

Non-binding translation

For information purposes only

To The Chairman of the Board of the

Shareholders' General Meeting

SONAECOM, SGPS, S.A.

Lugar do Espido, Via Norte,

4471-909 Maia

Maia, 30 March 2020

Proposal nº 5

Considering that:

- (i) Pursuant to the set forth in article 420, paragraph 2, sub-paragraph b) and article 446, paragraph 1, both from the Portuguese Companies Act, the Statutory Audit Board of Sonaecom – SGPS, S.A. (“Sonaecom” or the “Company”) has the competence to propose to the Company’s Shareholders’ General Meeting the election of its Statutory External Auditor;
- (ii) Article 54, paragraph 3, of the New Statute of the Statutory Auditors Association (NEOROC), Law no. 140/2015, of 7 September, establishes that, in public interest entities, the maximum period of functions of the Statutory External Auditor is of 2 or 3 mandates, depending on the mandates being of 4 or 3 years, respectively;
- (iii) The current Statutory External Audit PricewaterhouseCoopers & Associados – Sociedade de Revisores de Contas, Lda (“PWC”) was elected on the 29 April 2016 for the 2016-2019 mandate;
- (iv) Hence pursuant to article 16, paragraphs 2 and 3 of (EU) Regulation no. 537/2014, of 16 April, the proposal for the election of the Statutory external auditor for the renewal of mandate within the maximum legal timeframes for holding office, as indicated in paragraph ii) above, does not require the organization of any additional selected bid process, nor the presentation of any alternative proposal with a justified preference for the election of one of the choices proposed;

In light of all of the aforementioned, as well as considering the activity developed by PWC during the last mandate ending 2016-2019, which has earned the ongoing trust of the Statutory Audit Board, it is hereby proposed to the Shareholders' General Meeting, to elect as Statutory External Auditor of the Company, effective and substitute, respectively, for the mandate corresponding to the mandate of 2020-2023:

- **Effective:** PWC – PRICE WATERHOUSE COOPERS & ASSOCIADOS, Sociedade de Revisores Oficiais de Contas, LDA., tax number 506 628 752, with its headquarter at Palácio Sottomayor, Rua Sousa Martins, 1 – 3º, 1069 – 316 Lisboa, ((SROC no. 183, registered at the CMVM with the no. 20161485), represented by Hermínio António Paulos Afonso (ROC n.º 712, registered at the CMVM with the no 20160348), with professional address at Rua António Bessa Leite, 1516 B – 4º Esq. 4150-074 Porto) or by António Joaquim Brochado Correia (ROC n.º 1076, registered at the CMVM with the no. 20160688), with professional address at Rua Pinho Leal, n.º 535, 4150-620 Porto);

- **Alternate:** Joaquim Miguel de Azevedo Barroso (ROC n.º: 1426, registered at the CMVM with the no. 20161036), with head office at Rua Francisco Araújo Dantas 296 -3º, 4425-440 Maia.

Attached to this proposal is the information required by paragraph d) of number 1 of article 289 of the Portuguese Company Law.

By the Statutory Audit Board

João Manuel Gonçalves Bastos

Óscar José Alçada da Quinta