

SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.

Public Company

Registered Offices: Avenida Fontes Pereira de Melo, no. 14, 10th

Share capital: 106,510,000.00 Euros

Corporate Person and Lisbon Companies Registry no. 502 593 130

NOTICE OF EXTRAORDINARY GENERAL MEETING

At the request of the shareholder Sodim, SGPS, S.A., holder of a shareholding of over 2% of the share capital of **SEMAPA – Sociedade de Investimento e Gestão, SGPS, S.A.** (the “Company”), I hereby notify the Shareholders of the Extraordinary General Meeting to be held on 23 June 2015, at 11 a.m., at the Hotel Ritz, in Lisbon, at Rua Rodrigo da Fonseca no. 88, given that suitable premises are not available at the registered offices, with the following

ORDER OF BUSINESS

1. To resolve on a reduction of the Company’s share capital of up to 48,461,924 Euros, through the cancellation of a maximum of 48,461,924 of the Company’s treasury shares, which are to be acquired pursuant to the terms that shall be resolved under the Item Two of the Order of Business.
2. Following the approval of the resolution in Item One of the Order of Business, to resolve on the acquisition of a maximum of 48,461,924 of the Company’s treasury shares, which are to be acquired through a general public tender offer with shares of Portucel S.A. (“Portucel”) as consideration and comprising all the ordinary shares of the Company, that are not held by Semapa itself nor by persons related to it in any of the situations provided in no. 1 of article 20 of the Portuguese Securities Code, and is to be executed in the shortest period of time possible.

I. Information

As from the date of posting of this notice, the information required by law and detailed in article 21-C of the Securities Code and article 289 of the Companies Code, including the complete text of the proposed amendment to the Company’s Articles of Association and any

other documents and motions to be submitted to the General Meeting, as known to the Company at this date, shall be available for consultation by the Shareholders at the registered offices, on the Company's website (www.semapa.pt) and on the website of the Securities Market Commission (CMVM) (www.cmvm.pt).

The Company has no special procedures to be followed by Shareholders wishing to exercise, in the course of the General Meeting, the right to information referred to in article 290 of the Companies Code, without prejudice to management of the time available and the judgement of the Chairman of the General Meeting, in the exercise of his duties, as to the proportionality of the information requested.

II. Attendance of the General Meeting

In addition to the company officers and the common representative of the bondholders, attendance and participation at the General Meeting is open only to Shareholders who, individually or in groups formed in accordance with the law, possess a minimum of 100 (hundred) shares, which quantity corresponds to 1 (one) vote.

Attendance of the General Meeting is conditional on presentation of proof of standing as shareholder with voting rights by 00:00 hours (GMT) on **16 June 2015**, referred to below as the **Registration Date**, corresponding to the 5th trading day prior to the holding of the General Meeting.

Shareholders wishing to take part in the General Meeting shall give notice of such intention to the Chairman of the General Meeting and to the Financial Intermediary with whom they have the account containing the relevant shares, and such notice must be received, at the latest, by 23:59 hours (GMT) on **15 June 2015**. To this end, the Shareholders may use the forms available at the registered offices and on the Company's website (www.semapa.pt); the notice addressed to the Chairman of the General Meeting may be sent by email to agextraordinaria2015@semapa.pt.

The Financial Intermediary who has been informed of the Shareholder's intention to attend the General Meeting shall notify the Chairman of the General Meeting of the number of shares registered in the name of such Shareholder, with reference to the Registration Date, and this information must be received, at the latest, by 23:59 hours (GMT) on **16 June 2015**; the notice in question may also be sent by email to agextraordinaria2015@semapa.pt.

The right to attend and vote at the General Meeting is not prejudiced by the transfer of shares subsequent to the Registration Date, and is also not conditional on the blocking of the shares between the Registration Date and the date of the General Meeting.

Shareholders who, having given notice of their intention of attending the General Meeting, subsequently transfer the ownership of shares during the period between the Registration Date and the end of the General Meeting, shall give immediate notice of such transfer to the Chairman of the General Meeting and the Securities Market Commission; the notice addressed to the Chairman of the General Meeting may be sent by email to agextraordinaria2015@semapa.pt.

Shareholders who, on a professional basis, hold shares in their own name but on behalf of clients and who wish to cast votes for and against the same motion, in addition to giving notice of their intention to attend the General Meeting and to the sending, by their Financial Intermediary, of the information on the number of shares registered in their client's name, shall submit to the Chairman of the General Meeting, by 23:59 hours (GMT) on **15 June 2015**, using sufficient and proportional evidence, (i) information identifying each client and the number of shares carrying votes to be cast on their account and, also (ii) the specific voting instructions for each item on the order of business as issued by each client.

III. Representation at the General Meeting

Shareholders may appoint proxies for the General Meeting, at their discretion, and may to this end use the proxy form available from the Company's website (www.semapa.pt) or on request from the registered offices.

Without prejudice to the rule on the unity of votes established in article 385 of the Companies Code, any Shareholder may appoint different proxies for shares held in different securities accounts.

Proxy letters from individual shareholders and documents appointing the representatives of corporate shareholders shall be delivered to the Chairman of the General Meeting so as to be received by **18 June 2015**, and may also be sent by email to agextraordinaria2015@semapa.pt.

IV. Postal votes

Shareholders may also cast postal votes in accordance with the law and Articles of Association, as follows:

- a) An envelope containing the voting declarations shall be addressed to the Chairman of the General Meeting, and received at the company registered offices by **22 June 2015**;
- b) This envelope shall contain (i) a letter addressed to the Chairman of the General Meeting, with notarized signature, expressing the intention to vote, and (ii) the voting

declarations, one for each item on the Order of Business, in a separate sealed envelope indicating on the outside the item on the order of business to which it refers;

- c) Postal votes cast are counted at the moment of counting of the votes cast by those present at the General Meeting, and are counted as votes against any motions submitted subsequent to their casting;
- d) Postal voting forms are also available to shareholders at the company's website (www.semapa.pt) or on request from the registered offices.

Shareholders may also cast their votes electronically, as long as they are received under comparable conditions as the postal vote, as regards the deadlines, understandability, the guarantee of authenticity, confidentiality and other formal issues. Consequently, Shareholders shall use the following address agextraordinaria2015@semapa.pt. Notarized signature is replaced by digital signature with equivalent value and the sealed and separate envelopes for each item in the agenda by separate annexes to the email, and the votes should be received at the company registered offices by **22 June 2015**.

V. Right to the inclusion of matters on the order of business and to propose motions

Shareholders who, individually or in groups formed in accordance with the law, possess shares corresponding to no less than 2% of the Company's share capital may, by written application to the Chairman of the General Meeting during the 5 (five) days subsequent to the posting of this notice, request the inclusion of (i) new matters on the order of business, such request being accompanied by a proposed resolution on each matter submitted for inclusion and by the necessary supporting information, and (i) proposed resolutions on matters contained in the order of business or which have been added to the same, such request being accompanied by the proposed motion and the necessary supporting information.

Lisbon, 25 May 2015

The Chairman of the General Meeting,

(Francisco Xavier Zea Mantero)