



Sonae MC, SGPS, S.A.

(a *sociedade anónima* organized under the laws of Portugal)

Head office: Rua João Mendonça, 529, 4464-501, Matosinhos, Porto

Registered with the Portuguese Commercial Registry (*Conservatória do Registo Comercial*) under the sole taxpayer and legal person number 501532927

Share Capital: € 1,000,000,000.00

(the “Company”)

Sonaecenter, Serviços, S.A.

(a *sociedade anónima* organized under the laws of Portugal)

Head office: Lugar do Espido, Via Norte 4470 177 Maia, Portugal

Registered with the Portuguese Commercial Registry (*Conservatória do Registo Comercial*) under the sole taxpayer and legal person number 506440613

Share Capital: €1,836,550,000.00

(the “Selling Shareholder”)

Supplement to the

PROSPECTUS

Offering of up to 217,360,000 ordinary nominative registered shares, with a nominal value of €1.00 each, representing 21.736% of the share capital of the Company and admission to trading of 1,000,000,000 ordinary nominative registered shares, with a nominal value of €1.00 each, representing 100% of the share capital of the of the Company on Euronext Lisbon

This Supplement dated 12 October 2018 (the “**Supplement**”) to the Prospectus dated 4 October 2018 (the “**Prospectus**”) constitutes a supplement to the Prospectus for the purposes of Article 16 of the Prospectus Directive and Articles 142 and 238 of the Portuguese Securities Code prepared in connection with the Offering of up to 217,360,000 ordinary nominative registered shares, with a nominal value of €1.00 each, representing 21.736% of the share capital of the Company and admission to trading of 1,000,000,000 ordinary nominative registered shares, with a nominal value of €1.00 each, representing 100% of the share capital of the of the Company on Euronext Lisbon by the Selling Shareholder. Terms defined in the Prospectus have the same meaning when used in this Supplement.

For the purposes of the applicable legal provisions, the people and entities mentioned in the “Entities responsible for the information” section of the Prospectus state that, to the best of their knowledge, after carrying out all reasonable diligences in order to attest such statement, the information contained in this Supplement, or the parts of it for which each entity is responsible in accordance with the applicable legal provisions, is in accordance with the facts, there being no omissions likely to affect its import.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

1. PURPOSE OF THE SUPPLEMENT: RECENT DEVELOPMENTS

The purpose of this Supplement is to update the Prospectus in respect of the event that, due to current adverse conditions in international markets, the Institutional Offering will not take place. Considering that the Retail Offering was subject to the satisfaction of the condition of at least 217,360,000 Shares being effectively purchased under the Global Offering, and that, given the number of Offer Shares offered in the Institutional Offering and in the Retail Offering, such condition is not able to be met if the Institutional Offering does not take place, the Retail Offering of the shares representing the share capital of the Company will not be executed.

As such, Investors in the Offering (if any) who have agreed to purchase the Offer Shares have the right, exercisable until 17 October 2018, to withdraw their acceptances.