

ANNUAL REPORT



31 December 2017

ANNUAL REPORT 2017

(This is a translation of a document originally issued in Portuguese. In the event of discrepancies, the Portuguese language version prevails.)

INDEX

INTRODUCTION.....	3
MACROECONOMIC BACKGROUND.....	4
GROUP'S ACTIVITY.....	7
FINANCIAL REVIEW	8
ACTIVITY DEVELOPED BY THE NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS.....	11
2018 OUTLOOK	12
PROPOSALS OF THE BOARD OF DIRECTORS FOR APPROPRIATION OF THE NON CONSOLIDATED NET PROFIT FOR THE YEAR	13
CORPORATE GOVERNANCE.....	15
NON-FINANCIAL INFORMATION REPORT	49
LEGAL MATTERS.....	62
CLOSING REMARKS	64
STATEMENT UNDER THE TERMS OF ARTICLE 245, PARAGRAPH 1, C) OF THE SECURITIES MARKET CODE	65
DECLARATION OF RESPONSIBILITY	66
APPENDIX I	67

DIRECTORS' REPORT

31 December 2017



To the Shareholders

Pursuant to the legal requirements, the Board of Directors of Cofina, S.G.P.S., S.A. (Public Company) hereby presents its Director's Report for the year 2017. According to number 6 of article 508 - C of the Commercial Companies Code, the Board of Directors decided to submit a single Board of Directors' Report, fulfilling all legal requirements.

INTRODUCTION

According to the latest estimates, the Portuguese advertising market has grown in 2017 mostly in digital media, with an estimate growth of over 10% in comparison to 2016. However, according to market estimates, the total volume of the Portuguese advertising market should be around 567 million Euro, still far from the highest value of the last 15 years: 806,5 million Euro in 2007.

For 2018, forecasts point to the growth of the advertising market both in Portugal and globally; for the national market, an increase of 3% is estimated. Growth is expected to be relatively stable, with digital media gaining ground once again on television, but some breakdown in the print media is expected. At the level of subscription TV channels, forecasts indicate growth of around 10%.

Regarding circulation, according to the APCT ("Associação Portuguesa para o Controlo de Tiragem e Circulação"), the four generalist newspapers audited by that entity sold an average of 15,831 copies per day during the last year. The 160,760 copies sold for all four titles between January and December 2017 translate into a reduction of 8.96% compared to the 176,591 copies of printed circulation paid with which the four generalist newspapers ended the year 2016, perpetuating the breaks in paper printed news for another year and punishing the general information press.

Although the digital results are positive, with all the titles of the segment registering growths in the paid digital circulation, the national media groups continue to have discouraging results when the final balance is realized since this growth in the digital continues to prove insufficient to compensate for paper losses and almost all general information titles come to the end of 2017 with breaks also when the total circulation paid is accounted for.

"Correio da Manhã" maintains the status of outstanding leader on paper with a printed circulation paid of 87,215 copies.

The magazine "Sábado" continues to sell more than its main competitors in its printed version, with an average of 23,186 copies per edition.

As far as paid digital circulation is concerned, most publications of the Cofina Group grew when compared to 2016 and, in some cases, at very relevant rates.

The balance, in the sum of the printed circulation paid and the digital circulation paid, the "Correio da Manhã" with 88,336 copies maintains the leadership in its segment (paid general daily newspapers).

MACROECONOMIC BACKGROUND

The year 2017 was characterized by a generalized growth, where the IMF projected an increase of economic growth in the order of 3.7%. However, it is believed that the economic recovery is not yet fully complete, as growth remains weak in several countries where levels of activity before the economic crisis have not yet recovered.

It should be noted that, according to estimates by the OECD, the IMF and the European Commission, both the Eurozone and the European Union, the United States of America and Japan have a growth rate of GDP in 2017 higher than that verified in 2016.

The Eurozone recorded a GDP growth rate of 0.6% in the fourth quarter of 2017 and 2.7% in year-on-year terms. Thus, in the whole of 2017, GDP grew by 2.5%. There are several factors that continue to boost the European economy such as accommodative monetary policy, the recovering labour market and the healthy external demand for European goods and services.

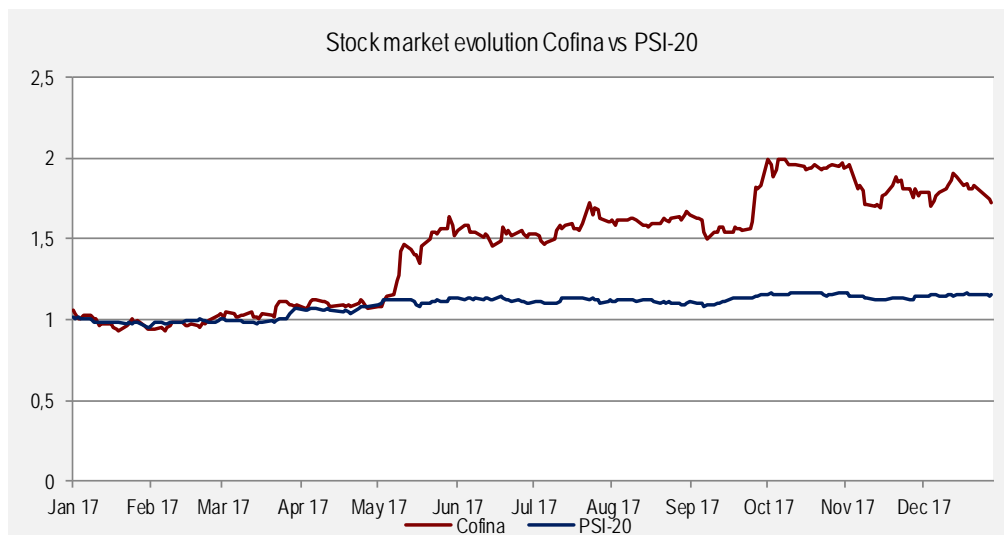
The Portuguese economy is in line with Europe, with the IMF forecasting growth of 2.6% in 2017, compared to 1.6% in 2016. Portugal and its economy continue to benefit from an economically favourable context, largely because of higher external demand for goods and services to boost the economy. In relation to inflation, it stood at 1.4%, compared to 0.2% in the previous year. The unemployment rate fell by 2.2% compared to 2016, to 8.9%, with absolute terms better than the government's estimate of 9.2%. For 2018, a further decline in this rate is expected, even considering a slight slowdown in economic growth to 2.3%.

Regarding the Brazilian economy, this should accelerate by 3.2%, remaining propelled by private consumption. The labour market recovers, and the average wage increases against inflation. In this respect, inflation in 2016 was declining, thus continuing in 2017, even reaching the lowest level recorded in the last two decades.

STOCK EXCHANGE EVOLUTION

(Note: in order to enable a better comparison of the stock fluctuations, the PSI 20 index has been considered as being equal in value to the opening price of the shares in question.)

In 2017, the national stock market index (PSI-20) appreciated around 15.2% compared to the end of 2016, while Cofina shares appreciated 72.7%.



In the end of 2017, Cofina's shares closed at € 0.499 / share and the corresponding market capitalization was € 46.1 million.

In 2017, Cofina shares were traded at a maximum price of € 0.519 and at a minimum price of € 0.243. In total, 44,848,119 shares were traded, equivalent to 43.73% of the issued capital.

The main events that marked the evolution of the quotation of Cofina's shares during 2017 can be described as follows:



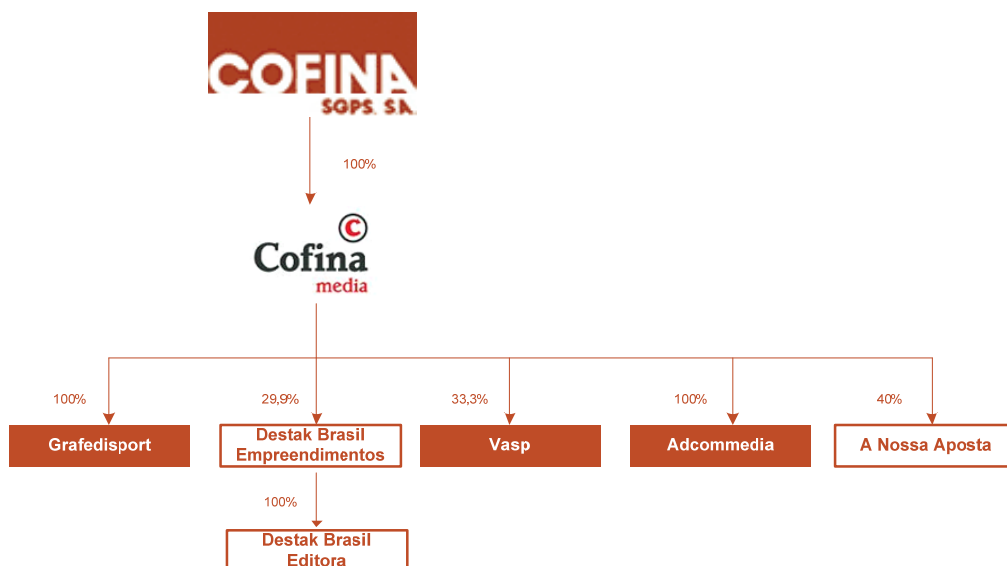
- In the announcement regarding the Group's performance in 2016, released on 3 March 2017, Cofina released a consolidated net result of 4.3 million Euro. Operating revenues decreased by less than 1% to 99.9 million Euro, while EBITDA (earnings before interests, taxes, depreciation and amortization) stood at 13.5 million Euro. On that day, the shares closed at 0.273 Euro per share;
- On 5 May 2017, Cofina, SGPS, S.A. disclosed operating income of 20.6 million Euro in the first quarter of 2017, with EBITDA of 2.3 million Euro, while the net result was set at 648 thousand Euro;
- On 27 July the Group reported to the market the results for the first half of 2017, with an EBITDA of 3.6 million Euro and an EBITDA margin of 8.2%. The net result stood at 718 thousand Euro and the net debt at 56 million Euro. The results for the first half of the year include 2 million Euro of restructuring costs included in a plan to prepare the Group for current and future realities, ensuring their sustainability and adequate levels of profitability. The referred plan aims the optimization of the structure and product portfolio;
- On 27 September Cofina notified the attribution to A Nossa Aposta - Jogos e Apostas Online, SA (an affiliated company of the Group) of a license for the operation of online gambling by the relevant entities on the website www.nossaaposta.pt. The referred license is valid for the initial term of three years, counted from the date of its issuance, expiring on September 21, 2020, if not extended, under the terms and conditions set forth in the RJO.
- In the communication of 3 November, the Group presented the results for the third quarter of 2017. In the first nine months, EBITDA reached 6.7 million Euro and net profit stood at 1.5 million Euro.

GROUP'S ACTIVITY

Cofina Group's activity is mainly focused in the media and content sector.

The key company in this business area is Cofina Media, S.A., owner of the leading publications in each respective segment. In the Group's publications portfolio the daily newspaper "Correio da Manhã", the daily sports newspaper "Record", the daily economic newspaper "Jornal de Negócios", the free newspaper "Destak" and the weekly newsmagazine "Sábado", as well as other headings, such as "TV Guia", should be highlighted. Additionally, since the financial year of 2013, Cofina Group has incorporated in its operations' portfolio the TV channel "CMTV".

Thus, Cofina Group's complete structure of participations as of 31 December 2017 is as follows:



According to the data provided by APCT ("Associação Portuguesa para o Controlo de Tiragem e Circulação") for 2017, "Correio da Manhã" is the most sold newspaper in Portugal, (regarding the daily paid generic newspapers segment). It should be noted that "Correio da Manhã" has strengthened its leadership, year after year, despite the generalized decline in paid circulation on all titles in its segment.

ANNUAL REPORT 2017

I. Directors' Report

FINANCIAL REVIEW

The consolidated financial information of Cofina for the year 2017 was prepared in accordance with the recognition and measurement principles defined by the International Financial Reporting Standards as adopted by the European Union, and may be summarized as follows:

(Thousand Euro)	Dec 17	Dec 16	Var (%)
Operational Revenues	91,058	99,926	-8.9%
Circulation	45,844	51,138	-10.4%
Advertising	31,017	32,965	-5.9%
Alternative marketing products and others	14,197	15,823	-10.3%
Operational Revenues by Segment	91,058	99,926	-8.9%
Newspapers	77,197	82,355	-6.3%
Magazines	13,861	17,571	-21.1%
Operational Costs (a)	77,437	86,414	-10.4%
Consolidated EBITDA (b)	13,621	13,512	0.8%
EBITDA Margin	15.0%	13.5%	+1.4 pp
Newspapers	13,987	14,080	-0.7%
Newspapers EBITDA Margin	18.1%	17.1%	+1.0 pp
Magazines	-366	-568	35.6%
Magazines EBITDA Margin	-2.6%	-3.2%	+0.6 pp
Restructuring Costs	-2,450	-	
Consolidated EBITDA after restructuring	11,171	13,512	-17.3%
Amortization and Depreciation (-)	1,511	2,214	-31.8%
EBIT	9,660	11,298	-14.5%
EBIT Margin	10.6%	11.3%	-0.7 pp
Net Financial income / (loss)	-2,971	-5,202	-42.9%
Income before taxes	6,689	6,096	9.7%
Income taxes (-)	1,622	1,763	-8.0%
Net Consolidated Profit / (loss) (c)	5,067	4,333	16.9%

(a) Operational Costs excluding amortization

(b) EBITDA = earnings before interest, taxes, depreciation and amortization

(c) Net Profit / (Loss) attributable to the parent company

The 2017 financial year was characterized by a decrease in total revenues compared to the previous year (-8.9%), with a decrease in circulation revenues (-10.4%) and advertising revenue (-5.9%). Revenues from alternative marketing and others decreased by 10.3% to € 14.2 million.

The EBITDA after restructuring costs in this period was 11.2 million Euro, which corresponds to a decrease of around 17% compared with the previous year.

The consolidated net income reached 5.1 million Euro, an increase of 17% compared with 2016.

Cofina will continue to deepen its investment in growth business areas with potential synergies with existing businesses. In this sense, it should be noted that, as early as March 2018, the online gambling platform www.nossaaposta.pt, 40% owned by Cofina, obtained the license to exploit sports odd-bets, in which the player plays against the exploring entity.

The above-mentioned license is valid for the initial term of three years, expiring in March 2021, if not extended, under the terms and conditions set forth in the Online Game Regulation (RJO).

ANNUAL REPORT 2017

I. Directors' Report

It should be noted that A Nossa Aposta is consolidated using the equity method, thus not having an impact on the Group's operating revenues and consolidated EBITDA.

At 31 December 2017, Cofina's nominal net debt was 49.4 million Euro, which corresponds to a decrease of 8 million Euro compared to the net nominal debt of 57.6 million Euro at the end of the 2016 financial year.

The free cash flow yield (regarding the market capitalization of 31 December 2017) was around 17.4%.

Some indicators of the main business segments are as follows:

Newspapers:

(thousand Euro)	Dec 17	Dec 16	Var.
Operating income	77,197	82,355	-6.3%
Circulation	38,519	41,538	-7.3%
Advertising	26,808	27,048	-0.9%
Alternative marketing products and others	11,870	13,769	-13.8%
Operating costs (a)	63,210	68,275	-7.4%
EBITDA (b)	13,987	14,080	-0.7%
EBITDA margin	18.1%	17.1%	+ 1.0 bp

(a) Operating costs excluding amortisation

(b) EBITDA = earnings before interest, taxes and depreciation and amortisation

Cofina's newspapers segment registered total revenues of 77.2 million Euro in 2017, a decrease of 6.3% compared to 2016.

Circulation revenues fell by around 7.3% while advertising revenues fell by 0.9%. Revenues associated with alternative marketing declined by around 13.8%, reaching around 11.9 million Euro.

On the other hand, operating costs also declined, falling by 7.4% to 63.2 million Euro.

Accordingly, EBITDA in the newspaper segment was approximately 14.0 million Euro, a decrease of only 0.7% compared to the previous year. EBITDA margin reached 18.1%.

The newspaper segment includes the results of the television channel "Correio da Manhã TV", which has performed remarkably well. In 2017, the average annual share was 2.41%, being the largest cable channel and the fourth largest Portuguese channel, behind Free to Air. At the end of 2017, CMTV entered into a distribution agreement with Vodafone and NOWO. Thus, since 21 December 2017, the CMTV channel has been made available on all cable television platforms.

ANNUAL REPORT 2017

I. Directors' Report

Magazines:

(thousand Euro)	Dec 17	Dec 16	Var.
Operating income	13,861	17,571	-21.1%
Circulation	7,325	9,600	-23.7%
Advertising	4,209	5,917	-28.9%
Alternative marketing products and others	2,327	2,054	13.3%
Operating costs (a)	14,227	18,139	-21.6%
EBITDA (b)	-366	-568	35.6%
EBITDA margin	-2.6%	-3.2%	

(a) Operating costs excluding amortisation

(b) EBITDA = earnings before interest, taxes and depreciation and amortisation

In 2017, although total revenues fell by 21.1% to 13.9 million Euro, operating costs also declined by 21.6% to 14.2 million Euro.

Circulation revenues fell by 23.7% to 7.3 million Euro, while advertising fell by 28.9%. Revenues related with alternative marketing products increased by 13.3% to 2.3 million Euro.

Strong cost control, reflecting strategic measures to optimize the product portfolio, led EBITDA in the magazine segment to improve significantly in 2017 compared to 2016.

ACTIVITY DEVELOPED BY THE NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

During 2017, the non-executive directors of the Company have developed regularly and effectively their functions which consist in monitoring and evaluating the activities of the executive directors.

In 2017, as in prior years, the non-executive directors regularly and actively attended the Board of Directors meetings, discussing the matters under consideration and expressing their respective opinions on the Group's strategic guidelines and business areas. Whenever necessary, they maintained a close contact with the financial and operational key staff of the Group companies. In 2017, and during the Board of Directors' meetings, the executive members provided all the information required by the remaining non-executive members of the Board of Directors.

2018 OUTLOOK

The 2018 financial year will be characterized by the continued strengthening of the operational efficiency of the existing operation. The restructuring project was completed, culminating in the rationalization of the product portfolio and the reorganization of the operating structure. On the other hand, investment in growth areas, such as television, will be strengthened.

In terms of content, it should be emphasized that Cofina will continue to guide its editorial performance for the best interest of the reader, focusing on a journalism of investigation and proximity, always based on absolute editorial independence.

PROPOSALS OF THE BOARD OF DIRECTORS FOR APPROPRIATION OF THE NON- CONSOLIDATED NET PROFIT FOR THE YEAR

Cofina, S.G.P.S., S.A., as holding company of the Group, has recorded in its individual financial statements, prepared in accordance with International Financial Reporting Standards, as adopted by the European Union, a net profit of 2,818,954.40 Euro, for which, in accordance with the applicable legislation and the Company's articles of association, the Board of Directors proposes to the Shareholders General Meeting the following application:

Free Reserves	2,818,954.40
	=====

CORPORATE GOVERNANCE REPORT



31 December 2017

CORPORATE GOVERNANCE**PART I – INFORMATION ON SHAREHOLDER, ORGANISATION AND CORPORATE GOVERNANCE****A. SHAREHOLDER STRUCTURE**

I. Capital Structure

1. *The capital structure*

The share capital of Cofina, SGPS, S.A. (hereinafter referred to as "Company" or "Cofina") amounts to 25,641,459.00 Euro, fully subscribed and paid up and represented by 102,565,836 common, book-entry shares with no par value.

Of the total voting rights issued, 74.69% are, to the best of the Company's knowledge, allocated to the holders of qualifying holdings listed in II.7.

All shares representing the share capital are admitted to trading on the Euronext Lisbon regulated market.

2. *Restrictions on the transfer and ownership of shares*

Cofina's shares have no restrictions on their transfer or on their ownership since there are no shareholders owning special rights. Therefore, Cofina's shares are freely transferable in accordance with applicable legal standards.

3. *Treasury shares*

Cofina does not hold any Treasury shares, with reference to 31 December 2017.

4. *Important agreements to which the company is a party and that come into effect amend or terminated in cases such as a change in the control of the company after a takeover bid, and the respective effects*

There are no significant agreements concluded by Cofina that may include any clauses of control change (including after a takeover bid), that is, which will come into effect, be amended or terminated in such circumstances. Also, there are no specific conditions that limit the exercise of voting rights by shareholders of the Company or other matters that may interfere with the success of takeover bids.

Some financing agreements contain standard clauses of early repayment in the event of change of shareholder control of subsidiaries.

5. *System that is subject to the renewal or withdrawal of countermeasures, particularly those that provide for a restriction on the number of votes capable of being held or exercised by only one shareholder individually or together with other shareholders*

Cofina didn't adopt any countermeasures.

6. *Shareholders' agreements that the company is aware of and that may result in restrictions on the transfer of securities or voting rights*

It is unknown the existence of any shareholders' agreements involving the Company.

II. Shareholdings and bonds held

7. Qualifying holdings

As of 31 December 2017, pursuant to the requirements of articles 16 and 20 of the Securities Code ("Código de Valores Mobiliários") and article 448 of the Portuguese Companies Act, the Company informs that, in accordance with the notifications received, the companies and/or individuals that hold qualifying holdings exceeding 2%, 5%, 10%, 20%, 33% and 50% of the voting rights, in accordance with notifications received, are as follows:

Santander Asset Management	No of shares held as of 31-Dec-2017	% share capital with voting rights
Through Santander Ações Portugal Fund	2,069,459	2.02%
Through Santander PPA Fund	107,964	0.11%
Total attributable	2,177,423	2.12%

Credit Suisse Group AG	No of shares held as of 31-Dec-2017	No of shares held as of 31-Dec-2017
Directamente	5,039,060	4.91%
Total attributable	5,039,060	4.91%

Pedro Miguel Matos Borges de Oliveira	No of shares held as of 31-Dec-2017	No of shares held as of 31-Dec-2017
Through Valor Autêntico, S.A. (of which is dominant sharehold and director)	7,719,360	7.53%
Total attributable	7,719,360	7.53%

Domingos José Vieira de Matos	No of shares held as of 31-Dec-2017	No of shares held as of 31-Dec-2017
Through Livrefluxo, S.A. (of which is dominant sharehold and director)	12,395,257	12.09%
Total attributable	12,395,257	12.09%

Paulo Jorge dos Santos Fernandes	No of shares held as of 31-Dec-2017	No of shares held as of 31-Dec-2017
Through Actium Capital, S.A. (of which is dominant sharehold and director)	13,386,332	13.05%
Total attributable	13,386,332	13.05%

João Manuel Matos Borges de Oliveira	No of shares held as of 31-Dec-2017	No of shares held as of 31-Dec-2017
Through INDIAZ, S.A. (of which is director)	15,400,000	15.01%
Total attributable	15,400,000	15.01%

Ana Rebelo Carvalho Meneses de Mendonça	No of shares held as of 31-Dec-2017	No of shares held as of 31-Dec-2017
Through PROMENDO - SGPS, S.A. (of which is dominant sharehold and director)	20,488,760	19.98%
Total attributable	20,488,760	19.98%

Cofina was not informed of any participation exceeding 20% of the voting rights.

8. Number of shares and bonds held by members of the management and supervisory boards, under the terms of 447/5 of the Portuguese Companies Act

The shares and bonds held by members of management and supervisory bodies in the Company and in companies in a control or group relationship with the Company, directly or through related persons, are disclosed in the appendices to the Management Report as required by Article 447 of the Companies Code (CSC) and number 7 of Article 14 of Regulation 5/2008 of the Portuguese Securities Market Commission (CMVM).

9. Special powers of the Board of Directors, especially as regards resolutions on the capital increase

The Company's articles of association assign to the Board of Directors wide powers for the management and representation of the Company and to carry out all operations related to its corporate purposes.

By resolution of the Shareholders General Meeting held on 24 April 2014, the power to increase the share capital on one or more occasions up to the limit of 51,282,918 Euro by new cash contributions was conferred to the Board of Directors, since this deliberation is approved by the favourable vote of all its members and after obtaining the prior opinion of the Company's supervisory board.

This power granted to the Board of Directors expired in 2016.

10. Significant business relationships between the holders of qualifying holdings and the Company

In the year 2017 no significant business or commercial transactions between the Company and the qualified shareholders notified to the Company occurred, except for those that, being part of the normal activity were performed under normal market conditions for similar transactions. It should be noted, however, that the amounts involved are not material.

B. CORPORATE BOARDS AND COMMITTEES

I. GENERAL MEETING

a) Composition of the Presiding Board of the General Meeting

11. Details and position of the members of the Presiding Board of the General Meeting and respective term of office

As of 31 December 2017, the Presiding Board of the General Meeting was composed of the following members:

Chairman: Manuel Eugénio Pimentel Cavaleiro Brandão
Secretary: Maria Conceição Henriques Fernandes Cabaços

The mandate began in 2017 and will end in 2019.

b) Exercising the right to vote

12. Restrictions on voting rights

The share capital of the Company is fully represented by a single class of shares, corresponding one vote to each share, with no statutory limitations on the number of votes that may be held or exercised by any shareholder.

The Company has not issued preferred shares without voting rights.

The participation of shareholders at the General Meeting is dependent, under the law, upon proof of ownership of the shares by reference to the "Record Date".

Individual shareholders with voting rights and companies who are shareholders of the Company may be represented by the person designated for that purpose. The representation should be communicated to the Chairman of the General Meeting, in writing, until the end of the third working day prior to the day scheduled for the meeting.

A shareholder may, in the legal terms applicable, appoint different representatives for the shares owned in different securities accounts, without prejudice to the unity of vote principle and of vote in different directions allowed to shareholders acting as professionals.

Shareholders can exercise voting rights by mail, voting on all matters subject to the General Meeting which may be exercised by written declaration, together with the identification of the shareholder and his signature duly recognized, as required by law. According to the articles of association, the declaration of intention to cast postal votes and the supporting document proving the quality of shareholder must be delivered in the Company's headquarters, until the end of the third working day prior to the day scheduled for the meeting, with identification of the sender, addressed to the Chairman of the General Shareholders' Meeting. The possibility to exercise voting rights by electronic means is not provided. In that regard, the Company has not yet triggered the mechanisms required for its implementation since this modality was never requested by any shareholder and considering that this circumstance does not constitute any constraint or restriction on the exercise of voting rights by shareholders, right that the Company promotes and incentives in the terms widely described in this report.

The Company discloses, within the legal time limits, and in all places requested by law, in Portuguese and English, the notice of General Meetings, which contains information on how to enable the shareholders to participate and exercise the right to vote and on procedures to be followed for voting by correspondence or designated representatives. The Company discloses yet, as required by law, the resolution proposals, preparatory information required by law and the minutes of letter of representation and voting forms for voting by mail, all to ensure, promote and encourage shareholder participation, by them or representatives designated by them, in the General Meetings.

13. Maximum percentage of voting rights that may be exercised by a single shareholder or by shareholders that are in any relationship as set out in Article 20/1

There is no limitation on the number of votes that can be held or exercised by a single shareholder or group of shareholders.

14. Shareholders' resolutions that, imposed by the articles of association, may only be taken with a qualified majority

According to the Company's Articles of Association, the corporate decisions are taken by majority vote,

whatever the percentage of share capital represented at the meeting, except when a different majority is required by law.

In a second call, the General Meeting may decide independently of the number of shareholders present and the capital they represent.

The deliberative quorum of the General Meeting is in accordance with the Portuguese Companies Act (CSC).

II. MANAGEMENT AND SUPERVISION

a) Composition

15. Identification of corporate governance model adopted

Cofina adopts the government model called monist, which includes a management structure centralized in a Board of Directors, a centralized Supervisory Board and a Statutory Auditor.

The Board of Directors is thus the body responsible for management of the Company's business in achieving its social object.

16. Articles of association rules on the procedural requirements governing the appointment and replacement of members of the Board of Directors, the Executive Board and the General and Supervisory Board, where applicable

The Members of the Board of Directors of the Company are appointed by the Shareholders' General Meeting for a three years' mandate and may be re-elected once or more.

The Board of Directors is composed by three to nine members, shareholders or not, elected by the Shareholders' General Meeting.

At the General Shareholders' Meeting elections, one, two or three Directors shall be elected individually among the candidates proposed on the lists endorsed by groups of shareholders, depending on whether the total number of Directors is three or four, five or six, seven or more than seven, provided that none of the said groups own shares representing over 20% (twenty per cent) or less than 10% (ten per cent) of the share capital. Each of the referred lists shall propose at least 2 (two) candidates eligible for each one of the available posts, one of them being nominated as substitute. No shareholder may endorse more than 1 (one) of the mentioned lists. Existing more than one list, the voting will focus over the whole set of them.

The General Shareholders' Meeting may not proceed to the election of any further Directors until one, two or three have been elected, as per the dispositions above, unless the above-mentioned lists have not been presented. In the case of there being no elected Director, his/her respective substitute shall be called. In the case of there being no substitute, a new election shall be called, in which the above dispositions shall be applied with the necessary adaptations.

17. Composition of the Board of Directors

The Board of Directors is currently made up of 5 members who are responsible for carrying out all the management functions to implement the operations inherent to its corporate goals, acting in the best interests of the Company, its shareholders and other stakeholders. On 31 December 2017 this corporate board was composed of the following members:

- Paulo Jorge dos Santos Fernandes – President
- João Manuel Matos Borges de Oliveira – Member
- Domingos José Vieira de Matos – Member (non-executive)
- Pedro Miguel Matos Borges de Oliveira – Member (non-executive)
- Ana Rebelo de Carvalho Menéres de Mendonça – Member (non-executive)

All Board of Director's members were appointed by the Shareholder's General Meeting held in April 26, 2017 for the period of 2017/2019.

NAME	FIRST APPOINTMENT	END OF MANDATE
Paulo Jorge dos Santos Fernandes	1990	31 December 2019
João Manuel Matos Borges de Oliveira	1990	31 December 2019
Domingos José Vieira de Matos	1990	31 December 2019
Pedro Miguel Matos Borges de Oliveira	May 2009	31 December 2019
Ana Rebelo de Carvalho Menéres de Mendonça	May 2009	31 December 2019

18. Distinction to be drawn between executive and non-executive directors and, as regards non-executive members, details of members that may be considered independent

As of 31 December 2017, the Board of Directors included three non-executive members: Domingos José Vieira de Matos, Pedro Miguel Matos Borges de Oliveira and Ana Rebelo de Carvalho Menéres de Mendonça.

The Board Directors does not include any member that satisfies the standard of independence referred in recommendation II.1.7 of Corporate Governance Code issued by the Portuguese Securities Regulator (CMVM) since the three directors are holders of qualifying holdings in the Company's share capital.

Despite this circumstance, to allow an independent and informed decision to the non-executive directors the Company has the following mechanisms:

- Notices of meetings of the Board of Directors sent to all directors include the agenda, even tentatively, of the meeting, and are accompanied by all the relevant information and documentation;
- The availability of executive directors to provide to non-executive directors, any additional information which they consider relevant or necessary, and to carry out studies and more in-depth analysis in relation to all matters to be decided upon or are under review in some way, in the Company;
- Availability of minutes books, records, documents and other records of operation of the Company or the subsidiaries, for examination, as well as the provision and promotion of a direct channel of obtaining information from the managers and operational and financial officers of several

companies that are part of the Group, without requiring any intervention of the executive directors in this process.

Given the corporate model adopted and the composition and mode of operation of its governing boards, including the independence of the supervisory boards, without, delegation of powers among them, the Group considers that the designation of independent directors to the Board would not yield significant improvements for the proper functioning of the corporate governance model, which has revealed itself proper, adequate and efficient.

It should be added that the Director's report includes in its chapter "Activity developed by the non-executive members of the Board," a description of the activity of the non-executive Directors during 2017.

19. Professional qualifications and other relevant curricular information of each member of the Board of Directors

The qualifications, experience and positions held in other Companies by the members of the Board of Directors are presented in Appendix I.

20. Customary and meaningful family, professional or business relationships of members of the Board of Directors with shareholders that are assigned qualifying holdings that are greater than 2% of the voting rights

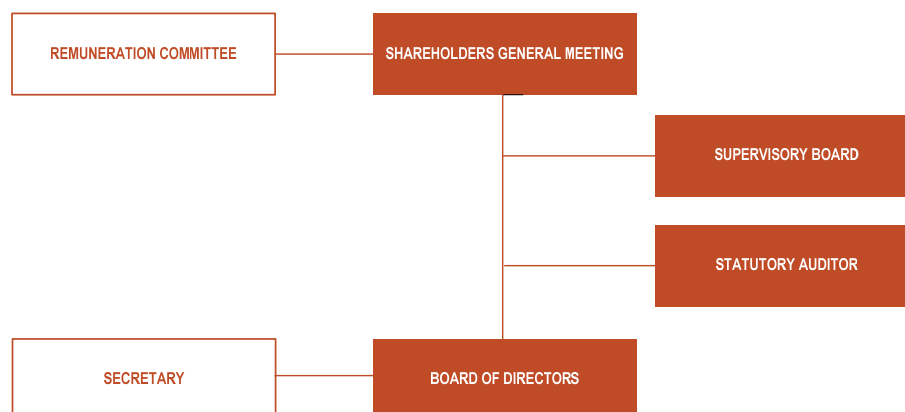
The director Paulo Jorge dos Santos Fernandes is a director and a controlling shareholder of ACTIUM CAPITAL, S.A., a company holding a 13.05% interest in the capital of Cofina, SGPS, S.A.

The director João Manuel Matos Borges de Oliveira is a director of INDАЗ, S.A., a company holding a 15.01% stake in the capital of Cofina, SGPS, SA. Additionally, that director is brother of the non-executive director Pedro Miguel Matos Borges de Oliveira who, in turn, holds a 7.53% stake in Cofina, SGPS, S.A.

The director Domingos José Vieira de Matos is a director and dominant shareholder of LIVREFLUXO, S.A., a company holding a 12.09% stake in Cofina, SGPS, S.A.

The director Ana Rebelo de Carvalho Menéres de Mendonça is the manager and main shareholder of Promendo, SGPS, S.A., a company holding a 19.98% stake in Cofina, SGPS, S.A.

21. Organisational charts or flowcharts concerning the allocation of powers between the various corporate boards, committees and/or departments within the company, including information on delegating powers, particularly as regards the delegation of the company's daily management



The Board of Directors develops its management functions and coordination of the Group companies on a collective basis and is currently made up of a president and four members, three of them being non-executive.

The Board of Directors has been exercising its activity in constant dialogue with the Supervisory Board and the Statutory Auditor, providing the requested assistance with transparency and rigor, complying their regulations and best practices of corporate governance.

There is no limit to the maximum number of positions that the Board members can accumulate as directors of other companies. The members of Cofina's Board of Directors are, in most cases, part of the management of the most significant group companies, to enable their activities to be more closely monitored.

The Board of Directors believes that due to its organizational structure, the only essential specialized commission considering its size and complexity, is the Remuneration Committee, as explained in paragraph 27 below.

The Remuneration Committee is the body responsible for performance evaluation and approving the remuneration of Board members and other corporate bodies, in compliance with the remuneration policy of the Company, approved by shareholders in General Meetings.

Cofina's Corporate Finance department, given its integrated and cross-sectional view at the level of all companies in the group, is responsible, on the one hand, for the definition of financial management strategies and policies and, second, to secure interface capital markets, debt and banking. Cofina's Corporate Finance will also develop mechanisms necessary to implement the outlined financial management strategies and policies.

The planning and management control area provides support in the implementation of corporate strategies and / or business, followed by the group. This area prepares and analyses management information at the level of all companies in the group, as well as at consolidated level, monthly, quarterly, semi-annual and annual monitoring deviations from budget and proposes the necessary corrective measures. Also bears responsibility for building business plans, integrating multidisciplinary work teams created for this purpose, activities that develops along with the ongoing development and technical studies and benchmark existing businesses in order to monitor the performance of Cofina having regard to its strategic position.

The legal area of Cofina provides legal support in all areas of group activity, monitoring and ensuring, on the one hand, the legality of the developed activities of Cofina, and ensuring, on the other, relations with Euronext Lisbon, with the CMVM and the shareholders when legal matters are under discussion. This area is also responsible for monitoring the corporate governance policy with a view to achieving best practice in this area. This area will also have the responsibility for drawing and / or analysing contracts that maximize safety and reduce legal risks and potential costs, the management of issues relating to intellectual and industrial property used by the group, such as patents and trademarks, logos, domains and copyright, still exercising the corporate secretarial functions on a permanent monitoring of legal compliance, supporting the Board of Directors to implement their strategies.

The area of investor relations establishes the relationship between the group and the financial community, permanently disseminating relevant and updated information on its activity. This area is also responsible for assisting the Board of Directors in providing updated information on the capital market as well as aid for the management of institutional relations of Cofina, establishing permanent contact with institutional investors, shareholders and analysts and representing the group in associations, forums and events (national or international).

In addition, the operating companies of Cofina have their own management control bodies that exercise

their activity at all levels of the subsidiary companies and prepare monthly reports, periodically reported to the respective Boards of Directors.

Generically, Cofina directors focus their activities in managing the Group holdings and defining its strategic development guidelines. Cofina has not designated an Executive Committee. The strategic decisions are taken by the Board including all its members, executives and non-executives, in the normal accomplishment of their duties.

The daily management of each subsidiary is a responsibility of its Board of Directors, which includes some of Cofina's directors but also some other members with defined functions and competences.

Thus, and taking into consideration the activities developed by the Board Members, both in Cofina and in the several subsidiaries, the functional organizational chart can be presented as follows:



b) Functioning

22. Availability and place where rules on the functioning of the Board of Directors may be viewed

The Board of Directors operating rules is available for consultation in Cofina's website (www.cofina.pt) (tab "About Cofina", section "Corporate Governance").

23. The number of meetings held and the attendance report for each member of the Board of Directors

The Company's Articles of Association provide that the Board of Directors shall meet whenever convened by its chairman, on his own initiative or at the request of any other officer and at least once a month.

During 2017, the Board of Directors met twelve times and assiduity corresponded in all meetings, to 100%.

The Board of Directors meetings are scheduled and prepared in advance, and timely documentation relating to the matters contained in its agenda is provided, to ensure all members of the Board the conditions for the informed exercise of their functions. Similarly, minutes of meetings, once approved, and the respective notices of meeting are forwarded to the President of the Supervisory Board.

24. Details of competent corporate boards undertaking the performance appraisal of executive directors

The performance assessment of executive directors belongs to the Remuneration Committee and is based on the functions performed by them in Cofina and in its subsidiaries, in compliance with the remuneration policy of the Company, approved by shareholders in General Meetings.

The assessment is based on the functions performed by members representing the Board of Directors and other corporate bodies in Cofina, considering the responsibilities assumed by each of these members, the value added by each and the accumulated knowledge and experience on the job.

25. Predefined criteria for assessing executive directors' performance

The remuneration of the executive members of the Board of Directors includes a medium-term variable component (to be calculated covering the three-year term 2011 to 2019) computed based on total shareholders' return (share appreciation plus paid dividends), on the sum of net income for that period (2011 to 2019) and on the evolution of the Group's business.

26. Availability of each member of the Board of Directors and details of the positions held at the same time in other companies within and outside the group, and other relevant activities undertaken by members of these boards throughout the financial year

The professional activity of the current members of Cofina's Board of Directors, with reference to other companies where they have directors' functions and other relevant activities undertaken are presented in Appendix I.

It should be noted that the members of the Board of Directors showed their total commitment and availability in the exercise of their functions being present and participating in 100% of all meetings of the Board.

c) Committees within the Board of Directors

27. Details of the committees created within the Board of Directors and the place where the rules on the functioning thereof is available

The Board of Directors believes that the only committee required to meet the essential needs of the Company, considering its size, is the Remuneration Committee.

Cofina has set a Remuneration Committee for the period 2017/2019, which composition is as follows:

João da Silva Natária – President
André Seabra Ferreira Pinto – Member
Pedro Nuno Fernandes de Sá Pessanha da Costa – Member

The Remuneration Committee has an operating regulation that is valid for the current mandate, the terms of which were duly approved at the meeting of the same committee, which is available for consultation on the company's website (www.cofina.pt) (tab "About Cofina", section "Corporate Governance").

28. Composition, if applicable, of the executive board and/or identification of board delegates

Cofina, considering its organizational structure, and the small size of the Board of Directors, composed by five members, considers to be unnecessary a formal appointment of an Executive Committee on the Board of Directors.

Nevertheless, as stated in paragraph 18 of this report, two members of the Board of Directors perform executive functions, observing the following:

- (i) notices of meetings of the Board of Directors sent to all directors include the agenda, even tentatively, of the meeting, and are accompanied by all the relevant information and documentation;

(ii) availability of executive directors for the provision to non-executive directors, of any additional information which they consider relevant or necessary, and to carry out further studies and analyses in relation to all matters which are the subject of deliberation or that, are under review in some way, in the Company;

(iii) the non-executive directors have wide powers to obtain information on any aspect of the Company, to examine its books, records, documents and other historic facts of the Company's operations. They can request relevant information directly to the directors and to the financial and operating senior staff of all group companies, without requiring any intervention of the executive directors in this process.

Thus, the Company considers that the necessary conditions for decisions on strategic matters are assumed, taken by the Board of Directors as a body composed of all its members, executive and non-executive, in the normal performance of their duties, enlightened and informed way, totally focused on creating value for shareholders.

However, the Board has regularly reflected on the adequacy of its organizational structure, always concluding that its structure is aligned with the best corporate governance practices, which has materialized in a positive performance.

29. Description of the powers of each of the committees established and a summary of activities undertaken in exercising said powers

As mentioned in the paragraphs 27 and 28, the Board of Directors believes that the only specialized committee indispensable to satisfy the needs of the Company, considering its dimension, is the Remuneration Committee.

According to the Articles of Association, the Remuneration Committee is the corporate body responsible for performance evaluation and approving the remuneration of Board members and other corporate bodies, in compliance with the remuneration policy of the Company, approved by shareholders in General Meetings.

The performance assessment of executive directors belongs to the Remuneration Committee and is based on the functions performed by them in Cofina and in the Group as well as the responsibility and the value added by each one of the directors and the accumulated experience and knowledge on their functions.

III. SUPERVISION

a) Composition

30. Details of the Supervisory Board representing the model adopted

The Supervisory Board and Statutory Auditor are the supervision bodies of the Company.

31. Composition of the Supervisory Board with details of the articles of association's minimum and maximum number of members, duration of term of office, number of effective members, date of first appointment, date of end of the term of office for each member

The Supervisory Board is appointed by the Shareholders' General Meeting, for a three years mandate, composed of three members and one or two substitutes, responsible for the supervision of the Company and the appointment of the Statutory Auditor. For the period 2017/2019 the Supervisory Board is composed by the following members:

Pedro Nuno Fernandes de Sá Pessanha da Costa – President

António Luís Isidro de Pinho – Member

Guilherme Paulo Aires da Mota Correia Monteiro – Member

André Seabra Ferreira Pinto – Substitute

The members of the Supervisory Board, Pedro Nuno Fernandes de Sá Pessanha da Costa and André Seabra Ferreira Pinto were elected for the first time in April 2014, while members António Luís Isidro de Pinho and Guilherme Paulo Aires da Mota Correia Monteiro were elected for the first time in April 2017.

32. Details of the members of the Supervisory Board which are considered to be independent pursuant to Article 414/5 of Portuguese Companies Act

As a collective board, the assessment of independence of the Supervisory Board is made to all those who compose it, given the application of the number 6 of Article 414 of the Portuguese Companies Act, considering independence in accordance with the definition that is given by number 5 of article 414 and incompatibility according to definition of the number 1 of article 414-A, both of the Portuguese Companies Act. All members that compose the Supervisory Board comply the rules of incompatibility and independence identified above.

33. Professional qualifications of Supervisory Board members' and other relevant curriculum information

As regards the skills to exercise these functions, all members have appropriate skills to fulfil their duties and the chairman is adequately supported by the other members of the Supervisory Board. Appendix I presents the qualifications and professional activities of the members of the Supervisory Board.

b) Functioning

34. Availability and place where the rules on the functioning of the Supervisory Board may be viewed

The Supervisory Board regulations are available on the website of Cofina (www.cofina.pt) (tab "About Cofina", section "Corporate Governance").

35. Number of meetings held and the attendance report for each member of the Supervisory Board

During 2017 the Supervisory Board of the Company met 6 times, with only one absence in one meeting, which was properly justified, and the corresponding minutes are recorded in the minutes' book of the Supervisory Board.

36. The availability of each member of the Supervisory Board indicating the positions held simultaneously in other companies inside and outside the group, and other relevant activities undertaken by members of this Board throughout the financial year

The members of the Supervisory Board showed availability in the exercise of their duties attending and participating in all meetings of the Board. The information regarding other undertaken positions, qualifications and professional experience of the Supervisory Board members are detailed in Appendix I.

c) Powers and duties

37. Description of the procedures and criteria applicable to the supervisory body for the purposes of hiring additional services from the external auditor.

The Supervisory Board analyses and approves the nature of other additional services to be performed by the External Auditor, evaluating if independence is ensured.

The Supervisory Board, exercising its functions, carries out an annual evaluation of independence of the External Auditor, particularly regarding non-audit services. Additionally, the Supervisory Board receives, on an amount basis, the declaration of independence of the External Auditor where the services rendered by it and by other entities of the same network, their fees, possible threats to their independence and safeguard measures are described. All the potentials threats to the independence of the External Auditor are evaluated and discussed with him as well as the respective safeguard measures.

38. Other duties of the supervisory board

The supervision of the Company is assigned to the Supervisory Board, as provided by article no. 420 of the Portuguese Companies Act.

The Supervisory Board also represents the Company regarding the External Auditor and Statutory Auditor and is responsible for proposing the provider for these services, their remuneration and to ensure that they are guaranteed, within the group, suitable conditions to provide their services. The Supervisory Board is the first recipient of the reports issued by the External Auditor as well as the group's representative in the relationship with that entity.

The Supervisory Board is responsible for preparing an annual report on its activity and for giving an opinion on the annual report and proposals presented by the Board of Directors as well as monitor the effectiveness of risk management and internal control.

The Board of Directors, together with the Supervisory Board, regularly reviews and oversees the preparation and disclosure of financial information in order to prevent access, improper and untimely of third parties to relevant information.

Additionally, the Supervisory Board issues an opinion on transactions between the directors of Cofina and the company or between Cofina and companies in a group or domain relationship with the one in which the interested part is director, regardless of the amount, under article 397 of Portuguese Companies Act.

The External Auditor, within the annual audit, analyses the functioning of the internal control mechanisms and reports deficiencies identified; verifies that the key elements of internal control systems and risk management implemented in the Company in relation to the process of financial reporting are presented and disclosed in the annual Corporate Governance Report and issues a legal certification of accounts and audit report, which certifies whether that report disclosed about the structure and practices of corporate governance includes the elements referred to in Article 245 -A of Securities Code.

During 2017, the Statutory Auditor monitored the development of the Company's activity and carried out the tests and inspections deemed necessary to the review and legal certification of the accounts, in interaction with the Supervisory Board and with full cooperation of the Board of Directors.

In addition, the Statutory Auditor pronounced itself on the work it developed in 2017 in its annual audit report subject to the assessment of the Shareholders' Annual General Meeting.

IV. STATUTORY AUDITOR

39. Details of the statutory auditor and the partner that represents same

The Statutory Auditor of the Company for the period 2017/2019 is Ernst & Young Audit & Associados, SROC S.A., represented by Rui Manuel da Cunha Vieira or by Rui Abel Serra Martins.

40. Number of years that the statutory auditor consecutively carries out duties with the company and/or group.

Ernst & Young Audit & Associados, SROC S.A. is responsible for the functions of the Statutory Auditor for the first time in 2017, having been elected for a first mandate under the proposal from the Supervisory Board, in the General Meeting of April 26, 2017.

41. Description of other services that the statutory auditor provides to the company

The Statutory Auditor is simultaneously the External Auditor of the Company as detailed in sections below.

V. External Auditor

42. Details of the external auditor appointed in accordance with Article 8 and the partner that represents same in carrying out these duties, and the respective registration number at the CMVM

The External Auditor of the Company is Ernst & Young Audit & Associados, SROC S.A. appointed in accordance with article 8 of CVM, registered under the number 2016480 in the Portuguese Securities Regulator (CMVM), represented by Rui Manuel da Cunha Vieira or by Rui Abel Serra Martins.

43. State the number of years that the external auditor and respective partner that represents same in carrying out these duties consecutively carries out duties with the company and/or group

The External Auditor was elected for the first time in 2017 and the partner that represents it is in duty since 2017.

44. Rotation policy and schedule of the external auditor and the respective partner that represents said auditor in carrying out such duties

Regarding to the External Auditor's rotation, the Company had not established, until the date of approval of the new Statutory Auditors Order's statutes, approved by the law 140/2015, of September 7, an External Auditor rotation policy, based in a pre-determined number of terms, having in consideration that a rotation policy was not a common or regular practice and the significant disadvantages of such rotation arising from the termination and the prosecution of the respective functions.

The policy adopted until then by the Supervisory Board on this matter, has been to, previously to the presentation of proposals for the election of the External Auditor for a new term, carry out a thorough evaluation of the external auditor performance and also the advantages and drawbacks of the maintenance in functions of that auditor, and not just adopted the principle of rotation at the end of three terms, because from that evaluation resulted the conviction that keeping the same auditor beyond that period did not endanger the required and necessary independence of the Auditor.

The new statute of the Statutory Auditors Order, mandatory from 1 January 2016, establishes a new policy regarding External Auditor's rotation for public interest entities, as is Cofina's case. As so, the Supervisory Board initiated an election process in order to choose a new External Auditor in the Annual General Meeting of 2017. At present, the policy and periodicity of rotation of the external auditor follow the legal provisions provided for in Law 140/2015.

45. Details of the Board responsible for assessing the external auditor and the regular intervals when said assessment is carried out

The Supervisory Board, in the fulfilment of its functions, annually assesses the External Auditor independence. Additionally, the Supervisory Board promotes whenever necessary or appropriate considering developments in the Company's business or the evolution of the market, a reflection on the adequacy of the External Auditor to carry out its duties.

46. Details of services, other than auditing, carried out by the external auditor for the company and/or companies in a control relationship and an indication of the internal procedures for approving the recruitment of such services and a statement on the reasons for said recruitment

No services were provided by the external auditor in 2017 different than the ones of audit.

47. Details of the annual remuneration paid by the company and/or legal entities in a control or group relationship to the auditor and other natural or legal persons pertaining to the same network and the percentage breakdown relating to the following services:

<u>Company</u>	<u>2017</u>	<u>%</u>	<u>2016</u>	<u>%</u>
Audit and statutory audit	1,000	0.78%	13,000	10.20%
Other assurance services	-	0.00%	-	0.00%
Tax consulting services	-	0.00%	-	0.00%
Other services	-	0.00%	-	0.00%
<u>Group entities</u>				
Audit and statutory audit	57,000	44.71%	110,000	86.27%
Other assurance services	-	0.00%	4,500	3.53%
Tax consulting services	-	0.00%	-	0.00%
Other services	-	0.00%	-	0.00%
<u>Total</u>				
Audit and statutory audit	58,000	45.49%	123,000	96.47%
Other assurance services	-	0.00%	4,500	3.53%
Susbtotat audit services	58,000	45.49%	127,500	100.00%
Tax consulting services	-	0.00%	-	0.00%
Other services	-	0.00%	-	0.00%
	<u>58,000</u>	<u>45.49%</u>	<u>127,500</u>	<u>100.00%</u>

C. INTERNAL ORGANISATION**I. ARTICLES OF ASSOCIATION****48. Rules governing amendment to the articles of association**

The Statutory amendments follow the applicable legal terms, including the Portuguese Companies Act, which require a majority of two-thirds of votes for the adoption of such resolution.

II. REPORTING OF IRREGULARITIES**49. Reporting means and policy on the reporting of irregularities in the company**

In Cofina, and as a result of the applicable legal dispositions, any reports of irregularities that substantiate violations of ethical or legal nature with significant impact in the fields of accounting, the

fight against corruption and the financial and banking crime, must be addressed to the Supervisory Board.

Irregularities in relation to matters other than those mentioned above, should be addressed to the Board of Directors.

Considering the proximity of the members of the Board of Directors to the activities of the several Group companies and the respective employees, Cofina considers that such proximity allows that, whenever irregularities are detected, the Board of Directors is promptly informed, which ensures the implementation of procedures which handle in an effective and fair way the eventual irregularities that are detected.

Regarding the competences in the evaluation of ethical issues and the corporate governance structure, such functions are performed directly by the Board of Directors, which maintains a constant debate over this matter.

III. Internal Control and Risk Management

50. Individuals, boards or committees responsible for the internal audit and/or implementation of the internal control systems

Risk management, as a key issue of the principles of good corporate governance is an area considered critical in Cofina, which promotes permanent awareness of all employees, at all levels of the organization, putting in them such responsibility in all processes of decision-making.

Cofina has no autonomous internal audit and compliance services. Risk management is ensured by the several Cofina's operating units based on a preliminary identification and prioritization of critical risks, by developing risk management strategies in order to implement control procedures considered appropriate to reduce the risk to an acceptable level.

Cofina has been monitoring the appropriation of this risk management model that has proved to be entirely appropriate given the organizational structure of the Company.

51. Detail of hierarchical and/or functional dependency in relation to other boards or committees of the company

The Supervisory Board is responsible for supervising actions taken related to the evaluation of the operation of risk management mechanisms. It is therefore responsibility of this corporate body the supervision of the actions carried out by the Company in these matters.

The External Auditor, in the exercise of its functions, checks the adequacy of mechanisms and procedures involved ensuring the reporting of its conclusions to the Supervisory Board.

The Board of Directors is responsible for monitoring these mechanisms and procedures.

52. Other functional areas responsible for risk control

The Board of Directors is the body responsible for setting the overall strategic guidelines of the group, and is duly supported by the subsidiary management teams, ensuring not only the continuous monitoring, and the reporting to the Board of Directors of Cofina, of their situations detected, to ensure continuous and effective risk controls.

Risk management is ensured by various Cofina's operating units. The methodology of risk management includes several steps:

- First, internal and external risks that may materially affect the Groups' strategic objectives are identified and prioritized;
- The operational management of the various business units identify risk factors and events that may affect the operations and activities of Cofina, as well as any procedures and control mechanisms;
- Additionally, the impact and the probability of occurrence of each risk factor are weighted and according to the exposure level, the need to respond to the risk is evaluated; and
- The risk mitigation actions are monitored and the level of exposure to critical factors is constantly monitored.

The Board of Directors decides the level of exposure assumed by the group in its various activities and, without prejudice, the delegation of tasks and responsibilities, sets overall limits of risk and ensures that policies and procedures for risk management are followed.

In the monitoring of the risk management process, the Board of Directors, as a board responsible for Cofina's strategy, has the following objectives and responsibilities:

- Be aware of the most significant risks affecting the Group;
- Ensure the existence within the Group, of appropriate levels of knowledge of the risks affecting the operations and how to manage them;
- Ensure the disclosure of the risk management strategy at all levels of hierarchy;
- Ensure that the Group is able to minimize the likelihood and impact of risks in the business; and
- Ensure that the risk management process is adequate and that it maintains a close monitoring of those risks with higher probability of occurrence and higher impact in the Group's operations.

The subsidiaries manage their own risks, within the established criteria and delegations set by the Board of Directors.

53. Details and description of the major economic, financial and legal risks to which the company is exposed in pursuing its business activity

The Board of Directors considers that the Group is exposed to the normal risks associated with its operations, namely in its operating units. Therefore, the main risks considered by the Group are:

Credit Risk

Like every activity involving a commercial component, credit risk is one key factor that is considered by the Board of Directors in the operating units. This risk is firstly monitored and controlled through a system for collecting financial and qualitative information, provided by entities that provide credible risk information, which allows customers to evaluate the feasibility of the fulfilment of their obligations, in order to minimize the risk associated with granting credit.

Credit risk evaluation is done on a regular basis, by analysing the current economic environment conditions, in particular the credit situation of each company and, when necessary, adopting the corrective measures.

The Group's exposure to credit risk is mainly attributable to the accounts receivable resulting from the Group's operating activity, which is mitigated by the financial discounts policy regarding advanced payments or prompt payments in cash. This risk is monitored on a regular basis by each of the Group companies, which intend to:

- Limit the credit granted to customers, considering their profile and the ageing of receivables;
- Monitor the evolution of the credit level granted;
- Analyse the recoverability of the receivables on a regular basis.

Interest Rate Risk

Considering the Group's debt, possible variations on the interest rate may have an unwanted impact on the results. Therefore, the Group adopts a balanced position between the cost of the debt and its exposure to the interest rate variability. When the reasonable risk is exceeded, the Group engages in interest rate swap contracts in order to reduce its exposure to risk and to restrict the potential volatility of results.

The interest rate risk is mainly related to interests of commercial paper and bonds at a variable interest rate. In order to reduce the level of risk that the Group is exposed, Cofina engaged in the past hedging products with fixed interest rate. As of 31 December 2017, the Group has no hedging products with fixed interest rate.

The Group's sensitivity to variations in the interest rate is limited by the existence of hedging derivatives, as referred above, which are recorded at their market value. This is obtained based on external valuations performed by independent entities.

Liquidity Risk

Liquidity risk can occur if the sources of financing, such as operating cash flows, disinvestment cash flows, credit lines and cash flows from financing operations obtained do not meet the financing needs, such as cash outflows for operating activities and financing, investment, return on shareholders and reimbursement of debt.

As a mean to mitigate this risk, the Group aims to maintain a net position and an average debt maturity that allows its reimbursement in adequate terms.

Regulatory Risk

The Company is subject to national and activity laws and rules of the market where it works, which aim to ensure: the security and protection of customers and of environment, employees' rights and the maintenance of an open and competitive market. Therefore, Cofina is naturally exposed to the risk of regulatory changes, which may affect the way the business is managed and, consequently, harm or prevent the achievement of strategic goals.

The Company's attitude is of permanent cooperation with the authorities regarding the respect and observance of the law.

Market Risk

Competition

Risk related to the entrance of new competitors or repositioning of the current ones and with the actions that they may take in order to increase their market share (introducing new concepts, innovation, etc.). The inability of competing in areas such as the price, product portfolio, quality and service may have adverse effects on the financial results of the Group. In order to minimize this risk, Cofina performs constant benchmarking of its competitors' actions and invests in new products and formats in order to always offer its customers innovative proposals.

Customers

A fundamental risk factor in the media business is the consumers' tendency to change their consumption patterns, depending mostly of social and economic factors.

Consumers frequently change their preferences and expectations, which demands a continuous adaptation and supply improvement. In order to anticipate the market and consumer trends, the Group regularly analyses the information regarding the readers' behaviour, based on market and opinion studies made by independent entities with high reputation in the market.

54. Description of the procedure for identification, assessment, monitoring, control and risk management

As mentioned in paragraph 52, the Board of Directors is the body responsible for setting the overall strategic guidelines of the group, and is duly supported by the subsidiary management teams, ensuring not only the continuous monitoring, and the reporting to the Board of Directors of Cofina, of the situations

identified, to ensure continuous and effective risk controls.

The process of identification and evaluation, monitoring, control and risk management in Cofina works as follows:

The risks that the group faces in the normal course of its business are identified. For all identified risks, the impact on financial performance and the value of the group is measured. The risk value is compared with the costs of hedging instruments, if available and, consequently, the development of identified risks and the hedging instruments is monitored, which follows, more or less, in compliance with the following methodology:

- First, internal and external risks that may materially affect the Groups' strategic objectives are identified and prioritized;
- The operational management of the various business units identify risk factors and events that may affect the operations and activities of Cofina, as well as any procedures and control mechanisms;
- Additionally, the impact and the probability of occurrence of each risk factor are weighted and according to the exposure level, the need to respond to the risk is evaluated; and
- The risk mitigation actions are monitored and the level of exposure to critical factors is constantly monitored.

The Company has implemented additional risk management strategies that aim to ensure, essentially, that the systems and control procedures and the established policies allow answering expectations of management bodies, shareholders and other stakeholders.

Some of these strategies are as follows:

- Systems and control procedures and policies are established in accordance with all applicable laws and regulations;
- The financial and operational information is complete, reliable, safe and reported on a regular and timely manner;
- Cofina resources are used efficiently and rationally; and
- The shareholder value is maximized and operational management takes the necessary measures to correct problems reported.

55. Core details on the internal control and risk management systems implemented in the company, regarding the procedure for financial information reporting

In what refers to risk control in the process of disclosure of financial information, a form of control is the involvement of a very limited number of Cofina employees in the process.

All involved in financial analysis are considered as having access to privileged information and is especially knowledgeable about the content of their obligations as well as the sanctions resulting from the misuse of such information.

The internal rules for the disclosure of financial information are intended to secure their timing and prevent the asymmetry of the market.

The system of internal control in areas of accounting and preparation and disclosure of financial information is based on the following key elements:

- The use of accounting principles, detailed throughout the notes to the financial statements, is one of the bases of the control system;

- Plans, procedures and records of the Company and its subsidiaries provide reasonable assurance that transactions are recorded only when properly authorized and that such transactions are recorded in accordance with generally accepted accounting principles;
- Financial information is analysed in a systematic and regular basis by the management of operational units, ensuring a permanent monitoring and control of its budget;
- During the process of preparing and reviewing financial information, a timetable for closure of accounts is previously established and shared with the different areas involved, and all documents are reviewed in depth;
- At the level of individual financial statements of the various Group companies, the accounting records and the preparation of financial statements are provided by administrative and accounting services. The financial statements are prepared by an official chartered accountant and reviewed by the financial management of each subsidiary;
- The consolidated financial statements are prepared quarterly by the consolidation team. This process is an additional element of monitoring the reliability of financial reporting, particularly by ensuring the uniform application of accounting principles and procedures for cut-off of operations as well as check balances and transactions between group companies;
- The consolidated financial statements are prepared under the supervision of the financial management. The annual report is sent for review and approval by the Board of Directors. After the approval, the documents are sent to the Statutory Auditor, which issues the Statutory Audit and Auditor's Report; and
- The process of preparing the financial information and consolidated Directors' report is monitored by the Supervisory Board and by the Board of Directors. Each quarter, these corporate boards meet and analyse the individual and consolidated financial statements of the Company.

Regarding to risk factors that could materially affect the accounting and financial reporting, we should highlight the use of accounting estimates that are based on the best available information during the preparation of financial statements as well as the knowledge and experience of past or present events. We also stress the balances and transactions with related parties: Cofina's Group balances and transactions with related parties relate essentially to the operational running of the group companies as well as to granting and obtaining loans at market rates.

The Board of Directors, together with the Supervisory Board, regularly review and monitor the preparation and disclosure of financial information in order to prevent access, improper and untimely, of other persons to relevant information.

IV. Investor Assistance

56. Department responsible for investor assistance, composition, functions, the information made available by the department and contact details

The Company has an investor assistance department which includes the group's market liaison officer and the investor relations.

The contact for investors to obtain information is as follows:

Rua do General Norton de Matos, 68 – R/C
4050 – 424 Porto
Tlf: 22 834 65 00
Fax: 22 834 65 09
Email: sede@cofina.pt

Cofina provides financial information relating to its individual and consolidated operations, as well as that of

its subsidiary companies, through its official internet website (www.cofina.pt). This website is also used by Cofina to provide information on press releases, previously disclosed in the Information Disclosure System of the CMVM, as well as any relevant facts occurring in the life of the Company. This page also includes Cofina Group's reports and accounts of the latest years. Most of the information is available in the site both in Portuguese and in English.

57. Market Liaison Officer

The functions of the Group's market liaison officer are performed by Miguel Valente and the functions of investor relations by Ricardo Mendes Ferreira.

58. Data on the extent and deadline for replying to the requests for information received throughout the year or pending from preceding years

Whenever necessary, the market liaison officer provides all relevant information regarding the events, facts considered relevant, disclosure of quarterly results and answers to any requests for clarification by the investors or the public on public financial information. All requested information from investors is analysed and addressed in a maximum of five days.

V. Website

59. Address (es)

Cofina has a web site available with information about the Company and the Group. The address is: www.cofina.pt.

60. Place where information on the firm, public company status, headquarters and other details referred to in Article 171 of the Commercial Companies Code is available

[www.cofina.pt \ about cofina \ company profile](http://www.cofina.pt/about-cofina/company-profile)

61. Place where the articles of association and regulations on the functioning of the boards and/or committees are available

[www.cofina.pt \ investors \ articles of association](http://www.cofina.pt/investors/articles-of-association)
[www.cofina.pt \ about cofina \ corporate governance \ archive](http://www.cofina.pt/about-cofina/corporate-governance/archive)

62. Place where information is available on the names of the corporate boards' members, the Market Liaison Officer, the Investor Assistance Office or comparable structure, respective functions and contact details

[www.cofina.pt \ about cofina \ corporate governance \ archive](http://www.cofina.pt/about-cofina/corporate-governance/archive)
[www.cofina.pt \ investors \ ir contacts](http://www.cofina.pt/investors/ir-contacts)
[www.cofina.pt \ investors \ investor support office](http://www.cofina.pt/investors/investor-support-office)

63. Place where the documents related to financial accounts reporting are available, which should be accessible for at least five years and the half-yearly calendar on company events that is published at the beginning of every six months, including, inter alia, general meetings, disclosure of annual, half-yearly and where applicable, quarterly financial statements

[www.cofina.pt \ investors \ reports](http://www.cofina.pt/investors/reports)
[www.cofina.pt \ investors \ financial calendar](http://www.cofina.pt/investors/financial-calendar)

64. Place where the notice convening the general meeting and all the preparatory and subsequent information related to is disclosed

[www.cofina.pt \ investors \ annual meetings](http://www.cofina.pt/investors/annual-meetings)

65. Place where the historical archive on the resolutions passed at the company's General Meetings, share capital and voting results relating to the preceding three years are available

[www.cofina.pt \ investors \ annual meetings](http://www.cofina.pt/investors/annual-meetings)

D. REMUNERATION

I. Power to establish

66. Details of the powers for establishing the remuneration of corporate boards, members of the executive committee or chief executive and directors of the company

The Remuneration Committee is responsible for approving the remuneration of the Board of Directors and other corporate bodies representing the shareholders, in accordance with the remuneration policy approved by the shareholders at the General Meeting.

II. Remuneration Committee

67. Composition of the remuneration committee, including details of individuals or legal persons recruited to provide services to the committee and a statement on the independence of each member and advisor

Cofina, SGPS, S.A. has currently defined a Remuneration Committee for the 2017-2019 triennium, whose composition is as follows:

- João da Silva Natária – President
- André Seabra Ferreira Pinto – Member
- Pedro Nuno Fernandes de Sá Pessanha da Costa – Member

All members of the Remuneration Committee are independent from the members of the Board of Directors. Additionally, in 2017 no persons or entities were hired to assist Remuneration Committee members.

68. Knowledge and experience of the members of the remuneration committee on remuneration policy

Cofina believes that the experience and professional careers of the members of the Remuneration Committee allow them to perform their duties accurately and effectively. In particular, João da Silva Natária has extensive experience and specific knowledge in matters of remuneration policy. Additionally, and whenever necessary, this committee uses specialized resources, internal or external, to support its decisions.

III. Remuneration Structure

69. Description of the remuneration policy of the Board of Directors and Supervisory Boards as set out in Article 2 of Law No. 28/2009 of 19 June

As provided in Law 28/2009, of 19 June, a statement on the remuneration policy of the management and

supervisory boards is submitted annually for consideration by the General Shareholders Meeting.

The policy on remuneration and compensation of the corporate bodies of Cofina, approved at the General Meeting held on 26 April 2016, respects the following principles:

BOARD OF DIRECTORS:

In order to establish the value of individual remuneration of each director, the following should be considered:

- The functions performed at Cofina, SGPS, S.A, and its subsidiaries;
- The responsibility and the value added by individual performance;
- Knowledge and cumulative experience on the job;
- The economic situation of the Company;
- The remuneration in companies within the same sector and in other companies listed on Euronext Lisbon.

The global fixed remuneration for all the members of the Board of Directors, including the remuneration that the subsidiaries pay to the members that integrate the Board of Directors, cannot exceed 1.25 million Euro per year.

1. Executive directors

- Fixed component, amount paid monthly.
- Medium term variable component:

It is intended to better align the interests of the executive directors with those of the shareholders and will be calculated by covering the three-term period, corresponding to the period between 2011 and 2019, based on:

- Total return for the shareholder (valuation of the share plus distributed dividend)
- Sum of 9-year net results (2011 to 2019)
- Evolution of the Group's business

The total value of the medium-term variable component may not exceed 50% of the fixed remuneration earned during the 9-year period.

2. Non-executive directors

The individual remuneration of any non-executive director may not exceed 100,000 Euro per year, being exclusively fixed.

SUPERVISORY BOARD

The remuneration of Members of the Supervisory Board will be based on yearly fixed amounts at levels considered adequate for similar functions.

GENERAL SHAREHOLDERS MEETING

The remuneration of the members of the General Shareholders Meeting will be exclusively fixed and will follow market practices.

STATUTORY AUDITOR

The Statutory Auditor will have a fixed fee appropriate to the respective functions and in accordance with market practice, under the supervision of the Supervisory Board.

COMPENSATION FOR TERMINATION OF FUNCTIONS BEFORE OR ON TERM OF MANDATE

The remuneration policy maintains the principle of not covering the granting of any compensation to directors or other governing bodies, concerning their termination of functions, either early or at the scheduled end of their duties, subject to compliance with the legal provisions in force.

SCOPE OF PRINCIPLES

The principles that follow remuneration policies and compensation specified in this policy include not only the salaries paid by COFINA SGPS, S.A. but also the salaries that are paid to the members of the Board of Directors by companies controlled directly or indirectly by it.

It is important to mention that, in January 2017, the members of the Board of Directors have informed the remunerations committee that, due to the adverse market conditions in which the Group develops its activity, it's their intention to abdicate of any remuneration from the exercise of their functions in all Group's companies. Therefore, since that date, the members of Cofina's Board of Directors are not remunerated either by the Company or by any of its subsidiaries.

70. Information on how remuneration is structured so as to enable the aligning of the interests of the members of the board of directors with the company's long-term interests and how it is based on the performance assessment and how it discourages excessive risk taking.

The remuneration policy for executive directors aims to ensure a proper and thorough compensation for the performance and contribution of each director for the success of the organization, aligning the interests of the executive directors with those of the shareholders and of the Company. Additionally, the remuneration policy provides for a variable component of deferred payment, aiming to more strongly align the interests of the executive directors with those of the shareholders and the long-term interests of the Company.

The proposal for remuneration of executive Directors are drawn up considering the functions performed in Cofina, and in its subsidiaries; the responsibility and added value by individual performance; the knowledge and the experience on the job; the economic situation of the Company; the remuneration earned in other companies from the same sector; and other companies listed on Euronext Lisbon. Regarding the latter point, the Remuneration Committee considers all national companies of equivalent size, particularly those listed on Euronext Lisbon, and also companies in international markets with characteristics similar to Cofina

71. Reference, where applicable, to a variable remuneration component and information on the impact of the performance appraisal on this component

In the General Shareholders Meeting held in 26 April 2017, the remuneration policy as detailed in paragraph 69 above was approved, which includes a variable component depending on the performance during the period between 2011 and 2019.

No mechanisms to prevent executive Directors from having employment contracts that question the grounds of the variable remuneration are implemented. However, the Remuneration Committee considers these factors in the criteria for determining the variable remuneration. The Company did not celebrate any agreements with members of the Board of Directors that have the effect of mitigating the risk associated to the variability of the remuneration or has become aware of any identical contracts with third parties.

72. Deferral of payment of the variable remuneration component, with reference to the deferral period

There is currently no variable compensation which payment was deferred in time.

73. The criteria whereon the allocation of variable remuneration on shares is based

Cofina has not in place nor intends to have any form of compensation that may include shares or any other equity based compensation system.

74. The criteria whereon the allocation of variable remuneration on options is based

Cofina does not have in place any form of compensation that includes stock options.

75. Key factors and grounds for annual bonus scheme and any additional non-financial benefits;

Cofina hasn't any annual bonus scheme nor any other non-financial benefits.

76. Key characteristics of the supplementary pensions or early retirement schemes for directors and state date when said schemes were approved at the general meeting, on an individual basis

Cofina has no supplementary pension or early retirement schemes for corporate boards or key staff.

IV. Remuneration disclosure

77. Details on the amount relating to the annual remuneration paid as a whole and individually to members of the company's board of directors, including fixed and variable remuneration and as regards the latter, reference to the different components that gave rise to same.

Since January 2017, the members of the Board of Directors, due to the adverse market conditions in which the Group operates, cease to receive any remuneration for the exercise of their positions in all Cofina Group companies. Thus, since that date, the members of Cofina's Board of Directors have ceased to be remunerated either by the Company or by its subsidiaries.

78. Any amounts paid, for any reason whatsoever, by other companies in a control or group relationship, or are subject to a common control

Since January 2017, the members of the Board of Directors, due to the adverse market conditions in which the Group operates, cease to receive any remuneration for the exercise of their positions in all Cofina Group companies. Thus, since that date, the members of Cofina's Board of Directors have ceased to be remunerated either by the Company or by its subsidiaries.

79. Remuneration paid in the form of profit sharing and/or bonus payments and the reasons for bonuses or profit sharing being awarded

During the year, there was no remuneration in the form of profit sharing or bonuses.

80. Compensation paid or owed to former executive directors concerning contract termination during the financial year

During the year, no amounts relating to compensation to directors whose functions have ceased have been paid or become due.

81. Details of the annual remuneration paid, as a whole and individually, to the members of the company's supervisory board

The remuneration of the members of the Supervisory Board is composed of a fixed annual amount based on the situation of Cofina and current market practices. In the year ended 31 December 2017, the remuneration of the members of the Supervisory Board amounted to 26,620 Euro, distributed as follows: Pedro Pessanha - 10,000 Euro; António Pinho - 5,540 Euro; Guilherme Monteiro - 5,540 Euro; André Pinto - 2,770 Euro; José Guilherme Silva - 2,770 Euro. It should be noted that the members António Pinho and Guilherme Monteiro were elected at the Shareholders' Meeting held on April 26, 2017 and were remunerated as from that date onwards; on the other hand, the members André Pinto and José Guilherme Silva ceased functions on that date.

The remuneration of the Statutory Auditor is described in paragraph 47 above.

82. Details of the remuneration in said year of the Chairman of the Presiding Board to the General Meeting

The remuneration of the Chairman of the Shareholders' General Meeting in the year ended 31 December 2017 was 5,000 Euro.

V. Agreements with remuneratory implications

83. The envisaged contractual restraints for compensation payable for the unfair dismissal of directors and the relevance thereof to the remunerations' variable component

Contractual limitations provided for the compensation to be paid due dismissal without just cause of the administrator and its relation to the variable remuneration component.

84. Reference to the existence and description, with details of the sums involved, of agreements between the company and members of the board of directors and managers, pursuant to Article 248-B/3 of the Securities Code that envisages compensation in the event of resignation or unfair dismissal or termination of employment following a takeover bid

There are no agreements between the Company and members of the Board of Directors or other key staff, pursuant to paragraph 3 of Article 248-B of the Securities Code, which provide compensations in case of resignation, unfair dismissal or termination of employment contract following a takeover bid. There aren't also planned agreements with directors to ensure any compensation in case of non-renewal of their terms of office.

VI. Share-allocation and/or stock option plans

85. Details of the plan and the number of persons included therein

Cofina, SGPS, S.A. has no plan to grant shares or stock options to the Board of Directors nor to its employees.

86. Characteristics of the plan

Cofina, SGPS, S.A. does not have any plan to grant shares or stock options.

87. Stock option plans for the company employees and staff

There are no stock options granted for the acquisition of shares which benefit Company's employees and staff.

88. Control mechanisms envisaged in a possible system of employee participation in capital to the extent that voting rights are not exercised directly by them

Not applicable as explained above.

E. RELATED PARTIES TRANSACTIONS

I. Control mechanisms and procedures

89. Mechanisms implemented by the Company for the purpose of controlling transactions with related parties

Currently, there are no established procedures or criteria for defining the relevant significance level of business between the Company and holders of qualifying holdings, or entities in any relationship or group with those shareholders, from which the intervention of the supervisory board is required.

However, the Company conducts its action with principles of rigor and transparency, with scrupulous observance of the competitive market rules.

90. Details of transactions that were subject to control in the referred year

No significant business or transaction was performed between the Company and members of its corporate bodies (management and supervisory bodies), holders of qualifying holdings or companies in a controlling or group relationship, except those which, as part of the current activity, were under normal market conditions for transactions of the same type.

There were no deals or transactions with members of the Supervisory Board.

Transactions with companies in a control or group relationship are not material, therefore have been made under normal market conditions and are part of the Company's current activity. They are not subject to separate disclosure.

91. A description of the procedures and criteria applicable to the supervisory body when same provides preliminary assessment of the business deals to be carried out between the company and the holders of qualifying holdings or entity-relationships with the former

Transactions with Cofina directors or companies that are in a group or control relationship with the one in which the intervener is a Director, regardless of the amount, are subject to the prior authorization of the Board of Directors with a favourable opinion of the Supervisory Board pursuant to Article 397 of the Portuguese Companies Act. In 2017 it was not necessary for the Supervisory Board to issue an opinion because no transactions that require the approval of that board occurred.

II. Data on business deals

92. Indication of the location on the accounting documents where information on related party transactions is available

Information on related party transactions can be found in note 28 of the Notes to the consolidated financial statements and note 19 of the notes to the individual accounts of the Company.

PART II – CORPORATE GOVERNANCE EVALUATION

1. Identification of the Corporate Governance adopted

This report provides a description of the governance structure adopted by Cofina, as well as the respective policies and practices adopted.

The report complies with the standards of Article 245-A of the Portuguese Securities Code and discloses in accordance with the comply or explain principle, the degree of compliance with the CMVM recommendations incorporated in 2013 CMVM Corporate Governance Code.

The duties of disclosure required by Law 28/2009 of 19 June, Articles 447 and 448 of the Portuguese Companies Act and CMVM Regulation no. 5 / 2008, of 2 October 2008 are also fulfilled.

All the legal provisions referred on this report and the recommendations listed in the Corporate Governance Code of 2013, can be found in www.cmvm.pt.

This report should be read as part of the Annual Management Report and as part of the Individual and Consolidated Financial Statements for the fiscal year 2017.

2. Analysis of compliance with the Code of Corporate Governance adopted

Cofina encouraged all actions to promote the adoption of best corporate governance practices, basing its policy on high ethical standards and social responsibility.

The Board of Directors of Cofina encourages transparent relationships with investors and with the market, and has based its performance by the constant search of value creation, to the promotion of the interests of employees, shareholders and other stakeholders.

ANNUAL REPORT 2017

II. Corporate Governance Report

In compliance with the standards of Article 245-A, no. 1, paragraph o) of the Portuguese Securities Code, the CMVM recommendations incorporated in 2013 CMVM Corporate Governance Code the Company set out to carry out are listed below:

RECOMMENDATION	COMPLIES	REMISSION
I. VOTING AND CONTROL OF THE COMPANY		
I.1. Companies shall encourage shareholders to attend and vote at general meetings and shall not set an excessively large number of shares required for the entitlement of one vote, and implement the means necessary to exercise the right to vote by mail and electronically.	Adopted	12, 13 and 14
I.2. Companies shall not adopt mechanisms that hinder the passing of resolutions by shareholders, including fixing a quorum for resolutions greater than that provided for by law.	Adopted	13 and 14
I.3. Companies shall not establish mechanisms intended to cause mismatching between the right to receive dividends or the subscription of new securities and the voting right of each common share, unless duly justified in terms of long-term interests of shareholders.	Adopted	12 and 13
I.4. The company's articles of association that provide for the restriction of the number of votes that may be held or exercised by a sole shareholder, either individually or in concert with other shareholders, shall also foresee for a resolution by the general assembly (five year intervals), on whether that statutory provision is to be amended or prevails - without superquorum requirements as to the one legally in force - and that in said resolution, all votes issued be counted, without applying said restriction.	Adopted	13 and 14
I.5. Measures that require payment or assumption of fees by the company in the event of change of control or change in the composition of the Board and that which appear likely to impair the free transfer of shares and free assessment by shareholders of the performance of Board members, shall not be adopted.	Adopted	2, 4, 5 and 6
II. SUPERVISION, MANAGEMENT AND OVERSIGHT		
II.1 SUPERVISION AND MANAGEMENT		
II.1.1. Within the limits established by law, and except for the small size of the company, the board of directors shall delegate the daily management of the company and said delegated powers shall be identified in the Annual Report on Corporate Governance.	Adopted	21 and 28
II.1.2. The Board of Directors shall ensure that the company acts in accordance with its objectives and shall not delegate its responsibilities as regards the following: i) define the strategy and general policies of the company; ii) define business structure of the group; iii) decisions considered strategic due to the amount, risk and particular characteristics involved.	Adopted	21 and 28
II.1.3. The General and Audit Committee, in addition to its supervisory duties supervision, shall take full responsibility at corporate governance level, whereby through the statutory provision or by equivalent means, shall enshrine the requirement for this body to decide on the strategy and major policies of the company, the definition of the corporate structure of the group and the decisions that shall be considered strategic due to the amount or risk involved. This body shall also assess compliance with the strategic plan and the implementation of key policies of the company.	Non applicable	
II.1.4. Except for small-sized companies, the Board of Directors and the General and Audit Committee, depending on the model adopted, shall create the necessary committees in order to: a) Ensure a competent and independent assessment of the performance of executive directors and its own overall performance, as well as of other committees; b) Reflect on the system structure and governance practices adopted, verify its efficiency and propose to the competent bodies, measures to be implemented with a view to their improvement.	Adopted	21, 27, 28 and 29
II.1.5. The Board of Directors or the General and Audit Committee, depending on the applicable model, should set goals in terms of risk-taking and create systems for their control to ensure that the risks effectively incurred are consistent with those goals.	Adopted	52, 54 and 55
II.1.6. The Board of Directors shall include a number of non-executive members ensuring effective monitoring, supervision and assessment of the activity of the remaining members of the board.	Adopted	18

ANNUAL REPORT 2017

II. Corporate Governance Report

RECOMMENDATION	COMPLIES	REMISSION
<p>II.1.7. Non-executive members shall include an appropriate number of independent members, taking into account the adopted governance model, the size of the company, its shareholder structure and the relevant free float. The independence of the members of the General and Supervisory Board and members of the Audit Committee shall be assessed as per the law in force. The other members of the Board of Directors are considered independent if the member is not associated with any specific group of interests in the company nor is under any circumstance likely to affect an exempt analysis or decision, particularly due to:</p> <p>a. Having been an employee at the company or at a company holding a controlling or group relationship within the last three years;</p> <p>b. Having, in the past three years, provided services or established commercial relationship with the company or company with which it is in a control or group relationship, either directly or as a partner, board member, manager or director of a legal person;</p> <p>c. Being paid by the company or by a company with which it is in a control or group relationship besides the remuneration arising from the exercise of the functions of a board member;</p> <p>d. Living with a partner or a spouse, relative or any first degree next of kin and up to and including the third degree of collateral affinity of board members or natural persons that are direct and indirectly holders of qualifying holdings;</p> <p>e. Being a qualifying shareholder or representative of a qualifying shareholder.</p>	Non adopted	18
<p>II.1.8. When board members that carry out executive duties are requested by other board members, said shall provide the information requested, in a timely and appropriate manner to the request.</p>	Adopted	18
<p>II.1.9. The Chair of the Executive Board or of the Executive Committee shall submit, as applicable, to the Chair of the Board of Directors, the Chair of the Supervisory Board, the Chair of the Audit Committee, the Chair of the General and Supervisory Board and the Chairman of the Financial Matters Board, the convening notices and minutes of the relevant meetings.</p>	Adopted	23
<p>II.1.10. If the chair of the board of directors carries out executive duties, said body shall appoint, from among its members, an independent member to ensure the coordination of the work of other non-executive members and the conditions so that these members can make independent and informed decisions or to ensure the existence of an equivalent mechanism for such coordination.</p>	Non adopted	18
<p>II.2. SUPERVISION</p> <p>II.2.1. Depending on the applicable model, the Chair of the Supervisory Board, the Audit Committee or the Financial Matters Committee shall be independent in accordance with the applicable legal standard, and have the necessary skills to carry out their relevant duties.</p>	Adopted	32 and 33
<p>II.2.2. The supervisory body shall be the main representative of the external auditor and the first recipient of the relevant reports, and is responsible, inter alia, for proposing the relevant remuneration and ensuring that the proper conditions for the provision of services are provided within the company.</p>	Adopted	38
<p>II.2.3. The Audit Committee shall evaluate the external auditor on an annual basis and propose to the competent body its dismissal or termination of the contract as to the provision of their services when there is a valid basis for said dismissal.</p>	Adopted	45
<p>II.2.4. The Audit Committee shall evaluate the functioning of the internal control systems and risk management and propose adjustments as may be deemed necessary.</p>	Adopted	38
<p>II.2.5. The Audit Committee, the General and Supervisory Board and the Audit Committee decide on the work plans and resources concerning the internal audit services and services that ensure compliance with the rules applicable to the company (compliance services), and should be recipients of reports made by these services at least when it concerns matters related to accountability, identification or resolution of conflicts of interest and detection of potential improprieties.</p>	Non applicable	50 and 51
<p>II.3. REMUNERATION SETTING</p> <p>II.3.1. All members of the Remuneration Committee or equivalent should be independent from the executive board members and include at least one member with knowledge and experience in matters of remuneration policy.</p>	Adopted	67 and 68
<p>II.3.2. Any natural or legal person that provides or has provided services in the past three years, to any structure under the board of directors, the board of directors of the company itself or who has a current relationship with the company or consultant of the company, shall not be hired to assist the Remuneration Committee in the performance of their duties. This recommendation also applies to any natural or legal person that is related by employment contract or provision of services with the above.</p>	Adopted	67
<p>II.3.3. A statement on the remuneration policy of the management and supervisory bodies referred to in Article 2 of Law No. 28/2009 of 19 June, shall also contain the following:</p> <p>a) Identification and details of the criteria for determining the remuneration paid to the members of the governing bodies;</p> <p>b) Information regarding the maximum potential, in individual terms, and the maximum potential, in aggregate form, to be paid to members of corporate bodies, and identify the circumstances whereby these maximum amounts may be payable;</p> <p>c) Information regarding the enforceability or unenforceability of payments for the dismissal or termination of appointment of board members.</p>	Adopted	69
<p>II.3.4. Approval of plans for the allotment of shares and/or options to acquire shares or based on share price variation to board members shall be submitted to the General Meeting. The proposal shall contain all the necessary information in order to correctly evaluate said plan.</p>	Non applicable	73 and 74
<p>II.3.5. Approval of any retirement benefit scheme established for members of corporate members shall be submitted to the General Meeting. The proposal shall contain all the necessary information in order to correctly evaluate said system.</p>	Non applicable	76

ANNUAL REPORT 2017

II. Corporate Governance Report

RECOMMENDATION	COMPLIES	REMISSION
III. REMUNERATION		
III.1. The remuneration of the executive members of the board shall be based on actual performance and shall discourage taking on excessive risk-taking.	Adopted	70
III.2. The remuneration of non-executive board members and the remuneration of the members of the Audit Committee shall not include any component whose value depends on the performance of the company or of its value.	Adopted	78, 81 and 82
III.3. The variable component of remuneration shall be reasonable overall in relation to the fixed component of the remuneration and maximum limits should be set for all components.	Adopted	69
III.4. A significant part of the variable remuneration should be deferred for a period not less than three years, and the right of way payment shall depend on the continued positive performance of the company during that period.	Adopted	69
III.5. Members of the Board of Directors shall not enter into contracts with the company or with third parties which intend to mitigate the risk inherent to remuneration variability set by the company.	Adopted	71
III.6. Executive board members shall maintain the company's shares that were allotted by virtue of variable remuneration schemes, up to twice the value of the total annual remuneration, except for those that need to be sold for paying taxes on the gains of said shares, until the end of their mandate.	Non applicable	73 e 74
III.7. When the variable remuneration includes the allocation of options, the beginning of the exercise period shall be deferred for a period not less than three years.	Non applicable	74
III.8. When the removal of board member is not due to serious breach of their duties nor to their unfitness for the normal exercise of their functions but is yet due on inadequate performance, the company shall be endowed with the adequate and necessary legal instruments so that any damages or compensation, beyond that which is legally due, is unenforceable.	Adopted	69 and 83
IV. AUDITING		
IV.1. The external auditor shall, within the scope of its duties, verify the implementation of remuneration policies and systems of the corporate bodies as well as the efficiency and effectiveness of the internal control mechanisms and report any shortcomings to the supervisory body of the company.	Adopted	38
IV.2. The company or any entity with which it maintains a control relationship shall not engage the external auditor or any entity with which it finds itself in a group relationship or that incorporates the same network, for services other than audit services. If there are reasons for hiring such services - which must be approved by the Audit Committee and explained in its Annual Report on Corporate Governance - said should not exceed more than 30% of the total value of services rendered to the company.	Adopted	47
IV.3. Companies shall support auditor rotation after two or three terms whether four or three years, respectively. Its continuance beyond this period must be based on a specific opinion of the Audit Committee that explicitly considers the conditions of auditor's independence and the benefits and costs of its replacement.	Adopted	40, 42, 43 and 44
V. CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS		
V.1. The company's business with holders of qualifying holdings or entities with which they are in any type of relationship pursuant to article 20 of the Portuguese Securities Code, shall be conducted during normal market conditions.	Adopted	90
V.2. The supervisory or oversight board shall lay down procedures and criteria that are required to define the relevant level of significance of business with holders of qualifying holdings - or entities with which they are in any of the relationships described in article 20.1 of the Portuguese Securities Code - thus significant relevant business is dependent upon prior opinion of that body.	Non adopted	91
VI. INFORMATION		
VI.1. Companies shall provide, via their websites in both the Portuguese and English languages access to information on their progress as regards the economic, financial and governance state of play.	Adopted	59 to 65
VI.2. Companies shall ensure the existence of an investor support and market liaison office, which responds to requests from investors in a timely fashion and a record of the submitted requests and their processing, shall be kept.	Adopted	56 to 58

The recommendations II.1.7., II.1.10. and V.2. are not fully adopted by Cofina, as explained below.

Recommendations II.1.7. and II.1.10.:

The Board Directors does not include any member that satisfies the standard of independence referred in recommendation II.1.7. and II.1.10. of Corporate Governance Code issued by the Portuguese Securities Regulator (CMVM) since the three non-executive directors are holders of qualifying holdings, of the Company.

Nevertheless, to allow to the non-executive directors an independent and informed decision, the Company has the following mechanisms:

- Notices of meetings of the Board of Directors sent to all directors include the agenda, even tentatively, of the meeting, and are accompanied by all the relevant information and documentation;
- Availability of executive directors for the provision to non-executive directors, of any additional information which they consider relevant or necessary, and to carry out further studies and analyses in relation to all matters which are the subject of deliberation or that, are under review in some way, in the Company;
- Availability of minutes books, records, documents and other records of operation of the Company or the subsidiaries, for examination, as well as the provision and promotion of a direct channel of

obtaining information from the managers and operational and financial officers of several companies that are part of the Group, without requiring any intervention of the executive directors in this process.

The Company reflected on this circumstantialism considering, on one hand, the corporate model adopted and, on the other hand, the composition and functioning of its corporate bodies as a whole (namely the Board of Directors as a collegiate body, the Board of Directors Prosecutor and the Statutory Auditor, with their inherent independence) and concluded that any appointment, for purely formal reasons, of independent directors would not be of any significant value to the Company's performance or to an eventual (better) functioning of the model adopted, considering that both have been positive, relevant, adequate and efficient.

It to the previous aspect, the management report includes a description of the activity performed by non-executive directors during the 2017 financial year in the section "Activity carried out by non-executive members of the Board".

Recommendation V.2:

Transactions with Cofina's Directors or with companies that are in a group or dominance relationship with them, regardless of the amount, are subject to prior approval of the Board of Directors, with a favourable opinion of the Supervisory Board, under the terms of article 397 of the Portuguese Companies Act.

Currently, no established procedures or criteria are in place for defining the relevant level of significance of businesses between the Company and holders of qualified holdings or entities that are in a group or dominance relationship, from which the intervention from the Statutory Board is required.

However, given the above mentioned legal requirement, and especially considering the constant legal requirement of the same matter, to disclose in the annual report of the Board, the occurrence of these situations, to which Cofina would always give full compliance, all legal requirements, as well as all the information disclosure obligations to shareholders and to the market on a complete and transparent basis are safeguarded.

3. Other information

In line with what has been said, Cofina would like to point out that, of the forty recommendations contained in the Corporate Governance Code of 2013, six of them are not applicable for the reasons set out above, and the failure to fully adopt only three of the recommendations is largely explained above.

Cofina therefore considers that, given the full compliance of thirty-one of these recommendations, the degree of adoption of the Company to the 2013 Corporate Governance Code's recommendations is practically total, which is materialized in a diligent and prudent management, absolutely focused on creating value for the Company and hence for shareholders.

Diversity Policy – Article 245 A (1) ® of the C.V.M. (Securities Code)

Diversity policy is not a new topic within the Cofina group. In fact, not only in the Board of Directors, but also in senior and middle management positions, the Group has been defining and implementing policies that have become more gender parity for several years.

It should be noted that Cofina's Board of Directors, elected in April 2017 for the term corresponding to the three-year period 2017/2019 (and therefore before the entry into force of Law 89/2017 of July 28) is composed of five members, of which four men and one woman, representing this 20% of the composition of that organ. This composition was similar in the previous mandate, corresponding to the triennium 2014/2017.

The Board of Directors, without losing the guiding principle of meritocracy, promotes diversity policies at various levels, such as:

- Instructions to the human resources areas of the various operating companies so that:
 - (i) career development policies, performance appraisals and salary reviews are defined based on diversity promotion concerns;
 - (ii) in recruitment processes, seek to promote such diversity by always presenting lists of potential workers to be recruited sufficiently representative of both gender.
- Instructions to the operational areas, so that the multidisciplinary teams formed in the scope of the most varied projects are constituted always based on the concern of a balanced representation;

At Cofina there is a conviction that a healthy gender balance contributes decisively to the teams being more eclectic, self-challenging and proactive, so promoting this diversity is a Group's goal.

NON-FINANCIAL INFORMATION REPORT

SOCIAL AND ENVIRONMENTAL REPORT

This chapter aims to meet the reporting requirements on non-financial matters as required by Directive 2014/95/EU, transposed into national law by Decree Law No. 89/2017, thus giving a perspective on the environmental and socioeconomic dimension of the activity of Cofina Group.

It is believed that the information presented here reflects in a balanced way the reality of the Group in these areas, considering the main impacts and risks of the activity carried out, providing a broader view of the activity and performance to the stakeholders.

To this end, and in order to assess the content of this chapter, an analysis of the reporting requirements of that Directive was carried out in line with the orientation of the associated guide. The focus was on those which were considered to be the most important, based in an analysis which considered benchmarks of sustainability, peer reports and an internal reflection of relevance based on the degree of impact. The information needs of investors and other interested parties were indirectly considered by this analysis through the sources consulted.

In agreement with the results of the analysis mentioned above, several indicators are presented that reflect the performance of Cofina Group in these areas.

Business

Cofina Group develops its activity mainly in the area of media and contents.

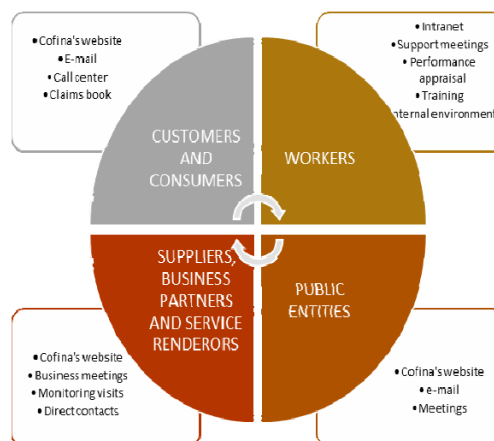
The Products and Services, as well as the Group Strategy, can be seen in detail in the "Group Activity" and "Prospects for 2018" chapter of this Annual Report.

The rapid pace and present need to respond to the evolution and challenges of the media, requires a constant updating of new systems of production, distribution and consumption. However, this need brings along new concerns about social and environmental responsibility, which will be mentioned during this chapter.

RELATION WITH WITH KEY INTERESTED PARTIES

Communicating and listening to interested parties, employees, customers, suppliers, and other stakeholders that may affect or may be affected by Cofina's business is very important to help the group understand their point of view, as well as to be able to convey its message and objectives.

In this way, the indispensable channels of communication with its key stakeholders, namely its Clients and Consumers, Employees, as well as with Suppliers, Partners and Service Providers and Official Entities have been developed.



CUSTOMERS SATISFACTION

With the aim of customer satisfaction, Cofina not only try to solve problems, but also to anticipate market and consumer trends by analysing readers' behaviour, based on market research and opinion from independent entities.

The customer complaint process is a way to detect problems and / or dissatisfaction of products and services that constitute Cofina's portfolio. The client should request the complaints book, where he clearly and completely describes the facts that motivate him and the elements related to his identification. After completion, it shall be forwarded to the competent market control body or to the sector regulator, waiting for a response within a maximum period of ten working days.

In 2017, two formal complaint processes were registered and all of them were closed within the maximum period stipulated by law.

Management of Environmental Aspects

The Cofina Group recognises that companies play an important role in protecting the environment, however, it also considers that the activity it carries out is not aggressive vis-à-vis other sectors in terms of environment.

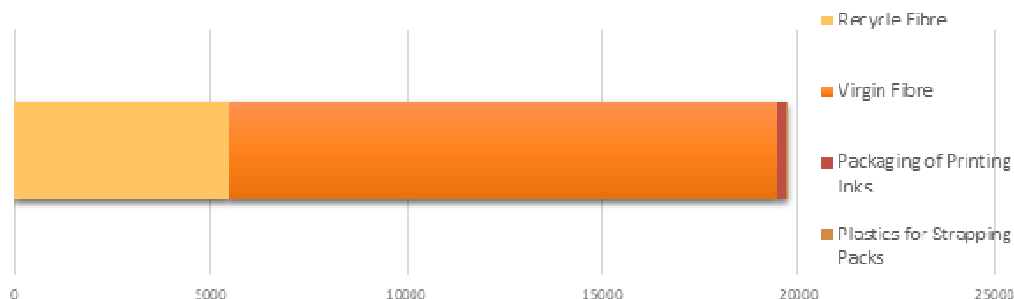
Among the activities developed, the one that represents a greater direct environmental impact is the activity of newspaper printing, ensured within the group. The variables with the greatest environmental impact are the consumption of electricity, paper and waste produced. Associated with the activity of publication's distribution are also relevant residues inherent to the returned copies.

The results achieved in 2017 in the environmental indicators, related to production, distribution and consumption processes reflect the group's commitment to find solutions and saving measures aligned with legal compliance obligations. Cofina does not have a formally defined environmental policy, but it has an adequate practice to safeguard the risks of environmental compliance.

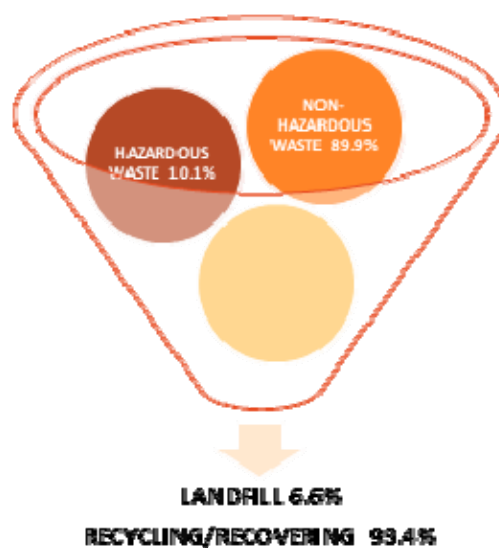
Electricity consumption totalled 3,650,000 kWh, equivalent to 13,140 GJ, corresponding to 425 thousand Euro. This is the only relevant energy source within the Cofina Group companies.

This year, about 20 thousand tons of raw material consumption were accounted for, paper, packaging of printing inks and plastics used in the strapping of the packs. The practice of incorporating recycled materials was maintained, with paper consumption currently accounting for 28% of recycled fibre and 72% of virgin fibre. At present recycled paper fibre has been losing place to another type of environmentally more responsible alternative, certified paper fibre. Precisely for this reason, Cofina has been replacing it with a FSC certified 100% virgin fibre and PEFC, which comes from a forest managed in an environmentally responsible and socially responsible manner.

Raw Material Total Consumption (Tons)



Cofina undertakes internal management practices and final waste disposal to the most appropriate destination, with preference for recycling / recovery of waste rather than sending it to landfill or another final destination solution. The overall recycling / recovery of waste in 2017 was 93.4%, with special emphasis on the recycling / recovery of approximately 5,000 tonnes of paper from printed publications collected from points of sale.



Although this sector of activity is not considered as a major consumer of water, there are some stages / phases of the printing process that can present consumption with some expressiveness, such as the process of cleaning offset printing. There is also the consumption of water for other purposes, such as the use of water for sanitary purposes. In 2017, the total water consumption was 6 thousand m³, corresponding to about 28 thousand Euro.

It has been a priority when remodelling/refurbishing the infrastructure, replacing the lighting system to LED (Light Emitting Diode), contributing to significant improvements in electricity consumption, and also in the working conditions of employees. These actions have been carried out gradually, not only in 2017, but in recent years.

Another significant improvement in the consumption of paper and energy consumption in the administrative and editorial area has been the printing optimisation, through personalized authorization, which ends with waste and unnecessary reprints.

The power to influence a positive inner environment

Operational efficiency with a reflection on the optimisation of resource utilization is boosted by correct usage patterns. In order to remind employees of the importance of reducing consumption in the Cofina Group, cup spaces are used by placing warning messages and good environmental practices, such as the simple gesture of turning off the lights or turning off the water tap when they are not needed, as well as the separation of waste

The power to influence an external positive environment

The Cofina Group recognises that the greatest impact that media companies can have in the environmental area is to influence society through the production and dissemination of educational content that can sensitize, mobilize and increase the population's knowledge about these matters

Management of Socioeconomic Aspects

CO-WORKERS AND LABOR MANAGEMENT

Cofina's human resources management model is geared towards a corporate culture that promotes employee motivation and involvement, as well as its orientation towards results. A formal human resources management policy is not defined, which does not mean that management priorities are not well defined. In 2017, the management of human resources had as its priorities: investment in training and qualification of its employees, always bearing in mind the need to respond to the evolution and challenges of the media.

The human resources department runs a human resources management practice where safeguarding the risks of compliance with the labour law is a basic premise and the compatibility of the challenges of an intellectual and emotionally demanding sector with the harmony of each employee and of the team are taken care of by various initiatives that aim at team spirit and motivation.

The application of the Portuguese labour law ensures a practice in line with the conventions of the International Labour Organization (ILO).

The Cofina Group is made up of a total of 768 employees (58.3% men and 41.7% women), most of whom are between 30 and 50 years old (64%), 18% of whom are between the ages of 18 and 29 years and 18% between 50 and 65 years. This population includes employees and contractors, which translates into a 13% rate of new admissions (53.6% men and 46.4% women). Most of the employees are on a full-time basis, with a turnover rate of 20% (17% men and 32% women).

The "Characterization of Human Resources" framework reflects the diversity and equality of opportunities in the Cofina Group. Female employees are visible in the Administration Position (28.6%), the Management Position (24%) and the Specialized Technician (49.8%). In addition, it is important to note that about 68.8% of female employees have higher education (Bachelor and Master). In addition, the Corporate Governance Report can be consulted for more information on this matter.

ANNUAL REPORT 2017

III. Non-financial information

FRAMEWAORK OF CHARACTERIZATION OF HUMAN RESOURCES

		MEN		WOMEN	
	TOTAL	Number	%	Number	%
EMPLOYMENT INDICATORS					
NUMBER OF WORKERS	768	448	58.30 %	320	41.70 %
LABOUR CONTRACT					
FULL-TIME (WITHOUT TERM)	749	440	58.70 %	309	41.30 %
TEMPORARY (FIXED-TERM)	8	5	62.50 %	3	37.50 %
INTERNSHIPS	2	1	50 %	1	50 %
CONTRACTED IN UNCERTAIN TIME (LOW MEDICAL REPLACEMENT)	9	2	22.20 %	7	77.80 %
ADMISSIONS AND QUILTS					
TURNOVER RATE	20%	-	17%	-	32%
ADMISSIONS	97	52	53.60 %	45	46.40 %
QUITS	209	98	46.90 %	111	53.10 %
AGE RANGE					
< 30 YEARS OLD	136	82	60 %	54	40 %
30 TO 50 YEARS OLD	491	278	56.60 %	213	43.40 %
> 50 YEARS OLD	141	88	62.40 %	53	37.60 %
PROFISSIONAL ROLE					
ADMINISTRATION POSITION	7	5	71.40 %	2	28.60 %
MANAGEMENT POSITION	71	54	76 %	17	24 %
SPECIALIZED TECHNICIAN	197	99	50.20 %	98	49.80 %
GRAFIC OPERATOR	39	39	100 %	0	0 %
JOURNALISTS	283	179	63.30 %	104	36.70 %
OPERATIONAL AND TECHNICIAN ROLE	171	72	42.10 %	99	57.90 %
EDUCATION LEVEL					
BASIC SCHOOL	67	41	61.20 %	26	38.80 %
HIGH SCHOOL	253	179	70.80 %	74	29.20 %
BACHELOR	48	25	52.10 %	23	47.90 %
GRADUATION	370	190	51.40 %	180	48.60 %
MASTERS	30	13	43 %	17	57 %

COMPENSATION AND BENEFITS

As a key element to retain the best professionals, Cofina has implemented a set of compensation and benefits policies in the areas of health, education and leisure / wellness.



HEALTH AND LIFE INSURANCE

Employees in active employment have a health plan enabling them to access medical services in contracted network health facilities; in addition, the company has in its facilities of Lisbon a medical office that, in addition to allowing consultations of work medicine, legally foreseen, as well as curative medicine consultations. The benefits of health insurance can be extended to direct family members of the employee, as well as home health care. The Group provides all employees with a Life Insurance that covers the risks of death and total and permanent disability.

PROTOCOLS

Cofina has partnerships and protocols with various institutions that allow access to special conditions for employees and their families, namely Galp Frota Business, dental clinics, Health Clubs and Banking and Insurance Institutions.

PROMOTION OF LEISURE ACTIVITIES

Cofina promotes initiatives that include individual or group sports activities that aim to encourage sports and leisure activities, health and well-being of employees.

In 2015, the "Cofina Runners" race group was born, it shares the motivation, the experience or the overcoming, that running in a group can be more rewarding and fun than doing it alone. In addition to the promotion of sport and health care, this group has another objective: cohesion, promotion of team spirit and knowledge among colleagues. The logo of the group is "Run, Challenge yourself ... and Discipline yourself. Immediately!"



EQUIPMENTS AND SERVICES

Within Cofina's facilities there are Canteens for employees to make their meals, equipped with fridge, microwave, vending machines with diverse products, coffee / tea machine, among others, for their own use. In 2017 one of the dining rooms has undergone extensions and renovations, to provide better well-being to the users. It is planned to carry out awareness-raising actions to encourage healthy eating in 2018, where weekly employee meal plans will be available to each employee.

INVOLVEMENT AND MOTIVATION

In addition to all practices and initiatives aimed at promoting compliance with the Group's objectives and strategies, there are also practices and actions that seek to promote the balance between work and personal life of the employee. In this way, the following initiatives emerge:

- **ENCOUNTER "SOMOS COFINA"** - In 2017, a group called "SOMOS COFINA" (meaning "WE ARE COFINA") was promoted, where the main objective was to live together, to foster team spirit and belonging. In this event, Directors were challenged to describe their area / team in one word. The final result was printed and exposed in the aforementioned event with very favourable group impact; the same phrases are now displayed in the training room.
In addition to this coexistence, employees were awarded a Bonus Card as a stimulus of motivation and dedication.
- **CELEBRATION OF PUBLICATIONS BIRTHDAYS** - *With the aim of highlighting and helping to promote team spirit and the success of the Cofina Group, whenever the publications celebrate another year of life, the Group meets to celebrate with a birthday cake that is shared in the editorial on the same day.*
- **CELEBRATION OF INTERNATIONAL WOMAN'S DAY** - International Women's Day is celebrated annually on March 8, and in order to honour the women who represent the Cofina Group, a small souvenir is offered, such as a flower.
- **CELEBRATION OF THE ORAL HEALTH DAY** - The Oral Health Day is celebrated through the offer of an "Oral Health Screening" to be carried out on the premises to all interested employees. This initiative appeals to the importance of general health and quality of life.
- **CELEBRATION OF EASTER** - Each employee is given a package of almonds, a chocolate egg or another product alluding to the Easter Holiday.
- **CELEBRATION OF WORLD NO TOBACCO DAY** - World No Tobacco Day is routinely marked with cardiovascular scanners for all concerned.
- **CELEBRATION OF "SÃO MARTINHO" DAY** - On this day it is "mandatory" to pause and taste the chestnuts made available in the "decade hall floor" for all Cofina employees
- **MONTH OF THE HEART** - The Heart Month is usually marked with cardiovascular screenings for all concerned.
- **WORLD PHOTOGRAPHY DAY** - In this day it has already been asked each photo reporter to select a photograph of the person. With the photos, paintings were made that still today are part of the decoration of the Cofina building.
- **CELEBRATION EMPLOYEE BIRTHDAY DAY** - All employees have a dispensation on their birthday, without it being reduced to the days of vacations.
- **EXCHANGE OF SCHOOL BOOKS** - Every year people are faced with the headache and the financial burden of buying school textbooks. This year Cofina decided to act as a facilitator in the exchange of textbooks. This initiative also appeals to the theme that "Reuse is even better than Recycling."
- **CHRISTMAS AT COFINA** - Christmas is always a special season, especially for children, and in order to celebrate this festive season, Cofina has presented with events that mark the Christmas season, together with the offer of a King Cake, and gifts for the children of up to 12 years-old together with some playful activity for children, example given, theatre, cinema or circus.

WORK SAFETY

The concern for safety in the activity and of its employees is a privileged topic in the group's policy. The Cofina Group counts with the support of a company providing Hygiene, Safety and Occupational Health Services to ensure the correct management of the risks associated with the main activities carried out. This service includes awareness sessions and provides for an evacuation drill in the places where employees habitually carry out their activity. In addition to this partnership, a group of first-aiders, qualified and qualified to provide basic life support, were created in an emergency situation. This team of first responders is made up of internal Cofina employees.

The company monitors and evaluates the existing work accidents annually and develops corrective measures; an example was the placement of a central handrail at the entrance to the building, as well as the placement of magnetic strips on the access ramps, since there had been falls at these two locations. As to this result, a total of 12 accidents occurred, making up 80 lost days that were reflected in a low frequency and severity index.

Table of Work Accidents

	TOTAL NUMBER OF ACCIDENTS	NUMBER OF LOST DAYS	FREQUENCY INDEX	SEVERITY INDEX
TOTAL	12	80	5	0.05

PERFORMANCE EVALUATION

The performance evaluation of the employees is done by the Directors of the area to the employees when they are grow to an effective position in the firm or are in the stage of contract renewal.

As a target for next year, Cofina intends to develop a Performance Validation Plan that allows all employees to be evaluated annually, creating the conditions for a more efficient human resources management.

This evaluation allows a more efficient human resources management and will certainly be reflected in the absenteeism rate. In 2017, the absenteeism rate was 3%, corresponding to 42,067 hours not worked.

TRAINING

One of the Cofina Group's priorities is the continuous investment in training and qualification of its employees.

Cofina focuses on internal and external training of general and technical components (journalistic pieces, television rights), but also on behavioural management and leadership skills. The Group also has a partnership with "Universidade Autónoma de Lisboa" for the accomplishment of a Post-Graduation in Television and Multiplatform Journalism creating conditions to receive paid internships of the best students of this formation.

These training actions are scheduled in the Training Plan, through the survey of the training needs of each area director / department of the group and according to the budget approved for this purpose.

The distribution of internal and external training by gender shows a greater number of female trainees (54.4%) and, however, the average hours of training are higher for the male gender (14.8 hours).

Framework of Average Time Training

		MEN		WOMEN	
		Number	%	Number	%
INTERNAL AND EXTERNAL TRAINING					
NUMBER OF TRAINEES	239	109	45.60 %	130	54.40 %
NUMBER OF HOURS TRAINING	2515	1618	64.30 %	897	35.70 %
AVERAGE TIME TRAINING	10.5	14.8	-	6.9	-

TALENT RETENTION

In order to support the decision regarding career options, giving young people the opportunity to get in touch with the daily reality of this professional activity, Cofina continues with protocols with institutions (Polytechnics, Vocational Schools, among others) through curricular internships. These internships have been highlighted, not only by the considerable increase in applications, but also by the interest in welcoming young talents. It should be noted that these curricular internships are a source of external recruitment of the Cofina Group.

Human rights, ethical conduct and fight against corruption and bribery

Human rights contribute directly to an economic growth more inclusive and sustainable.

National legislation has the inherent protection of fundamental human rights. From the point of view of internal management, the Cofina Group's action is to safeguard legislation, and there is no concrete monitoring policy or measure implemented except for the Code of Good Conduct for preventing and fight harassment, which was developed during the year 2017 and applied to new contracts. This code will be subsequently added to contracts prior to its entry into effect.

Considering the national legal framework and the type of activity where human rights abuses are not expected, there are no generic risks considered to be high in the internal management of human resources, except in the event of a displacement of an employee to areas of risk of violation of these rights, which has not been verified.

There are, however, some peculiarities inherent in the activity and its relationship with society which are linked with an ethical and respectful conduct of human rights and to aspects such as the safeguarding of editorial independence, objectivity, freedom of expression, privacy and protection of sources, representation of interests and protection of minority and vulnerable groups in the management of content, protection and promotion of cultural diversity, which are fundamental in the promotion and defence of rights and therefore, Cofina Group recognizes and has been living with these concerns. Here too, the Cofina Group ensures compliance with its legal obligations.

All the contents and communication of Correio da Manhã (CM) and CMTV privilege notions of equality, regardless of religious creeds, races and social strata. We highlight some initiatives of the Group, namely the translation into sign language of a certain number of hours per week, which meets the Directives of the

Portuguese Regulatory Authority for Media (ERC - "Entidade Reguladora para a Comunicação") and seeks to guarantee the rights of all viewers and their respective access to content, as well as campaigning for causes, such as promotion and support of births in counties with fewer births in the country ("Viva a vida" initiative), or the initiative "the CM does not forget", which aims, throughout the year, to prevent the scourge of fires, involving the entire society in raising awareness for this effort and for this concern and other initiatives of social solidarity referred to in the point below. We also highlight the preparation for data protection legislation.

Corruption and bribery are risks inherent in any economic activity, and an ethical action is a prerequisite that the Group projects in each and every employee, but does not have any specific mechanism to monitor or safeguard this aspect.

Interaction with the community

Cofina supports initiatives of social solidarity and help of risk groups, with a total investment of 1,240 thousand Euro.

We highlight some of the social and environmental investment initiatives that were implemented during 2017:

COMMUNITY SUPPORT ACTIONS:



"VIVA A VIDA" INITIATIVE

The *Viva a Vida* initiative is an alert to the low birth rate in Portugal, which has the high sponsorship of His Excellency the Portuguese President.

Weekly are published supplements with the photos of all the babies born in counties with less than 33 babies/year, as well as the problems and opportunities that come across with. *Correio da Manhã* gives to these babies a "Birth Basket".

The event is once per year and with live broadcasting in CMTV, with the presence of some artists.

This initiative had a total investment of 68,998 Euro, slightly lower than 2016 (75,103 EUR).



BOOKS AND DVD'S COLLECTION INITIATIVE

In collaboration with the association *Confiar e Núcleo Social da Comunidade Cristã do Algueirão*, Cofina promoted in December 2017, in its facilities, a campaign to collect books and DVDs.

The campaign exceeded expectations, collecting more than 12 boxes containing books and DVD's.



CLOTHES COLLECTION INITIATIVE

In collaboration with the association *Make a Wish* and with the aim to make the dreams and wishes of children whose life is in danger come true, Cofina provides working time for the organization of all the wishes process and supports the collection of clothes and funds.

Promoted by *Green Media* and other footwear companies, Cofina supports the collection of used shoes in good condition to children and teenagers living in Mozambique, aiming to fight the school failure in this country, where one of the social reasons is the lack of footwear.



WALK FOR AUTISM

In the 2nd of April World Autism Awareness Day, two Cofina workers participated in the walk / marathon with the aim to support this movement of Autism awareness.



BLOOD COLLECTION INITIATIVE

Cofina in collaboration with the Instituto Português de Sangue e de Transplantação (Blood and Transplant Portuguese Institute), promotes frequently, in its facilities, campaigns of blood collection.

ANNUAL REPORT 2017

III. Non-financial information



HELP TO YOUNG PEOPLE

Cofina, in a partnership with *Centro Residencial Arco-Íris*, an establishment within the Lisbon *Santa Casa da Misericórdia* Handicap department, which hosts 17 youngsters with intellectual and learning disabilities, sometimes associated with other pathologies of Mental Health, such as Autism, Bipolarity and schizophrenia, promoted in its facilities the sell of sweets/jams and licors made from ingredients of their pedagogic garden.

ACTIONS IN SCHOOLS / COMPANIES AND OTHERS



SCHOOL TRIPS TO THE COMPANY FACILITIES

Regarding School/Company relationship, Cofina promotes to young people from different schools and universities, their growth and professional development, through school trips to Cofina Group's facilities, which is seen as a valuable moment to present its strategy, development and training and also with the aim of assist professionals schools.



SPECIAL CONDITIONS FOR ADVERTISEMENTS

As in previous years, Cofina Group supports and funds advertisements through the free insertion in the press (pages in weekly magazines), in CMTV (two spots until 20 seconds per day during one week) and digital format (200,000 prints) aiming to support and spread different areas/activities of social aspect. Stands out by its importance in the community: "*Associação País 21 - Down Portugal*", "*Banco Alimentar Contra a Fome*", "*Liga Portuguesa Contra o Cancro*", "*ECO - Associação de Empresas Contra os Fogos*", among others.

In 2017, this investment amounted to around 1,171,213 Euro in total or partial sponsorships.

LEGAL MATTERS

Treasury Shares

Pursuant to the requirements of article 66 of the Commercial Companies' Code ("Código das Sociedades Comerciais"), the Directors inform that as of 31 December 2017 Cofina had no treasury shares and did not acquire or sell any treasury shares during the year.

Shares held by the governing bodies of Cofina

Pursuant to the requirements of article 447 of the Commercial Companies' Code, the Directors inform that, as of 31 December 2017, they held the following shares:

Paulo Jorge dos Santos Fernandes (a)	13,386,332
João Manuel Matos Borges de Oliveira (b)	15,400,000
Domingos José Vieira de Matos (c)	12,395,257
Pedro Miguel Matos Borges de Oliveira	7,719,360
Ana Rebelo de Carvalho Menéres de Mendonça (d)	20,488,760

(a) – The 13,386,332 shares correspond to the total COFINA –SGPS, S.A.'s shares held by ACTIUM CAPITAL, S.A., of which the director Paulo Jorge dos Santos Fernandes is dominant shareholder and director.

(b) – The 15,400,000 shares correspond to the total COFINA – SGPS, S.A.'s shares held by INDAZ S.A., of which the director João Manuel Matos Borges de Oliveira is also director.

(c) – The 12,395,257 shares correspond to the total of COFINA – SGPS, S.A.'s shares held by LIVREFLUXO, S.A. of which the director Domingos José Vieira de Matos is dominant shareholder and director.

(d) – The 20,488,760 shares correspond to the total of COFINA – SGPS, S.A.'s shares held by PROMENDO – SGPS, S.A., of which the director Ana Rebelo de Carvalho Menéres de Mendonça is dominant shareholder and director.

As of 31 December 2017, the Statutory Auditor, the members of the Supervisory Board and the members of the Board of the General Shareholders' Meeting held no shares of the Company.

Qualifying holdings

Pursuant to the requirements of articles 16 and 20 of the Securities Code ("Código de Valores Mobiliários") and article 448 of the Commercial Companies Code, the Directors inform that, in accordance with the notifications received, the companies and/or individuals that hold qualifying holdings exceeding 2%, 5%, 10%, 20%, 33% and 50% of the voting rights, are as follows:

Santander Asset Management		No of shares held as of 31-Dez-2017	% share capital with voting rights
Through Santander Ações Portugal Fund		2,069,459	2.02%
Through Santander PPA Fund		107,964	0.11%
Total attributable		2,177,423	2.12%

Credit Suisse Group AG		No of shares held as of 31-Dez-2017	No of shares held as of 31-Dez-2017
Directamente		5,039,060	4.91%
Total attributable		5,039,060	4.91%

Pedro Miguel Matos Borges de Oliveira		No of shares held as of 31-Dez-2017	No of shares held as of 31-Dez-2017
Through Valor Autêntico, S.A. (of which is dominant sharehold and director)		7,719,360	7.53%
Total attributable		7,719,360	7.53%

Domingos José Vieira de Matos		No of shares held as of 31-Dez-2017	No of shares held as of 31-Dez-2017
Through Livrefluxo, S.A. (of which is dominant sharehold and director)		12,395,257	12.09%
Total attributable		12,395,257	12.09%

Paulo Jorge dos Santos Fernandes		No of shares held as of 31-Dez-2017	No of shares held as of 31-Dez-2017
Through Actium Capital, S.A. (of which is dominant sharehold and director)		13,386,332	13.05%
Total attributable		13,386,332	13.05%

João Manuel Matos Borges de Oliveira		No of shares held as of 31-Dez-2017	No of shares held as of 31-Dez-2017
Through INDAZ, S.A. (of which is director)		15,400,000	15.01%
Total attributable		15,400,000	15.01%

Ana Rebelo Carvalho Menéres de Mendonça		No of shares held as of 31-Dez-2017	No of shares held as of 31-Dez-2017
Through PROMENDO - SGPS, S.A. (of which is dominant sharehold and director)		20,488,760	19.98%
Total attributable		20,488,760	19.98%

Cofina was not informed of any participation exceeding 20% of the voting rights.

CLOSING REMARKS

We don't want to conclude without thanking our partners and employees of the group for their trust in our organization. We would also like to thank the External Auditor for the assistance provided during 2017 and to the Supervisory Board for the continued monitoring of our operations.

Oporto, March 21, 2018

The Board of Directors

Paulo Jorge dos Santos Fernandes – President

João Manuel Matos Borges de Oliveira

Domingos José Vieira de Matos

Pedro Miguel Matos Borges de Oliveira

Ana Rebelo de Carvalho Menéres de Mendonça

APPENDIXES TO THE DIRECTORS' REPORT

31 December 2017



STATEMENT UNDER THE TERMS OF ARTICLE 245, PARAGRAPH 1, C) OF THE SECURITIES MARKET CODE

The signatories individually declare that, to the best of their knowledge, the Board of Director's Report, the Individual and Consolidated Financial Statements were prepared in accordance with the International Financial Reporting Standards ("IFRS") as adopted by the European Union, and other accounting documents required by law or regulation, giving a truthful and appropriate image of assets and liabilities, financial position and the consolidated and individual results of Cofina, SGPS, S.A. and of the companies included in the consolidation perimeter and contains a description of the major risks and uncertainties faced.

DECLARATION OF RESPONSIBILITY

The members of the Board of Directors of Cofina, S.G.P.S., S.A. declare that they assume responsibility for this information and attest that the items included herein are true and that, to the best of their knowledge, there are no omissions.

Under the terms and for the purposes of article 210 of the Code of the Contributory Regimes of the Social Security System (Law no. 110/2009, of September 16), the Board of Directors informs that there are no overdue debts to the State, namely with respect to Social Security.

APPENDIX I

1. Board of Directors

Qualifications, experience and positions held in other companies by members of the Board of Directors:

Paulo Jorge dos Santos Fernandes

He was one of the founders of Cofina, and has been directly involved in the Group's management since its incorporation. He is graduated from Oporto University with a degree in Electronic Engineering, and has also an MBA at the University of Lisbon.

He is shareholder of the Company since 1990, having also been appointed as Director at the same date.

He develops its activities in Media, Internet and paper pulp's industry. Nowadays, is CEO of Cofina, CO-CEO of Altri, from which is founder, shareholder, member of the Board of Directors and president. He is also member of the Board of Directors of F. Ramada Investimentos, SGPS, S.A.

In addition to the Companies where he currently exercises management functions his professional experience includes:

1982/1984	Assistant Director of Production at CORTAL
1986/1989	General Director at CORTAL
1989/1994	President of the Board of Directors at CORTAL
1995	Director at CRISAL – CRISTAIS DE ALCOBANÇA, S.A.
1997	Director at Group Vista Alegre, S.A.
1997	Chairman of the Board of Directors at ATLANTIS - Cristais de Alcobança, S.A.
2000/2001	Director at SIC

Throughout his career, he also played roles in several associations:

1989/1994	President of FEMB (Fédération Européenne de Mobilier de Bureau) for Portugal
1989/1990	President of General Assembly at Assoc. Industr. Águeda
1991/1993	Member of Advisory Board at Assoc. Ind. Portuense
Since 2005	Member of Superior Board at the MBA Former Student's Association
2013/2016	President of the Supervisory Board of BCSD
Since 2006	Member of Advisory Board at Engineering and Management of IST
Since 2016	Member of the Advisory Board of CELPA – Associação da Indústria Papeleira

The other companies where he carries out management functions as of 31 December 2017, are as follows:

- A Nossa Aposta – Jogos e Apostas On-Line, SA.
- Actium Capital, S.A. (a)
- Altri Abastecimento de Madeira, S.A. (a)
- Altri Participaciones Y Trading, S.L. (a)
- Altri, SGPS, S.A. (a)
- Articulado – Actividades Imobiliárias, S.A. (a)
- Caima – Indústria de Celulose, S.A. (a)
- Caima Energia – Emp. Gestão e Exploração de Energia, S.A. (a)
- Celulose Beira Industrial (Celbi), S.A. (a)
- Celtejo – Empresa de Celulose do Tejo, S.A. (a)
- Cofihold, S.A. (a)
- Cofihold II, S.A. (a)

- Cofina Media, S.A.
- Elege Valor Lda. (a)
- F. Ramada – Investimentos, SGPS, S.A. (a)
- F. Ramada II Imobiliária, S.A. (a)
- Préstimo – Prestígio Imobiliário, S.A. (a)
- Ramada Aços, S.A. (a)
- Ramada Storax, S.A. (a)
- Santos Fernandes & Vieira Matos, Lda. (a)
- Sociedade Imobiliária Porto Seguro – Investimentos Imobiliários, S.A. (a)

(a) Companies that, as of 31 December 2017 cannot be considered to be part of Cofina, S.G.P.S., S.A. Group

João Manuel Matos Borges de Oliveira

Being also one of the founders of Cofina, he has been involved in the Group's management since its incorporation. Graduated from the Porto University with a degree in Chemical Engineering, holds an MBA at INSEAD. He develops his activity in the media and industrial operations, as well as in the strategic definition of the Group. He is a shareholder of the Company since 1990 and has also been appointed Director as from the same date.

In addition to the Companies where he currently exercises functions of administration, his professional experience includes:

1982/1983	Assistant Director of Production at Cortal
1984/1985	Production Director at Cortal
1987/1989	Marketing Director at Cortal
1989/1994	General Director at Cortal
1989/1995	Vice President of the Board at Cortal
1989/1994	Director at Seldex
1996/2000	Non-executive Director at Atlantis, S.A.
1997/2000	Non-executive Director at Vista Alegre, S.A.
1998/1999	Director at Efacec Capital, SGPS, S.A.
2008/2011	Non-executive director of ZON Multimédia, SGPS, S.A.
2008/2015	President of the Supervisory Board of Porto Business School
2011/2013	Member of ISCTE-IUL CFO Advisory Form

The other companies where he carries out management functions as of 31 December 2017 are as follows:

- Altri Abastecimento de Madeira, S.A. (a)
- Altri Participaciones Y Trading, S.L. (a)
- Altri, SGPS, S.A. (a)
- Caderno Azul, S.A. (a)
- Caima – Indústria de Celulose, S.A. (a)
- Caima Energia – Emp. Gestão e Exploração de Energia, S.A. (a)
- Captaraiz – Unipessoal, Lda. (a)
- Celulose Beira Industrial (Celbi), S.A. (a)
- Celtejo – Empresa de Celulose do Tejo, S.A. (a)
- Cofina Media, S.A.
- Cofihold, S.A. (a)
- Cofihold II, S.A. (a)
- Elege Valor, Lda. (a)
- F. Ramada - Investimentos, SGPS, S.A. (a)

- F. Ramada II Imobiliária, S.A. (a)
- Indaz, S.A. (a)
- Préstimo – Prestígio Imobiliário, S.A. (a)
- Ramada Aços, S.A. (a)
- Ramada Storax, S.A. (a)
- Storax Limited (a)
- Sociedade Imobiliária Porto Seguro – Investimentos Imobiliários, S.A. (a)
- Universal – Afir, S.A. (a)

(a) – Companies that, as of 31 December 2017 cannot be considered to be part of Cofina, S.G.P.S., S.A. Group.

Domingos José Vieira de Matos

He was one of the founders of Cofina, and has been directly involved in the Group's management since its incorporation. He holds a degree in Economics from the Faculty of Economy of the University of Oporto. He initiated his career in management in 1978. He is shareholder of the Company since 1990 and has been Director since that date.

In addition to the Companies where he currently exercises his duties as Director, his professional experience includes:

- 1978/1994 Director at CORTAL, S.A.
- 1983 Founding Partner of PROMEDE – Produtos Médicos, S.A.
- 1998/2000 Director at ELECTRO CERÂMICA, S.A.

The other companies where he carries out management functions as of 31 December 2017 are as follows:

- Altri Florestal, S.A. (a)
- Altri, SGPS, S.A. (a)
- Caima – Indústria de Celulose, S.A. (a)
- Celulose Beira Industrial (Celbi), S.A. (a)
- Cofihold, S.A. (a)
- Cofihold II, S.A. (a)
- Elege Valor Lda. (a)
- F. Ramada - Investimentos, SGPS, S.A. (a)
- F. Ramada II Imobiliária, S.A. (a)
- Livrefluxo, S.A. (a)
- Préstimo – Prestígio Imobiliário, S.A. (a)
- Ramada Aços, S.A. (a)
- Ramada Storax, S.A. (a)
- Sociedade Imobiliária Porto Seguro – Investimentos Imobiliários, S.A. (a)
- Universal - Afir, S.A. (a)

(a) – Companies that, as of 31 December 2017 cannot be considered to be part of Cofina, S.G.P.S., S.A. Group.

Pedro Miguel Matos Borges de Oliveira

He holds a degree in Financial Management by Instituto Superior de Administração e Gestão do Porto. In 2000 he concluded the Executive MBA at Instituto Empresarial Portuense in partnership with ESADE – Business School of Barcelona, currently Católica Porto Business School. In 2009, he attended the Course of Business Valuation at EGE – Escola de Gestão Empresarial. He is director of the Company since May 2009.

Besides other companies where he currently exercises duties of Director, his professional experience includes:

1986/2000	Management advisor of FERÁGUEDA, Lda.
1992	Director of Bemel, Lda.
1997/2000	Assistant manager of GALAN, Lda.
1999/2000	Assessor of the direction of the saws and tools department of F. Ramada, Aços, S.A.
2000	Director of the Department of Saws and Tools of F. Ramada, S.A.
2006	Director of Universal Afir, S.A.
2009	Director of F. Ramada Investimentos, S.G.P.S., S.A.
2014	Director of Altri, S.G.P.S., S.A.

The other companies where he carries out management functions as of 31 December 2016 are as follows:

- Altri Florestal, S.A. (a)
- Altri, SGPS, S.A. (a)
- Celulose Beira Industrial (Celbi), S.A. (a)
- Cofihold, S.A. (a)
- Cofihold II, S.A. (a)
- F. Ramada - Investimentos, SGPS, S.A. (a)
- F. Ramada II Imobiliária, S.A. (a)
- Préstimo – Prestígio Imobiliário, S.A. (a)
- Ramada Aços, S.A. (a)
- Ramada Storax, S.A. (a)
- Sociedade Imobiliária Porto Seguro – Investimentos Imobiliários, S.A. (a)
- Universal - Afir, S.A. (a)
- Valor Autêntico, S.A. (a)
- 1 Thing, Investments, S.A. (a)

(a) – Companies that, as of 31 December 2017 cannot be considered to be part of Cofina, S.G.P.S., S.A. Group.

Ana Rebelo de Carvalho Menéres de Mendonça

This director has a Degree in Economics by Universidade Católica Portuguesa in Lisbon, having been appointed as Director of the Company since May 2009.

Besides other companies where she currently exercises duties of Director, her professional experience includes:

1995	Journalist in the economic segment of the newspaper Semanário Económico
1996	Commercial department of Citibank
1996	Director at Promendo, S.A.
2009	Director at PROMENDO, SGPS, S.A.

The other companies where she carries out management functions as of 31 December 2016 are as follows:

- Altri, SGPS, S.A. (a)
- Cofihold, S.A. (a)
- Cofihold II, S.A. (a)
- F. Ramada II Imobiliária, S.A. (a)
- F. Ramada - Investimentos, SGPS, S.A. (a)
- Promendo, SGPS, S.A. (a)
- Préstimo – Prestígio Imobiliário, S.A. (a)
- Ramada Aços, S.A. (a)
- Ramada Storax, S.A. (a)

(a) – Companies that, as of 31 December 2017 cannot be considered to be part of Cofina, S.G.P.S., S.A. Group.

2 Supervisory Board

Qualifications, experience and positions held in other companies by members of the Supervisory Board:

Pedro Nuno Fernandes de Sá Pessanha da Costa

Qualifications:

Degree in Law from the Faculty of Law of the University of Coimbra in 1981

Complimentary training in Company Management and Economic and Financial Analysis at the School of Law of the Portuguese Catholic University, Porto, 1982 and 1983.

Professional Experience:

Member of the Lawyers Association ("Ordem dos Advogados") since 1983

President of the General and Supervisory Board of a public company from 1996 to 2010,

President of the General Shareholders Meeting of several listed and non-listed companies

Continuous law practice since 1983, with a special focus on commercial law and corporate law, mergers and acquisitions, foreign investment and international contracts

Co-author of the chapter on Portugal in "Handbuch der Europäischen Aktien-Gesellschaft" – Societas Europaea – by Jannot / Frodermann, published by C.F. Müller Verlag

Other positions held:

President of the Supervisory Board of Banco Português de Investimento, S.A. (a)

President of the Supervisory Board of Altri, SGPS, S.A. (a)

President of the Supervisory Board of F. Ramada Investimentos, SGPS, S.A. (a)

Member of the Altri, SGPS, S.A. Remuneration Committee (a)

Member of the F. Ramada Investimentos, SGPS, S.A. Remuneration Committee (a)

President of the Shareholders General Meeting of Super Bock Group, SGPS, S.A. (a)

President of the Shareholders General Meeting of SOGRAPE, SGPS, S.A. (a)

President of the Shareholders General Meeting of SOGRAPE Vinhos, S.A. (a)

President of the SOGRAPE SGPS, S.A. Remuneration Committee (a)

President of the Shareholders General Meeting of Adriano Ramos Pinto, S.A. (a)

President of the Shareholders General Meeting of Aquitex – Acabamentos Químicos Têxteis, S.A. (a)

Honorary Consul of Belgium in Oporto (a)

Vice-President of Board of Directors of Associação do Corpo Consular do Porto (a)

(a) – Companies that, as of 31 December 2017 cannot be considered to be part of Cofina, S.G.P.S., S.A. Group.

António Luís Isidro de Pinho

Qualifications:

Degree in Economics, from the Higher Institute of Labour and Enterprise Sciences (I.S.C.T.E." Instituto Superior de Ciências do Trabalho e da Empresa"), (1973 - 1978)

Graduated in Organization and Business Administration, from the Higher Institute of Labor and Enterprise Sciences (I.S.C.T.E. "Instituto Superior de Ciências do Trabalho e da Empresa")., (1986 - 1989)

Statutory Auditor since 1987

Member of the Order of Economists, the Order of Technical Officials of Accounts and the Portuguese Association of Tax Consultants.

Professional experience:

His 35 years of professional experience were centred on the area of external and internal audit and financial management of several companies.

Started his professional experience in 1976 as an external worker of the financial department of several companies

In January 1982 (until December 1986) joined Arthur Andersen & Co as technical staff of the Audit department

From 1987 to 1996 provided services in the financial area of several commercial and industrial companies, including the Soporcel Group.

From October 1997 to November 2008, he joined the staff of Moore Stephens, as partner of A. Gonçalves Monteiro & Associados, SROC.

Since 1996 has been a full-time statutory auditor, having integrated in 2009 Veiga, Pinho & Silva - SROC, a company that later has given rise to Kreston & Associados.

Since 1997, has held a position as Single Auditor, member of the Supervisory Board and External Auditor, of several commercial and industrial companies of significant size and of different sectors of activity

He is currently responsible for the legal review of the accounts of several industrial and commercial companies, such as Partner of Kreston & Associados - SROC, Lda, where he performs technical duties as Statutory Auditor, being also responsible for the firm's Internal Quality Control area reporting to national and international supervisory entities.

Other positions in office:

Member of the Supervisory Board of Altri, SGPS, S.A. (a)

Member of the Supervisory Board of F. Ramada Investimentos, SGPS, S.A. (a)

(a) - companies which, at 31 December 2017, cannot be considered part of the Cofina, SGPS, S.A group.

Guilherme Paulo Aires da Mota Correia Monteiro

Qualifications:

Degree in Economics from the Faculty of Economics of the University of Porto

Master in Business Administration, IEDE

Professional Experience:

Started his professional career in 1991 at Deloitte in the area of Management Solutions. In 1999, he was promoted to Manager of the Financial Services MS Porto department.

In 2007 was promoted to Associate Partner of Deloitte's corporate finance department.

From 2002 to 2013 was responsible for the Corporate Finance Division in Oporto, specialized in mergers and acquisitions, appraisals, debt advisory and project finance.

From 2014 to 2016, joined Deloitte's Financial Advisory Services division in Lisbon, in the areas of M & A, Debt Advisory and Investment and Capital Projects.

Has carried out its activity in companies of different sectors of activity, namely in the tourism, real estate, private equity, banking, construction, health, automotive, metal-mechanic, agri-food, textile, cork, furniture, chemical and TMT sectors.

Has solid experience in mergers and acquisitions, MBO, MBI, appraisals, strategic consulting, feasibility studies, investment projects, business plans, corporate recovery, private placements, project finance and debt advisory.

Other positions in office:

Independent consultant (a)

Member of the Supervisory Board of Altri, SGPS, S.A. (a)

Member of the Supervisory Board of "F. Ramada Investimentos, SGPS, S.A. (a)

(a) - companies which, at 31 December 2017, cannot be considered part of the Cofina, SGPS, S.A group.

André Seabra Ferreira Pinto

Qualifications:

Degree in Economics at University Portucalense

Chartered Accountant (ROC no. 1,243)

Executive MBA - Management School of Porto - University of Porto Business School

Professional Experience:

Between September 1999 and May 2008, worked in the Audit Department of Deloitte & Associados, SROC, SA (initially as a member of staff and since September 2004 as Manager).

Between June 2008 and December 2010, Senior Manager of Corporate Finance department - Transaction Services at Deloitte Consulting.

Between January 2011 and March 2013, CFO of companies WireCoWorldGroup Group in Portugal (a)

Since April 2013, Director (CFO) of Mecwide Group (a)

Director of MWIDE, SGPS, S.A., as well as of the remaining companies of Mecwide Group (a)

Manager of the companies Together We Change Investments, Lda. (a), Virtusai, Lda. (a) and Apparently Relevant, Lda. (a)

Other positions held:

Member of the Supervisory Board of Altri, SGPS, S.A. (a)

Member of the Supervisory Board of F. Ramada Investimentos, SGPS, S.A. (a)

(a) - companies which, at 31 December 2017, cannot be considered part of the Cofina, SGPS, S.A group.

3. Remuneration Committee

Qualifications, experience and positions held in other companies by members of the Remuneration Committee:

João da Silva Natária

Qualifications:

Degree in Law from the University of Lisbon ("Universidade de Lisboa")

Professional Experience:

In 1979, Director-General of the Branch of Luanda / Viana da F. Ramada, by joint appointment of the Administration and the Ministry of Industry of Angola;

In 1893, Director of the Department of Polyester and Buttons of F. Ramada, Aços e Indústrias, S.A.;

From 1984 to 2000, Director of Human Resources of F. Ramada, Aços e Indústrias, S.A.;

From 1993 to 1995, Administrator at Universal – Aços, Máquinas e Ferramentas, S.A.;

Since year 2000, Lawyer with an independent practice in Labor Law and Family Law

Other positions in office:

Chairman of Remuneration Committee of Altri, SGPS, S.A. (a)

Chairman of the Remuneration Committee of F. Ramada Investimentos, SGPS, S.A. (a)

(a) - companies which, at 31 December 2017, cannot be considered part of the Cofina, SGPS, S.A group.

Pedro Nuno Fernandes de Sá Pessanha da Costa

Qualifications:

Degree in Law from the Faculty of Law of the University of Coimbra in 1981

Complimentary training in Company Management and Economic and Financial Analysis at the School of Law of the Portuguese Catholic University, Porto, 1982 and 1983.

Professional Experience:

Member of the Lawyers Association ("Ordem dos Advogados") since 1983

President of the General and Supervisory Board of a public company from 1996 to 2010,

President of the General Shareholders Meeting of several listed and non-listed companies

Continuous law practice since 1983, with a special focus on commercial law and corporate law, mergers and acquisitions, foreign investment and international contracts

Co-author of the chapter on Portugal in "Handbuch der Europäischen Aktien-Gesellschaft" – Societas Europaea – by Jannot / Frodermann, published by C.F. Müller Verlag

Other positions held:

President of the Supervisory Board of Banco Português de Investimento, S.A. (a)

President of the Supervisory Board of Altri, SGPS, S.A. (a)

President of the Supervisory Board of F. Ramada Investimentos, SGPS, S.A. (a)

Member of the Altri, SGPS, S.A. Remuneration Committee (a)

Member of the F. Ramada Investimentos, SGPS, S.A. Remuneration Committee (a)

President of the Shareholders General Meeting of Super Bock Group, SGPS, S.A. (a)

President of the Shareholders General Meeting of SOGRAPE, SGPS, S.A. (a)

President of the Shareholders General Meeting of SOGRAPE Vinhos, S.A. (a)

ANNUAL REPORT 2017

V. Appendixes to the Directors' Report

President of the SOGRAPE SGPS, S.A. Remuneration Committee (a)
President of the Shareholders General Meeting of Adriano Ramos Pinto, S.A. (a)
President of the Shareholders General Meeting of Aquitex – Acabamentos Químicos Têxteis, S.A. (a)
Honorary Consul of Belgium in Oporto (a)
Vice-President of Board of Directors of Associação do Corpo Consular do Porto (a)

(a) – Companies that, as of 31 December 2017 cannot be considered to be part of Cofina, S.G.P.S., S.A. Group.

André Seabra Ferreira Pinto

Qualifications:

Degree in Economics at University Portucalense
Chartered Accountant (ROC no. 1,243)
Executive MBA - Management School of Porto - University of Porto Business School

Professional Experience:

Between September 1999 and May 2008, worked in the Audit Department of Deloitte & Associados, SROC, SA (initially as a member of staff and since September 2004 as Manager).
Between June 2008 and December 2010, Senior Manager of Corporate Finance department - Transaction Services at Deloitte Consulting.
Between January 2011 and March 2013, CFO of companies WireCoWorldGroup Group in Portugal (a)
Since April 2013, Director (CFO) of Mecwide Group (a)
Director of MWIDE, SGPS, S.A., as well as of the remaining companies of Mecwide Group (a)
Manager of the companies Together We Change Investments, Lda. (a), Virtusai, Lda. (a) and Apparently Relevant, Lda. (a)

Other positions held:

Member of the Supervisory Board of Altri, SGPS, S.A. (a)
Member of the Supervisory Board of F. Ramada Investimentos, SGPS, S.A. (a)

(a) - companies which, at 31 December 2017, cannot be considered part of the Cofina, SGPS, S.A group.

Article 447 of the Commercial Companies Code and Article 14, paragraph 7, of Portuguese Securities Regulator (CMVM) Regulation no. 5/2008

Disclosure of shares and other securities held by members of the Board of Directors and by those discharging managerial responsibilities, as well as by people closely connected with them (article 248 B of the Securities Code), and disclosure of the respective transactions during the year involving such shares and other securities.

Members of the Board of Directors	Shares held at 31-Dec:			Shares held at 31-Dec-2017
	2016	Acquisitions	Disposals	
Paulo Jorge dos Santos Fernandes	-	3,000,000	(3,000,000)	-
Paulo Jorge dos Santos Fernandes (imputation through ACTIUM CAPITAL, S.A.)	13,386,332	3,000,000	(3,000,000)	13,386,332
João Manuel Matos Borges de Oliveira (imputation through INDIAZ, S.A.)	15,400,000	-	-	15,400,000
Domingos José Vieira de Matos (imputation through LIVREFLUXO, S.A.)	12,395,257	-	-	12,395,257
Pedro Miguel Matos Borges de Oliveira	7,719,360	-	(7,719,360)	-
Pedro Miguel Matos Borges de Oliveira (imputation through VALOR AUTÉNTICO, S.A.)	-	7,719,360	-	7,719,360
Ana Rebelo Mendonça (imputation through PROMENDO - SGPS, S.A.)	20,488,760	-	-	20,488,760

Paulo Jorge dos Santos Fernandes

Date	Nature	Volume	Price (€)	Place	No. Shares
31 Dec 2016	-	-	-	-	-
11 May 2017	Buy	3,000,000	0.330000	-	3,000,000
22 Sep 2017	Sell	(3,000,000)	0.400000	-	-
31 Dec 2017	-	-	-	-	-

Paulo Jorge dos Santos Fernandes (imputation through ACTIUM CAPITAL, S.A.)

Date	Nature	Volume	Price (€)	Place	No. Shares
31 Dec 2016	-	-	-	-	13,386,332
11 May 2017	Sell	(3,000,000)	0.330000	-	10,386,332
22 Sep 2017	Buy	3,000,000	0.400000	-	13,386,332
31 Dec 2017	-	-	-	-	13,386,332

Pedro Miguel Borges de Oliveira

Date	Nature	Volume	Price (€)	Place	No. Shares
31 Dec 2016	-	-	-	-	7,719,360
31 Jul 2017	Sell	(7,719,360)	0.417000	-	-
31 Dec 2017	-	-	-	-	-

Pedro Miguel Borges de Oliveira (imputation through VALOR AUTÉNTICO, S.A.)

Date	Nature	Volume	Price (€)	Place	No. Shares
31 Dec 2016	-	-	-	-	-
31 Jul 2017	Buy	7,719,360	0.417000	-	7,719,360
31 Dec 2017	-	-	-	-	7,719,360

CONSOLIDATED FINANCIAL STATEMENTS AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



December 31, 2017

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

COFINA, SGPS, S.A.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS OF 31 DECEMBER 2017 AND 2016

(Translation of financial statements originally issued in Portuguese - Note 34)

(Amounts expressed in Euro)

ASSETS	Notes	31.12.2017	31.12.2016
NON-CURRENT ASSETS:			
Property, plant and equipment	7	2,610,984	3,169,478
Goodwill	6	84,777,180	84,777,180
Intangible assets	8	146,564	130,544
Investment in associates and joint ventures	4	2,938,310	3,266,782
Investments held for sale	4	5,510	9,080
Other non-current assets	9 and 15	42,707	32,383
Deferred tax assets	10	386,176	547,120
Total non current assets		90,907,431	91,932,567
CURRENT ASSETS:			
Inventories	11	1,298,454	1,808,928
Trade receivables	9 and 12	8,926,388	10,223,150
State and other public entities	9 and 13	3,562	894,477
Other current receivables	9 and 14	203,106	264,777
Other accounts assets	9 and 15	6,885,509	7,181,278
Cash and cash equivalents	9 and 16	5,164,622	9,403,739
Total current assets		22,481,641	29,776,349
TOTAL ASSETS		113,389,072	121,708,916
EQUITY AND LIABILITIES			
Equity			
Issued capital	17	25,641,459	25,641,459
Share premium	17	15,874,835	15,874,835
Legal reserve	17	5,409,144	5,409,144
Foreign currency exchange reserves		(757,263)	(594,244)
Other reserves		(20,330,538)	(24,663,549)
Consolidated net profit for the year attributable to equity holder of the parent company		5,067,102	4,333,011
Equity attributable to equity holder of the parent company		30,904,739	26,000,656
Non-controlling interests		-	-
TOTAL EQUITY		30,904,739	26,000,656
LIABILITIES:			
NON-CURRENT LIABILITIES:			
Other long-term loans	9 and 18	16,666,667	33,158,397
Other non-current accounts payables	9, 19 and 22	74,395	33,929
Provisions	20	5,809,206	7,790,467
Total non-current liabilities		22,550,268	40,982,793
CURRENT LIABILITIES:			
Bank Loans	9, 16 and 18	1,715,159	-
Other loans	9 and 18	36,005,449	33,546,302
Trade payables	9 and 21	9,636,900	8,773,388
State and public entities	9 and 13	2,847,353	3,107,294
Other accounts payables	9, 19 and 22	1,314,502	1,420,964
Other current liabilities	9 and 23	8,414,702	7,877,519
Total current liabilities		59,934,065	54,725,467
TOTAL LIABILITIES		82,484,333	95,708,260
TOTAL EQUITY AND LIABILITIES		113,389,072	121,708,916

The accompanying Notes form an integral part of the consolidated financial statements.

The Chartered Accountant

The Board of Directors

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

COFINA, SGPS, S.A.

CONSOLIDATED STATEMENTS OF PROFIT AND LOSS BY NATURES FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016

(Translation of financial statements originally issued in Portuguese - Note 34)

(Amounts expressed in Euro)

	<u>Notas</u>	<u>31.12.2017</u>	<u>31.12.2016</u>
Sale of goods	24, 28 and 32	45,843,652	51,137,639
Rendering of services	24, 28 and 32	31,016,752	32,964,896
Other income	24, 28 and 32	14,197,520	15,823,029
Cost of sales	11	(9,914,921)	(12,310,113)
External services and supplies	25	(38,254,703)	(41,440,830)
Personnel Costs	26	(31,941,627)	(31,626,594)
Depreciation and amortisation	7, 8 and 32	(1,511,602)	(2,214,577)
Provisions and impairment losses	20	592,145	(698,758)
Other expenses		(367,458)	(336,795)
Income from associates and joint ventures	27	(522,852)	(1,992,280)
Financial costs	27	(2,502,899)	(3,215,606)
Financial income	27	54,961	6,443
Profit before tax		6,688,968	6,096,454
Corporate income tax	10	(1,621,866)	(1,763,443)
Net profit for the year		5,067,102	4,333,011
Attributable to:			
Equity holders of the Parent		5,067,102	4,333,011
Non-controlling interests		-	-
Earnings per share:			
Basic	30	0.05	0.04
Diluted	30	0.05	0.04

The accompanying Notes form an integral part of the consolidated financial statements.

The Chartered Accountant

The Board of Directors

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

COFINA, SGPS, S.A.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016

(Translation of financial statements originally issued in Portuguese - Note 34)

(Amounts expressed in Euro)

	<u>Notes</u>	<u>31.12.2017</u>	<u>31.12.2016</u>
Net consolidated profit for the year	30	5,067,102	4,333,011
Other comprehensive income:			
Items to be reclassified to profit or loss in subsequent periods			
Exchange differences on translation of foreign operations		(163,019)	640,398
Total comprehensive income for the year		<u>4,904,083</u>	<u>4,973,409</u>
Attributable to:			
Equity holders of the Parent		4,904,083	4,973,409
Non-controlling interests		<u>-</u>	<u>-</u>

The accompanying Notes form an integral part of the consolidated financial statements.

The Chartered Accountant

The Board of Directors

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

COFINA, SGPS, S.A.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016

(Translation of financial statements originally issued in Portuguese - Note 34)
(Amounts expressed in Euro)

Notes	Attributable to equity holders of the Parent Company							Non-controlling interests	Total Equity
	Issued capital	Share premium	Legal reserve	Foreign currency translation reserves	Other reserves	Net profit/loss	Total		
As at 1 January 2016	25,641,459	15,874,835	5,409,144	(1,234,642)	(28,186,288)	5,061,226	22,565,734	-	22,565,734
Appropriation of consolidated net profit for 2015:	-	-	-	-	3,522,739	(3,522,739)	-	-	-
Transfer to legal reserve and retained earnings	-	-	-	-	-	(1,538,487)	(1,538,487)	-	(1,538,487)
Dividend distribution	-	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	640,398	-	4,333,011	4,973,409	-	4,973,409
At 31 December 2016	25,641,459	15,874,835	5,409,144	(594,244)	(24,663,549)	4,333,011	26,000,656	-	26,000,656
As at 1 January 2017	25,641,459	15,874,835	5,409,144	(594,244)	(24,663,549)	4,333,011	26,000,656	-	26,000,656
Appropriation of consolidated net profit for 2016:	-	-	-	-	4,333,011	(4,333,011)	-	-	-
Transfer to legal reserve and retained earnings	-	-	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	(163,019)	-	5,067,102	4,904,083	-	4,904,083
At 31 December 2017	25,641,459	15,874,835	5,409,144	(757,263)	(20,330,538)	5,067,102	30,904,739	-	30,904,739

The accompanying Notes form an integral part of the consolidated financial statements.

The Chartered Accountant

The Board of Directors

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

COFINA, SGPS, S.A.

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED 31 DECEMBER 2017 AND 2016

(Translation of financial statements originally issued in Portuguese - Note 34)

(Amounts expressed in Euro)

	Notes	2017		2016	
Operating activities:					
Collections from clients		104,885,327		103,791,687	
Payments to suppliers		(58,490,038)		(58,610,641)	
Payroll payments		(32,401,011)		(32,423,067)	
Other receivements/payments related to operating activities		(407,546)		(809,624)	
Corporate Income Tax		(1,110,796)	12,475,936	(3,972,029)	7,976,326
Cash flow from operating activities (1)			<u>12,475,936</u>		<u>7,976,326</u>
Investing activities:					
Proceeds from:					
Financial instruments	4 and 16	-		125,000	
Sale of property, plant and equipment		27,846		1,275	
Interest and similar income		56,826		1,062	
Dividend distribution	16	180,000	264,672	200,000	327,337
Payments relating to:					
Financial investments	16	-		(477,450)	
Intangible assets		(333,584)		(300,298)	
Tangible fixed assets		(858,580)		(760,039)	
Loans granted	4 and 16	(415,000)	(1,607,164)	(300,000)	(1,837,787)
Cash flow from investment activities (2)			<u>(1,342,492)</u>		<u>(1,510,450)</u>
Financing activities:					
Proceeds from:					
Borrowings		2,500,000	2,500,000	1,000,000	1,000,000
Payments of:					
Lease contracts amortization		(72,343)		(61,413)	
Interest and similar costs		(2,334,840)		(2,376,452)	
Dividend distribution	31	-		(1,538,487)	
Supplementary installments	4 and 16	(500,000)		(250,000)	
Repayment of borrowings		(16,680,063)	(19,587,246)	(2,029,365)	(6,255,717)
Net cash flow from financing activities (3)			<u>(17,087,246)</u>		<u>(5,255,717)</u>
Cash and cash equivalents at 1 January	16		9,403,739		8,193,580
Net foreign exchange differences			(474)		
Cash and cash equivalents variation: (1)+(2)+(3)			<u>(5,953,802)</u>		<u>1,210,159</u>
Cash and cash equivalents at 31 December	16		3,449,463		9,403,739

The accompanying Notes form an integral part of the consolidated financial statements.

The Chartered Accountant

The Board of Directors

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

1. INTRODUCTION

Cofina, SGPS, S.A. (“Cofina” or “Company”) is a public company, with its headquarters located at Rua General Norton de Matos, 68, r/c in Porto and has its shares listed in the Euronext Lisbon Stock Exchange. Cofina is the Parent company of a group of companies detailed in Note 4, commonly designated as Cofina Group, and its main activity is the management of investments in the Media sector (written press).

Cofina Group owns headings of reference in the respective segments, editing titles like newspapers “Correio da Manhã”, “Record”, “Jornal de Negócios”, “Destak”, as well as the magazines “Sábado”, “TV Guia” and “Flash!”, among others. Additionally, since 2013, Cofina Group has incorporated in its portfolio the broadcasting of the television channel “CMTV”.

During the years ended as of 31 December of 2017 and 2016, Cofina Group developed its activity mainly in Portugal, having also some interests in Brazil, through the investments in the associated company Destak Brasil and in the subsidiary Adcom Media (Note 4).

Cofina’s consolidated financial statements are expressed in Euro (rounded to the nearest unit). This is the currency used by the Group in its operations and as such, considered its functional currency. The operations of the foreign group companies whose functional currency is not the Euro are included in the consolidated financial statements in accordance with the policy established in Note 2.2.d).

2. BASIS OF PRESENTATION AND MAIN ACCOUNTING POLICIES

The basis of presentation and main accounting policies adopted in the preparation of the consolidated financial statements are as follows:

2.1 BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared on a going concern basis from the books and accounting records of the Entity and its subsidiaries and associates, in accordance with the International Financial Reporting Standards (“IFRS”), as adopted by the European Union for financial years started as from 1 January 2017. These standards correspond to the International Financial Reporting Standards issued by the International Accounting Standards Board (“IASB”) and respective interpretations issued by the IFRS Interpretations Committee (“IFRS - IC”) or by the Standing Interpretation Committee (“SIC”), that have been adopted by the European Union at the date of the financial statements publication.

The Board of Directors assessed the ability of the Company, its subsidiaries and associated companies to operate on a going concern basis, by using all the available relevant information, facts and circumstances, of financial, commercial nature or other, including subsequent events at the reference date of the financial statements, available for the future. In result of the evaluation performed, the Board of Directors concluded that adequate resources are available to maintain the activities, having no intention to cease its activities in the short term, by which it considered that the use of the going concern basis in the preparation of the financial statements is appropriate.

Additionally, for financial reporting purposes, the fair value measurement is categorized in levels 1, 2 and 3, according to the level in which the used assumptions are observable and its significance, in what concerns to the fair value valuation, used in the measurement of assets/liabilities or its disclosure.

Level 1 – Fair value is determined based on active market prices for identical assets and liabilities;

Level 2 – The fair value is determined based on data other than market prices identified in level 1 but they are possible to be observable, and;

Level 3 – Fair value measurements derived from valuation techniques, whose main inputs are not based on observable market data.

The Interim financial statements were presented quarterly, in accordance with IAS 34 – “Interim Financial Report”.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

1. Standards, interpretations, amendments and revisions which have mandatory application in the financial year ended as of 31 December 2017:

The following standards, interpretations, amendments and revisions were endorsed by the European Union and have mandatory application for the first time in the financial year ended as of 31 December 2017:

Standard/Interpretation	Applicable in the European Union in the years beginning on after	
IAS 12 Recognition of Deferred Tax Assets for Unrealized Losses – Amendments to IAS 12	1 January 2017	The amendments clarify that an entity needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount.
IAS 7 Disclosure Initiative – Amendments to IAS 7	1 January 2017	The amendments require entities to provide disclosures about changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses).

The effect of adopting the above standards, interpretations and amendments on the Group's consolidated financial statements for the year ended 31 December 2017 was not significant.

2. Standards, interpretations, amendments and revisions with mandatory application in future years

The following standards, interpretations, amendments and revisions, with mandatory application in future years, were endorsed by the European Union, until the approval date of the accompanying financial statements:

Standards / Interpretation	Applicable in the European Union in the years beginning on after	
IFRS 9 – Financial Instruments	1 January 2018	This standard is part of the revision of IAS 39 and establishes the new requirements for the classification and measurement of financial assets and liabilities to the methodology for the calculation of impairment and for the application of hedge accounting rules.
IFRS 15 – Revenue from contracts with customers	1 January 2018	IFRS 15 replaces all existing revenue requirements in IFRS (IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programs, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC 31 Revenue – Barter Transactions Involving Advertising Services) and applies to all revenue arising from contracts with customers, unless the contracts are in the scope of other standards, such as IAS 17 Leases (or IFRS 16 Leases, once applied). Its requirements also provide a model for the recognition and measurement of gains and losses on disposal of certain non-financial assets, including property, plant and equipment and in Property, plant and equipment.
IFRS 16 – Leases	1 January 2019	IFRS 16 requires lessees to account for all leases under a single on-balance sheet model in a similar

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

		<p>way to finance leases under IAS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset).</p>
Clarifications about the IFRS 15 – Revenue from contracts with customers	1 January 2018	<p>These amendments introduce several clarifications in the standard in order to eliminate the possibility of divergent interpretations of several topics</p>
Amendment to IFRS 4 – Insurance Contracts	1 January 2018	<p>The amendments address concerns arising from implementing the new financial instruments standard, IFRS 9, before implementing IFRS 17 Insurance Contracts, which replaces IFRS 4. The amendments introduce two options for entities issuing insurance contracts: a temporary exemption from applying IFRS 9 and an overlay approach.</p>
Amendment to IAS 40 – Investment Properties - Transfers of Investment Property	1 January 2018	<p>The amendments clarify when an entity should transfer property, including property under construction or development into, or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use.</p>
IFRIC 22 – Foreign Currency Transactions and Advance Consideration	1 January 2018	<p>The interpretation clarifies that in determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a nonmonetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which an entity initially recognizes the non-monetary asset or nonmonetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, then the entity must determine a date of the transactions for each payment or receipt of advance consideration.</p>
IFRS 2 Classification and Measurement of Share based Payment Transactions – Amendments to IFRS 2	1 January 2018	<p>The IASB issued amendments to IFRS 2 Share-based Payment in relation to the classification and measurement of share-based payment transactions. The amendments address three main areas: (i) The effects of vesting conditions on the measurement of a cash-settled share-based payment transaction, (ii) The classification of a share-based payment transaction with net settlement features for withholding tax obligations), (iii) The accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity settled.</p>
Amendment to IFRS 9 - Prepayment features	1 January 2019	<p>The amendments address concerns arising from implementing the new financial instruments</p>

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

with negative compensation

standard, IFRS 9, before implementing IFRS 17 Insurance Contracts, which replaces IFRS 4. The amendments introduce two options for entities issuing insurance contracts: a temporary exemption from applying IFRS 9 and an overlay approach.

Annual Improvements to international financial reporting standards (2014-2016 cycle)

1 January 2017/
1 January 2018

These improvements include the clarification of some aspects related to: IFRS 1 - First Time Adoption of International Financial Reporting Standards[®] Deletion of short-term exemptions for first-time adopters); IFRS 12 - Disclosure of Interests in Other Entities: (Clarification of the scope of the disclosure requirements in IFRS 12); IAS 28 - Investments in Associates and Joint Ventures (Clarification that measuring investees at fair value through profit or loss is an investment-by investment choice).

Although these norms have been endorsed by the European Union, they haven't yet been adopted by the Group in 2017, given that it hasn't been compulsory yet. The Group does not estimate significant impacts in consequence of the adoption of these standards.

3. Standards, interpretations, amendments and revisions not endorsed by the European Union

The following standards, amendments and revisions applicable to future years have not been endorsed by the European Union up to the date of approval of these financial statements:

Standard / Interpretation

IFRS 17 – Insurance Contracts

The IASB issued IFRS 17 Insurance Contracts (IFRS 17), a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts (IFRS 4) that was issued in 2005. In September 2017, the Board established a Transition Resource Group (TRG) for IFRS 17 that will be tasked with analysing implementation-related questions on IFRS 17.

Annual Improvements to international financial reporting standards (2015-2017 cycle)

These improvements clarify some aspects related to: IFRS 3 – business combinations: requires the re-measurement of previously held interests when an entity gains control over an affiliate with whom had joint control; IFRS 11 – Joint arrangements: clarifies that previously held interests should not be re-measured when an entity obtains joint control over a joint operation; IAS 12 – Income taxes: ensures that every tax consequence arisen from dividends must be recorded in the profit and loss account, irrespective of how the tax has surged; IAS 23 – Borrowing costs: Ensures that the part of the loan allocated to the construction/purchase of an asset, owed upon the same has become ready for its desired use, is (for the purpose of calculating the rate of capitalization) considered an integral part of the entity's general funding.

IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28

The amendments address the conflict between IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in IFRS 3 Business Combinations. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

IFRIC 23 - Uncertainty over income tax treatments

The interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12. The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments.

Amendment to IAS 19 – plan amendment, curtailment or settlement

The amendment intends to explain how to correctly address the accounting when a plan amendment, curtailment or settlement occurs during a period.

Amendment to the IFRS Conceptual Framework

This amendment revises the concepts included in the conceptual framework of IFRSs and in support of financial reporting.

These standards have not yet been endorsed by the European Union and therefore have not been applied by the Group in the year ended 31 December 2017.

The accounting policies and measurement criteria adopted by the Group as of 31 December 2017 are comparable with those used in the preparation of the consolidated financial statements as of 31 December 2016.

In the preparation of the consolidated financial statements, in accordance with the IAS/IFRS, the Board of Directors adopted certain assumptions and estimates that affect the reported assets and liabilities, as well as the income and expenses in relation to the reported periods. All the estimates and assumptions made by the Board of Directors were made based on its better existing knowledge, with reference to the date of approval of the financial statements, of the events and transactions in progress.

The accompanying consolidated financial statements have been prepared for appreciation and approval by the General Shareholders Meeting. The Group's Board of Directors believes that they will be approved without changes.

2.2 CONSOLIDATION POLICIES

The consolidation policies adopted by the Group in the preparation of the consolidated financial statements are as follows:

a) Investments in group companies

The companies where the Group has control, i.e., where it has, cumulatively: (i) power over the investee; (ii) is exposed to, or has the right over variable results by the relationship it has with the investee; and (iii) has the capability to use its power to affect the amount of the results of the investee, are included in the consolidated financial statements by the full consolidation method. The equity and net result of those investments attributable to non-controlling shareholders are presented separately, under the caption "Non-controlling interests", in the consolidated statement of financial position and in the consolidated statement of profit and loss. Companies included in the consolidated financial statements by the full consolidation method are listed in Note 4.

In business combinations occurred after the date of transition to the International Financial Reporting Standards as adopted by the European Union – IFRS (1 January 2004), the assets and liabilities of each subsidiary are measured at fair value at the date of acquisition in accordance with IFRS 3 - "Business Combinations", with this measurement able to be concluded until 12 months after acquisition date. Any excess on the cost of acquisition over the fair value of the identifiable net assets acquired (including contingent liabilities) is recognised as goodwill. Any excess of the fair value of the identifiable net assets and liabilities acquired over its cost is recognised as an income in the profit and loss statement of the period of acquisition, after reassessment of the estimated fair value attributed to the net assets acquired. Non-controlling interests are presented according to their share in the fair value of the acquired identifiable assets and liabilities.

The results of subsidiaries acquired or disposed during the period are included in the consolidated statement of profit and loss from the effective date of acquisition or up to the effective date of disposal, respectively.

Adjustments to the financial statements of Group companies are performed, whenever necessary, in order to adapt its accounting policies to those used by the Group. All intercompany transactions, balances and distributed dividends are eliminated during the consolidation process.

Whenever the Group has, in substance, control over other entities created for a specific purpose (“Special Purpose Entities” – SPE’s), even if no share capital interest is directly held in those entities, these are consolidated by the full consolidation method. As of 31 December 2017, these types of entities did not exist in the consolidated financial statements.

b) Investments in associated companies and joint ventures

Investments in associated companies (companies where the Group has significant influence but has no control over the financial and operating decisions - usually corresponding to holdings between 20% and 50% in a company’s share capital) are accounted for in accordance with the equity method.

According to the equity method, the Investment in associated companies and joint ventures are initially recorded at acquisition cost, which is adjusted proportionally to the Group’s corresponding share capital, as at the acquisition date or as at the date of the first adoption of the equity method. On a yearly basis, investments are subsequently adjusted in accordance with the Group’s participation in the associated company’s net result. Additionally, dividends distributed by the associated are recorded as a reduction in the investment’s book value, and the Group’s proportion in the changes occurred in the associated company’s equity are recorded as a change in the Group’s equity.

Any excess of the cost of acquisition over the Group’s share in the fair value of the identifiable net assets acquired is recognised as goodwill, which is included in the caption “Investment in associated companies and joint ventures”. If that difference is negative, it is recorded as a gain in the caption “Gains and losses in associated companies” after reassessment of the fair value of the identifiable assets and liabilities acquired.

An evaluation of investments held (and loans conceded) in associated companies is performed whenever there are signs of impairment in those investments. Impairment losses are recorded in the statement of profit and loss for the period in the caption “Gains and losses in associated companies”. When those losses recorded in previous periods are no longer applicable, they are reverted in the statement of profit and loss for the period.

When the Group’s share of losses in the associated company exceeds the investment’s book value, the investment is recorded at null value, except to the extent of the Group’s commitments to the associate. In such case, the Group records a provision to cover those commitments.

Unrealised gains arising from transactions with associated companies are eliminated proportionally to the extent of the Group’s interest in the associated company against the investment held. Unrealised losses are also eliminated, but only to the extent that there is no evidence of impairment of the transferred asset.

The financial investment in associated companies and joint ventures are detailed in Note 4.

c) Goodwill

The difference between the acquisition cost of financial investments in Group companies (subsidiaries), added by the amount of the non-controlling interests, and the attributable amount to the fair value of the identifiable assets and liabilities of those companies, as of the acquisition date, when positive, is recorded under the caption “Goodwill” and, when negative, after reassessing its computation, is directly recorded in the statement of income. The differences between the acquisition cost of financial investment in associates and joint ventures and in jointly controlled entities and the amount attributable to the fair value of the identifiable assets and liabilities of those companies, as of the acquisition date, when positive, are maintained in the caption “Investment in associates and joint ventures” and, when negative, after a reassessment of its computation, are directly recorded in the statement of income.

Additionally, the excess of the cost of acquisition of investments in foreign companies over the fair value of their identifiable assets and liabilities as at the date of acquisition is calculated using the local currency of each of those companies. Translation to the Group’s currency (Euro) is performed using the exchange rate as at the balance sheet date. Exchange rate differences arising from this translation are recorded under the equity caption “Conversion reserves”.

Goodwill arising from acquisitions made prior to the date of transition to IFRS (1 January 2004) is stated using the carrying amounts in accordance with generally accepted accounting principles in Portugal as of that date, and was then subject to impairment tests. The impact of these adjustments was recorded in the caption

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

“Retained earnings”, in accordance with IFRS 1. Goodwill arising from the acquisition of foreign companies was recomputed retrospectively using the local currency of each subsidiary.

Cofina Group, on a transaction by transaction basis (for each business combination), will opt to measure any non-controlling interest in the acquired company either at fair value or by the proportional part of the non-controlling interest of the identifiable net assets of the acquired company. Until 1 January 2010, non-controlling interests were measured exclusively in accordance with the proportion of the fair value of the assets and liabilities acquired.

The amount of contingent future payments is recognised as a liability as at the date of the business combination in accordance with its fair value. Any change to the initially recognised amount is recorded against goodwill, but only if it occurs within the measurement period (12 months after acquisition date) and if it relates with events before the acquisition date. In any other situation, these changes are recorded against the income statement.

Transactions involving acquisitions or disposals of interests in already controlled entities, as long as they do not represent loss of control, are treated as transactions between shareholders, thus only affecting equity captions, without any impact in goodwill or results.

Whenever a disposal transaction determines a loss of control, all assets and liabilities of the entity should be derecognized, and any remaining interest in the disposed entity should be re-measured at fair value, being the resulting loss or gain recorded in the income statement.

Goodwill is not amortised, but is subject to impairment tests on an annual basis. The recoverable amounts of cash generating units are determined based on the estimation of its value in use. The recovery amount is estimated to individual assets or, if not possible, for the cash-generating unit to which the asset belongs. These estimations require the use of assumptions based on estimates of future circumstances, which may be different from the expected outcomes. Impairment losses identified in the period are recorded in the statement of profit and loss under the caption “Provisions and impairment losses”, and may not be reversed.

d) Translation of financial statements for entities in foreign currency

Assets and liabilities in the financial statements of foreign entities are translated to Euro using the exchange rates in force at the balance sheet date. Profit and loss and cash flows are converted to Euro using the average exchange rate for the period. The resulting exchange rate differences are recorded in equity captions.

Goodwill and adjustments to the fair value arising from the acquisition of foreign subsidiaries are recorded as assets and liabilities of those companies and translated to Euro at the balance sheet date exchange rate.

Whenever a foreign company is disposed, the accumulated exchange rate differences are recorded in the statement of profit and loss as a gain or loss associated with the disposal.

Exchange rates used in the translation of foreign group associated companies are listed below:

	31 December 2017		31 December 2016	
	Year end	Year average	Year end	Year average
Brazilian Real	0.2517	0.2774	0.2915	0.2593

2.3 MAIN ACCOUNTING POLICIES

The main accounting policies used by Cofina Group in the preparation of its consolidated financial statements are as follows:

a) Intangible assets

Intangible assets are recorded at cost, net of depreciation and accumulated impairment losses. Intangible assets are only recognised if it is likely that future economic benefits will flow to the Group, are controlled by the Group and if its cost can be reliably measured.

Research costs incurred with new technical knowledge are recognised in the statement of profit and loss when incurred.

Development costs are recognised as an intangible asset if the Group has proven technical feasibility and ability to finish the development and to sell/use such assets and it is likely that those assets will generate future economic benefits. Development costs which do not fulfil these conditions are recorded as an expense in the period in which they are incurred.

Internal costs related with maintenance and development of software are recorded as expenses in the statement of profit and loss for the period in which they are incurred, except when these costs are directly attributable to projects for which the existence of future economic benefits is likely. Being this the case, they are capitalized as intangible assets.

Amortisation is calculated on a straight-line basis, as from the date the asset is first used, over its expected useful life (usually 3 to 5 years).

b) Property, plant and equipment

Property, plant and equipment acquired until 1 January 2004 (IFRS transition date), are recorded at their respective deemed cost, which corresponds to its acquisition cost, or its acquisition cost restated in accordance with generally accepted accounting principles in Portugal until that date, net of accumulated amortization and accumulated impairment losses.

Property, plant and equipment acquired after that date are recorded at acquisition cost, net of depreciation and accumulated impairment losses.

Depreciation is calculated on a straight-line basis, as from the date the asset is available for use, over the expected useful life for each group of assets.

The depreciation rates used correspond to the following estimated useful lives:

	<u>Years</u>
Buildings and other constructions	10
Plant and machinery	2 to 15
Vehicles	2 to 10
Office equipment	2 to 10
Other Property, plant and equipment	3 to 10

Maintenance and repair costs related to property, plant and equipment which do not increase the useful life or result in significant benefits or improvements in tangible fixed assets are recorded as expenses in the period they are incurred.

Property, plant and equipment in progress correspond to fixed assets still in construction and are stated at acquisition cost, net of impairment losses. These assets are depreciated from the date they are concluded or ready to be used.

Gains or losses arising from the sale or disposal of property, plant and equipment are calculated as the difference between the selling price and the asset's net book value as at the date of its sale/disposal, and are recorded in the statement of profit and loss under the captions "Other income" or "Other expenses", respectively.

c) Lease contracts

Lease contracts are classified as (i) a financial lease if the risks and rewards incidental to ownership lie with the lessee and (ii) as an operating lease if the risks and rewards incidental to ownership do not lie with the lessee.

Tangible fixed assets acquired under financial lease contracts and the corresponding liabilities are recorded in accordance with the financial method. Under this method, the cost of the fixed assets and the corresponding liability are reflected in the statement of financial position. In addition, interests included in the lease instalments and depreciation of the fixed assets, calculated as explained in Note 2.3.b), are recorded in the statement of profit and loss of the period to which they apply.

Classifying a lease as financial or as operational depends on the substance of the transaction rather than on the form of the contract.

The operational lease instalments on assets acquired under long-term rental contracts are recognised in full as expenses in the period to which they refer to.

d) Impairment of assets, except for Goodwill

Assets are assessed for impairment at each balance sheet date and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the statement of profit and loss under the caption "Provisions and impairment losses".

The recoverable amount is the higher of an asset's net selling price and its value of use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of the disposal. The value of use is the present value of estimated future cash flows expected to arise from the continued use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if not possible, for the cash-generating unit to which the asset belongs.

Reversal of impairment losses recognised in prior years is recorded when the Company concludes that the impairment losses previously recognised for the asset no longer exist or have decreased. The reversal is recorded in the statement of profit and loss as "Other income". However, the increased carrying amount of an asset due to a reversal of an impairment loss is recognised to the extent it does not exceed the carrying amount that would have been determined (net of depreciation and amortisation) had no impairment loss been recognised for that asset in prior years.

e) Borrowing costs

Borrowing costs (interests) related with obtained borrowings are usually recognised as expenses in the statement of profit and loss for the period in which they are incurred, on an accrual basis.

When the Company becomes part of a loan agreement to specifically finance capital assets, the corresponding interests are capitalized, being part of the cost of the asset. The capitalization of these interests starts after the beginning of the preparation of the activities of construction, and ceases when the asset is ready for use or in case the project is suspended.

f) Inventories

Raw, subsidiary and consumable materials are stated at average acquisition cost, deducted from quantity discounts (rappel) granted by suppliers, which is lower than its market value.

Differences between the cost and the net realisable value of inventories, if negative, are shown as operating expenses under the caption "Provisions and impairment losses".

g) Provisions

Provisions are recognised when, and only when, (i) the Group has an obligation (legal or constructive) arising from a past event, (ii) it is probable that an outflow of resources will be required to settle the obligation, and (iii) a reliable estimate can be made of that obligation. Provisions are reviewed and adjusted at each balance sheet date to reflect the best estimate of the Board of Directors as of that date.

Restructuring provisions are recorded by the Group whenever a formal and detailed restructuring plan exists and has been communicated to the affected parties.

When a provision is computed taking into consideration the cash flows necessary to eliminate such obligation, it is recorded by its net present value.

h) Pension complements

Whenever there are commitments to provide pension complements to employees retiring due to age or disability, the Group Companies record provisions to face such commitments, based in actuarial calculations prepared by specialized entities. These actuarial liabilities are calculated in accordance with the "Projected Unit Credit" method, using the actuarial financial assumptions considered to be the most adequate. As of 31 December 2017 and 2016 there are no commitments associated with pension complements to employees or former employees.

i) Financial instruments

i) Investments

Investments held by the Group are classified in the following categories:

Financial instruments at fair value through profit or loss: this category is divided into two subcategories: "Financial assets classified as held for trading" and "Financial assets designated by the Group at fair value through profit or loss". A financial asset is classified under this category if it is acquired principally for selling it in the short term or its performance or investment strategy are analysed and defined by the Board of Directors based on the fair value of the financial asset. Derivatives are also classified as instruments held for trading, except if designated as an effective hedging instrument. Financial instruments in this category are classified as current assets if they are held for trading or if it is expected that they will be realized within twelve months of the balance sheet date.

Held-to-maturity investments: this category includes non-derivative financial assets with fixed or variable reimbursements with fixed maturity, and for which the intention of the Board of Directors is to maintain them till its maturity.

Available-for-sale investments: this category includes the financial assets, non-derivatives, that are designated as available-for-sale and those that are not classified in the previous categories. This category is classified as non-current, unless the Board of Directors has the intention to sell the investment within 12 months from the balance sheet date.

Investments are initially measured at their acquisition cost, which is the fair value of the price paid, including transaction costs, if related with held to maturity and available for sale investments.

Investments held for sale and investments measured at fair value through profit and loss are subsequently measured at fair value by reference to its market value at the balance sheet date, without any deduction for transaction costs which may be incurred until its sale. Investments in equity instruments which are not listed on a stock exchange market and whose fair value cannot be reliably measured are stated at cost net of impairment losses. Investments held to maturity are recorded at amortised cost, using the effective interest method.

Gains or losses arising from a change in the fair value of available for sale investments are recognised under the equity caption “Fair value reserves” included in the caption “Other reserves”, until the investment is sold or disposed, or until it is determined to be impaired, at which time the cumulative loss previously recognised in equity is transferred to profit or loss captions.

All purchases and sales of investments are recorded on its trade date, independently of the settlement date.

ii) Accounts receivables

The debts from Trade receivables and other receivables are recorded at their nominal amount and presented in the consolidated statement of financial position deduced from impairment losses recognised in the caption “Accumulated impairment losses”, in order to reflect their net realizable value. The accounts receivable, when current, do not include interests given the immaterial impact of discounting the cash flows.

Impairment losses are recorded following events that indicate, objectively and in a quantifiable manner, that the whole or part of the balance in debt will not be received. For such, each company takes into consideration market information that demonstrates that:

- the counterpart presents significant financial difficulties;
- significant delays in the payments by the counterpart;
- it's probable that the debtor enters into insolvency or financial reorganization.

The recognized impairment losses correspond to the difference between the carrying amount of the accounts receivable and the present value of estimated future cash flows, discounted at the original effective interest rate that, in the cases where a receipt is expected in a period shorter than one year, is considered null as the effect of the discount was considered immaterial.

iii) Loans

Loans are recorded as liabilities at the respective nominal value net of up-front fees and commissions directly related to the issuance of those instruments. Financial costs are calculated based on the effective interest rate and are recorded in the statement of profit and loss on an accrual basis.

Assets and liabilities are compensated and presented by their net amount as long as there is the right for compulsory fulfilment of their compensation and the Board of Directors intends to realise them on a net basis or realise the asset and simultaneously settle the liability.

iv) Accounts payable

Non-interest bearing accounts payable are stated at their nominal value, which is roughly equivalent to their fair value.

v) Derivative instruments

The Group may use derivative instruments to manage its exposure to financial risks. Derivative instruments are only used for hedge accounting purposes. Derivative instruments are not used for speculation purposes.

The criteria used by the Group to classify the derivative instruments as cash flow hedges are as follows:

- At the inception of the hedge and in subsequent periods, the hedge is expected to be highly effective in achieving offsetting changes in fair value or cash flows attributable to the hedged risk during the period for which the hedge is designated;
- Hedge effectiveness can be reliably measured;
- There is adequate documentation about the transaction at the inception of the hedge;
- The transaction to be hedged is highly probable to occur.

Cash flow hedges are initially recorded at cost, if any, and subsequently revaluated at their fair value. The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are deferred in equity in the caption “Hedging reserves”, included in the caption “Other reserves”. The gain or loss relating to the ineffective portion is recognized immediately in the income statement, when calculated.

In cases when the derivative instruments do not comply with the above-mentioned requirements to be considered as a cash-flow hedge, although initially engaged for that purpose, the changes in its fair value are recognized directly in the profit and loss statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised. When a hedging instrument no longer qualifies for hedge accounting, the cumulative gain or loss that was deferred in equity is transferred immediately to the profit and loss of the year and the subsequent revaluations of the derivative are recorded in the income statement, or added to the carrying amount of the hedged asset. Subsequent revaluations are recorded directly in the income statement.

In the case of derivatives embedded in other financial instruments or contracts, these are treated as separate derivatives when the risks and characteristics are not closely related with the host contracts and when the contracts are not reflected by its fair value with unrealised gains and losses recognised in the income statement.

vi) Classification of financial liabilities and equity instruments

Financial liabilities and equity instruments are classified and accounted for based upon its contractual substance, regardless of its legal form. Equity instruments are those that represent a residual interest upon the Group’s net assets and are recorded by the amount received, net of the costs incurred with its issuance.

vii) Treasury shares

Treasury shares are recorded at acquisition cost as a deduction to equity. Gains and losses arising on its sale are recorded in the equity caption “Other reserves”.

viii) Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash at banks on demand and term deposits and other treasury applications which reach its maturity within less than three months and may be mobilized without significant risk of change in value.

For purposes of the consolidated statement of cash flows, “Cash and cash equivalents” caption also includes bank overdrafts, which are included in the balance sheet caption “Bank loans”.

j) Contingent assets and liabilities

Contingent liabilities are defined by the Company as (i) possible obligations that arise from past events and which existence will be confirmed, or not, by one or more occurrences of uncertain future events not controlled by the Company, or (ii) present obligations that arise from past events but that are not recorded because it is unlikely that an outflow of resources will occur to settle the obligation or the obligation amount cannot be reliably measured.

Contingent liabilities are not recorded in the consolidated financial statements, being disclosed, unless the probability of a cash outflow is remote, in which case no disclosure is made.

Contingent assets are possible assets arising from past events and whose existence will be confirmed, or not, by uncertain future events not controlled by the Company.

Contingent assets are not recorded in the consolidated financial statements but only disclosed when the existence of future economic benefits is likely.

k) Corporate income tax

Corporate income tax for the period is determined based on the taxable results of the companies included in the consolidation and takes into consideration deferred taxation.

Current taxes are computed based on the taxable profit of the consolidated companies, in accordance with the tax legislation in force in each company's jurisdiction.

The companies based in Portugal included in the consolidation by the full consolidation method are taxed in accordance with the special regime for taxation of groups of companies ("Regime Especial de Tributação de Grupos de Sociedades" – "RETGS"), in accordance with article 69 of the Corporate Income Tax Code (Código do Imposto sobre o Rendimento das Pessoas Colectivas). Cofina, SGPS, S.A. is the dominant company of this group of companies.

Deferred taxes are computed using the balance sheet liability method and reflect the timing differences between the amount of assets and liabilities for accounting purposes and the corresponding amounts for tax purposes. Deferred taxes are computed and reassessed on a yearly basis using the tax rate that is expected to be in force at the time these temporary differences are reversed.

Deferred tax assets are only recorded when there is reasonable expectation that sufficient taxable profits will arise in the future to allow such deferred tax assets to be used. At the end of each period the Company reviews its recorded and unrecorded deferred tax assets which are reduced whenever its recoverability ceases to be likely, or recorded if it is likely that taxable profits will be generated in the future to enable them to be recovered.

Deferred tax assets and liabilities are recorded in the statement of profit and loss, except if related to items directly recorded in equity. In these cases, the corresponding deferred tax is also recorded in equity captions.

l) Revenue recognition and accrual basis

Revenue arising from the sale of goods is recognised in the consolidated income statement when (i) the risks and benefits have been transferred to the buyer, (ii) the Company retains neither continued management involvement in a degree usually associated with ownership nor effective control over the goods sold, (iii) the amount of the revenue can be measured reasonably, (iv) it is likely that the economic benefits associated with the transaction will flow to the Company, and (v) the costs incurred or to be incurred related with the transaction can be reliably measured. The sales of goods are recorded net of taxes, discounts and other expenses arising from the sale, and are measured at the fair value of the amount received or receivable.

Sales of magazines and newspapers are recorded in the period they are distributed; the newspapers distribution is performed daily, and the magazines on a weekly, monthly or bi-monthly basis. Returns of unsold publications are recorded in the corresponding period, as a decrease of previously recorded income. Income arising from magazine and newspaper subscriptions is recognised over the subscription period (usually 1 year).

Services rendered regarding the sale of advertising space are recorded in the period in which the advertising is published. Quantity discounts relating to the sale of advertising space are recorded in the period to which they relate as a deduction of the caption "Services rendered".

Services rendered regarding television transmission rights are recorded in the period the service is provided.

Services rendered regarding printing activities are recognized in the period in which the services are rendered.

Dividend distribution are recognised as income in the period its distribution is approved.

All other income and expenses are recognised in the period to which they relate, independently of when the amounts are received or paid. Differences between the amounts received and paid and the corresponding income and expenses are recorded in the captions of accrued and deferred expenses and income included in the captions "Other current assets" and "Other current liabilities".

m) Balances and transactions expressed in foreign currencies

All assets and liabilities expressed in foreign currencies were translated to Euro using the exchange rates in force as of the balance sheet date. Favourable and unfavourable exchange differences arising from changes in the exchange rates between those prevailing on the dates of the transactions and those in force on the dates of payment, collection or as of the balance sheet date are recorded in the consolidated statement of profit and loss.

n) Subsequent events

Post balance sheet date events that provide additional information about conditions that existed at the balance sheet date (adjusting events), are reflected in the consolidated financial statements. Post balance sheet date events that provide information about conditions that have only arisen after the balance sheet date ("non-adjusting events") are disclosed in the notes to the financial statements, if material.

o) Segment information

In each period, the Company identifies the most adequate segment division taking into consideration the business areas in which the Group is represented and managed.

Information regarding the business segments identified is included in Note 32.

p) Cash flow statement

Consolidated cash flow statement is prepared, using the direct method, in accordance with IAS 7. The Group classifies as "Cash and cash equivalents" applications which mature in less than three months and which are subject to insignificant risk of change in value.

Consolidated cash flow statement is classified by operating, investing and financing activities. Operating activities include cash receipts from customers, cash payments to suppliers, cash payments to and on behalf of employees and other operating activities payments and receipts. Investing activities cash flows include, essentially, payments and receipts related with acquisitions and sales of property, plant and equipment and investments. Financing activities cash flows include, essentially, payments and receipts of loans and borrowings, financial lease contracts and dividend payments.

q) Judgments and estimates

In the preparation of the Group's financial statements judgments and estimates have been made and different assumptions were used that affect the reported amounts of assets and liabilities, as well as the reported amounts of profits and losses of the year.

The estimates and underlying assumptions were determined based on the best existing knowledge as of the date of approval of the financial statements of the events and transactions in progress, as well as the experience of past and / or current events. However, situations may occur in subsequent periods which are not foreseeable at the date of approval of the financial statements, and were not considered in these estimates. Changes to the estimates that occur after the date of the financial statements will be corrected prospectively. For this reason and given the degree of uncertainty, actual results of the transactions in question may differ from the corresponding estimates.

The most significant accounting estimates reflected in the consolidated financial statements include:

- Impairment analysis of goodwill;
- Recognition of provisions and impairment losses;
- Recoverability of deferred tax assets;
- Useful lives of tangible and intangible assets.

r) Risk management policy

Cofina Group is exposed basically to (i) market risks, (ii) credit risks and (iii) liquidity risks. The main objective of Cofina's risk management is to reduce these risks to an acceptable level.

The Group's main risk management principles are approved by the Board of Directors of Cofina, SGPS, S.A., while its implementation is supervised by the directors of each of its subsidiaries.

(i) Market Risk

Within market risk, the exchange rate, interest rate and price risks assume particular relevance.

a. Exchange rate

The impact in the Company's consolidated financial statements arising from changes in the exchange rates is reduced, given the fact that most of the operational cash flows are contracted in Euro. The Group is only exposed to the risk of exchange rate in transactions in Brazilian Real, in relation to the stake held in the associated company Destak Brasil - Empreendimentos e Participações, S.A. and in Adcom Media - Anúncios e Publicidade, S.A. Therefore, the Company's Board of Directors considers that potential changes in the exchange rates will not have a significant effect on the consolidated financial statements.

In the event of transactions with non-resident entities and settled in a currency other than Euro where the variation of exchange rate may have a significant impact on its performance, the Group aims to hedge its position by entering into financial derivative contracts whenever applicable and considered necessary to reduce the volatility of its results.

b. Interest rate

The risk of interest rate mainly arises from the indebtedness indexed to variable rates, thus leading the cost of debt to be quite volatile.

The Group uses derivative instruments or similar transactions for hedging interest rate considered significant. Three principles are used in the selection and determination of the hedging instruments of interest rate:

- For each derivative or hedging instrument used to protect the risk associated with a specific loan, there is coincidence between the dates of the flow of interests paid on loans to be hedged and the dates of liquidation under the hedging instruments;
- Perfect equivalence between the base rates: the indexing used in derivative or hedging instrument should be the same as that applicable to the financing or transaction that is being covered; and
- Since the beginning of the transaction, the maximum cost of debt resulting from the hedging transaction undertaken, is known and limited, even in scenarios of extreme changes in interest rates market.

Since the entire indebtedness of Cofina is indexed to floating rates, interest rate swaps are used when it is considered necessary as a mean of protection against changes in future cash flows associated with interest payments. The interest rate swaps agreed have the economic effect of converting the loans linked to variable rates to fixed rates. Under these contracts the Group agrees with other parties (banks) to exchange, in pre-determined periods of time, the difference between the amount of interest calculated at the fixed rate and variable rate contracted at that time, with reference to the respective amounts previously agreed.

The counterparts of the hedging instruments are limited to high credit quality financial institutions, since the Group policy priority is the hiring of these instruments with banks that are part of its financing operations. For purposes of determining the counterpart of specific operations, Cofina requests proposals and indicative prices from a representative number of banks to ensure adequate competitiveness of these operations.

In determining the fair value of hedging transactions, the Group uses certain methods, such as valuation models of options and discounted future cash flows, as well as certain assumptions that are based on the interest rate market conditions prevailing at the date of the consolidated financial statement position. Quotes of comparative financial institutions, for specific instruments, are used as reference for evaluation.

The Board of Directors approves the terms and conditions of the relevant funding of the Group, analysing the structure of such debt, the risks and the different options available in the market, particularly regarding the type of interest rate (fixed / variable).

(ii) Credit risk

The Group's exposure to credit risk is mainly related with accounts receivable arising from its operating and treasury activities. The credit risk relates to the risk of the counterparty not fulfilling its contractual obligations, resulting in a loss to the Group.

The evaluation of credit risk is made on a regular basis, taking into consideration the current conditions of economic conjuncture and the specific situation of credit rating of each debtor, adopting corrective measures whenever necessary.

The Group's credit risk is not concentrated in any particular customer or group of customers with similar characteristics; accounts receivable are distributed through a high number of customers, different areas of business and geographic areas.

The adjustments to accounts receivable are calculated taking into consideration (i) the risk profile of the customer, (ii) the average collection period, and (iii) the customer's financial conditions.

The amounts included in the face of the consolidated statement of financial position are presented net of accumulated impairment losses, and therefore, at its fair value.

(iii) Liquidity risk

The aim of liquidity risk management is to assure that the Group has the ability to meet its responsibilities and pursue the defined strategic goals, complying with all the commitments set with third parties within the established deadlines.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

The Group defines as active politics (i) to keep an adequate level of immediately available resources to face to the necessary payments in its due date, (ii) reduce the probability of default in the reimbursement of loans, negotiating the amplitude of its contractual clauses and (iii) minimize the cost of opportunity of excessive short-term liquidity.

The Group additionally aims to make compatible the due dates of assets and liabilities through an active management of its maturities.

As of 31 December 2017, the consolidated financial statements show that current assets are lower than current liabilities in an amount of, approximately, 37 million Euro (25 million Euro on 31 December 2016). However, the Board of Directors believes that, taking into consideration the available credit lines (Note 18), in the amount of, approximately, 47 million Euro (55 million on 31 December 2016), as well as the projected operational cash-flow to be generated in the next year, this differential is adequately mitigated.

3. CHANGES IN ACCOUNTING POLICIES AND CORRECTION OF ERRORS

During the year, there were no changes in accounting policies and no material errors related with prior years occurred.

4. INVESTMENTS

Consolidation perimeter

The companies included in consolidation by the full consolidation method, their headquarters, percentage of participation held and activity as of 31 December 2017 and 2016, are as follows:

Designation	Headquarters	Percentage of participation held	Activity
<u>Parent company:</u>			
Cofina, SGPS, S.A.	Porto		Holding
<u>Cofina Media Group</u>			
Cofina Media, S.A. ("Cofina Media")	Lisbon	100.00%	Newspapers and magazine publication, television broadcast, production and creation of websites for online business development, events promotion and organization
Grafedisport – Impressão e Artes Gráficas, S.A. ("Grafedisport")	Lisboa	100.00%	Newspapers printing
Adcom Media – Anúncios e Publicidade S.A. (Adcom Media")	São Paulo, Brasil	100.00%	Communication and advertising services

All the above companies were included in the consolidated financial statements of Cofina Group by the full consolidation method, as established in Note 2.2.a).

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Investment in associates and joint ventures

The associated companies, their headquarters, the percentage participation held, and activity as of 31 December 2017 and 2016 are as follows:

Designation	Headquarters	Percentage of participation held		Activity
		Direct	Indirect	
VASP – Sociedade de Transportes e Distribuições, Lda. ("VASP")	Lisbon	33.33%	-	Publications distribution
Destak Brasil – Empreendimentos e Participações, S.A. ("Destak Brasil")	São Paulo, Brazil	29.90%	-	Holding
Mercados Globais – Publicação de Conteúdos, Lda ("Mercados Globais").	V.N. Gaia	50%	-	Management services and promotion of a financial forum on the internet
A Nossa Aposta – Jogos e Apostas On-line, S.A. ("A Nossa Aposta").	Lisbon	40%	-	On-line bets

The associated companies VASP, Destak Brasil and A Nossa Aposta were included in the consolidated financial statements of Cofina Group by the equity method, as referred to in Note 2.2.b). The company Mercados Globais was recorded at acquisition cost deducted from impairment losses.

As of 31 December 2017 and 2016, the financial information summarized from associated companies can be resumed as follows:

	31.12.2017			31.12.2016		
	VASP (Consolidated financial statements)	Destak Brasil (Consolidated financial statements)	A Nossa Aposta	VASP (Consolidated financial statements)	Destak Brasil (Consolidated financial statements)	A Nossa Aposta
Non-current assets	13,919,616	1,615,489	440,774	13,918,491	1,856,610	312,203
Current assets	28,843,935	2,305,322	169,279	23,999,407	3,054,470	428,620
Non-current liabilities	508,540	1,841,368	-	732,473	9,993	-
Current liabilities	33,728,384	3,438,065	394,798	27,964,017	6,248,244	384,563
Equity attributable to equity holder of the parent company	8,526,627	(1,358,622)	215,255	9,221,408	(1,347,156)	356,260
	31.12.2017			31.12.2016		
	VASP (Consolidated financial statements)	Destak Brasil (Consolidated financial statements)	A Nossa Aposta	VASP (Consolidated financial statements)	Destak Brasil (Consolidated financial statements)	A Nossa Aposta
Turnover	217,326,770	10,545,245	187,212	207,143,664	9,146,387	-
Other operational income	118,676	(52)	-	251,713	244,772	-
Operational expenses	(216,627,401)	(10,469,433)	(1,579,921)	(205,763,756)	(9,973,274)	(390,666)
Amortization and depreciation	(742,859)	(20,460)	(99,460)	(686,417)	(24,372)	(1,910)
Financial results	(85,145)	(304,451)	-	(12,803)	75,971	-
Income tax	(108,759)	33,788	1,164	(305,790)	162,727	(1,164)
Net income	(118,718)	(215,363)	(1,491,005)	626,611	(367,788)	(393,740)

As of 31 December 2017 and 2016, changes in value of investments in associates and joint ventures and in provisions for financial investments were as follows:

	31-12-2017				31-12-2016			
	VASP	Destak Brasil Empreendimentos	A Nossa Aposta	Total	VASP	Destak Brasil Empreendimentos	A Nossa Aposta	Total
Investment in associated companies								
Balance as of 1 January	3,073,803	-	192,979	3,266,782	3,041,284	100,000	-	3,141,284
Constitutions during the year	-	-	-	-	-	-	225,000	225,000
Disposals	-	-	-	-	-	-	(125,000)	(125,000)
Supplementary installments/ financial loans	-	415,000	500,000	915,000	-	300,000	250,000	550,000
Impairment losses constitution/ (reversal)	-	(415,000)	-	(415,000)	-	(400,000)	-	(400,000)
Equity method								
Gains and losses in investments in associated companies	(51,594)	-	(596,402)	(647,996)	232,519	-	(157,021)	75,498
Capital reductions/ (dividends)	(180,000)	-	-	(180,000)	(200,000)	-	-	(200,000)
Other	-	-	(476)	(476)	-	-	-	-
Closing balance	2,842,209	-	96,101	2,938,310	3,073,803	-	192,979	3,266,782

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

	Destak Brasil Empreendimentos	
	31-12-2017	31-12-2016
Provisions		
Balance as of 1 January	2,774,824	1,107,046
Reclassification from the caption "Financial investments"		
Equity method		
Gains and losses in investments in associated companies	(540,143)	1,667,778
Closing balance (Note 20)	2,234,681	2,774,824

As of 31 December 2017 and 2016 the caption "Investment in associates and joint ventures" can be detailed as follows:

	31.12.2017	31.12.2016
Financial investment		
VASP	2,842,209	3,073,803
Destak Empreendimentos	-	-
A Nossa Aposta	-	-
Mercados Globais - Publicação de Conteúdos, Lda.	72,000	72,000
	2,914,209	3,145,803
Accumulated impairment losses on investments in associates (Note 20)	(72,000)	(72,000)
	2,842,209	3,073,803
Supplementary capital contributions		
A Nossa Aposta	750,000	250,000
Equity method	(653,899)	(57,021)
Loans		
Destak Empreendimentos	815,000	400,000
Accumulated impairment losses on investments in associates (Note 20)	(815,000)	(400,000)
	2,938,310	3,266,782

Investments held for sale

As of 31 December 2017 and 2016 the Group has investments held for sale corresponding to non-controlling investments in unlisted companies. The Group has recorded impairment losses to face differences to their net realizable amount (Note 20), presenting this caption a net book value of 5,510 Euro and 9,080 Euro, respectively. As of 31 December 2017 and 2016 the total value of investments, for which adjustments were made in the same value, amounts to 171,754 Euro and 244,439 Euro, respectively (Note 20).

5. CHANGES IN CONSOLIDATION PERIMETER

No changes in the consolidation perimeter occurred during the year ended as of 31 December 2017.

During 2016, the company "A Nossa Aposta" was incorporated, from which the Group had, at that date, a stake of 90% of its share capital. After the disposal of 50% of its issued capital, in the end of 2016, that company was considered in consolidation perimeter as an associated company. The impacts of the entrance and exit of this company in the consolidation perimeter were immaterial.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

6. GOODWILL

The movement occurred in goodwill and related impairment losses during the years ended as of 31 December 2017 and 2016 was as follows:

	31.12.2017	31.12.2016
Balance as of 1 January	84,777,180	88,789,577
Impairment losses (Note 20)	-	(4,412,104)
Exchange rate variation	-	399,707
Balance as of 31 December	84,777,180	84,777,180

During the year ended as of 31 December 2016 the variation occurred in the caption "Goodwill" is due (i) to the exchange rate variation in the year ended as of that date in the goodwill of the subsidiary Adcom Media (Newspapers- Brazil) and (ii) to impairment losses recorded in the goodwill of the Newspapers- Brazil and Magazines segment. During the period year-end 31 December 2017 there were no exchange rate variations on Adcom Media's goodwill, since impairment losses have been constituted in previous years, in that same amount.

In the period year-end 31 December 2014, and following an internal reorganization of Cofina Group which was finished in 2015, several subsidiaries were merged by incorporation into Cofina Media, S.A. (Note 4). Thus, the allocation of goodwill has been presented in terms of cash generating segments instead of subsidiaries, since these were eliminated by the merger. These segments are the smallest identifiable groups of cash generating units and are largely independent of the cash inflows from other cash generating units.

Therefore, goodwill is outlined in detail by segment as follows:

- i. Magazines: consisting essentially of the subsidiary merged in Cofina Media, S.A. – Edirevistas – Sociedade Editorial, S.A., whose main publications refer to "TV Guia", "Flash" and "Máxima".
- ii. Newspapers-Portugal: consisting essentially of the companies merged in Cofina Media, S.A. – Presselivre Imprensa Livre, S.A., Web Works – Desenvolvimento de Aplicações para Internet, S.A., Metronews – Publicações, S.A. and Transjornal – Edição de Publicações, S.A., whose main publications refer to newspapers "Correio da Manhã", "Destak", to the magazine "Sábado", and to the website "Empregos On-line".
- iii. Newspapers-Brazil: consisting essentially of Adcom Media – Anúncios e Publicidade, S.A. – entity whose activity is related to the free newspaper "Destak Brasil" published in Brazil.
- iv. Graphic printing: consisting of "Grafedisport – Impressão e Artes Gráficas, S.A.", providing graphic printing services to the "media" sector.

Therefore, as of 31 December 2017 and 2016, the caption "Goodwill" was as follows:

	31.12.2017	31.12.2016
Newspapers	82,875,916	82,875,916
Newspapers - Portugal	80,969,457	80,969,457
Graphic printing	1,906,459	1,906,459
Magazines	1,901,264	1,901,264
	84,777,180	84,777,180

Goodwill is tested for impairment on an annual basis and whenever events or changes in circumstances indicate that the amount by which the asset is recorded may not be recovered. When the amount by which the asset is recorded is greater than its recoverable amount, an impairment loss is recorded. The recoverable amount is the higher of the net selling price and the value of use.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

During the period year-end of 31 December 2017, no impairment losses were recognized in any of the business segments.

During the year ended as of 31 December 2016, impairment losses were recognized in relation to goodwill generated in the segments: (i) Magazines, in the total amount of 2,456,342 Euro; and (ii) Newspapers-Brazil, in the total amount of 1,955,762 Euro

Goodwill impairment tests are performed using the "discounted cash flow" method, based on the financial projections of cash flow covering a period of six years of each cash generating unit and considering a perpetuity as of the sixth year (since the Board of Directors understands it to be the most appropriate period due to the cyclical nature of the Group's operations).

The financial projections are prepared based on assumptions of evolution of the activity of the cash generating units, which the Board considers to be consistent with the history and the trend of markets, being reasonable and prudent and that reflect their vision. In addition, whenever possible, market data was obtained from external entities, which were compared with historical data, and the Group's experience.

The discount rates reflect Cofina's Group indebtedness level and debt capital cost of Cofina Group (given that it is common to the several segments) as well as the level of risk and profitability expected by the market. Moreover, in determining the discount rates, the component related to the interest rate of a risk-free asset has by reference the interest rate for Brazilian or Portuguese ten-year bonds, depending on the market. The discount rates include a market risk premium.

The perpetuity growth rate is estimated based on market potential analysis of each cash generating unit, based on the Board's expectations.

The main change in the assumptions used to determine the recoverable value of several cash-flow generating units was the increase in the discount rate from 6.97% on 31 December 2016 to 7.50% on 31 December 2017. As to the activity assumptions, no significant changes occurred.

Impairment tests for the year ended as of 31 December 2017:

Newspaper - Portugal:

The recoverable amount of this cash generating unit was determined considering the financial projections of the newspapers sold in Portugal for a period of six years, a discount rate of 7.50% (6.97% on 31 December 2016) and a growth rate in perpetuity of 2.0% (as in 2016).

The main activity assumptions considered were the following:

- Circulation: an average annual growth of circulation of newspapers of 0.6% was estimated, through the explicit projection period;
- Advertising market: a compound annual average negative growth rate over the projection period of 1.1%, was considered, through the explicit projection period;
- Portfolio: the maintenance of current publications was considered (Correio da Manhã, Sábado magazine, Destak).

The Company performed sensitivity analysis, as follows:

- an increase of 0.25% in the discount rate's assumption over the projection years would not generate relevant impairment losses, as of 31 December 2017;
- a reduction of 0.5% in the growth rate in perpetuity's assumption would not generate relevant material impairment losses, as of 31 December 2017.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Graphic printing:

The recoverable amount of this cash generating unit was determined considering the financial projections of the graphic printing services for a period of six years, a discount rate of 7.50% (6.97% on 31 December 2016) and a growth rate in perpetuity of 2.0% (as in 2016).

The main activity assumptions considered were as follows:

- Turnover: an average annual growth rate of 1.2% was estimated

The company performed sensitivity analysis as follows:

- an increase of 0.25% in the discount rate's assumption over the projection years would not imply the need to record an impairment loss as of 31 December 2017;
- a reduction of 0.5% in the growth rate in perpetuity's assumption would not imply the need to record an impairment loss as of 31 December 2017.

Magazines:

The recoverable amount of this cash generating unit was determined considering the financial projections of the magazines for a period of six years, a discount rate of 7.50% (6.97% on 31 December 2016) and a growth rate in perpetuity of 2.0% (as in 2016).

The main activity assumptions considered were as follows:

- Circulation: an average annual negative growth rate of circulation of magazines, in the projection period, of 0.6% was estimated;
- Advertising market: a compound annual average negative growth rate over the projection period of 4.3% was considered;
- Portfolio: the maintenance of current publications was considered (TV Guia, Máxima and Flash, taking into consideration that the last of these publications exists only on-line).

The company performed sensitivity analyses as follows:

- an increase of 0.25% in the discount rate's assumption over the projection years wouldn't imply the need to record an impairment loss on 31 December 2017;
- a reduction of 0.5% in the growth rate in perpetuity's assumption wouldn't imply the need to record an impairment loss on 31 December 2017.

The quantification of the above referred assumptions was undertaken based on historical data and the experience of the Board of Directors of the Group. However, such assumptions could be affected by phenomena of political, economic or legal nature which are currently unpredictable.

As a result of the impairment tests carried out based on the methodology, with the procedures and assumptions referred to above, the Board of Directors concluded that there are no additional impairment losses to be recognized. It is the Board of Directors conviction that the effect of any deviations that may occur in the main assumptions underlying the recoverable amount of the cash generating units, will not lead, in all material respects, to the impairment of its goodwill.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

7. Property, plant and equipment

The movement occurred in Property, plant and equipment and in its accumulated depreciation and impairment losses during the years ended as of 31 December 2017 and 2016 was as follows:

2017							
Gross Assets							
	Land	Buildings and other constructions	Machinery and equipment	Transport equipment	Office equipment	Other tangible assets	Work in progress
Opening balance	48,994	4,277,573	23,929,873	759,935	8,474,650	1,573,487	-
Additions	-	89,447	359,334	-	66,862	183	183,804
Disposals	-	-	(1,620,016)	(50,618)	(2,690)	(1,695)	-
Transfers and write-offs	-	154,953	-	-	19,779	-	(174,732)
Closing balance	48,994	4,521,973	22,669,191	709,317	8,558,601	1,571,975	9,072
2017							
Accumulated depreciation and impairment losses							
	Land	Buildings and other constructions	Machinery and equipment	Transport equipment	Office equipment	Other tangible assets	Work in progress
Opening balance	-	2,479,609	23,008,011	728,014	8,277,555	1,401,845	-
Additions	-	469,310	609,579	18,896	100,169	58,462	-
Disposals	-	-	(1,620,003)	(50,618)	(2,690)	-	-
Transfers and write-offs	-	-	-	-	-	-	-
Closing balance	-	2,948,919	21,997,587	696,292	8,375,034	1,460,307	-
	48,994	1,573,054	671,604	13,025	183,567	111,668	9,072
2016							
Gross Assets							
	Land	Buildings and other constructions	Machinery and equipment	Transport equipment	Office equipment	Other tangible assets	Work in progress
Opening balance	48,994	4,213,246	23,538,696	794,496	8,489,042	1,501,605	-
Additions	-	6,949	394,050	-	88,579	29,540	99,720
Disposals	-	-	(2,873)	(34,561)	(2,315)	-	-
Transfers and write-offs	-	57,378	-	-	(100,656)	42,342	(99,720)
Closing balance	48,994	4,277,573	23,929,873	759,935	8,474,650	1,573,487	-
2016							
Accumulated depreciation and impairment losses							
	Land	Buildings and other constructions	Machinery and equipment	Transport equipment	Office equipment	Other tangible assets	Work in progress
Opening balance	-	2,032,520	21,780,064	735,144	8,242,304	1,329,622	-
Additions	-	447,089	1,229,096	23,306	137,557	72,223	-
Disposals	-	-	(1,149)	(30,436)	(1,650)	-	-
Transfers and write-offs	-	-	-	-	(100,656)	-	-
Closing balance	-	2,479,609	23,008,011	728,014	8,277,555	1,401,845	-
	48,994	1,797,964	921,862	31,921	197,095	171,642	-

As of 31 December 2017 and 2016, the net value of tangible fixed assets acquired under leasing arrangements can be detailed as

	31.12.2017			31.12.2016		
	Gross assets	Accumulated depreciation and impairment losses	Net assets	Gross assets	Accumulated depreciation and impairment losses	Net assets
Machinery and equipment	333,413	201,708	131,705	186,081	104,121	81,961
	333,413	201,708	131,705	186,081	104,121	81,961

As of 31 December 2017 and 2016 there were no tangible assets pledged as guarantee for loans, nor were there any interest capitalized to fixed assets.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

8. Intangible Assets

During the year ended as of 31 December 2017 and 2016, the movement in intangible assets, as well as in the corresponding accumulated depreciation and impairment losses, was as follows:

	2017				
	Gross assets				
	Patents, royalties and other rights	Other intangible assets	Software	Work in progress	Total
Opening balance	760,599	370,090	4,947,595	18,652	6,096,936
Additions	-	-	157,615	113,591	271,206
Transfers and write-offs	-	-	119,517	(119,517)	-
Closing Balance	760,599	370,090	5,224,727	12,726	6,368,142

	2017				
	Accumulated depreciation and impairment losses				
	Patents, royalties and other rights	Other intangible assets	Software	Work in progress	Total
Opening balance	760,599	370,090	4,835,703	-	5,966,392
Additions	-	-	255,186	-	255,186
Closing balance	760,599	370,090	5,090,889	-	6,221,578
	-	-	133,838	12,726	146,564

	2016				
	Gross assets				
	Patents, royalties and other rights	Other intangible assets	Software	Work in progress	Total
Opening balance	760,599	370,090	4,688,923	33,180	5,852,792
Additions	-	-	175,047	69,097	244,144
Transfers and write-offs	-	-	83,625	(83,625)	-
Closing balance	760,599	370,090	4,947,595	18,652	6,096,936

	2016				
	Accumulated depreciation and impairment losses				
	Patents, royalties and other rights	Other intangible assets	Software	Work in progress	Total
Opening balance	760,599	370,090	4,530,397	-	5,661,086
Additions	-	-	305,306	-	305,306
Closing balance	760,599	370,090	4,835,703	-	5,966,392
	-	-	111,892	18,652	130,544

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

9. CLASSES OF FINANCIAL INSTRUMENTS

The financial instruments, in accordance with the policies described in Note 2, were classified as follows:

Financial assets

31 December 2017	Loans and accounts receivable	Sub-total	Assets not covered by IFRS 7	Total
Non-current assets				
Other non-current assets	42,707	42,707	-	42,707
	42,707	42,707	-	42,707
Current assets				
Trade receivables	8,926,388	8,926,388	-	8,926,388
State and other public bodies	-	-	3,562	3,562
Other current receivables	203,106	203,106	-	203,106
Other current assets	-	-	6,885,509	6,885,509
Cash and cash equivalents	5,164,622	5,164,622	-	5,164,622
	14,294,116	14,294,116	6,889,071	21,183,187
	14,336,823	14,336,823	6,889,071	21,225,894
31 December 2016				
Non-current assets				
Other non-current assets	32,383	32,383	-	32,383
	32,383	32,383	-	32,383
Current assets				
Trade receivables	10,223,150	10,223,150	-	10,223,150
State and other public bodies	-	-	894,477	894,477
Other current receivables	264,777	264,777	-	264,777
Other current assets	-	-	7,181,278	7,181,278
Cash and cash equivalents	9,403,739	9,403,739	-	9,403,739
	19,891,666	19,891,666	8,075,755	27,967,421
	19,924,049	19,924,049	8,075,755	27,999,804

Financial liabilities

31 December 2017	Loans and accounts receivable	Sub-total	Liabilities not covered by the IFRS 7	Total
Non-current liabilities				
Other loans	16,666,667	16,666,667	-	16,666,667
Other non-current accounts payables	74,395	74,395	-	74,395
	16,741,062	16,741,062	-	16,741,062
Current liabilities				
Bank loans	1,715,159	1,715,159	-	1,715,159
Other loans	36,005,449	36,005,449	-	36,005,449
Trade payables	9,636,900	9,636,900	-	9,636,900
State and public bodies	-	-	2,847,353	2,847,353
Other accounts payables	1,314,502	1,314,502	-	1,314,502
Other current liabilities	-	-	8,414,702	8,414,702
	48,672,010	48,672,010	11,262,055	59,934,065
	65,413,072	65,413,072	11,262,055	76,675,127
31 December 2016				
Non-current liabilities				
Other loans	33,158,397	33,158,397	-	33,158,397
Other non-current accounts payables	33,929	33,929	-	33,929
	33,192,326	33,192,326	-	33,192,326
Current liabilities				
Other loans	33,546,302	33,546,302	-	33,546,302
Trade payables	8,773,388	8,773,388	-	8,773,388
State and public bodies	-	-	3,107,294	3,107,294
Other accounts payables	1,420,964	1,420,964	-	1,420,964
Other current liabilities	-	-	7,877,519	7,877,519
	43,740,654	43,740,654	10,984,813	54,725,467
	76,932,980	76,932,980	10,984,813	87,917,793

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Financial instruments recognized at fair value

The table below details the financial instruments measured at fair value after initial recognition, grouped into three levels according to the possibility of observing its fair market value:

Level 1: fair value is determined based on current active market prices;

Level 2: fair value is determined based on valuation techniques. The main inputs of the valuation models are observable in the market;

Level 3: fair value is determined based on valuation models; whose main inputs are not observable in the market.

10. CURRENT AND DEFERRED INCOME TAXES

In accordance with the current legislation, tax returns are subject to review and correction by the tax authorities over a period of four years (five years for Social Security), except when tax losses have occurred, tax benefits have been granted, or tax inspections, complaints or disputes are in progress. In these cases, depending on the circumstances, the deadlines can be extended or suspended. Therefore, the tax returns of Cofina, its subsidiaries and associated companies for the year 2014 onwards may still be subject to review.

The Board of Directors of Cofina believes that any potential corrections resulting from reviews/inspections of these tax returns by the tax authorities will not have a significant effect on the consolidated financial statements as of 31 December 2017 and 2016.

Cofina is the dominant company of the group of companies that are subject to the special regime of taxation of groups of companies ("Regime Especial de Tributação de Grupos de Sociedades - RETGS").

The movements occurred in deferred tax assets and liabilities in the years ended as of 31 December 2017 and 2016 were as follows:

	Deferred tax assets	
	2017	2016
Opening balance	547,120	1,573,715
Effects on profit and loss consolidated financial statements:		
Increase/(Decrease) in tax losses carried forward	(282,646)	(1,038,921)
Increase/(Decrease) in provisions not accepted for tax purposes	121,702	12,326
Closing balance	386,176	547,120

As of 31 December 2017 and 2016, there were no situations generating deferred tax liabilities.

The detail of the deferred tax assets as of 31 December 2017 and 2016, in accordance with the nature of timing differences that generated them, is as follows:

	31.12.2017	31.12.2016
Provisions and impairment losses not accepted for tax purposes	386,176	264,474
Tax losses carried forward	-	282,646
	386,176	547,120

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Current taxes

Income taxes recorded in the income statement during the years ended as of 31 December 2017 and 2016 are detailed as follows:

	31.12.2017	31.12.2016
<u>Current tax</u>	<u>1,460,922</u>	<u>736,848</u>
Income tax for the year	1,755,895	1,300,416
(Excess)/Insufficiency of prior years income tax	(294,973)	(306,107)
Restitution of income tax unduly paid in previous years	-	(1,007,461)
Provision for tax claims (Note 20)	-	750,000
<u>Deferred taxes</u>	<u>160,944</u>	<u>1,026,595</u>
Increase/(Decrease) in provisions not accepted for tax purposes	(121,702)	(12,326)
Increase/(Decrease) in tax losses carried forward	282,646	1,038,921
	<u>1,621,866</u>	<u>1,763,443</u>

The caption “Devolution of income tax unduly paid in previous years” includes an income tax devolution regarding the year 2011.

The reconciliation of profit before corporate income tax and the corporate income tax for the years ended as of 31 December 2017 and 2016 is as follows:

	31.12.2017	31.12.2016
Profit before income tax	6,688,968	6,096,454
Income tax rate (including maximum municipal income tax rate).	22.50%	22.50%
	<u>1,505,018</u>	<u>1,371,702</u>
Restitution of income tax unduly paid in previous years	-	(1,007,461)
Correction of income tax estimates of previous years	(294,973)	(306,107)
Provision for tax claims (Note 20)	-	750,000
Municipal income tax	185,138	254,638
Autonomous taxation	306,877	318,870
Application of the equity method/ impairment losses on financial investments	285,969	448,263
Goodwill impairment	-	992,723
Provisions' reversal	(194,612)	(900,000)
Other effects	(171,552)	(159,185)
Income tax	<u>1,621,866</u>	<u>1,763,443</u>

11. INVENTORIES

As of 31 December 2017 and 2016 the caption “Inventories” was made up as follows:

	31.12.2017	31.12.2016
Raw, subsidiary and consumable material	1,346,491	1,856,965
Impairment losses in inventories (Note 20)	(48,037)	(48,037)
	<u>1,298,454</u>	<u>1,808,928</u>

Inventories essentially include paper used for printing newspapers and magazines.

The cost of sales for the years ended as of 31 December 2017 and 2016 can be detailed as follows:

	31.12.2017	31.12.2016
Opening balance	1,856,965	2,039,327
Purchases	9,404,447	12,127,751
Closing balances	<u>(1,346,491)</u>	<u>(1,856,965)</u>
	<u>9,914,921</u>	<u>12,310,113</u>

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

12. Trade receivables

As of 31 December 2017 and 2016 this caption can be detailed as follows:

	31.12.2017	31.12.2016
Current account	8,926,388	10,223,150
Doubtful accounts	1,026,039	1,668,901
	<u>9,952,427</u>	<u>11,892,051</u>
Accumulated impairment losses (Note 20)	<u>(1,026,039)</u>	<u>(1,668,901)</u>
	<u>8,926,388</u>	<u>10,223,150</u>

The Group's exposure to credit risk is mainly attributable to the accounts receivable resulting from the Group's operating activity. The amounts presented in the face of the statement of financial position are presented net of accumulated impairment losses, which were estimated by the Group in accordance with its experience and based on an economic environment evaluation. The Group records impairment losses for customer balances due over 180 days. The Board of Directors believes that the net carrying amount of accounts receivable from customers is close to its fair value.

As of 31 December 2017 and 2016, the customers ageing of balances can be detailed (by business segment) as follows:

	31.12.2017			31.12.2016		
	Newspapers	Magazines	Total	Newspapers	Magazines	Total
Not due	4,098,718	418,378	4,517,096	5,373,615	710,596	6,084,211
Due with no impairment recorded						
0 - 90 days	1,010,244	156,890	1,167,134	285,998	293,250	579,248
90 - 180 days	464,102	2,920	467,022	1,535,478	42,363	1,577,841
180 - 360 days	1,210,754	9,063	1,219,817	715,620	17,608	733,228
+ 360 days	1,019,218	5,134	1,024,352	536,869	26,052	562,921
	<u>3,704,318</u>	<u>174,007</u>	<u>3,878,325</u>	<u>3,073,965</u>	<u>379,273</u>	<u>3,453,238</u>
Barter accounts receivable						
No impairment	482,622	47,730	530,352	605,020	80,681	685,701
Total	<u>8,285,658</u>	<u>640,115</u>	<u>8,926,388</u>	<u>9,052,600</u>	<u>1,170,550</u>	<u>10,223,150</u>

The amounts recorded as "barter trade receivables" relate to balances receivable from exchange (swap) operations (amounts arising from the sale of advertising in exchange for other goods and services provided by the counterparty), for which there are also accounts payables under the caption "Suppliers" (Note 21).

For the overdue amounts for which there is no impairment loss recorded, the Group considers that there has been no loss in the credit quality of the counterparty, and therefore there is no credit risk.

As of 31 December 2017, and in what refers to customer balances with more than 180 days, a significant part of this balance, in the amount of, approximately 1,6 million Euro (1,2 million Euro on 31 December 2016) that corresponds to about 70% of the balance with such seniority, corresponds to receivables from the related party Destak Brasil – Editora.

The average credit period granted to clients depends on the type of sale/service. In accordance with procedures agreed with the distribution company, the amounts related to sale of publications are collected in the day the invoice is issued. In relation to services rendered (mainly the sale of advertising), the Company grants a credit period between 15 to 60 days (the same period as in 2016). The Group charges no interests for undue invoices. After the due date, the Company charges interests defined contractually, and in accordance with the applicable legislation, which usually only occurs under extreme conditions.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

13. STATE AND OTHER PUBLIC ENTITIES

As of 31 December 2017 and 2016 these assets and liabilities had the following composition:

	31.12.2017	31.12.2016
<u>Debtor balances:</u>		
Corporate income tax	-	888,978
Value added tax	2,418	4,499
Other	1,144	1,000
	<u>3,562</u>	<u>894,477</u>
	31.12.2017	31.12.2016
<u>Creditor balances</u>		
Corporate income tax	901,368	567,694
Value added tax	882,193	1,298,750
Personal income tax	440,639	563,426
Social security contributions	564,411	636,167
TV broadcast tax	27,343	-
Stamp tax	6,627	41,257
Other	24,772	-
	<u>2,847,353</u>	<u>3,107,294</u>

The liabilities caption "Corporate income tax" includes advance payments and withholdings performed by third parties, net of the estimated income tax for the period (Note 10).

14. OTHER ACCOUNTS RECEIVABLES

As of 31 December 2017 and 2016 this caption can be detailed as follows:

	31.12.2017		31.12.2016	
	Current	Non-current	Current	Non-current
Advances to trade payables	87,074	350,000	126,019	350,000
Other debtors	481,001	-	583,844	-
	568,075	350,000	709,863	350,000
Accumulated impairment losses in other debtors (Note 20)	(364,969)	(350,000)	(445,086)	(350,000)
	<u>203,106</u>	<u>-</u>	<u>264,777</u>	<u>-</u>

The non-current caption "Advances to trade creditors" refers to advance payments of printing services which will be rendered in future years and which reimbursement plan extends until 2022. Given that the Board of Directors considers there to be a recovery risk associated for that amount, an impairment loss was recorded in previous years for that same amount.

As of 31 December 2017 and 2016, the ageing of balances of "Other debtors" can be detailed as follows:

	31.12.2017			31.12.2016		
	Advances to trade creditors	Other debtors	Total	Advances to trade creditors	Other debtors	Total
Not due	87,074	116,032	203,106	126,019	138,758	264,777
Due with no impairment recorded						
0 - 90 days	-	-	-	-	-	-
90 - 180 days	-	-	-	-	-	-
180 - 360 days	-	-	-	-	-	-
+ 360 days	-	-	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>87,074</u>	<u>116,032</u>	<u>203,106</u>	<u>126,019</u>	<u>138,758</u>	<u>264,777</u>

The amounts presented in the consolidated statement of financial position are net of accumulated impairment losses estimated by the Group, in accordance with its experience and based on an economic environment evaluation. The Group records impairment losses for other debtors' balances due over 180 days.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

15. OTHER CURRENT AND NON-CURRENT ASSETS

As of 31 December 2017 and 2016 this caption can be detailed as follows:

	31.12.2017	31.12.2016
OTHER NON-CURRENT ASSETS		
Other non-current assets	42,707	32,383
	<u>42,707</u>	<u>32,383</u>
	31.12.2017	31.12.2016
OTHER CURRENT ASSETS		
Accrued income		
Newspapers and magazines to invoice	3,866,444	4,250,585
Rappel	4,484	16,830
CMTV	260,632	185,185
Interests receivable	27,549	-
Other accrued income	14,496	14,497
Deferred costs		
Operating expenses paid in advance	2,218,113	2,079,487
Charges related to subsequent year editions	481,733	628,352
Other deferred income	12,058	6,342
	<u>6,885,509</u>	<u>7,181,278</u>

Sales of magazines and newspapers are recorded in the period in which the publications are distributed. The newspapers are distributed daily and the magazines are distributed on a weekly, monthly or bimonthly basis. Those amounts not yet invoiced are included in the caption "Newspapers and magazines to invoice".

CMTV's caption relates to the amount to invoice regarding broadcast rights for the years of 2017 and 2016.

On 31 December 2017 and 2016 the caption "Operating expenses paid in advance" relates, essentially, to real estate rents paid in advance.

16. CASH AND CASH EQUIVALENTS

As of 31 December 2017 and 2016, the caption "Cash and cash equivalents" can be detailed as follows:

	31.12.2017	31.12.2016
Cash	317,593	65,349
Bank deposits repayable on demand	4,847,029	9,338,390
Bank deposits repayable in less than 3 months	5,164,622	9,403,739
Bank overdrafts (Note 18)	(1,715,159)	-
Cash and cash equivalents	<u>3,449,463</u>	<u>9,403,739</u>

During the year-ended 31 December 2017, the Group reinforced its loans to Destak Brasil Empreendimentos in the amount of 415,000 Euro (300,000 in 2016) (Note 4).

Moreover, during 2017, the group conceded supplementary payments to "A Nossa Aposta" in the amount of 500,000 Euro (250,000 Euro in 2016).

During the year ended as of 31 December 2016 the payments relating to financial investments were as follows:

<u>Acquisitions</u>	<u>Transaction amount</u>	<u>Amount paid</u>
A Nossa Aposta	225,000	225,000
Others	252,450	252,450
	<u>477,450</u>	<u>477,450</u>

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Receipts related to financial investments during the period year-end 31 December 2016 respect the disposal of 50% of the share capital of “A Nossa Aposta”, during the year.

During the period year-end 31 December 2017, the associate VASP distributed dividends to Cofina Media in the amount of 180,000 Euro (200,000 Euro in 2016).

17. SHARE CAPITAL AND RESERVES

Share capital

As of 31 December 2017, the Company's fully subscribed and paid up capital consisted of 102,565,836 shares without nominal value. As of that date, Cofina, SGPS, S.A. and the Group companies did not hold any treasury shares.

Reserves

Share premium

Share premium is related with premiums obtained with capital issuance or share capital increases. In accordance with the Portuguese commercial legislation, the amounts included in this caption follow the same regime as the “Legal reserve”, i.e., the amounts are not distributable, unless in situations of insolvency, but can be used to absorb losses after the other reserves have been used, and for inclusion in the share capital.

Legal reserve

The Portuguese commercial legislation provides that at least 5% of the annual net profit must be used to reinforce the “Legal reserve” until this caption represents at least 20% of the issued capital. This reserve is not distributable but can be used to absorb losses after every other reserve have been used, and for inclusion in the issued capital. Under Portuguese legislation, the amount of distributable reserves is determined based on the non-consolidated financial statements of the Company, prepared in accordance with the International Financial Reporting Standards (IAS/IFRS), as adopted by the European Union.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

18. Bank and Other Loans

As of 31 December 2017 and 2016, “bank loans” and “other loans” were composed of the following:

	31.12.2017				31.12.2016			
	Book value		Nominal value		Book value		Nominal value	
	Current	Non-current	Current	Non-current	Current	Non-current	Current	Non-current
Bond loans	16,505,927	16,666,667	16,666,667	16,666,667	16,579,199	33,158,397	16,666,667	33,333,333
Commercial paper	19,499,522	-	19,500,000	-	16,967,103	-	17,000,000	-
	<u>36,005,449</u>	<u>16,666,667</u>	<u>36,166,667</u>	<u>16,666,667</u>	<u>33,546,302</u>	<u>33,158,397</u>	<u>33,666,667</u>	<u>33,333,333</u>
	31.12.2017				31.12.2016			
	Book value		Nominal value		Book value		Nominal value	
	Current	Non-current	Current	Non-current	Current	Non-current	Current	Non-current
Bank overdrafts (Note 16)	1,715,159	-	1,715,159	-	-	-	-	-
	<u>1,715,159</u>	<u>-</u>	<u>1,715,159</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Bond loan

As of 31 December 2017, this caption was made up of a loan denominated "Cofina SGPS - 2013/2019 Bonds", whose nominal value amounts to 33.333.333 Euro, issued by Cofina SGPS, S.A. and which book value, valued in accordance with the effective interest rate method, amounts to 33.172.594 Euro. This loan, according to its terms, matures on September 28, 2019. The main features of this loan are as follows:

- Issuer – Cofina, SGPS, S.A.;
- Nominal value – 50,000,000 Euros;
- Subscription date – September 27, 2013;
- Maturity – September 28, 2019;
- Reimbursement – at par, on interest payment dates, in three equal instalments, as of 28 September 2017, 28 September 2018 and 28 September 2019;
- Interest – postponed, corresponding to 6-months Euribor plus a spread of 3.8%.

This bond loan has some covenants, which were fully fulfilled as of 31 December 2017 and 2016.

The bond loan face value (capital plus interest) is to be paid back according to the following plan:

Year	Capital	Interest
2018	16,666,667	1,028,708
2019	16,666,666	440,875
Total	<u>33,333,333</u>	<u>1,469,583</u>

Commercial Paper

The liability caption “Commercial paper” relates to three commercial paper programs, in the maximum amounts of 15,000,000 Euro (two of them) and 7,000,000 Euro, which bear interest at market rates, with guaranteed subscription by the banks. These commercial paper programs mature in July 2019, September 2021 and November 2018, respectively.

During the period year-end 31 December 2017, these loans paid interest valued at Euribor plus a spread between 1% and 1.75%, depending on the nature and maturity of the obtained credit.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

As of 31 December 2017, the credit facilities used by the Group and the corresponding maximum amounts authorized were as follows:

Nature	Maturity	Authorized amount	Used amount	Available amount
<i>Cash pooling / Overdraft</i>	n/a	13,500,000	-	13,500,000
Current account facility	n/a	8,000,000	1,715,159	6,284,841
Commercial paper	07-07-2019	15,000,000	1,000,000	14,000,000
Commercial paper	30-09-2021	15,000,000	11,500,000	3,500,000
Commercial paper	31-07-2019	5,000,000	-	5,000,000
Commercial paper	30-04-2020	7,000,000	7,000,000	-
Commercial paper	30-11-2018	5,000,000	-	5,000,000
Bond loan 2013/2019	28-09-2019	33,333,333	33,333,333	-
		<u>101,833,333</u>	<u>54,548,492</u>	<u>47,284,841</u>

During the period year-end 31 December 2017 and 2016, the Group didn't enter into default with any of the obtained loans.

Sensitivity analysis to interest rate changes

In the years ended as of 31 December 2017 and 2016 the Group's sensitivity to changes in the interest rate of plus or minus 1 percentage point, measured as the change in financial results, can be analysed as follows:

	31.12.2017	31.12.2016
Interest and bank commissions (Note 27)	2,455,010	2,613,128
Decrease of 1 p.p. interest rate applied to the entire indebtedness	(545,485)	(670,000)
Increase of 1 p.p. interest rate applied to the entire indebtedness	545,485	670,000

The sensitivity analysis above was calculated based on the exposure to the interest rate existing as of the statement of financial position date. This analysis considered as a basic assumption that the structure of financing (remunerated assets and liabilities) has remained stable throughout the year and similar to that presented as of 31 December 2017.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

19. LEASING

Finance leases

As of 31 December 2017 and 2016, the amounts payable to fixed asset suppliers in relation to financial lease contracts were classified in the captions “Other non-current creditors” and “Other current creditors” and had the following reimbursement plan:

	31.12.2017	31.12.2016
2018	-	33,929
2019	48,624	-
2020 and following	25,771	-
	<u>74,395</u>	<u>33,929</u>
Short-term fraction (Note 22)	82,554	48,031
	<u>156,949</u>	<u>81,960</u>

Operating leases

In 2013, the Company celebrated a lease contract relating to the Group’s new headquarters building in Lisbon. Under this contract, the annual amount of the rent amounts to 1,591,160 Euros and has a duration of 15 years, automatically renewable for successive periods of 5 years. This contract may be cancelled as from the tenth year by the Company and by the lessor without any need for justification and with a minimum of 120 days and two years’ notice, respectively.

20. MOVEMENTS IN PROVISIONS AND IMPAIRMENT LOSSES

The movements occurred in provisions and impairment losses for the years ended as of 31 December 2017 and 2016 may be detailed as follows:

	31.12.2017			
	Provisions	Impairment losses in investments (Note 4)	Impairment losses in inventories (Note 11)	Impairment losses in receivables (Note 12 and 14)
Opening balance	7,790,467	716,439	48,037	2,463,987
Additions	991,519	415,000	-	60,491
Reversals	(1,859,298)	(72,685)	-	-
Utilisations	(1,113,482)	-	-	(783,470)
Closing balance	<u>5,809,206</u>	<u>1,058,754</u>	<u>48,037</u>	<u>1,741,008</u>
	31.12.2016			
	Provisions	Impairment losses in investments (Note 4)	Impairment losses in inventories (Note 11)	Impairment losses in receivables (Note 12 and 14)
Opening balance	12,485,094	316,439	48,037	3,144,550
Reclassifications	226,606	-	-	-
Additions	2,693,328	400,000	-	361,104
Reversals	(4,000,000)	-	-	-
Utilisations	(3,614,561)	-	-	(1,041,667)
Closing balance	<u>7,790,467</u>	<u>716,439</u>	<u>48,037</u>	<u>2,463,987</u>

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

As of 31 December 2017 and 2016 the reconciliation between the values recognized in the statement of financial position and profit and loss statement captions relating with provisions and impairment losses can be detailed as follows:

	31.12.2017				31.12.2016				
	Provisions	Financial investments	Receivables	Total	Provisions	Financial investments	Receivables	Goodwill	Total
Provisions and impairment losses	(652,636)	-	60,491	(592,145)	(3,724,450)	-	11,104	4,412,104	698,758
Custos com pessoal	325,000	-	-	325,000	-	-	-	-	-
Results related to associate companies	(540,143)	342,315	-	(197,828)	1,667,778	400,000	350,000	-	2,417,778
Income tax	-	-	-	-	750,000	-	-	-	750,000
	(867,779)	342,315	60,491	(464,973)	(1,306,672)	400,000	361,104	4,412,104	3,866,536

As of 31 December 2017 and 2016 the caption “Provisions” in the income statement can be detailed as follows:

	31.12.2017	31.12.2016
Provisions for IRC 2007 process	3,000,000	3,000,000
Provisions for other tax contingencies	-	1,495,643
Provisions for indemnities and legal proceedings	574,525	520,000
Equity method (Note 4)	2,234,681	2,774,824
	5,809,206	7,790,467

In the year ended 31 December 2017, the balance for tax contingency provisions was undone, following (i) the utilization of a fraction to undo a receivable related to a closed tax claim and (ii) having reversed another part in virtue of concluding the same was necessary.

The liability's caption “Provisions” includes provisions for (i) taxes, recorded against the income statement caption “Corporate income tax” (Note 10), in the current year and previous years, (ii) provisions for financial investments (including equity method) and for (iii) indemnities and legal proceedings against the Group for which the outcome is uncertain, which corresponds to the best estimate made by the Board of Directors, supported by their legal and tax advisors, of the impact that might result from the ongoing legal proceedings.

IRC 2007 process

As of December 31, 2017, the Company maintains disagreements with the Portuguese tax authorities as a sequence of an inspection made in relation to Corporate Income Tax of 2007, whose amount questioned by the tax authorities amounted to 17,900,000 Euro. This amount results from two corrections performed by the tax authorities: one related with the non-acceptance of a capital loss generated by a disposal of a subsidiary; and another related with the non-acceptance of deductibility of part of the dividends distributed by a subsidiary.

Under the Tax and Social Security Debts' Regularization Exceptional Regime, approved by the Decree-Law 151-A/2013, of October 31 (“RERD”), the Group paid voluntarily, during the year ended as of 31 December 2013, an amount of 2,000,000 Euro, with the corresponding exemption of default and penalty interests and other costs of the tax process. Under that same regime, the Group requested to the Tax Authorities the offset of part of the amounts challenged related with that inspection, with credits that the Group had over the Tax Authorities (regarding Income Tax administrative and judicial appeals), having obtained, in the year ended as of 31 December 2014, the approval of the requirement in the amount of, approximately, 5,700,000 Euro.

Under the State Indebtedness Reduction Special Plan, approved by the Decree-Law 67/2016, of November 3 (“PERES”), the Group paid voluntarily, during the year ended as of 31 December 2016, an amount of 3,614,561 Euro, with the corresponding exemption of default and penalty interests and other costs of the tax process.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Consequently, the amount of the unresolved contingency/tax assessment, as of 31 December 2017, amounts to, approximately, 13,500,000 Euro, from which 3 million Euro refers to the correction of the capital loss above referred and the remaining amount (10.5 million Euro) is related to the dividends correction. The reconciliation between the initial and the present contingency can be resumed as follows:

	IRC 2007 process
Initial contingency	17,878,819
Compensatory interests	3,670,237
Payments/ compensations	(7,961,456)
	13,587,600

The Board of Directors, supported by its legal and tax advisors, and under the process of its tax contingencies revaluation, evaluated as probable a: (i) favourable decision in the case of the dividends and (ii) an unfavourable decision in the case of the capital loss, reason why a provision in the amount of, approximately, 3,000,000 Euro was allocated to that component of the process.

Nevertheless, the Group is still in litigation with the Portuguese tax authorities regarding these two situations.

To cope with these disputes, the Group recorded provisions, which correspond to the best estimate made by the Board of Directors, supported by their legal and tax advisors, of the impact that might result from the ongoing tax claims.

21. TRADE PAYABLES

As of 31 December 2017 and 2016 this caption could be presented, taking into consideration its maturity, as follows:

			Payable in:		
	31.12.2017	No due date	Less than 3 months	Between 3 and 6 months	More than 6 months
Trade payables and other commercial liabilities	9,636,900	685,361	8,951,539	-	-
	<u>9,636,900</u>	<u>685,361</u>	<u>8,951,539</u>	<u>-</u>	<u>-</u>
			Payable in:		
	31.12.2016	No due date	Less than 3 months	Between 3 and 6 months	More than 6 months
Trade payables and other commercial liabilities	8,773,388	605,786	8,167,602	-	-
	<u>8,773,388</u>	<u>605,786</u>	<u>8,167,602</u>	<u>-</u>	<u>-</u>

- (a) – amounts included in the column “No due date” relate to exchange transactions with entities that are also customers (Note 12). As such, there is no pre-determined settlement date.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

22. OTHER CURRENT AND NON- CURRENT ACCOUNTS PAYABLE

As of 31 December 2017 and 2016 this caption was made up as follows:

<u>Other non-current creditors</u>	<u>31.12.2017</u>	<u>31.12.2016</u>
Creditors by leasing responsibilities (Note 19)	74,395	33,929
	<u>74,395</u>	<u>33,929</u>
 <u>Other current creditors</u>	 <u>31.12.2017</u>	 <u>31.12.2016</u>
Creditors by leasing responsibilities (Note 19)	82,554	48,031
Other creditors		
Payroll	64,240	133,012
Exchange with public entities	252,907	252,907
Subscriptions	264,159	238,452
Loans from related entities (Note 28)	318,315	384,158
Other	332,327	364,404
	<u>1,314,502</u>	<u>1,420,964</u>

Except for the amounts related with financial leasing responsibilities, whose reimbursement plan is presented in Note 19, the remaining amounts under the caption "Other current creditors" as of 31 December 2017 and 2016 have its maturity in less than 6 months. The amount included in the caption "Loans from related entities" refers to a loan from Destak Brasil – Empreendimentos e Participações S.A. to Adcom Media – Anúncios e Publicidade, S.A.

23. OTHER CURRENT LIABILITIES

As of 31 December 2017 and 2016, this caption was made up as follows:

	<u>31.12.2017</u>	<u>31.12.2016</u>
Accrued costs:		
Remunerations	3,759,110	3,913,795
Commissions	760,504	815,523
Rappel	1,165,112	1,361,835
Supplies and external services	1,142,705	1,305,401
Other expense accruals	216,957	106,639
Deferred income:		
Deferred income from alternative marketing	662,678	307,498
Deferred income from publicity	328,443	-
Other deferred income	379,193	66,828
	<u>8,414,702</u>	<u>7,877,519</u>

24. SALES, SERVICES RENDERED AND OTHER OPERATING INCOME

"Sales" for the years ended as of 31 December 2017 and 2016 are mainly related to newspaper and magazines sales, including a small portion of income related to the sale of printing paper.

The caption "Services rendered" relates to sales of advertising in the Group's publications, net of the discounts granted.

The amounts arising from alternative marketing products are sold with the Group's publications and television broadcast rights of CMTV are recorded in the caption "Other income".

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

25. EXTERNAL SERVICES AND SUPPLIES

As of 31 December 2017 and 2016, External services and supplies can be described as below:

	31.12.2017	31.12.2016
Advertising	11,879,271	14,036,701
Subcontracts	4,291,624	5,636,671
Specialized services	9,126,517	8,301,948
Fees	3,442,236	3,018,089
Royalties	697,167	860,833
Rent	3,496,321	3,581,588
Communication	865,514	1,042,437
Representation costs	434,091	381,844
Fuel	228,427	199,833
Travel and stay	1,462,112	1,844,042
Other	2,331,423	2,536,844
	<u>38,254,703</u>	<u>41,440,830</u>

26. PERSONNEL COSTS

As of 31 December 2017 and 2016, this caption was made up as follows:

	31.12.2017	31.12.2016
Remunerations	22,567,149	25,372,490
Indemnities	4,040,066	218,183
Charges on remuneration	4,760,354	5,478,164
Insurance	317,380	284,610
Social contributions	64,034	27,243
Other expenses	192,644	245,904
	<u>31,941,627</u>	<u>31,626,594</u>

During 2017 and 2016, the average of personnel working in the companies included in consolidated statements by the fully consolidation method was 847 and 935, respectively.

27. FINANCIAL RESULTS

The financial income and expenses, income from the associated companies, for the years ended as of 31 December 2017 and 2016 are made up as follows:

	31.12.2017	31.12.2016
<u>Income from associated companies</u>		
Financial investments imparity - Destak Brasil (Notes 4 and 20)	(415,000)	(400,000)
Equity method - Destak Brasil (Notes 4 and 20)	540,143	(1,667,778)
Equity method - VASP (Note 4)	(51,594)	232,519
Equity method - A Nossa Aposta (Note 4)	(596,402)	(157,021)
Earnings from investments available for sale	1	-
	<u>(522,852)</u>	<u>(1,992,280)</u>
<u>Financial costs</u>		
Interest	1,977,297	2,047,582
Bank commissions	477,713	565,546
Other expenses and financial losses	47,889	602,478
	<u>2,502,899</u>	<u>3,215,606</u>
<u>Financial income</u>		
Interest	54,787	6,443
Other financial income	174	-
	<u>54,961</u>	<u>6,443</u>

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

28. TRANSACTIONS WITH RELATED PARTIES

Commercial transactions

The Group companies have relations with each other that are qualified as transactions with related parties. These transactions are made on an arms-length basis.

During the consolidating procedures, these transactions are eliminated, since the consolidated financial statements disclose information regarding the holding company and its subsidiaries as one single company.

The main balances with related parties as of 31 December 2017 and 2016 and the main transactions with related entities during the years then ended may be detailed as follows:

31.12.2017			
Transactions	Sales and other income	Services rendered	Acquisition of goods and services
Associated entities (a)	49,720,666	1,343,401	355,551
Other related entities (b)	-	-	-
	<u>49,720,666</u>	<u>1,343,401</u>	<u>355,551</u>
Balances	Accounts receivable	Accounts payable	Sales to invoice
Associated entities (a)	1,652,052	363,113	3,866,444
Other related entities (b)	-	-	-
	<u>1,652,052</u>	<u>363,113</u>	<u>3,866,444</u>
31.12.2016			
Transactions	Sales and other income	Services rendered	Acquisition of goods and services
Associated entities (a)	55,713,943	1,142,998	429,821
Other related entities (b)	-	-	1,665,614
	<u>55,713,943</u>	<u>1,142,998</u>	<u>2,095,435</u>
Balances	Accounts receivable	Accounts payable	Sales to invoice
Associated entities (a)	1,715,291	470,124	4,250,585
Other related entities (b)	-	1,469,244	-
	<u>1,715,291</u>	<u>1,939,368</u>	<u>4,250,585</u>

- (a) All entities consolidated by the equity method on 31 December 2017 and 2016 as described in Note 2.2 b);
 (b) The companies described below were considered to be other related entities.

Sales and other income carried out with associated companies during the years ended as of 31 December 2017 and 2016 relate to sales of publications (newspapers and magazines) and marketing alternative products to VASP (Note 4), which handles the corresponding distribution to the points of sale. These transactions are carried out under the normal activity of the Group.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Services rendered to associated companies during the year ended as of 31 December 2017 and 2016 relate to sales of advertising of the subsidiary Adcom Media (Note 4).

Remuneration of the Board of Directors

During 2017, there were no remunerations for Cofina Board of Directors' members for the performance of their functions.

There are no:

- Plans or incentive systems related with the attribution of shares to Board of Directors members;
- Compensations paid or payable to former Directors in relation to the termination of duties during the year;
- Supplementary pension regime or early retirement for Directors;
- Non-cash benefits considered as remuneration.

Related parties

Apart from the companies included in consolidation (Note 4), the entities considered to be related companies as of 31 December 2017, can be presented as follows:

- Actium Capital, S.A.
- Altri Abastecimentos de Madeira, S.A.
- Altri Florestal, S.A.
- Altri Sales, S.A.
- Altri, Participaciones Y Trading, S.L.
- Altri, SGPS, S.A.
- Caderno Azul, S.A.
- Caima Energia – Empresa de Gestão e Exploração de Energia, S.A.
- Caima Indústria de Celulose, S.A.
- Captaraiz Unipessoal, Lda.
- Celtejo – Empresa de Celulose do Tejo, S.A.
- Celulose da Beira Industrial (Celbi), S.A.
- Cofihold, S.A.
- Cofihold II, S.A.
- Elege Valor, Lda.
- Expeliarmus – Consultoria, S.A.
- F. Ramada II, Imobiliária, S.A.
- F. Ramada Investimentos, SGPS, S.A.
- Inflora – Sociedade de Investimentos Florestais, S.A.
- Livrefluxo, S.A.
- Pedro Frutícola, Sociedade Frutícola, Lda.
- Planfuro Global, S.A.
- Préstimo – Prestígio Imobiliário, S.A.
- Promendo, SGPS, S.A.
- Ramada – Aços, S.A.
- Ramada Storax, S.A.
- Sociedade Imobiliária Porto Seguro – Investimentos Imobiliários, S.A.
- Storax, S.A.
- Storax Benelux, S.A.
- Storax, Ltd.
- Storax España, S.L.
- Universal Afir, S.A.
- Valor Autêntico, S.A.
- Viveiros do Furadouro Unipessoal, Lda.
- 1 Thing Investments, S.A.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

Board of Directors

Cofina SGPS, S.A. Board of Directors was composed as follows as of 31 December 2017:

Paulo Jorge dos Santos Fernandes
João Manuel Matos Borges de Oliveira
Domingos José Vieira de Matos
Ana Rebelo de Carvalho Menéres de Mendonça
Pedro Miguel Matos Borges de Oliveira

29. RESPONSABILITIES FOR GUARANTEES PROVIDED

As of 31 December 2017, Cofina Group had provided guarantees as follows:

- a) Pledge of 20,000,000 shares of Cofina Media, S.A. in favour of the Portuguese Tax Authority (“Autoridade Tributária”) as a guarantee for the ongoing income tax claims (Note 20).

As of 31 December 2017, Cofina Media group companies had assumed responsibilities for guarantees granted amounting to 218,000 Euro in relation to (i) advertising contests (20,000 Euro) and to ongoing tax processes (193,000 Euro).

Additionally, as of 31 December 2017, the Company had also given promissory notes to guarantee credit facilities amounting to 63,500,000 Euro, in association with other companies that belong to the Group.

30. EARNINGS PER SHARE

Earnings per share for the years ended as of 31 December 2017 and 2016 were calculated as follows:

	31.12.2017	31.12.2016
Net profit considered for the computation of basic and diluted earning	5,067,102	4,333,011
Weighted average number of shares used to compute the basic earnings per share	102,565,836	102,565,836
Earnings per share:		
Basic	0.05	0.04
Diluted	0.05	0.04

31. DIVIDEND DISTRIBUTION

In the year 2016 the Company distributed dividends amounting to 1,538,487 Euro relating to the year ended as of 31 December 2015. For the period year 2017, no dividends were distributed.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

32. SEGMENT INFORMATION

The net operating income, indicating those related to transactions with other segments and those resulting from transactions with external entities may be presented as follows:

31.12.2017	Newspapers	Magazines	Total
Net operating income			
Resulting from operations with external customers	77,196,311	13,861,613	91,057,924
Resulting from operations with other segments	3,222,936	(3,222,936)	-
31.12.2016	Newspapers	Magazines	Total
Net operating income			
Resulting from operations with external customers	82,354,757	17,570,807	99,925,564
Resulting from operations with other segments	3,760,292	(3,760,292)	-

The amounts related to operating cash-flow, amortization and depreciation and income before taxes and interests by segment, may be presented as follows:

31.12.2017	Newspapers	Magazines	Consolidation adjustments and eliminations	Total
Operational cash-flow - EBITDA (a)	11,537,223	(365,863)	-	11,171,360
Depreciations and amortizations	1,511,602	-	-	1,511,602
Earnings before interest and tax - EBIT	10,025,621	(365,863)	-	9,659,758
31.12.2016	Newspapers	Magazines	Consolidation adjustments and eliminations	Total
Operational cash-flow - EBITDA (a)	14,080,045	(567,571)	-	13,512,474
Depreciations and amortizations	2,214,577	-	-	2,214,577
Earnings before interest and tax - EBIT	11,865,468	(567,571)	-	11,297,897

(a) Earnings before interest, tax, depreciation and amortization

33. CONTINGENT ASSETS AND LIABILITIES

As of 31 December 2017 and 2016, no contingent assets existed.

As of 31 December 2017 and 2016, the main contingent liabilities were related to works in progress as described in note 20 and guarantees provided described on note 29.

ANNUAL REPORT 2017

VI. Consolidated Financial Statements and Notes to the Consolidated Financial Statements

(Translation of a report originally issued in Portuguese – Note 34)

(Amounts expressed in Euro)

34. EXPLANATION ADDED FOR TRANSLATION

These consolidated financial statements are a translation of financial statements originally issued in Portuguese in accordance with International Financial Reporting Standards (IFRS/IAS) as adopted by the European Union, some of which may not conform or be required by generally accepted accounting principles in other countries. In the event of discrepancies, the Portuguese language version prevails.

35. FINANCIAL STATEMENTS APPROVAL

The financial statements were approved by the Board of Directors and authorized for issuance on 21 March 2018. Its final approval is dependent on the agreement of the General Shareholders' Meeting.

36. SUBSEQUENT EVENTS

No significant events occurred after 31 December 2017 that require disclosure.

The Chartered Accountant

The Board of Directors

Paulo Jorge dos Santos Fernandes

João Manuel Matos Borges de Oliveira

Domingos José Vieira de Matos

Pedro Miguel Matos Borges de Oliveira

Ana Rebelo de Carvalho Menéres de Mendonça

STATUTORY AUDIT CERTIFICATION AND AUDIT REPORT

December 31, 2017



(Translation from the original Portuguese language. In case of doubt, the Portuguese version prevails.)

Statutory and Auditor's Report

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of Cofina, SGPS, S.A. (the Group), which comprise the Consolidated Statement of Financial Position as at 31 December 2017 (showing a total of 113.389.072 euros and a total equity of 30.904.739 euros, including a net profit for the year of 5.067.102 euros), and the Consolidated Statement of Profit and Loss by Nature, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Cofina, SGPS, S.A. as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as endorsed by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and other technical and ethical standards and guidelines as issued by the Institute of Statutory Auditors. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section below. We are independent of the entities comprising the Group in accordance with the law and we have fulfilled other ethical requirements in accordance with the Institute of Statutory Auditors' code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters in the current year audit are the following:

Goodwill impairment

Description of the most significant assessed risks of material misstatement	Summary of our response to the most significant assessed risks of material misstatement
<p>As at 31 December 2017, Goodwill amounts to 84.777.180 euros (2016: 84.777.180 euros), representing 75% (2016: 70%) of the total Group assets and it is allocated to the segments: Newspapers and Magazines.</p> <p>The risk of Goodwill impairment was considered a key audit matter because the carrying amount of this asset is significant and because the impairment assessment process is complex, including the use of estimates and assumptions, namely in hat regards prospective market and economic</p>	<p>Our approach have included the following procedures:</p> <ul style="list-style-type: none"> Assessment on the determination of the cash generating units ("CGU's"), comparing them with the Company's managerial structure, and assessment of the cash flow projections that support the impairment analysis performed by the Board of Directors. We tested the basis of preparation taking into consideration the reliability of the previous projections and the historical information about the main assumptions;

Description of the most significant assessed risks of material misstatement	Summary of our response to the most significant assessed risks of material misstatement
<p>conditions, trends and behaviors in relation to demand, and margins evolution.</p>	<ul style="list-style-type: none"> ▶ Assessment of the reasonableness of the valuation models used, including its clerical and arithmetic accuracy, its consistency with previous years and we have tested its underlying assumptions, namely WACC and other information used by management, comparing the assumptions related to the expected inflation rates and the market growth rate, with external information; and ▶ We have included in our audit internal EY specialists and conducted sensitivity analyzes focused on variations in the most critical variables such as revenues growth rate, discount rate and the perpetuity growth rate. <p>We also evaluate the adequacy of the applicable disclosures (IAS 36), included in Note 6 of the notes to the consolidated financial statements.</p>

Provisions and contingencies

Description of the most significant assessed risks of material misstatement	Summary of our response to the most significant assessed risks of material misstatement
<p>As disclosed in Note 20 of the notes to the consolidated financial statements, the Group identified several tax and legal contingencies. Provisions are recorded or contingent liabilities disclosed in the financial statements according to tax and legal advisors' opinions and to the Board of Directors judgments regarding tax issues, discrepancies with the Tax Authority and lawsuits related to Group's activity, whenever is expected to be an unfavorable outcome, in accordance with IAS 37. The assessment of the likelihood of outcome is based on the opinion of legal and tax advisors.</p> <p>The carrying amount of the provisions related to tax issues and lawsuits, presented as Group's liabilities, is 3.150.000 euros (2016: 3.000.000 euros).</p> <p>We considered as a key audit matter, due to the complexity, relevant judgments and uncertainty on the outcomes related to tax matters, as well as the large number of lawsuits.</p>	<p>Our approach have included the following procedures:</p> <ul style="list-style-type: none"> ▶ We performed the understanding and assessment of the tax and legal contingencies monitoring process; ▶ In conjunction with our internal tax specialists, we assessed the estimates and judgments used by the Board of Directors in determining the amount of provisions to be recorded. We reviewed the existing documentation and the correspondence with the tax authorities and obtained information and opinions from the external experts and others consultants engaged by the Group regarding the assumptions and arguments, as well as reviewed the existing documentation; ▶ We obtained external confirmations from all the lawyers with whom the Group has relations and clarifying memorandums prepared by external and internal lawyers for the main ongoing lawsuits; ▶ We have read the Board of Directors minutes meetings of the several Group entities; ▶ We inquired the Board of Directors and the legal and tax area officers to corroborate and evaluate the arguments used for the graduation of each contingency; ▶ In assessing the likelihood of outcome of legal lawsuits we considered the decisions and conclusions reached in similar events; and ▶ We evaluated the consistency of the assumptions used in 2017 comparatively to previous years.

Description of the most significant assessed risks of material misstatement	Summary of our response to the most significant assessed risks of material misstatement
	We also evaluate the adequacy of the applicable disclosures (IAS 37), included in Note 20 of the notes to the consolidated financial statements.

Responsibilities of management and the supervisory board for the consolidated financial statements

Management is responsible for:

- ▶ the preparation of consolidated financial statements that presents a true and fair view of the Group's financial position, financial performance and cash flows in accordance with International Financial Reporting Standards as endorsed by the European Union;
- ▶ the preparation of the Management Report, including the Corporate Governance Report in accordance with the laws and regulations;
- ▶ designing and maintaining an appropriate internal control system to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error;
- ▶ the adoption of accounting policies and principles appropriate in the circumstances; and
- ▶ assessing the Group's ability to continue as a going concern, and disclosing, as applicable, matters related to going concern that may cast significant doubt on the Group's ability to continue as a going concern.

The supervisory body is responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- ▶ identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- ▶ obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- ▶ evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- ▶ conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on

the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- ▶ evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- ▶ obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion; and
- ▶ communicate with those charged with governance, including the supervisory body, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit;
- ▶ from the matters communicated with those charged with governance, including the supervisory body, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter; and
- ▶ we also provide the supervisory body with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Our responsibility includes the verification of the consistency of the Management Report with the consolidated financial statements, and the verifications under nr. 4 and nr. 5 of article 451 of the Commercial Companies Code, as well as the verification that the statement of non-financial information was presented.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

On the Management Report

Pursuant to article 451, nr. 3, paragraph e) of the Commercial Companies Code, it is our opinion that the Management Report was prepared in accordance with the applicable legal and regulatory requirements and the information contained therein is consistent with the audited consolidated financial statements and, having regard to our knowledge and assessment over the Group, we have not identified any material misstatement.

On the Statement of non-financial information set out in article 66-B of the Commercial Companies Code

Pursuant to article 451, nr. 6, of the Commercial Companies Code, we inform that the Group has included in its Consolidated Annual Report the statement of non-financial information as per article 66-B of the Commercial Companies Code.

On the Corporate Governance Report

Pursuant to article 451, nr. 4, of the Commercial Companies Code, in our opinion, the Corporate Governance Report includes the information required to the Group to provide as per article 245-A of the Securities Code, and we have not identified material misstatements on the information provided therein in compliance with paragraphs c), d), f), h), i) and m) of the said article.

On additional items set out in article 10 of the Regulation (EU) nr. 537/2014

Pursuant to article 10 of the Regulation (EU) nr. 537/2014 of the European Parliament and of the Council, of 16 April 2014, and in addition to the key audit matters mentioned above, we also report the following:

- ▶ We were appointed as auditors of the Cofina, SGPS, S.A. (Group's Parent Entity) for the first time in the shareholders' general meeting held on 26 April 2017 for a mandate from 2017 to 2019;

- ▶ Management has confirmed that they are not aware of any fraud or suspicion of fraud having occurred that has a material effect on the financial statements. In planning and executing our audit in accordance with ISAs we maintained professional skepticism and we designed audit procedures to respond to the possibility of material misstatement in the consolidated financial statements due to fraud. As a result of our work we have not identified any material misstatement to the consolidated financial statements due to fraud;
- ▶ We confirm that our audit opinion is consistent with the additional report that we have prepared and delivered to the supervisory body of the Group as of today;
- ▶ We declare that we have not provided any prohibited services as described in article 77, nr. 8, of the Statute of the Institute of Statutory Auditors, and we have remained independent of the Group in conducting the audit.

Lisbon, 13 April 2018

Ernst & Young Audit & Associados – SROC, S.A.
Sociedade de Revisores Oficiais de Contas (nº178)
Represented by:

(Signed)

Rui Manuel da Cunha Vieira (ROC nr. 1154)
Registered with the Portuguese Securities Market Commission under license nr. 20160766

REPORT AND OPINION OF THE STATUTORY AUDIT BOARD

December 31, 2017



Report and Opinion of the Statutory Audit Board
(Translation of a Report and Opinion originally issued in Portuguese.
In case of discrepancy the Portuguese version prevails)

To the Shareholders
Of Cofina, SGPS, S.A.

In compliance with the applicable legislation and our mandate, we hereby submit our Report and Opinion, which covers the Board of Director's Report and the individual and consolidated Financial Statements of Cofina, SGPS, S.A. ("Company") for the year ended 31 December 2017, which are the responsibility of the Company's Board of Directors.

1. Report over the developed activity

During the year under analysis, the Statutory Audit Board accompanied the operations of the Company and its affiliates, the timely writing up of accounting records, compliance with statutory and legal requirements and the effectiveness of the risk management and internal control systems, having held meetings with the periodicity and length considered appropriate and having always obtained, from the Board of Directors and personnel of the Company and its affiliates, all the information and explanations required.

As part of its duties, the Statutory Audit Board examined the separate and consolidated statement of financial position as of 31 December 2017, the separate and consolidated statements of profit and loss, comprehensive income, changes in shareholders' funds and cash flows for the year then ended, and the corresponding notes.

In the exercise of its competences, the Statutory Audit Board held, regularly, meetings with Statutory and External Auditor's representatives in order to monitor the audit work carried out and take note of its conclusions, in addition to assessing its independence. In this area, the Statutory Audit Board analysed the proposals that were presented to it for non-audit services by the Statutory and External Auditor, having approved those that respected permitted services, did not affect the independence of the Statutory and External Auditor and fulfil the other legal requirements.

The Statutory Audit Board reviewed the statutory audit certification and audit report regarding the separate and consolidated information of year 2017, which comprises the consolidated and separate statement of financial position for the year ended as of December 31, 2017, the consolidated and separate statements of profit and loss, comprehensive income, changes in shareholders' funds and cash flows for the year then ended, and the corresponding notes, document which does not present any qualification.

The Statutory Audit Board reviewed also the Corporate Governance Report, having verified that it includes all the elements referred to in article 245º-A of the Portuguese Securities Market Code.

Finally, the Statutory Audit Board also analysed the Additional Report to the Statutory Audit Board and other documentation issued by the representative of Ernst & Young Audit & Associados – SROC, S.A., Statutory and External Auditor of the Company.

2 – Declaration of Responsibility

Within the scope of the powers of its competences, the Statutory Audit Board declares that, to their knowledge and conviction, the information contained in the separate and consolidated financial statements were prepared in accordance with applicable accounting standards, giving a true and fair view of the assets and liabilities, financial position and the results of the Cofina, SGPS, S.A. and companies included in the consolidation. Also, it is their understanding that the Board of Directors Report faithfully describes the business evolution, performance and financial position of Cofina, S.G.P.S., S.A. and of the companies included in the consolidation perimeter and contains a description of the major risks and uncertainties that they face. It is also declared that the Corporate Governance Report complies with article 245º A of the Portuguese Securities Market Code.

3 – Opinion

Accordingly, considering the diligences, opinions and information received from the Board of Directors, the Entity's services and the Statutory and External Auditor, the Statutory Audit Board is of the opinion that:

- a) Nothing prevents the approval of the separate and consolidated Director's Report for the year 2017;
- b) Nothing prevents the approval of the separate and consolidated Financial Statements for the year 2017;
- c) Nothing prevents the approval of the proposal for the net profit appropriation presented by the Board of Directors, which is duly substantiated.

We wish to express our appreciation to the Board of Directors and to the various services of the Entity and of its subsidiaries for their collaboration.

Porto, April 13, 2018

The Statutory Audit Board

Pedro Pessanha
Statutory Audit Board President

António Pinho
Statutory Audit Board Member

Guilherme Monteiro
Statutory Audit Board Member



COFINA, SGPS, S.A.
Rua do General Norton de Matos, 68 - R/C
4050 – 424 Porto PORTUGAL
Tel: + 351 22 834 65 00

www.cofina.pt
