

SEMAPA – SOCIEDADE DE INVESTIMENTO E GESTÃO, SGPS, S.A.

ANNUAL GENERAL MEETING OF 16 APRIL 2019

**PROPOSAL FROM THE BOARD OF DIRECTORS ON THE ALLOCATION OF PROFITS
(TRANSCRIPTION OF PROPOSAL CONTAINED IN THE MANAGEMENT REPORT)**

ITEM 3 .

- Considering that the Company needs to maintain a financial structure compatible with the sustained growth of the Group it manages in the various Business Areas in which it operates,
- Considering that the Company's independence from the financial sector involves preserving consolidated levels of short, medium and long-term debt which allow it to maintain sound solvency indicators, and
- Considering that the Company's Remuneration Committee and the Executive Board have taken a stance on the amounts which, in their view, may be paid to the members of the Board of Directors and the Company's Employees, respectively, for the financial year 2018, the total approximate amount of which is known,

It is hereby proposed:

1. The Net Profit for the period in the individual accounts, determined under the IFRS rules, in the amount of 132,554,336.91 euros (one hundred thirty-two million, five hundred and fifty-four thousand, three hundred and thirty-six euros and ninety-one cents) be allocated as follows:

Dividends on outstanding shares in	41,267,947.52 euros*
	(0.512 euros per share)
Free reserves.....	87,286,389.39 euros
Participation of Employees and Directors in the annual profits up to.....	4,000,000.00 euros

* Excluding own treasury shares held; 668,540 own shares were considered; on the payment date, if this amount is changed, the total dividends payable may be adjusted, while the amount payable per share will remain unchanged.

2. That the individual distribution of the share in profits be made by the Executive Board in the part which relates to the Employees and by the Remuneration Committee in the part which relates to the Directors and that, if this amount is not totally distributed, the remaining shall be allocated to Free Reserves.
3. That the amount regarding the participation of Employees and Directors in the annual profits which, in accordance with applicable accounting standards, has been accrued in personnel costs is reversed by crediting the respective amount in Free Reserves.

Lisbon, 18 March 2019

The Board of Directors