



Announcement

(Translation from the Portuguese original)

Maia, 06th June 2023

Sonae SGPS, SA ("Sonae" or "Group") hereby informs that its subsidiary MCretail, SGPS, SA ("MC") has entered into an agreement with the founding shareholders of Druni SA ("Druni") and Arenal Perfumerias SLU ("Arenal") for the combination of these two companies.

Druni is a perfumery, cosmetics and para-pharmacy retail company, with a network of 377¹ stores located in Spain and a rapidly expanding online channel. Founded in 1987 and wholly owned by the Casp Family, in 2022 Druni generated a turnover of approximately 575 million euros and an EBITDA² of 40 million euros.

Arenal is also a perfumery, cosmetics and para-pharmacy retail company with a network of 66¹ stores located, mainly, in the north of Spain and an important online channel. Founded in 1975, Arenal is, since January 2019, 60% owned by MC and 40% by its founding shareholders, having generated in 2022 a turnover of c.193 million euros and an EBITDA² of c.20 million euros.

The combination of the Druni and Arenal businesses will result in the creation of a leading operator in the health, wellness and beauty segment in Spain, with a turnover of approximately 800 million euros. The strong geographical complementarity of both store chains will enable a comprehensive coverage of the Spanish territory, reinforced by a reference online operation, providing a unique omnichannel value proposition in the market.

This partnership allows MC to strengthen its position in the health, wellness and beauty segment, one of its main strategic pillars, enhancing the joint assets and capabilities of Druni and MC (most notably of Continente, Wells and Arenal).

MC will contribute its 60% stake in Arenal to the combined entity and an additional investment of c.112 million euros, while Arenal's founding shareholders will sell their 40% stake in Arenal to the combined entity. After the transaction, the new joint venture will be 50% owned by an MC subsidiary, in which Arenal's founding shareholders will hold a minority stake of c.10%, and 50% by the Druni founding shareholders. The new entity will be fully consolidated into MC's accounts given the governance rights enclosed in the shareholders' agreement.

This agreement represents an important milestone in the development of Sonae's investment strategy, increasing the Group's international exposure and diversification in a retail segment with strong growth tailwinds, ensuring a market leadership position in partnership with a reference management team in the sector.

The completion of this transaction is subject to approval of the competent authorities for a transaction of this nature, and Sonae expects its closing to occur during the second half of 2023.

The Representative for Market Relations,

¹ - as of 31 December 2022

² - pre IFRS-16
