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

Public limited liability company open to public investment
Head Office: Rua Pedro Nunes, no. 11, in Lisbon
Share Capital of 73,193,455.00 euros
Registered at Lisbon Commercial Register
under the same registration and legal person number 500 400 997

Notice of Meeting

The Shareholders of **Reditus – Sociedade Gestora de Participações Sociais, S.A.**, public limited liability company open to public investment, with head office at Rua Pedro Nunes, no. 11, in Lisbon, registered at Lisbon Commercial Register, under the same registration and legal person number 500 400 997 ("Company"), are called to participate in the Annual General Meeting to be held on 31 May 2013, at 11h00, at the corporate premises situated at Edifício Reditus, Estrada do Seminário, no. 2, in Alfragide, and not at the corporate head office due to lack space, with the following:

Agenda:

1. Deliberation on the documents presenting the accounts, on a consolidated and individual basis, including the Management Report and accounts relative to the year ended on 31 December 2012;
2. Analysis and discussion of the Corporate Governance Report;
3. Deliberation on the proposal for the appropriation of net income;
4. General assessment of the Company's management and supervision;
5. Deliberation on the ratification of the co-optation of Dr. Helder Filipe Ribeiro Matos Pereira as Director;
6. Deliberation on the expansion of the Board of Directors from ten to eleven members until the end of the current term of office (2010/2013).
7. Deliberation, in the case of approval of the expansion of the Board of Directors proposed under the preceding point, on the election of a new member of the Board of Directors to perform duties until the end of the current term of office (2010/2013).

8. Assessment of the statement of the Remuneration Committee on the policy of remuneration of the members of the management and supervisory bodies of the Company;
9. Deliberation on the acquisition and disposal of own shares;
10. Deliberation on the acquisition and disposal of own bonds.

I. Participation in the General Meeting

1. The General Meeting is composed of shareholders owning a number of shares entitling them to at least one vote. Each share corresponds to one vote.

2. The exercise of the right to vote by a shareholder depends on the ownership of shares which entitle this shareholder to at least one vote, at 00:00 hours (GMT) on 24 May 2013 (the "Registration Date"), corresponding to the fifth business day prior to the date of the General Meeting.

3. Shareholders wishing to participate in the General Meeting should state their intention, in writing, to the chairman of the board of the General Meeting and to the financial intermediary where their individualised registration account is open, by 23:59 hours (GMT) of 23 May 2013, and may, for this purpose, regarding their statement addressed to the chairman of the board of the General Meeting, use the electronic mail address presidente.mesa.ag@reditus.pt.

4. The statements to be sent to the chairman of the board of the General Meeting and to the financial intermediary, established in the preceding paragraph, may be prepared in accordance with the forms provided for the effect, as of the date of disclosure of this notice of meeting, at the corporate head office and website www.reditus.pt.

5. The financial intermediary which has been informed of the shareholder's intention to participate in the General Meeting, in turn, must send the chairman of the board of the General Meeting, by 23:59 hours (GMT) of the Registration Date, information on the number of shares registered on behalf of the shareholder in question, relative to 00:00 hours (GMT) of the Registration Date, and may, for this purpose, use the electronic mail address presidente.mesa.ag@reditus.pt.

6. Without prejudice to the provisions in the following paragraph, the exercise of the right to vote is not deterred by the transfer of shares on a date after 00.00 hours (GMT) of the Registration Date, nor does it depend on the blocking of these shares between this date and the date of the General Meeting.

7. Shareholders who, having stated their intention to participate in the General Meeting, then transfer their ownership of shares during the period between 00:00 hours (GMT) of the Registration Date and the closing of the General Meeting, must communicate this transfer immediately to the chairman of the board of the General Meeting and to the Securities Market Commission (CMVM), and may, for this purpose, regarding the communication addressed to the chairman of the board of the General Meeting, use the electronic mail address presidente.mesa.ag@reditus.pt.

8. Shareholders who, in a professional capacity, hold shares in their own name but on behalf of customers, and intend to vote in a different sense with their own shares, should present to the chairman of the board of the General Meeting, by 23:59 hours (GMT) of 23 May 2013, and using sufficient and proportional evidence, (i) the identification of each customer and the number of shares to be voted on his account, and (ii) the specific voting instructions for each

point on the agenda, issued by each customer.

9. Admittance to participate and vote at the General Meeting is restricted to shareholders relative to whom:

(i) the chairman of the board of the General Meeting has received by 23:59 hours (GMT) of 23 May 2013, *the statements referred to in the third paragraph of this part I ("Participation in the General Meeting); and*

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

10. In the case of the co-ownership of shares, only the common representative, or a representative of the latter, may participate in the General Meeting.

II. Right to Information at the General Meeting

1. During the General Meeting, any shareholder may request the provision of true, complete and elucidative information to enable reaching an informed judgement on the matter presented in the Agenda.

2. The requested information will be provided by the Board of Directors, and may be refused only on the grounds established in article 290, number 2 of the Commercial Companies Code.

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

Shareholders owning shares corresponding to at least 2% (two percent) of the share capital of the Company with voting rights, through a written application addressed to the chairman of the board of the General Meeting during the 5 days following the disclosure of this notice of meeting, may request the inclusion of new matters in the Agenda, as well as request the inclusion of proposals for deliberation relative to the matter(s) presented in the Agenda. Such applications should be accompanied, respectively, by a proposal for deliberation on each matter whose inclusion is requested or include the information which should accompany the proposal for deliberation.

IV. Representation at the General Meeting

1. Shareholders may be represented at the General Meeting, under the terms of the law and memorandum of association, through a signed document of representation addressed to the chairman of the board of the General Meeting and received at the head office of the Company by the day before the date of the General Meeting. The information relative to the content and mode of exercise of the right to representation, as well as the proxy forms, may be consulted and obtained on the website www.reditus.pt.

2. The documents of representation to be submitted to the chairman of the board of the General Meeting may be:

(a) Prepared in accordance with the forms provided for the effect, as of the date of disclosure of this notice of meeting, at the corporate head office and website www.reditus.pt; and

(b) Sent by electronic mail to the address presidente.mesa.ag@reditus.pt.

3. Without prejudice to the lockstep voting established in article 385 of the Commercial Companies Code, any shareholder may appoint different representatives for shares held in different securities accounts.

4. The application for a document of representation of more than 5 shareholders must contain the following elements:

(a) Specification of the General Meeting, indicating the location, date, time of the meeting and Agenda;

(b) Indication of the consultation of documents by shareholders;

(c) Precise indication of the person or persons who are appointed as representatives;

(d) The sense that the representative shall exercise the vote in the absence of instructions from the represented person;

(e) Mention that, in the event of unpredictable circumstances, the representative will vote in the sense deemed to be in the best interest of the represented person;

(f) The voting rights imputable to the requester; and

(g) The grounds underlying the sense of the vote to be exercised by the requester.

V. Voting by correspondence

1. Shareholders with voting rights may exercise them by correspondence under the following terms:

(a) Explanations of vote which are sent through registered letter with acknowledgement of receipt and prove to have been received at the head office of the Company by the third business day before the date of the General Meeting are considered to be votes by correspondence;

(b) The letter referred to in the preceding subparagraph must be addressed to the chairman of the board of the General Meeting;

(c) Explanations of vote must be sent in a closed envelope with "vote by correspondence" written on its exterior;

(d) The envelope referred to in the preceding subparagraph must contain the explanation of vote, indicating the full name or corporate name of the shareholder, indication of the General Meeting to which it refers and the sense of the vote in relation to each of the points of the respective agenda, as well as if this vote is to be maintained in the event of alteration of the proposal to which it refers.

(e) 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;

(f) The letter referred to in subparagraph a) must contain, in addition to the ballot envelope, a certificate confirming legitimacy to exercise the voting right issued by the

registering or depositary entity, under the terms of the applicable legal provisions, by the third business day before the date of the General Meeting;

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

(h) The presence at the General Meeting of any shareholder who has chosen to exercise his, or his representative's, right to vote by correspondence is considered a revocation of the vote which has been cast through correspondence;

(i) The chairman of the board of the General Meeting is responsible for verifying the conformity of the explanations of vote by correspondence, counting the explanations of vote which are not accepted as not cast;

(j) Votes by correspondence will also be considered not cast in relation to proposals for deliberation presented after the casting of the vote.

2. Alternatively, and as of the date of disclosure of this notice of meeting, shareholders may download their ballots from the website www.reditus.pt, and send them to the chairman of the board of the General Meeting, in a closed envelope and duly completed, ensuring that they are received, together with an envelope containing the photocopy of the identity card (or, in the case of legal persons, a document recognising the signature under the legal terms), by the third business day before the date of the General Meeting.

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

(i) the chairman of the board of the General Meeting has received by 23:59 hours (GMT) of 23 May 2013, the statements referred to in the third paragraph of this part I ("Participation in the General Meeting) of this notice of meeting; and

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

VI. Disclosure of Preparatory Information for the General Meeting

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

- *Notice of meeting for the General Meeting:*
- *Total number of shares and voting rights on the date of disclosure of this notice of meeting;*
- *Proxy and vote by correspondence forms;*
- *Proposals to be submitted by the Board of Directors relative to points 3, 5, 9 and 10, and by shareholders relative to points 6 and 7;*
- *Statement of the Remuneration Committee on the policy of remuneration of the members of the management and supervisory bodies of the Company;*
- *All other preparatory elements and information for the General Meeting referred to in articles 289 of the Commercial Companies Code and 21-C, number 1, of the Securities Market Code.*

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

VII. Counting of Votes

The counting of votes by correspondence and by electronic means will be carried out by the Board of the General Meeting, through addition to the votes cast in the General Meeting.

VIII. Communications to the chairman of the board of the General Meeting

Any communications which, under the terms of this notice of meeting, should be sent to the chairman of the board of the General Meeting, should be addressed to the following addresses and reception posts, to the care of the chairman of the board of the General Meeting:

- *Address: Estrada do Seminário, n.º 2, 2614-522 Alfragide*
- *Telefax: (+351) 21 412 4199*
- *Email: presidente.mesa.ag@reditus.pt*

Lisbon, 7 May 2013.

The Chairman of the Board of the General Meeting

Dr. Diogo Campos Barradas Lacerda Machado