



Aliansce and Sonae Sierra Brasil Merger Agreement Announcement Presentation

June 2019



Transaction Highlights

Combined Company

- Aliansce Shopping Centers S.A. (“Aliansce”) and Sonae Sierra Brasil S.A. (“Sonae”) to combine their operations (the “Combined Company”)
- The Combined Company will be called Aliansce Sonae Shopping Centers S.A.

Relative Ownership

- On the Closing Date, Sonae will merge Aliansce and all its rights and obligations shall be transferred to Sonae, as the successor and surviving company
- The current shareholders of Aliansce will own 67.9% of the total capital of the Combined Company and the current shareholders of Sonae will own 32.1% of the total capital of the Combined Company
- Shares-only deal, no cash / extraordinary dividends

Board of Directors (“BoD”)

- 2 directors appointed by Canada Pension Plan Investment Board;
- 1 director appointed by Renato Rique;
- 1 director appointed by Alexander Otto Group;
- 1 director appointed by Sonae Sierra SGPS;
- 2 independent directors

Leadership

- Rafael Sales, will serve as Chief Executive Officer
- José Baeta, will serve as Chief Integration Officer
- Management from both companies

Closing

- Expected before end of fiscal year 2019, subject to customary closing conditions, including Aliansce and Sonae shareholder approvals and regulatory approvals









Transaction Strategic Rationale

A Consumer Centric and Experience Driven Platform



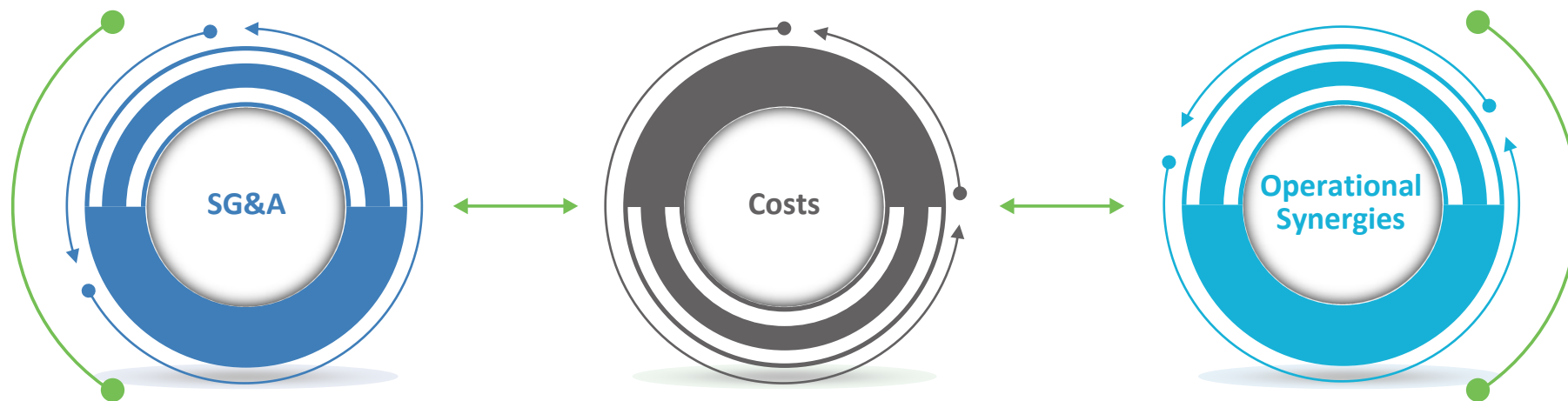
New Leading Competitive Outlook

Larger Scale and Diversified Portfolio Supporting Operational Leverage and Best Practices

(1Q19 figures ⁽¹⁾)	Total Managed GLA (‘000 sqm)	Owned GLA (‘000 sqm)	# of Total Malls	LTM Net Revenue (R\$m)	LTM EBITDA (R\$m)
 	1,438	 814	 40	 876	 630
Player A	1,376	937	39	1,281	915
	990	465	31	568	416
Player B	795	642	19	1,267	945
Player C	719	427	18	726	562
	448	348	9	308	214

Mapped Out Synergies

Combined Strengths Leading to a New Level of Performance

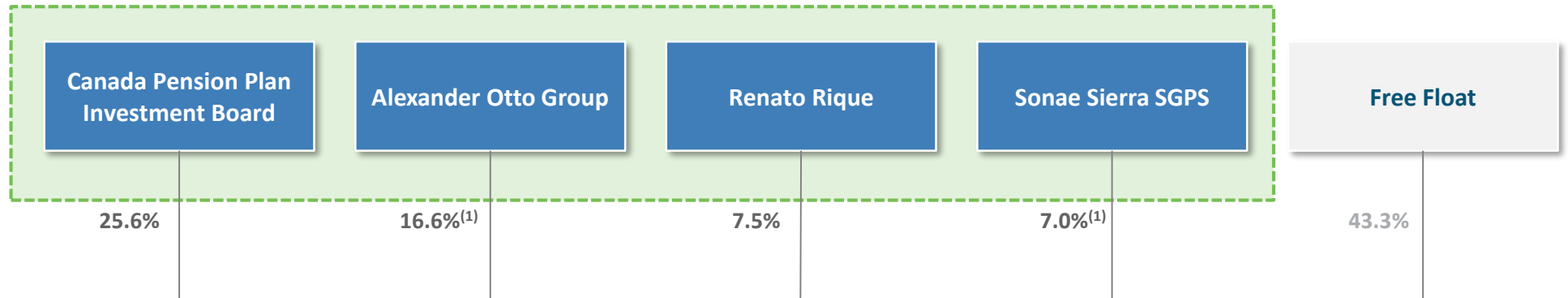


Estimated annual **EBITDA** impact from mapped **synergies** between **R\$55mm** and **R\$70mm** with possible upward revision during integration phase

Resulting Shareholder Structure

Strong Sponsorship with Experienced Financial and Strategic Investors

New Shareholders' Agreement



Current shareholders
will hold **67.9%** of the
New Company

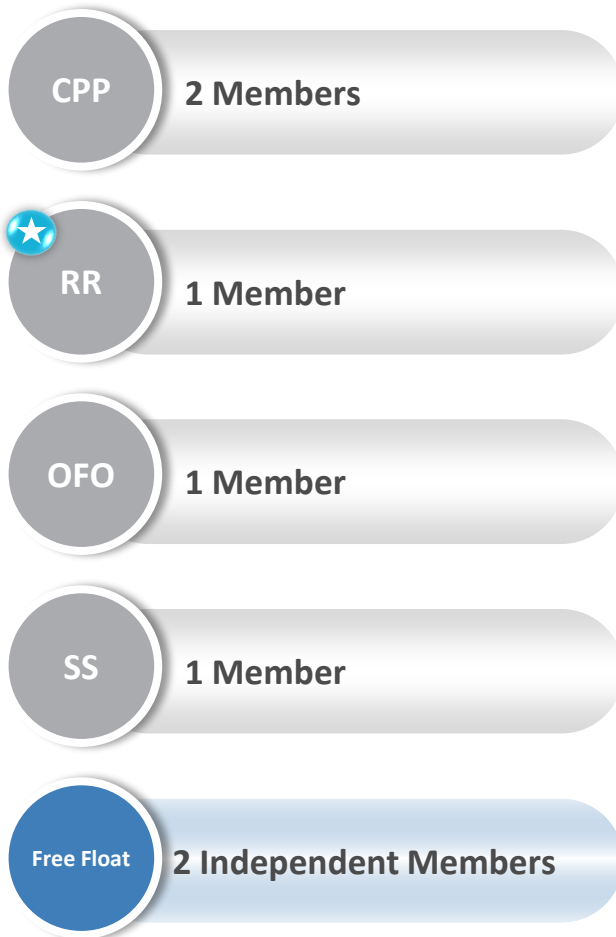


Current shareholders
will hold **32.1%** of the
New Company

Each **ALSC share** will be converted into
0.7878x SSBR share⁽²⁾

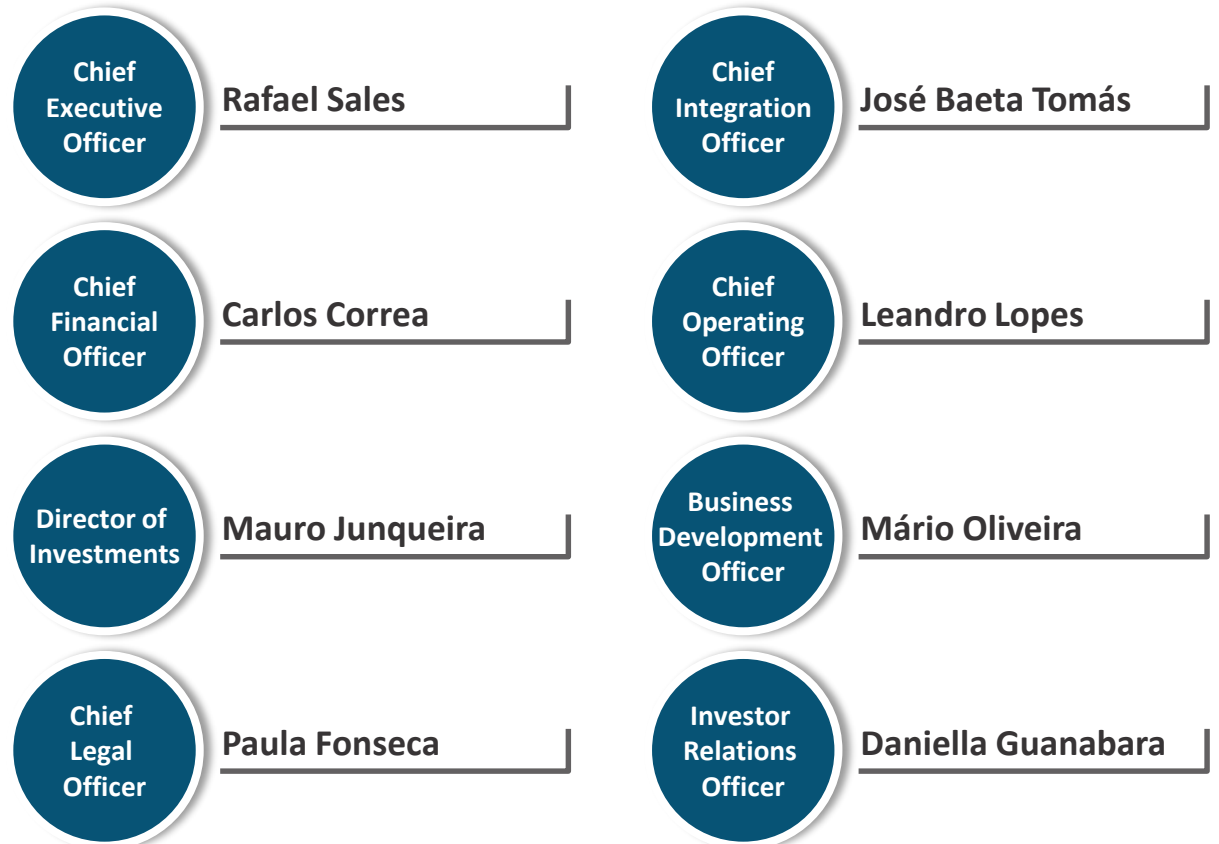
Strong Corporate Governance and Seasoned Management Team

Board of Directors



 Chairman of the Board

Management Team



Retention of **best talents** from both companies

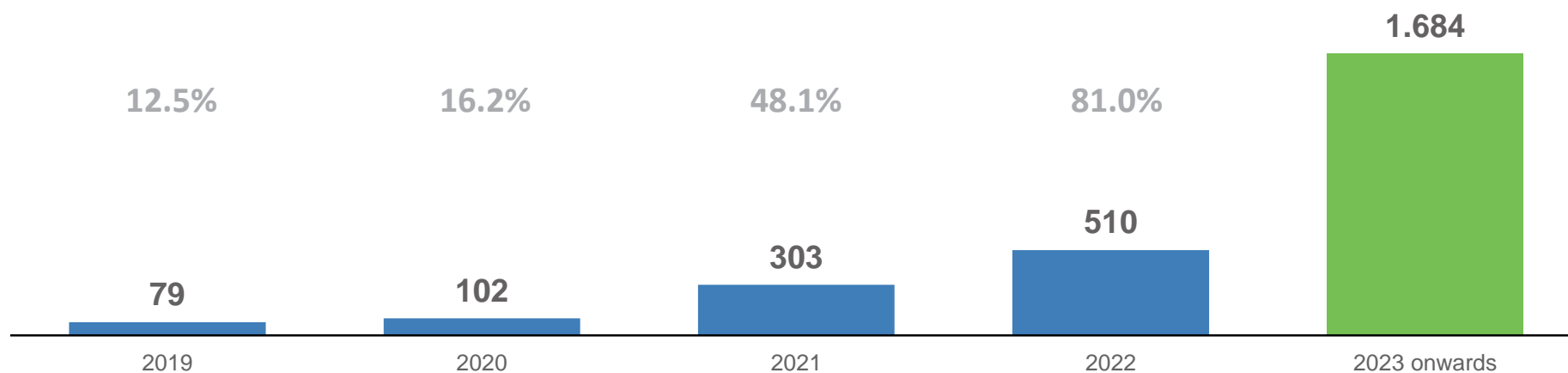
Combined Indebtedness Profile

The Combined Company will have a Comfortable Indebtedness Profile

(1Q19 figures)	ALIANSCCE SHOPPING CENTERS	+	SONAE SIERRA BRASIL	=	Combined
Gross Debt (R\$ mm)	1,885		793		2,678
Cash and Equivalents (R\$ mm)	649		326		975
Net Debt (R\$ mm)	1,236		467		1,703
Net Debt / LTM EBITDA (x)	3.0x		2.2x		2.7x

Combined Amortization Schedule and % of LTM EBITDA

(R\$ mm, %)⁽¹⁾



Next Steps

