

**ANNUAL GENERAL MEETING
PORTUCEL – EMPRESA PRODUTORA DE PASTA E PAPEL, S.A.
APRIL 10th 2012**

**PROPOSAL RELATING TO ITEM THREE
ON THE AGENDA**

ALLOCATION OF PROFITS

As shown on the financial statements for 2011, consolidated net income stood at Euros 196.331.389, and net income on an individual basis at Euros 173.423.894. The Board of Directors proposes the payment of a dividend of 0,16 €/share, with the following distribution:

– To the Legal Reserve:	Euros 8.671.195
– To Retained Earnings:	Euros 45.490
– To Dividend Payment:	Euros 119.262.179*

*This value takes into consideration an amount of 22.111.382 of own shares held; if, at the time of the dividend payment, the number of own shares changes, the global dividend amount to be paid may be adjusted accordingly, keeping, however, unchanged the dividend per share to be paid.

Setúbal, March 15th 2012

The Board of Directors