RATE RISK

Interest rate risk primarily arises from the loans taken out that are indexed to a reference interest rate.

The management of the risk associated to interest rates is conducted through analyses of sensitivity to interest rate variations, namely to the Euribor.

EXCHANGE RATE RISK

Exchange rate risk is related to the operations of the Reditus Group abroad.

Currently, the greatest exposure to this exchange rate risk arises from the fluctuation between the American Dollar and the Euro, deriving from the operations in Africa. The general policy of Reditus is based on concluding the main contracts in euros, thus mitigating the impact of exchange rate fluctuations.

RISKS OF LEGAL NATURE

The principal risks of legal nature are related to potential problems with customers and employees. These risks are controlled through the internal control system which uses a project qualification methodology, based on the analysis of certain parameters which enable assessment of the impact and probability of occurrence of the risks of each potential business. All the contracts and other procedures of legal nature are analysed by the legal department in order to reduce potential future risks.

II.10. Powers of the management body, namely with respect to deliberations on the increase of share capital.

Regarding the deliberations on the increase of share capital, as at 31 December 2012, the Board of Directors may, through simple deliberation, increase the share capital, through cash entries, once or more times, up to the limit of seventy-five million euros (article 6 of the Articles of Association of the Company).

II.11. Information on the policy of rotation of areas of responsibility in the Board of Directors, in particular that relative to the member responsible for the financial area, as well as the rules applicable to the appointment and replacement of the members of the management and supervisory bodies.

Currently, Reditus does not have a formal policy of rotation of areas of responsibility in the Board of Directors, namely of the member responsible for the financial area.

However, it should be noted that there has been a natural replacement of the person responsible for the financial area. The Director Helder Matos Pereira has held office as Chief Financial Officer (CFO) since December 2012 in replacement of Francisco Santana Ramos, who performed these duties since July 2009. On 5 December 2012, the Board of Directors deliberated the co-optation of Helder Matos Pereira in replacement of the Director Carlos Alberto de Lis Santos Romão, who resigned from his position. The Director Francisco Santana Ramos then took office as Chairman of the Executive Committee/Chief Executive Officer.

II.12. Number of meetings of the management and supervisory bodies, as well as reference to the drawing up of the minutes of these meetings.

During 2012, the Board of Directors held 7 meetings and the Audit Board held 4 meetings.

The management and supervisory bodies draw up minutes of their meetings, where the participants in the meetings may dictate the summary of their interventions for the minutes.

II.13. Indication of the number of meetings of the Executive Committee or Executive Board of Directors, as well as reference to the drawing up of the minutes of these meetings and their sending, together with the notices of the meetings, as applicable, to the chairman of the board of directors, the chairman of the audit board or the audit committee, to the chairman of the audit board, the chairman of the general and supervisory board and the chairman of the financial matters committee.

During 2012, the Executive Committee held 30 meetings. The specialised committees held 1 meeting in 2012.

The Executive Committee and specialised committees draw up minutes of their meetings, where the participants in the meetings may dictate the summary of their interventions for the minutes.
The Chairman of the Executive Committee sends the notices and minutes of the meetings of the Executive Committee to the Chairman of the Board of Directors and to the Chairman of the Audit Board, so as to ensure that they have access to adequate information.

II.14. Distinction between the executive and non-executive members and, amongst them, listing of the members who would comply, if the incompatibility rules established in number 1 of article 414-A of the Commercial Companies Code were applied to them, with the exception instituted in subparagraph b), as well as the independence criteria established in number 5 of article 414, both of the Commercial Companies Code.

The table below indicates the composition of the Board of Directors as at 31 December 2012, distinguishing the executive members from the non-executive members:

MEMBERS	CATEGORY
Miguel Maria de Sá Pais do Amaral	Non Executive
Frederico José Appleton Moreira Rato	Non Executive
António Maria de Mello Silva César e Menezes	Non Executive
José António da Costa Limão Gatta	Non Executive
Fernando Manuel Fonseca Santos	Non Executive
Rui Miguel de Freitas e Lamego Ferreira	Non Executive
Francisco José Martins Santana Ramos	Executive
José Manuel Marques da Silva Lemos	Non Executive
Carlos José Duarte Oliveira	Executive
Hélder Filipe Ribeiro Matos Pereira	Executive

Regarding the non-executive members of the Board of Directors, Dr. José Manuel Marques da Silva Lemos complies with the incompatibility rules established in number 1 of article 414-A of the Commercial Companies Code, with the exception of the provisions in subparagraph b), and the independence criteria stipulated in number 5 of article 414, both of the Commercial Companies Code.

II.15. Indication of the legal and regulatory rules and other criteria underlying the assessment of the independence of its members made by the management body.

The qualification of the independence of the non-executive members made by the management body, considers the concept of independence presented in number 5 of article 414 of the Commercial Companies Code and the applicable rules in terms of incompatibilities established in number 1 of article 414-A of the same Code. The Board of Directors assesses the independence of its members, seeking to comply with the principle that a director should not be considered independent if, in another governing body, he cannot assume that capacity through force of the applicable rules. There are no other internally defined assessment criteria.

II.16. Indication of the rules of the process of selection of candidate non-executive directors and manner of ensuring that the executive directors do not interfere in this process.

The candidate non-executive directors are elected for office by the General Meeting. At the elective General Meetings, the names included in the lists for the effect of election of the management body and its non-executive members have been proposed by the shareholders, where the executive directors do not participate in the choice of the non-executive directors.

The members of the Board of Directors for the three-year period 2011/2013 were elected at the last General Meeting of 31 May 2011. The candidate non-executive directors were selected through a process conducted exclusively by the Shareholders, and at no time of the selection process was there any interference by the executive directors in the process of choice of the non-executive directors.

It is important to note that the members of the current Executive Committee - Eng. Francisco Santana Ramos, Eng. Carlos Duarte Oliveira and Dr. Helder Matos Pereira - do not hold any stakes in the company.

II.17. Reference to the fact that the annual management report must include a description of the activity developed by the non-executive directors and any constraints encountered.

The non-executive members of the Board of Directors prepared a report of the activities developed during 2012, which was approved at the meeting held by the same board on 7 April 2012, and is disclosed in the annual management report.

II.18. Professional qualifications of the members of the Board of Directors, indication of their professional activities, at least, over the last five years, number of company shares they own, date of the first appointment and end date of the term of office.

The members of the Board of Directors have possessed the following academic qualifications and professional experience, at least, over the last 5 years:

Miguel Maria de Sá Pais do Amaral has been Chairman of the Board of Directors of Reditus since March 2008, and also Chairman of the publishing group Leya, Quifel Holdings, S.A and Companhia das Quintas. He has held corporate positions at the Media Capital Group (1995-2007), at Soci, Fortuna, S.A. (1991-1998), at Diana, S.A. (1991-1998), at Euroknights (1991-1998), at Compagnie Générale des Eaux - Portugal (1991-1998) and at Alfa Capital (1987-1991). Attended the course of Mechanical Engineering at IST (Instituto Superior Técnico de Lisboa) and has an MBA from INSEAD, Fontainebleau – France.

Frederico José Appleton Moreira Rato has been Deputy Chairman of the Board of Directors of Reditus since March 2008, and previously held the position of Chairman of the Board of Directors since 2004. He has accompanied the Reditus project since 1980, and been a member of the Boards of Directors of all the participated companies. He has held the positions of Director of APESI (Portuguese Association of Information Technology Companies and Services, Director and Founding Member of APRITEL (Association of the Private Telecommunications Operators), Representative of Reditus at Cotec, Portugal, Member of the General Board of APDSI (Association for the Promotion and Development of the Information Society and Chairman of the Portugal Outsourcing Association. He has a licentiate degree in Mathematics from the Faculty of Science of Lisbon University and post-graduations in Biometrics and Numeric Taxonomy.

José António da Costa Limão Gatta has been a member of the Board of Directors of Reditus since 2000. He is Chairman of ELAO SGPS, S.A. and Giessen Beteiligungs KG, and CEO of Nemotek Technologie S.A. Formerly, he held positions at Caléo S.A. (1997-2011), Scorpion Group Ltd (1994-2008), Giessen Management GmbH (1988-1995), Coors Ceramics Europe Ltd. (1986-1987), General Electric Ceramics Inc (1984-1986), 3M Electrical Laboratories GmbH (1980-1984), having started his professional activity in 1978 at ITT Europe – Int'l Telecommunications Centre as a Software Engineer. He has a licentiate degree in Power Engineering from the Military Academy of Lisbon and is a member of the Portuguese Engineers Association.

Fernando Manuel Cardoso Malheiro da Fonseca Santos has been a member of the Board of Directors of Reditus since 2000. He is also a member of the Board of Directors of Monza Banco, S.A., of Geocapital - Investimentos Estratégicos, S.A. and BAO – Banco Ocidental de África, S.A. (2006-2008). Before having entered the Reditus Group he held the positions of Chairman of the Audit Board of Crédito Predial Português (1992-1993), Director of various holdings (1988-1992) and ANOP (1976), and Adviser of the Office of the Secretary of State for the Media in the Presidency of the Council of Ministers (1976). He exercised law in Luanda (1972-1975), at IPE (Institute of State Holdings) (1977-1987) in Lisbon. He has a licentiate degree in Law from the Faculty of Law of Lisbon University.

Rui Miguel de Freitas e Lamego Ferreira has been a member of the Board of Directors of Reditus since 2004, and previously held the position of Chief Operating Officer (COO). He holds the position of Chairman of the Board of Directors of Newision - Sistemas Inteligentes para Soluções de Atendimento, S.A and Director of Tensator Group Houldings, UK and Riverside Barrier Solutions, Luxembourg. Formerly, he held positions as a Consultant and Investor in various projects in the areas of the Information and Communication Technologies and Management Consulting (1999-2004) and Information Systems Consultant in companies of various sectors. He has a licentiate degree in Applied Mathematics from Universidade Autónoma de Lisboa and post-graduation in Business Administration from ISG (Instituto Superior de Gestão).

António Maria de Mello Silva César e Menezes has been Deputy Chairman of the Board of Directors of Reditus, SPGS since July 2012 and a member of the Board of Directors since April 2010. He is Chairman of the Board of Directors of ALL2IT Infocomuncações, S.A, and was formerly Chairman of the Board of Directors of Imoportal, S.A. (Portal Lardocelar). He has held corporate positions at Nelson Quintas e Filhos – Telecomunicações, S.A., at Gastelpor, S.A. (1998-200) and at the José de Mello Group (1991-1998). He was part of the 12th Government, in the Secretariat of State for the Portuguese Communities In 1984 he entered Companhia Portuguesa Rádio Marconi (1984-1991), and in 1988 was appointed Director of the Area of International Relations, being responsible for various telecommunications projects in Angola, São Tomé and Guinea Bissau, as well as in Latin America. He has a licentiate degree in Systems Engineering from ISMA (Instituto Superior Técnico de Lisboa) and General Management Programme MBA from Harvard Business School.

José Manuel Marques da Silva Lemos has been a member of the Board of Directors of Reditus, SGPS since April 2010. He is Chairman of the Board of Directors of Lynx Capital Partners, S.A and Urbi Life - Estudos e Projetos de Gestão, S.A., and manager at J. Lemos & Associados, Lda. He has been an independent consultant, university lecturer, deputy chairman of Central-Banco de Investimento, S.A., Chairman of the Management Board of Caixa Central de Crédito Agrícola and Chairman of the Board of Directors of the Lisbon Stock Exchange. He has a licentiate degree in Economics from Instituto Superior de Economia of Universidade Técnica de Lisboa and post-graduation in European Studies from the Law Faculty of Coimbra University.

Francisco José Martins Santana Ramos has been a member of the Board of Directors of Reditus SGPS since July 2009, holding the position of Chief Executive Officer (CEO) since July 2012. He holds corporate positions at Quifel Holdings SGPS, S.A. (since 2007) and Companhia das Quintas (since 2006). Formerly, he held positions at Explorer Investments SGPS, at Argos Soditic S.A., at Pamilux Imagem Corporativa S.A., at Anodil S.A., at Comporcer, at Mckinsey & Company, at Royal Dutch/ Shell and at Aprofabril S.A. He has a licentiate degree in Civil Engineering from Instituto Superior Técnico de Lisboa and a Master's in Business Administration from Universidade Nova de Lisboa.

Carlos José Duarte de Oliveira has been a member of the Board of Directors of Reditus since November 2011 where he holds the position of Chief Operating Officer (COO). He also holds corporate positions at Moneris SGPS S.A., Moneris – Serviços de Gestão, S.A. and Mirol SGPS, Lda. Formerly, he held positions at the CRH Group, at Vista Directa – Serviços de Gestão, S.A., Inforegisto - Sociedade de Serviços S.A., CAELUM SGPS, S.A., SBO - Serviços de Back-office, S.A., TYR - Projetos Imobiliários, S.A., DSTS - Desenvolvimento e Integração de Sistemas Tecnol, S.A., MailTec-Tecnologias Informação, S.A., Mailtec SGPS, S.A., Telepost – Correio Electrónico Postal, S.A., and Alphamaster – Impressão Digital, S.A. He has a licentiate degree in Electronic Engineering and Computers from IST (Instituto Superior Técnico), an MBA from Universidade Nova de Lisboa and executive training from Harvard Business School and CEMAF in the areas of Corporate Finance and Management.

Helder Filipe Ribeiro Matos Pereira has been a member of the Board of Directors of Reditus SGPS since 5 December 2012, where he holds the position of Chief Financial Officer (CFO). He was Executive Director of Construtora do Tâmega SGPS, Construtora do Tâmega S.A., Projecol, S.A. and its participated companies, Director-General of Finertec SGPS and Director and Manager of its participated companies, Adviser to the Chairman of the Board of Directors of Brandia SGPS, Financial Director/Corporate Controller of Netjets Europe (NTA, S.A. and Executive Jet, S.A.) and Manager of Ernst & Young. He has a licentiate degree in Business Management and Administration from ISG (Instituto Superior de Gestão) and post-graduation in Economics and Business Management from Universidade Católica, where he also completed an advanced course in Management for Executives.

As at 31 December 2012, the number of shares representing the share capital owned by each member of the Board of Directors was as follows:

MEMBER OF THE BOARD OF DIRECTORS	NO. OF SHARES	% SHARE CAPITAL
Miguel Maria de Sá Pais do Amaral	0	0%
Frederico José Appleton Moreira Rato	231,811	1.61%
António Maria de Mello Silva César e Menezes	0	0%
José António da Costa Limão Gatta	0	0%
Fernando Manuel Fonseca Santos	782,135	5.44%
Rui Miguel de Freitas e Lamego Ferreira	0	0%
Francisco José Martins Santana Ramos	0	0%
José Manuel Marques da Silva Lemos	0	0%
Carlos José Duarte Oliveira	0	0%
Helder Filipe Ribeiro Matos Pereira	0	0%

The table below indicates the date of the first appointment and end date of the term of office of each member of the Board of Directors:

MEMBER OF THE BOARD OF DIRECTORS	DATE OF 1ST APPOINTMENT	END DATE
Miguel Maria de Sá Pais do Amaral	Mar - 2008	2013
Frederico José Appleton Moreira Rato	Mar - 1982	2013
António Maria de Mello Silva Cesar e Menezes	Apr - 2010	2013
José António da Costa Limão Gatta	Mar - 2000	2013
Fernando Manuel Fonseca Santos	Mar - 2000	2013
Rui Miguel de Freitas e Lamego Ferreira	Mar - 2004	2013
Francisco José Martins Santana Ramos	Jul - 2009	2013
José Manuel Marques da Silva Lemos	Apr - 2010	2013
Carlos José Duarte Oliveira	Nov - 2011	2013
Hélder Filipe Ribeiro Matos Pereira	Dec - 2012	2013

II.19. Positions held by the members of the management body in other companies, listing those held in other companies of the same group.

Miguel Maria de Sá Pais do Amaral

a) Positions in companies of the Reditus Group:

- **Position of Chairman of the Board of Directors**

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

b) Positions in other companies:

- **Position of Chairman of the Board of Directors**

Alfacompetição - Automóveis e Cavalos de Competição, S.A.

Companhia das Quintas SGPS, S.A.

Diana - Sociedade de Promoções e Investimentos, S.A.

Edge Capital, SGPS S.A.

Edge International Holdings SGPS S.A.

Edge Properties, SGPS S.A.

Greypart SGPS, S.A.

LeYa S.A.

Leya SGPS, S.A.

Media Capital SGPS, SA

Partbleu SGPS, S.A.

Polistock - Sociedade Agro-Pecuária, Turística e Imobiliária S.A.

QNR SGPS S.A.

Quifel Holdings SGPS S.A.

Quifel Insurance SGPS S.A.

Quifel International Holdings SGPS S.A.

Quifel Natural Resources S.A.

Quinta de Pancas Vinhos S.A.

Quifel Export, S.A.

Quinta da Fronteira S.A.

Partrouge Media SGPS S.A.

- **Position of Manager**

Adega de Pancas, Lda.

Ageiridge - Compra e Venda de Imóveis, Lda.

Ageiron - Compra e Venda de Imóveis, Lda.

Ask4green - Unipessoal Lda.

Ballonsphere Lda.

Biobrax Energias Renováveis Portugal, Lda.

Dreams Corner Unipessoal, Lda.

Edge BROKERS, Lda.

Edge SCVS, Lda.

Elduk, Lda.

Henergy - Energias Renováveis, Lda.

Ixilu, Lda.

Jarymeleia – Compra e Venda de Imóveis, Lda.

Kenuk – Compra e Venda de Imóveis Unip Lda.

Kereb, Lda.

Neutripromo, Lda.

Ngola Ventures Lda.

Quifel Energia - SGPS, Unipessoal, Lda.

Quifel Microgeração Espanha, Lda.

Rakod, Lda.

Situavox Unipessoal, Lda.

Sociedade AGRO-FLORESTAL Serra da Pousada Lda.

Sociedade Imobiliária d'AZARUJINHA, Lda.

Somarecta- Investimentos Imobiliários e Turísticos Lda.

SPCF – Sociedade Portuguesa de Consultoria Financeira, Lda.

Top Building - Investimentos Imobiliários Lda.

- **Position of Director**

Courical Holding BV

Gryphon Holdings PLC

Plurimedia S.A.

Quifel International Group Ltd.

Portquay West I BV

Phillips Park Investment Corporation

Frederico José Appleton Moreira Rato

a) Positions in companies of the Reditus Group:

- **Position of Deputy Chairman of the Board of Directors**

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

- **Position of Director**

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

  Partblack, SA

b) Positions in other companies:

- **Position of Director**

  URCOM – Urbanização e Comércio, S.A.

  SACOP – Sociedade Agrícola Casal Outeiro de Polima, S.A.

- **Position of Manager**

  Pessoa, Pinto & Costa – Sociedade de Construções, Lda.

  António Moreira Rato & Filhos, Lda.

  Lisorta – Estufas, Assistência Técnica, Lda.

José António da Costa Limão Gatta

a) Positions in companies of the Reditus Group:

- **Position of Director**

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

b) Positions in other companies:

- **Position of Chairman of the Board of Directors**

  Elao – SGPS, S.A.
  Giessen Beteiligungs KG (Munique, Germany)

- **Position of Director (Chief Executive Officer)**

  Nemotek Technologie S.A. (Rabat, Morocco)

Fernando Manuel Cardoso Malheiro da Fonseca Santos

a) Positions in companies of the Reditus Group:

- **Position of Director**

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

b) Positions in other companies:

- **Position of Director**

  Geocapital – Investimentos Estratégicos, S.A.

  BAO – Banco África Ocidental, S.A.

  Moza Banco, S.A.

Rui Miguel de Freitas e Lamego Ferreira

a) Positions in companies of the Reditus Group:

- **Position of Director**

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

b) Positions in other companies:

- **Position of Chairman of the Board of Directors**

  Newvision – Sistemas Inteligentes para Soluções de Atendimento, S.A.

- **Position of Director**

  Tensator Group Houldings, UK

  Riverside Barrier Solutions SARL Luxembourg

  Newsight SGPS, SA, Portugal

- **Position of Manager**

  Inventum – Sociedade Gestora de Participações Sociais, Lda.

  Inventum – Serviços de Consultoria e Gestão Financeira, Unipessoal, Lda.

  Newsight Serviços, Lda.

António Maria de Mello Silva César e Menezes

a) Positions in companies of the Reditus Group:

- **Position of Chairman of the Board of Directors**

  ALL2IT Infocomunicações, S.A.

- **Position of Deputy Chairman of the Board of Directors**

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

b) Positions in other companies:

- **Position of Chairman of the Board of Directors**

  António M. de Mello, SGPS, SA

  Canes Venatici – Investimentos, SGPS, SA

  Makbel – Investimentos, S.A

  4Mil – Sociedade de Construção Civil e Obras Públicas, S.A

  Soc. Agrícola Vale da Lama

  Parroute - SGPS, S.A

  Menezes e Filhos, SA

  Partbleu, SGPS, SA

  Dinovang – Tecnologias de Informação

- **Position of Director**

  Vale D' Ínguinhos

  Bahia Jóias de Autor

  Iberpartners, SGPS

  Tiago Lima

- **Position of Manager**

  Ngola Ventures, Lda

José Manuel Marques da Silva Lemos

a) Positions in companies of the Reditus Group:

- **Position of Director**

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

b) Positions in other companies:

- **Position of Chairman of the Board of Directors**

  Lynx Capital Partners, S.A.

  Urbi Life – Estudos e Projetos de Gestão, S.A.

- **Position of Manager**

  J. Lemos & Associados, Lda.

Francisco José Martins Santana Ramos

a) Positions in companies of the Reditus Group:

- **Position of Chairman of the Board of Directors**

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

- **Position of Director**

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

  ALL2IT Infocomunicações, S.A.

  Partblack, SA

  Reditus Consulting, S.A.

  Reditus Business Solutins, S.A.

  Reditus Business Products, S.A.

  Reditus Imobiliária, SA

  Ogimatech, SA

  Tora, S.A.

  JM Consultores de Informática e Artes Gráficas, S.A.

b) Positions in other companies:

- **Position of Director**

  Quifel International Holdings SGPS

  Companhia das Quintas SGPS

Carlos José Duarte de Oliveira

a) Positions in companies of the Reditus Group:

- **Position of Director**

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

b) Positions in other companies:

- **Position of Chairman of the Board of Directors**

  Moneris SGPS SA

  Moneris – Serviços de Gestão, SA

- **Position of Director**

  Pavilhão Virtual Operações sobre Imóveis SA

  Twilight - Sociedade Imobiliária, SA

  TYR Projetos Imobiliários SA

  Shopitur - Gestão de centrais de compras SA

- **Position of Manager**

  Mirol SGPS, Lda

  Mirol - Prestação de Serviços Unipessoal, Lda.

  Moltrat - Sociedade Imobiliária, Lda.

  Emaura - Sociedade Imobiliária, Lda.

Helder Filipe Ribeiro Matos Pereira

a) Positions in companies of the Reditus Group:

- **Position of Director**

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

  ALL2IT Infocomunicações, S.A.

b) Positions in other companies:

- **Position of Director**

  Construtora do Tâmega V- Ambiente SA

  Tradecomp II, SA

- **Position of Manager**

  Hipótese Certa, Lda

  Euro Dingue, Lda

  Silversnail, Lda

Section III - General and Supervisory Board, Financial Matters Committee and Audit Board

II.21. Identification of the members of the audit board, stating that they comply with the incompatibility rules established in number 1 of article 414-A and the independence criterion established in number 5 of article 414, both of the Commercial Companies Code. For this effect, the audit board undertakes the respective self-assessment.

The Audit Board is composed of a Chairman, Dr. Rui António Gomes do Nascimento Barreira, two Members, Eng. Alfredo Francisco Aranha Salema Reis and Dr. José Maria Franco O'Neill and an alternate, Dr. Pedro Xavier de Barros Serra Marques Guedes.

All the members of the Audit Board comply with the incompatibility rules established in number 1 of article 414-A and the independence criterion established in number 5 of article 414, both of the Commercial Companies Code, with the exception of Dr. Pedro Xavier de Barros Serra Marques Guedes, alternate of the Audit Board, who might be in a situation of incompatibility under the terms of article 414-A, number 1, subparagraph h), if he becomes a permanent member of this board while, on that date, retaining the management and supervisory positions he currently holds in other companies.

II.22. Professional qualifications of the members of the Board of Directors, indication of their professional activities, at least, over the last five years, number of company shares they own, date of the first appointment and end date of the term of office.

The members of the Audit Board have possessed the following academic qualifications and professional experience, at least, over the last 5 years:

Rui António Gomes do Nascimento Barreira is Chairman of the Audit Board of Reditus. He holds the position of Principal Consultant at the Legal Centre of the Presidency of the Council of Ministers and is also a member of the Audit Board of Benfica SAD. He is a professor at the Faculty of Law of Universidade Nova. Formerly, he worked at the Income Tax Reform Committee (1997-1989) and was a member of the Tax Process Reform Committee (1998). He has a licentiate degree in Law from Lisbon and a Master's in Legal-Economic Sciences from the same Faculty. He is a lawyer and legal adviser.

Alfredo Francisco Aranha Salema Reis is a member of the Audit Board of Reditus. He holds the position of Chairman of the Board of Directors of Morminas, Lda., with head office in Maputo, Mozambique and is Director of Granital - Granitos de Portugal, S.A., of Silver - White - Granitos de Vimieiro, S.A., of SOPIR - Sociedade Portuguesa de Inertes de Granito, S.A and of Sociedade Agrícola do Lodeiro, S.A.; and is Managing Partner of Socomina - Sociedade Comercial e Industrial de Viana, Lda. and Manager of Lisminas, Lda. Formerly, he held the positions of Director of the company Minas de Jalles, Lda. (1982), and Manager of the company Mina do Pintor, Lda. (1983). He has a licentiate degree in Mechanical Engineering from IST (Instituto Superior Técnico de Lisboa).

José Maria Franco O'Neill is a member of the Audit Board of Reditus. He is a Director at Companhia das Quintas, SGPS, S.A., at Companhia das Quintas - Sociedade Agrícola da Quinta da Romeira de Cima, S.A., and at Agrocardo - Sociedade de Aproveitamentos Agro-Pecuários, S.A. He was a member of the Management Board of Metropolitano de Lisboa, EP (2003-2006), Chairman of Sotrans, S.A. (2004-2006), Director at Ensitrans, Aeie (2003-2006), Director at Companhia Portuguesa de Trefilaria, S.A. (1985-2003), Chairman of the Management Board of Dial – Distribuidora de Arames, Lda. (1989-2003) and Manager at Dinaço – Sociedade Metalúrgica dos Açores, Lda. (1988-2003). He has a licentiate degree in Business Administration and Organisation at ISCTE (Instituto Superior de Ciências do Trabalho e da Empresa).

Pedro Xavier de Barros Serra Marques Guedes is an alternate member of the Audit Board of Reditus. He currently holds the positions of Director at Leya, S.A., Leya SGPS, S.A., da Gasabel - Sociedade Imobiliária, S.A., at Companhia das Quintas, SGPS, S.A., at Quinta de Pancas Vinhos, S.A., and at Ler Mais – Edições e Publicações, S.A.; Chairman of the Board of Directors of Planet One – Relógios e Acessórios, S.A; and Manager of Mobilera Iberia Lda., da Mobilera Blue Harbour Lda. and Brio, Lda. He has held the position of Director-General of Quifel, Holdings, SGPS, S.A. since 2007, being responsible for the activity of Private Equity. He has held corporate positions at Media Capital Outdoor, S.A. (2005-2006), at Precision – Sociedade Gestora de Franchising, S.A. and at Precision – Centros de Manutenção Automóvel, S.A. (2003-2004), at Espírito Santo Saúde, SGPS (2002-2003) and in the Sonae Group (2000-2001). He started his professional activity at McKinsey & Company (1988-1991) and subsequently held the positions of Management Technician and Director in the Entreposto Group (1991-2000). He has a licentiate degree in Business Administration and Organisation from Universidade Católica Portuguesa.

The members of the Audit Board did not own any shares or bonds, as at 31 December 2012, and had not carried out transactions with any securities of Reditus SGPS, S.A.

The table below indicates the date of the first appointment and end date of term of office of each member of the Audit Board:

MEMBER	DATE OF 1ST APPOINTMENT	END DATE
Rui António Gomes do Nascimento Barreira	2002	2013
Alfredo Francisco Aranha Salema	2005	2013
José Maria Franco O'Neill	2008	2013
Pedro Xavier de Barros Serra Marques Guedes	2008	2013

II.23. Positions held by the members of the supervisory body in other companies, listing those held in other companies of the same group.

Information provided in point II.22

II.24. Reference to the fact that the supervisory body assesses the external auditor on an annual basis and proposes his dismissal to the General Meeting whenever there are fair grounds for the effect.

The Audit Board supervises and assesses the work carried out by the external auditor on an annual basis. Up to the present date, the Audit Board of Reditus has not encountered any reasons to consider taking measures towards the dismissal on fair grounds of any entity which has performed the duties of external auditor of the Company.

II.25. Identification of the members of the general and supervisory board and of other committees constituted within it for the effect of the individual and overall assessment of the performance of the executive directors, reflection on the governance system adopted by the company and identification of potential candidates with the profile of director.

Not applicable

II.26. Statement that the members comply with the incompatibility rules established in number 1 of article 414-A, including subparagraph f), and the independence criterion established in number 5 of article 414, both of the Commercial Companies Code. For this effect, the general and supervisory board undertakes the respective self-assessment.

Not applicable

II.27. Professional qualifications of the members of the general and supervisory board and of other committees constituted within them, indication of their professional activities, at least, over the last five years, number of company shares they own, date of the first appointment and end date of term of office.

Not applicable

II.28. Positions held by the members of the general and supervisory board and of other committees constituted within them, listing those held in other companies of the same group.

Not applicable

II.29. Description of the remuneration policy, including, namely, relative to the directors, in observance of number 3 of article 248-B of the Portuguese Securities Market Code, and other workers whose professional activity might have a relevant impact on the company's risk profile and when this remuneration includes a important variable component.

Only the members of the Board of Directors of Reditus are considered directors, in observance of number 3 of article 248-B of the Portuguese Securities Market Code.

The remuneration policy applicable to the directors of Reditus in observance of number 3 of article 248-B of the Portuguese Securities Market Code is described in the statement on this matter submitted by the Remunerations Committee for the assessment of the General Meeting. There are no other workers at Reditus whose professional activity might have a relevant impact on the company's risk profile and whose remuneration includes a important variable component.

Section IV – Remuneration

II.30. Description of the policy of remuneration of the management and supervisory bodies referred to in article 2 of Law number 28/2010, of 19 June.

Pursuant to number 1 of article 13 of the articles of association, the remunerations of the members of the Board of Directors are established by a Remunerations Committee, composed of three members who are elected every three years by the General Meeting.

The General Meeting of May 2012 approved the criteria establishing the remunerations of the members of the Board of Directors for 2012. These criteria included a combination of the relevance of the executive management areas comprising the area of responsibility of each director and the number of years these positions have effectively been held in the company.

The variable remuneration of the members of the management body is established taking into account the combined weighting of the consolidated net income, EBITDA and annual evolution of the stock market price of the shares, where the overall percentage of the profit attributed to the directors cannot exceed ten percent, pursuant to the provisions in number 3 of article 18 of the Articles of Association.

The non-executive directors are remunerated only with a fixed salary or with attendance fees, with their salary not including any variable component.

The members of the Audit Board do not receive any remuneration for the performance of their duties.

However, the Company's articles of association establish, in number 3 of article 13, that the remunerations of the members of the management boards may be a fixed value or partially consist of a percentage of the profit for the year, although the overall percentage of the profit attributed to the directors cannot exceed ten percent.

Reditus does not have any incentive system involving shares.

The Remunerations Committee takes care to ensure that the bonuses attributed to the members of the Board of Directors take into account not only the performance of the financial year but also the adequate sustainability of the results in future financial years.

The members of the management body do not conclude any contracts, with the company or third parties, whose effect is mitigation of the risk inherent to the variability of the remuneration established by the company.

II.31. Indication of the annual value of the remuneration received individually by the members of the management and supervisory bodies of the company, including fixed and variable remuneration and, regarding the latter, note of its different components, the portion which is deferred and the portion which has already been paid.

Under the terms of Law number 28/2010, of 19 June, the individual remunerations received by the members of the management board are indicated below:

EXECUTIVE DIRECTORS	159,773
Francisco Santana Ramos	75,000
Carlos Oliveira	74,545
Hélder Matos Pereira	10,227
NON - EXECUTIVE DIRECTORS	**336,855**
Miguel Pais do Amaral	30,000
Frederico Moreira Rato	117,855
António Maria de Mello	75,000
José António Gatta	30,000
Fernando Fonseca Santos	30,000
Miguel Ferreira	24,000
José Manuel Silva Lemos	30,000

The remunerations attributed to the members of the management during the financial year ended on 31 December 2012 reached 496,628 euros, of which 159,773 were attributed to the executive directors and 336,855 to the non-executive directors.

II.32. Information as to how the remuneration is structured so as to allow for the alignment of the interests of the members of the management body with the company's long term interests, as well as how the assessment of performance is based and discourages excessive risk-taking.

As results from the remuneration policy described in point II.30, the remuneration is structured so as to allow for the alignment of the interests of the members of the management body with the company's long term interests, which is also the case of the manner in which the assessment of performance is based and discourages excessive risk-taking.

II.33. Regarding the remuneration of the executive directors:

a) Reference to the fact that the remuneration of the executive directors includes a variable component and information on the way that this component depends on the assessment of performance;

Information provided in point II.30.

b) Indication of the bodies of the company which are competent to assess the performance of the executive directors;

Information provided in point II.16.

c) Indication of the pre-defined criteria for the assessment of the performance of the executive directors;

Information provided in point II.30.

d) Explanation of the relative importance of the variable and fixed components of the remuneration of the directors, as well as indication of any maximum limits for each component;

Information provided in point II.30.

e) Indication of the deferral of the payment of the variable component of the remuneration, noting the period of deferral.

Up to the present date, there is has been no deferred payment of the variable remunerations referred to above.

It is important to note that, in the past, Reditus has followed the policy of not deferring a significant part of the variable remuneration, since this practice was only recommended by the CMVM as of 2010.

However, Reditus has endeavoured to implement the necessary procedures for the adoption of a policy of deferral of the payment of the variable component of remuneration, as can be seen in the statements on the remuneration policy of the members of the Board of Directors and Audit Board of Reditus for 2011, 2012 and 2013.

In spite of these efforts, this issue had no practical impact since the conditions on which their payment depended did not actually occur during these years.

f) Explanation as to how the payment of the variable remuneration is subject to the continued positive performance of the company over the period of deferral;

Not applicable, without prejudice to the considerations presented in point II.32.

g) Sufficient information on the criteria underlying the attribution of variable remuneration through shares as well as the maintenance, by the executive directors, of company shares to which they might have had access, on any contract which might have been concluded relative to these shares, namely hedging or risk transfer contracts, respective limit, and their weight in the annual total remuneration;

The Company does not have any remunerative measure in force which includes the attribution of shares and/or any other incentive system involving shares.

h) Sufficient information on the criteria underlying the attribution of the variable remuneration through share options and indication of the period of deferral and price of exercise of the option;

The Company does not have any remunerative measure in force which includes the attribution of rights to acquire share options.

i) Identification of the main parameters of and grounds for any annual bonus system and other non-pecuniary benefits;

Information provided in point II.30.

j) Remuneration paid in the form of participation in profit and/or payment of bonuses and the motives for the concession of such participation in profit and/or bonuses;

The remunerations paid in the form of participation in profit and/or the payment of bonuses are presented in point II.31 and are part of the variable component, as a bonus according to the performance of the directors relative to the proposed objectives.

l) Compensations paid or owed to former executive directors relative to the termination of his duties during the financial year;

No compensations were paid or owed to former executive directors relative to the termination of their duties during 2012.

m) Reference to any contractual limitation established for the compensation payable for dismissal without fair grounds and its weight in the variable

component of the remuneration.

There is no contractual limitation established for the compensation payable for dismissal without fair grounds, with the legal rules being applied.

n) Amounts paid, under any circumstances, by other companies in a controlling or group relationship;

Of the total of 496,628 euros of remunerations paid to the Management Bodies, 75,000 euros were paid by other companies in a controlling or group relationship.

o) Description of the main characteristics of the supplementary pension or early retirement schemes for the directors, indicating whether they were, or not, subject to the assessment of the General Meeting;

There are no supplementary pension or early retirement schemes for the directors.

p) Estimate of the value of relevant non-pecuniary benefits considered as remuneration and not covered by the situations noted above.

There are no relevant non-pecuniary benefits considered as remuneration.

q) Existence of any mechanisms preventing the executive directors from concluding contracts which place in question the fundamental reason underlying the variable remuneration.

The Company does not adopt any mechanisms preventing the executive directors from concluding contracts which place in question the fundamental reason underlying the variable remuneration.

However, the company is unaware of any contracts concluded between members of the management body and the company or third parties, whose effect is mitigation of the risk inherent to the variability of the remuneration established by the company.

II.34. Reference to the fact that the remuneration of the non-executive directors of the management body does not include variable components.

Only the non-executive directors receive fixed remuneration in cash, exclusively.

II.35. Information on the policy of communication of irregularities adopted by the company (means of communication, persons with legitimacy to receive communication, treatment to be given to the communications and indication of the persons and bodies with access to the information and respective intervention in the procedure).

The employees of Reditus must communicate any irregular practices they detect or of which they become aware or have grounds to suspect, in order to forewarn of or prevent irregularities which might cause serious damages to Reditus and to its employees, customers, partners and shareholders. The communication referred to above must be carried out in writing and contain all the elements and information which the Employee possesses and considers necessary for the assessment of the irregularity. The Employee may also request confidential treatment as to the source of the communication.

The Audit and Control Unit is responsible for receiving all the communications of employees on any irregularities which might have occurred within the company and determining the actions in relation to the procedures to be adopted, which should be communicated to the CFO.

Section V - Specialised Committees:

II.36. Identification of the members of the committees constituted for the effect of the individual and overall assessment of the performance of the executive directors, reflection on the governance system adopted by the company and identification of potential candidates with the profile of director.

Not applicable

II.37. Number of meetings of the committees constituted with competence on management and supervisory matters during the financial year in question, as well as reference to the drawing up of the minutes of these meetings.

Not applicable

II.38. Reference to the fact that a member of the remunerations committee has knowledge and experience on matters of remuneration policy.

All the members of the Remunerations Committee have knowledge and experience on matters of remuneration policy.

II.39. Reference to the independence of natural or legal persons contracted by the remunerations committee through a work or service contract relative to the board of directors as well as, when applicable, the fact that these persons have a current relationship with a consultant of the company.

The Remunerations Committee is not assisted by any natural or legal persons with a work or service contract relative to the Board of Directors or any structure dependent on the Board of Directors or any current relationship with a consultant of the company which might affect their independence or impartiality.

The Remunerations Committee is also not assisted by any entity which, over the past three years, has maintained any relationship with the management of the Company under the terms of the previous paragraph, or by any person which is related through a work or service contract with any person referred to in the present paragraph or previous paragraph.

Chapter III. Information and Audits

III.1. Share capital structure, including indication of non-tradable shares, different categories of shares, their inherent rights and duties, and percentage of share capital represented by each category.

As at 31 December 2012, the share capital was 73,193,455 euros, fully underwritten and paid up, represented by 14,638,691 shares with the nominal value of 5 euros each.

The shares are all certificates and to the bearer, although their conversion into book-value and nominative shares is statutorily permitted. All the rights and duties inherent to all the shares are the same. The shares are all tradable.

III.2. Qualifying holdings in the share capital of the issuer, calculated under the terms of article 20 of the Portuguese Securities Market Code.

The table below indicates the qualifying holdings in the share capital of Reditus SGPS, S.A. as at 31 December 2012.

HOLDER	NO. OF SHARES	% SHARE CAPITAL	% VOTING RIGHTS
Miguel Pais do Amaral			
Directly	0	0.00%	0.00%
Through Courical Holding BV	1,408,927	9.62%	9.80%
Through Quifel Holdings, SGPS, S.A.	2,336,797	15.96%	16.25%
Total imputable	**3,745,724**	**25.59%**	**26.04%**
Banco Comercial Português, S.A.			
Directly	2,999,998	20.49%	20.86%
Total imputable	**2,999,998**	**20.49%**	**20.86%**
José António da Costa Limão Gatta			
Directly	0	0.00%	0.00%
Through ELAO SGPS, S.A.	1,480,000	10.11%	10.29%
Total imputable	**1,480,000**	**10.11%**	**10.29%**
SACOP - Soc. Agrícola do Casal do Outeiro do Polima, S.A.			
Directly	289,145	1.98%	2.01%
Pessoa Pinto & Costa, Lda	180,000	1.23%	1.25%
Through Frederico Moreira Rato	231,811	1.58%	1.61%
Total imputable	**700,956**	**4.79%**	**4.87%**
URCOM - Urbanização e Comércio, SA [1]			
Directly	0	0.00%	0.00%
Through Lisorta, Lda	1,210,124	8.27%	8.41%
Through Frederico Moreira Rato	231,811	1.58%	1.61%
Total imputable	**1,441,935**	**9.85%**	**10.02%**
António Maria de Mello			
Directly	0	0.00%	0.00%
Through António M. de Mello, SGPS	738,498	5.04%	5.13%
Through Canes Venatici - Investimento SGPS	198,833	1.36%	1.38%
Total imputable	**937,331**	**6.40%**	**6.52%**
Fernando Manuel Malheiro da Fonseca Santos			
Directly	782,135	5.34%	5.44%
Total imputable	**782,135**	**5.34%**	**5.44%**
Rui Miguel de Freitas e Lamego Ferreira			
Directly	0	0.00%	0.00%
Through Inventum SGPS, S.A	668,831	4.57%	4.65%
Total imputable	**668,831**	**4.57%**	**4.65%**

[1] URCOM is no longer owned by SACOP although both are owned, directly or indirectly, by the Moreira Rato family.

III.4. Any restrictions to the transferability of the shares, such as clauses of consent for their disposal, or limitations to the holding of shares.

The memorandum of association does not establish any restriction to the transferability or holding of shares.

III.5. Shareholders' agreements which are known to the company and could lead to restrictions on matters of the transfer of securities or voting rights.

The Company is unaware of the existence of any shareholders' agreement.

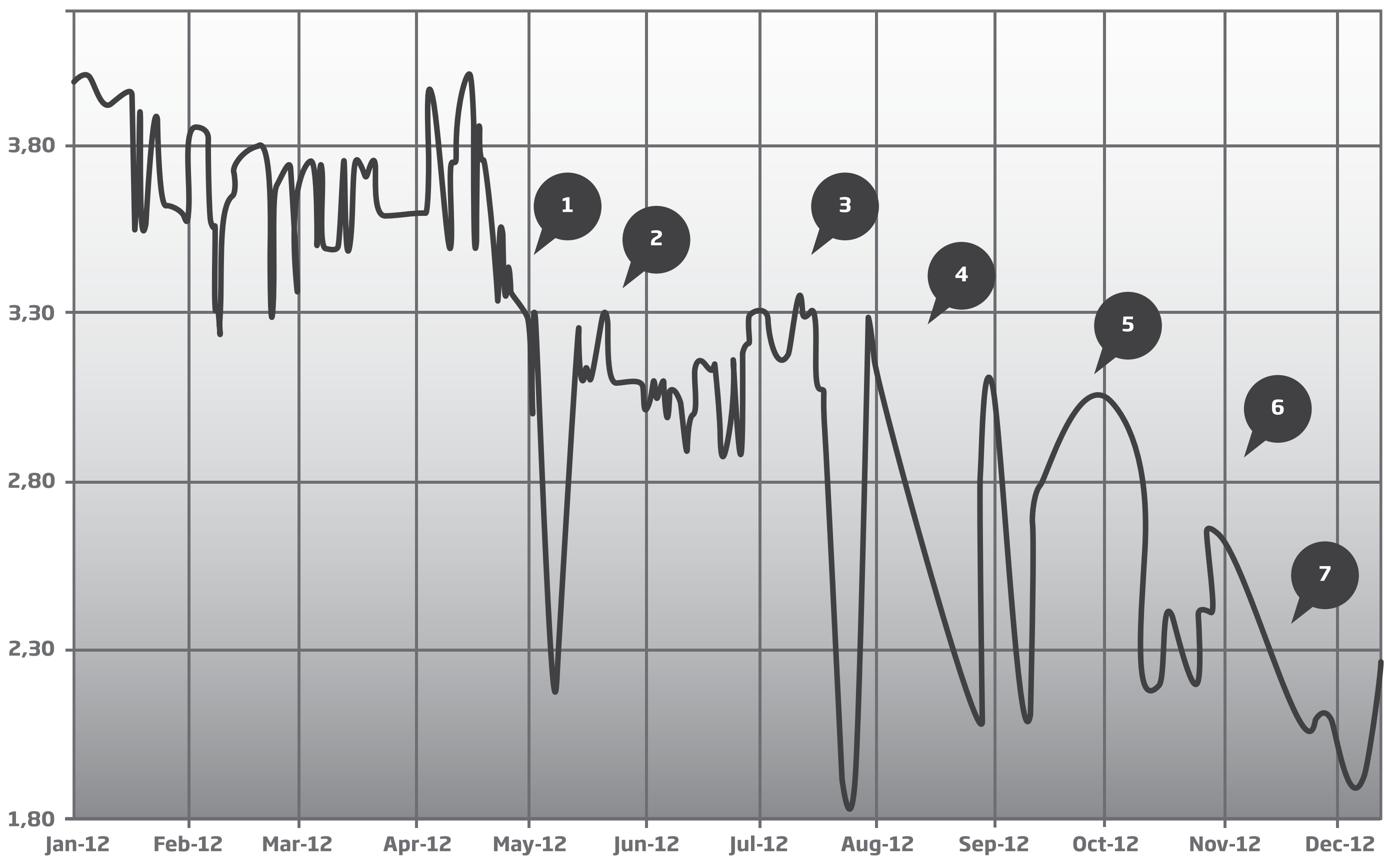
III.6. Rules applicable to the amendment of the articles of association of the company;

There are no rules on the amendment of the articles of association of the Company other than those arising from the law and applicable to the Company.

III.7. Control mechanisms established for any system of the participation of workers in the share capital to the extent of the voting rights not being exercised directly by them.

No control mechanism has been established.

III.8. Description of the evolution of the stock market price of the shares of the issuer, taking into account, namely: a) The issuance of shares or other securities which provide for subscription or share purchase rights; b) The announcement of results; and c) The payment of dividends made by share category, indicating the net value per share



By the end of 2012, the closing market price of Reditus shares stood at 2.27 euros, in comparison with the 3.99 euros recorded at the beginning of the year.

In terms of liquidity, during the financial year there were approximately 135 thousand transactions of Reditus shares, representing a transaction value of 444 thousand euros.

The daily average number of share transactions stood at approximately 550 shares, corresponding to a daily average value of approximately 1,806 euros.

The evolution of the share price, identifying the most relevant facts which occurred over the year, are presented in the graph below.

Date of the most relevant facts:

1. 30/04/2012 Annual Results of 2011

2. 17/05/2012 Results of the 1st Quarter of 2012

3. 10/07/2012 Deliberations of the Board of Directors

4. 16/08/2012 Results of the 1st Semester of 2012

5. 12/10/2012 Resignation from the Position of Director

6. 29/11/2012 Results of the 3rd Quarter of 2012

7. 06/12/2012 Co-optation of Director and strengthening of the Executive Committee

III.9. Description of the dividend distribution policy adopted by the company, identifying, namely, the value of the dividend per share distributed over the last three financial years.

The Board of Directors does not propose the distribution of dividends relative to the financial year of 2012, thus maintaining in the company the necessary financial means to support organic growth.

Furthermore, no dividends have been distributed over the last three years.

III.10. Description of the main characteristics of the share attribution plans and share purchase option plans adopted or in force in the financial year in question, namely, justification for the adoption of the plan, category and number of beneficiaries of the plan, attribution conditions, clauses on the non-divestiture of shares, criteria relative to the price of the shares and price of the exercise of the options, period during which the options may be exercised, characteristics of the shares to be attributed, existence of incentives for the purchase of shares and/or the exercise of options and competence of the management body to implement or modify the plan.

At the moment, there are no plans relative to the attribution of Reditus shares and/or options to purchase Reditus shares.

III.11. Description of the main elements of the business and operations between, on the one hand, the company and, on the other hand, the members of its management and supervisory bodies, owners of qualifying holdings or companies in a controlling or group relationship, provided that they are significant in economic terms for any of the parties involved, except with respect to business or operations which, cumulatively, are carried out under normal market conditions for similar operations and are part of the current activity of the company.

No business or operations of significance in economic terms were carried out between the Company and the members of its management and supervisory bodies or companies in a controlling or group relationship, outside normal market conditions or outside the current activity of the company.

III.12. Description of the fundamental elements of any business and operations carried out between the company and owners of qualifying holdings or entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code, outside normal market conditions.

No business or transactions were conducted outside of normal market conditions between the Company and owners of qualifying holdings or entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code.

III.13. Description of the procedures and criteria applicable to the intervention of the supervisory body for the purpose of the prior assessment of business to be carried out between the company and owners of qualifying holdings or entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code.

Any business of significant relevance with shareholders owning qualifying holdings, or with entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code, are submitted to the prior opinion of the Audit Board.

Business of significant relevance is defined as business which is not included in the current activity of the Company or owners of qualifying holdings, or entities which are in any situation with them stipulated under the terms of article 20 of the Portuguese Securities Market Code.

In turn, and in view of the provisions in article 246, number 3, subparagraph c) of the Portuguese Securities Market Code, business which significantly affects the financial situation or performance of the Company is also considered business of significant relevance.

The Notes to the Consolidated Financial Statements of the Annual Report describe all the operations carried out between, on the one hand, the Company and, on the other hand, owners of qualifying holdings or entities which are in any relationship with them, under the terms of article 20 of the Portuguese Securities Market Code.

III.14. Description of the statistical elements (number, average value and maximum value) relative to any business subject to the prior intervention of the supervisory body.

Not applicable

III.15. Indication of the provision, on the company's website, of the annual reports on the activity developed by the general and supervisory board, financial matters committee, audit committee and audit board, including indication of any constraints encountered, together with the documents presenting the accounts.

Information provided in Chapter II.4.

III.16. Reference to the existence of an Investor Support Office or other similar service, indicating: a) The duties of the Office; b) The type of information provided by the Office; c) The means of access to the Office; d) The company's website; and e) The identity of the representative for market relations.

Reditus has an Investor Relations Office which ensures suitable relations with the shareholders, financial analysts and the regulatory entities of the capital market, namely the CMVM and Euronext Lisbon.

This department is responsible for promoting permanent and constant contact with the market, respecting the principle of the equality of the shareholders and preventing asymmetries in access to information by the investors, providing, within the legally permitted limits, any information which is requested or might in any way contribute to greater transparency and participation in the life of the Company.

Reditus provides a vast amount of information through its website: www.reditus.pt. The objective is to introduce the company to investors, analysts and the public in general, providing permanent access to relevant and updated information. Data can thus be consulted relative to the company's activity, as well as information specifically aimed at investors, which is available, in Portuguese and English, in the "Investors" section. This information specifically provides presentations of results, privileged information and other information communicated to the CMVM, annual reports, the financial calendar, shareholder structure, governing bodies and the performance of Reditus shares on the stock market.

Information may be requested through the telephone or website (www.reditus.pt).

The investor support office has the following contact details:

Address
Estrada do Seminário, 2 Edifício Reditus
2614-522 Alfragide

Telephone
(+351) 21 412 4100

Fax
(+351) 21 412 4199

E-mail
accionistas@reditus.pt

Site
www.reditus.pt

Representative for market relations
Maria Summavielle

III.17. Indication of the value of the annual remuneration paid to the auditor and to other natural or legal persons belonging to the same network paid by the company and/or by legal persons in a controlling or group relation, as well as description of the percentage relative to the following services: a) Legal review of accounts services; b) Other reliability guarantee services; c) Tax consultancy services; and d) Services other than legal review of accounts.

The total remuneration received by the auditors for their services to the companies of the Reditus Group in 2012 reached 132,700 euros, which are broken down as shown in the table below:

	VALUE	%
Legal accounts review services	**112,500**	85%
BDO & Associados, SROC	50,000	
Auren Auditores & Associados, SROC	55,500	
Carvalheda, Plácido & Associados, SROC	7,000	
Services other than legal review of accounts	**20,000**	
Ernst & Young, S.A	13,000	15%
Auren Auditores & Associados, SROC	7,200	
Total	**132,700**	100%

III.18. Reference to the rotation period of the external auditor

In 2010, the external auditor of Reditus completed the third term of office of the governing bodies, and was newly appointed for the three-year period 2011-2013. However, in 2011, a new partner was appointed who is responsible for the supervision or direct execution of the external audit work.

Considering a specific opinion on the conditions of independence of the External Auditor of Reditus and the advantages and costs of his possible replacement, the Audit Board decided to consider that the non-interruption of the term of office of BDO, in progress, is not only appropriate, but also convenient for Reditus, in view of the following aspects, amongst others:

1. Advantages of technical nature, coordination and knowledge of the Company, which are critical to the quality of the audits of Reditus;

2. The replacement of the auditors would cause higher costs to Reditus;

3. The independence of the External Auditor;

4. In 2011, a new partner was appointed who is responsible for the supervision or direct execution of the external audit work.

reditus

ANNUAL REPORT 2012

05 SUPERVISORY REPORTS

AUDITOR´S REPORT IN RESPECT OF THE CONSOLIDATED FINANCIAL INFORMATION

BDO

Tel: +351 217 990 420
Fax: +351 217 990 439
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Av. da República, 50 - 10º
1069-211 Lisboa

AUDITORS' REPORT IN RESPECT OF THE CONSOLIDATED FINANCIAL INFORMATION
(Free translation from the original version in Portuguese)

Reditus, Sociedade Gestora de Participações Sociais, S.A

Lisbon

Introduction

1. As required by law, we present the auditors' report in respect of the Consolidated Financial Information included in the consolidated Board of Directors' Report and the consolidated financial statements of Reditus, Sociedade Gestora de Participações Sociais, S.A, comprising the consolidated statements of financial position as at December 31, 2012 (which shows total assets of 185 156 600 euro, total shareholder's equity of 34 270 171 euro, including a net income of 279 502 euro), the consolidated statement of income, the consolidated statement of comprehensive income, the statement of changes in equity and the consolidated cash flow statement for the year then ended and the corresponding notes to the accounts.

Responsibilities

2. It is the responsibility of the Board of Directors of Reditus, Sociedade Gestora de Participações Sociais, S.A: (i) to prepare the consolidated Board of Directors' Report and the consolidated financial statements which present fairly, in all material respects, the financial position of the Company and its subsidiaries, the consolidated result of their operations and the consolidated cash flows; (ii) to prepare historic financial information in accordance to the International Accounting Standards, as adopted by the European Union which is complete, true, timely, clear, objective and licit, as required by the Código dos Valores Mobiliários (Portuguese Securities Market Code); (iii) to adopt adequate accounting policies; (iv) to maintain appropriate systems of internal control; and (v) to disclose any relevant matters which have influenced the activity, the financial position or the result of the Company and its subsidiaries.

3. Our responsibility is to verify the consolidated financial information included in the documents referred to above, namely if it is complete, true, timely, clear, objective and licit as required by the Código dos Valores Mobiliários (Portuguese Securities Market Code), and to issue an independent and professional opinion based on our audit. The financial statements of several subsidiaries included in the consolidation were examined directly by other auditors that facilitated to us the respective reports.

BDO & Associados, SROC, Lda., Sociedade por quotas, Sede Av. da República, 50 - 10º, 1069-211 Lisboa, Registada na Conservatória do Registo Comercial de Lisboa, NIPC 501 340 467, Capital 100 000 euros. Sociedade de Revisores Oficiais de Contas inscrita na OROC sob o número 29 e na CMVM sob o número 1122.

A BDO & Associados, SROC, Lda., sociedade por quotas registada em Portugal, é membro da BDO International Limited, sociedade inglesa limitada por garantia, e faz parte da rede internacional BDO de firmas independentes.

BDO

Scope

4. We conducted our examination in accordance with the Standards and Technical Recommendations approved by the Ordem dos Revisores Oficiais de Contas (Institute of Statutory Auditors) which require that we plan and perform the audit in order to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. Accordingly, our examination included: (i) the verification that the financial statements of the subsidiaries included in the consolidation have been properly examined and for the relevant cases where such verification was not carried out, examination, on a sample basis, of the evidence supporting the amounts and disclosures in the consolidated financial statements and assessing the reasonableness of the estimates, based on the judgements and criteria of the Company's Board of Directors used in the preparation of the consolidated financial statements; (ii) verification of the consolidation operations; (iii) assessing the appropriateness of the accounting principles used in their disclosure, as applicable; (iv) assessing the applicability of the going concern principle; (v) assessing the overall presentation of the consolidated financial statements; and (vi) assessing whether the financial information is complete, true, timely, clear, objective and licit.

5. Our examination also included the verification that the consolidated financial information included in the Board of Directors' Report is in agreement to the remaining documents referred to above and the verifications considered in the numbers 4 and 5 of the article 451° of the Commercial Code.

6. We believe that our audit provides a reasonable basis for our opinion.

Opinion

7. In our opinion the consolidated financial statements referred to above, present fairly in all material respects, the consolidated financial position of Reditus, Sociedade Gestora de Participações Sociais, S.A, as at December 31, 2012, the consolidated results of its operations and the consolidated cash flows for the year then ended, in conformity with the International Accounting Standards, as adopted by the European Union and the information included is complete, true, timely, clear, objective and licit.

Report on other legal requirements

8. It is also our opinion that the information included in the Board of Directors' Report is in agreement to the financial statements and the corporate governance report includes the information required under the article nº 245º-A of the Código dos Valores Mobiliários (Portuguese Securities Market Code).

Lisbon, April 30, 2013

José Martinho Soares Barroso, representing
BDO & Associados - SROC
(Registered in CMVM Auditors' register under the nº 1 122)

REPORT AND OPINION OF THE AUDIT BOARD

INTRODUCTION

In compliance with the legal and statutory provisions, the Audit Board of Reditus SGPS, S.A. presents the report on its activity during 2012, as well as opinion on the Management Report and other documents presenting the consolidated accounts of SGPS, S.A., submitted by the Board of Directors.

SUPERVISION OF THE COMPANY

Throughout the financial year under analysis, the Audit Board, in compliance with its supervisory duties, monitored the management of the Company and evolution of its business.

The Audit Board, under its activity, and in strict compliance with its legal duties, appraised the accounting policies and valuation criteria used in the preparation of the financial information, which it considers adequate, and also supervised the risk management system, the development of the internal audit actions and the effectiveness of the internal control system, during which it did not encounter any constraints in the exercise of its activity. The Audit Board always received the requested collaboration from the Board of Directors and persons in charge of the operations of the internal audit, accounting, treasury and legal services.

The Audit Board also followed the activity of the Statutory Auditor, supervising the work carried out and its conclusions, for the purpose of safeguarding the independence and assessing the performance of the Statutory Auditor.

The Audit Board analysed the Consolidated Management Report and consolidated financial statements relative to the financial year ended on 31 December 2012, which include the statement of the consolidated financial position, the consolidated net income statement, the consolidated statements of comprehensive income, cash flow and changes in equity and respective notes, for the financial year ended on that date, prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union.

The Audit Board also analysed the Corporate Governance Report relative to 2012 prepared by the Board of Directors, which is attached to the Management Report, verifying that it was prepared in conformity with the provisions in Regulation 1/2010 (Governance of Listed Companies) as issued by the Portuguese Securities Market Commission and includes, amongst others, the elements presented in article 245-A of the Portuguese Securities Market Code.

Lastly, it analysed and agreed with the Legal Certifications of Accounts and Auditor's Report on the consolidated financial statements referred to above, prepared by the Statutory Auditor.

STATEMENT OF CONFORMITY

Under the terms of article 245 of number 1, subparagraph c) of the Portuguese Securities Market Code, the members of the Audit Board state that, to the best of its knowledge, the information presented in the Management Report and other documents presenting the accounts was prepared in conformity with the applicable accounting standards, giving a true and fair image of the assets and liabilities, financial situation, net income and cash flow of the Company and companies included in the consolidation perimeter. Moreover, the members of the Audit Board believe that the Management Report faithfully presents the evolution of the business, performance and position of the Company and companies included in the consolidation perimeter, and contains a description of the main risks and uncertainties they face.

OPINION

As a consequence of the above, the Audit Board is of the opinion that the conditions have been met for the General Meeting of Reditus, SGPS, S.A. to be able to approve the Management Report and consolidated accounts for 2012.

Alfragide, 30 April 2013

THE AUDIT BOARD

Dr. Rui António Gomes Nascimento Barreira
Chairman

Eng. Alfredo Francisco Aranha Salema Reis
Member

Dr. José Maria Franco O'Neill
Member