

**BOARD OF
SHAREHOLDERS' GENERAL MEETING**

AGOSTINHO CARDOSO GUEDES

CURRICULUM VITAE

Personal Information

Name: António Agostinho Cardoso da Conceição Guedes

Date and Place of Birth: 04 June 1961, Paranhos, Porto

e.mail: aguedes@porto.ucp.pt

Education

Graduation in Law by Portuguese Catholic University, Oporto's Regional Centre, 22 July 1985.

Master in Legal-Civil Sciences by Faculty of Law of Coimbra, in 9 May 1998.

PhD in Legal-Civil Sciences by Faculty of Law of Portuguese Catholic University, 18 October 2005.

Professional Experience

Assistant at Portuguese Catholic University, Oporto's Regional Centre, since October 1985.

Assistant professor of Oporto's School of Faculty of Law of Portuguese Catholic University since 2006.

Chairman of the National Evaluation Commission of the Order of Lawyers in the year of 2006.

Chairman of Oporto's School of Faculty of Law of Portuguese Catholic University, since May 2006.

Consultant of Morais Leitão, Galvão Telles, Soares da Silva e Associados — Sociedade de Advogados RL.

Arbitrator of the Commercial Arbitration Institute (Portuguese Chamber of Commerce and Industry/Oporto Chamber of Commerce and Industry).

Member of the Advisory Board of Católica Porto Business School.

Member of the General Board of Center for Judicial Studies

Founding partner of Portuguese Arbitration Association.

Positions held in Other Companies

Chairman of General Meeting of Sonae Capital, SGPS, SA since 2007.

Chairman of General Meeting of Sonae Investimentos, SGPS, SA since 2007.

Member of General Meeting of Sonae Indústria, SGPS, SA since 2007.

Member of General Meeting of Sonaecom, SGPS, SA since 2007.

Number of shares held in Sonae Capital SGPS SA

3724 (three thousand seven hundred and twenty four)

Statement

I hereby declare, as required by law, that, as a member of the Board of the Shareholders' General Meeting of Sonae Capital, SGPS, SA, I do not incur in any of the incompatibilities referred to in number 1 of Article 414-A of the Portuguese Company Law, nor am I involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Portuguese Company Law, applicable under the terms of article 374 – A of the same Law.

I will immediately disclose to the company any event that, in the course of the mandate, generates incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 21 February 2013

António Agostinho Guedes

Personal Information

Name: Maria Daniela Farto Baptista Passos

Date and Local of Birth: 5 July 1975, St. Ildefonso, Porto

Residence: Amadeu de Sousa Cardoso Street, no. 120 – 6th west; 4150-065 Porto

Phone no: 919 966 182

e.mail: daniela.baptista@gmail.com

Academic Degrees

Graduation in Law by Faculty of Law of the Portuguese Catholic University – Porto, in July 1999, with a final grade of 17 (seventeen) values.

“Prémio Professor Francisco Carvalho Guerra” for the best final grade in Law Graduation of the Portuguese Catholic University – Porto, school year of 1998/1999.

Full frequency of Legal and Commercial Sciences Specialization Course of Faculty of Law of the Portuguese Catholic University – Porto, with a final grade of 18 (eighteen) values;

Master in Law, area of Legal and Commercial Sciences, January 2004, with a final grade of 18 (eighteen) values.

Professional Experience

Advocacy Internship concluded, under coordination of Training Centre of the District of Porto Council of the Portuguese Lawyers Association, in 2001.

Assistant Intern of Faculty of Law of the Portuguese Catholic University – Porto, between 2000 and 2004.

Member of the Board of Faculty of Law of the Portuguese Catholic University – Porto, between 2002 and 2008.

Assistant in School of Law of Portuguese Catholic University – Porto, since 2004.

Professor in Business Law and the Companies Law Postgraduate Course, of Faculty of Law of the Portuguese Catholic University - Lisbon, since 2004.

Co-author of “Manual das Sociedades Anónimas” – *Verlag Dashöfer*, between 2005 and 2007.

Trainer of the Council Training Centre of the Order of Lawyers of Porto between 2006 and 2007.

Professor of Commercial Law at the Philosophy and Company Development Course, of the Faculty of Philosophy of the Catholic University of Portugal - Braga in 2007.

Member of the General Meeting of Shareholders of Sonae Capital, SGPS, SA since December 2007.

Admitted in PhD in Law from the Law School of the Catholic University of Oporto, since 2008.

Professor of Commercial Law at the Banking and Insurance Master, of the Faculty in Economics and Management, of the Catholic University of Portugal – Porto, since 2012.

Teacher in several Courses, Seminars and Post-Graduations in the area of Company Law and Securities Law.

Publications

“O Direito de Exoneração dos Accionistas – Das Suas Causas”, Coimbra Editora, 2005.

“Alterações ao Contrato de Sociedade”, in AA.VV. – *Manual das Sociedades Anónimas*, Lisbon: Verlag Dashöfer, 2006, Unit 4, Chapter 4, Subchapter 3, pages 1-24.

“Direito de Exoneração dos Accionistas no CSC”, in AA.VV. – *Manual das Sociedades Anónimas*, Lisbon: Verlag Dashöfer, 2007, Unit 6, Chapter 3, Subchapter 5, pages 1-44.

“O Princípio da Tipicidade e os Valores Mobiliários”, in AA. VV. – *Jornadas Sociedades Abertas, Valores Mobiliários e Intermediação Financeira*, Coimbra: Almedina, 2007, pages 87-121.

“Direito de Exclusão: Fundamento e Admissibilidade nas Sociedades Anónimas”, in AA.VV. – *Estudos em Memória do Professor Doutor Paulo M. Sendin*, Lisbon: UCP publisher, 2012, pages 393-426.

“Da Cláusula Resolutiva Expressa”, in AA.VV. – *Estudos em Homenagem ao Professor Doutor Heinrich Ewald Hörster*, Coimbra: Almedina, 2012.

Statement

I hereby declare, as required by law, that, as a member of the Board of the Shareholders' General Meeting of Sonae Capital, SGPS, SA, I do not incur in any of the incompatibilities referred to in number 1 of Article 414-A of the Portuguese Company Law, nor am I involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Portuguese Company Law, applicable under the terms of article 374 – A of the same Law.

I will immediately disclose to the company any event that, in the course of the mandate, generates incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 21 February 2013

Daniela Baptista Passos

BOARD OF DIRECTORS

Belmiro Mendes de Azevedo

Chairman and CEO of Sonae Capital, SGPS, SA

Age: 75

Nationality: Portuguese

Education:

- Graduation in Chemical Engineering - Porto University (1964)
- PMD (Programme for Management Development) - Harvard Business School (1973)
- Financial Management Programme - Stanford University (1985)
- Strategic Management - Wharton University (1987)
- Global Strategy – University of California (1995)

Positions held in Group Companies:


- Chairman of the Board of Directors of the following companies:
 - SC, SGPS, SA
 - Spred SGPS SA

Positions held in Other Companies:

- Chairman of APGEI - Portuguese Association of Industrial Engineering and Management (1985)
- Member of the Advisory Board of the Faculty of Economics of the *Universidade Nova de Lisboa* - Business School (1985)
- Founding Member of Institute of Business Studies (ISEE), currently EGP-UPBS (University of Porto Business School) (1989)
- Member of the Advisory Board of IPATIMUP – Institute of Molecular Pathology and Immunology of Porto University (1990)
- Member of WBCSD – Order of Outstanding Contributors to Sustainable Development (1995)
- Member of European Union Hong-Kong Business Cooperation Committee (1997)
- Member of INSEAD Portuguese Council (1998 – 2009)
- Member of International Advisory Board of Allianz AG (2000 – 2012)
- Member of Regional Advisory Board of London Business School (2001 – 2005)
- Member of the Board of Directors of COTEC Portugal (2002 – 2009)
- Member of European Round Table of Industrialists (2004 – 2008)
- Founding Member of Founding Council of Forum Manufature Portugal (2005)
- Member of European Advisory Board of Harvard Business School (Since 2005)
- Chairman of the Board of Directors of EGP-UPBS (2008 – 2011)

Main Professional activities in the last five years:

- Chairman of the Board of Directors of EGP-UPBS (Since July 2011)
- Chairman of the Board of Directors of Sonae, SGPS, SA (Since 2007)
- Chairman of the Board of Directors of Sonae Indústria, SGPS, SA (Since 2005) and CEO of Sonae Indústria SGPS SA (Since 2012)
- Chairman of the Board of Directors of Sonae Capital SGPS, SA (Since 2007) and CEO of Sonae Capital, SGPS, S.A.
- Chairman of the Board of Directors of the following sub-holdings:
 - Sonae Turismo, SGPS, SA (2007-2012)
 - Spred SGPS SA (Desde 2007)
 - SC, SGPS, SA (Desde 2007)

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- Chairman of the Board of Directors of Alpessego – Sociedade Agrícola, SA
 - Chairman of the Board of Directors of Águas Furtadas – Sociedade Agrícola, SA
 - Chairman of the Board of Directors of Casa Agrícola de Ambrães, SA
 - Chairman of the Board of Directors of Efanor Investimentos, SGPS, SA
 - Chairman of the Board of Directors of Praça Foz - Sociedade Imobiliária, SA
 - Chairman of the Board of Directors of Prosa – Produtos e Serviços Agrícolas, SA
 - Chairman of the Board of Directors of Setimanale - SGPS, SA
 - Sole Director of BA - Business Angels, SGPS, SA
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- Sonae Capital shares held:
- 837,000 shares held directly or by family
 - 155,667,947 shares held through Efanor Investimentos, SGPS, SA
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Álvaro Carmona e Costa Portela

Executive Director of Sonae Capital, SGPS, SA

Age: 61

Nationality: Portuguese

Education:

- Graduation in Mechanical Engineering – FEUP (1974)
- Master in Business Administration – MBA (Universidade Nova de Lisboa – 1983)
- AMP / ISMP – Harvard Business School - 1997

Positions held in Group Companies:

Member of the Board of Directors of the following companies:

- SC, SGPS, SA
- Sonae Turismo, SGPS, SA
- Spred, SGPS, SA

Positions held in Other Companies:

Non-Executive Director of the following companies:

- COPAM – Companhia Portuguesa de Amidos, SA
- Casa Agrícola HMR, SA
- Sonae, SGPS, SA
- Sonae RP
- Victor and Graça Carmona e Costa Foundation
- Belmiro de Azevedo Foundation
- SPDI-SECURE PROPERTY Development & Investment plc

Non Executive Chairman of MAF Properties (UAE)

Member of the Investment Committee do European Prime Shopping Centre Fund (Germany)

Member of the Investment Advisory Committee of the PanEuropean Property Limited Partnership (United Kingdom)

Main Professional activities in the last five years:

- 1990-2010 – Executive Chairman of Sonae Sierra SGPS and all of its companies
- 1999-2010 – Executive Director and Vice-President of Sonae SGPS, SA
- 2004-2009 – Trustee of ESCT – European Shopping Centre Trust (United Kingdom)
- 2004-2009 – Member of the International Advisory Board Member of Eurohypo (Germany)
- 2005-2008 – Trustee and Member of the International Advisory Board of ICSC – International Council of Shopping Centres (USA)
- Since 2010 – Chairman (until 2012) and Member of the Board of Representatives *Faculdade de Economia da Universidade do Porto*
- 2010-2012 – Trustee of the Urban Land Institute (USA)
- Since 2011 – Director of Sonae Capital, SGPS, SA
- 2010-2012 – Director of Sonae RP

Sonae Capital shares held: 3,242 shares directly held

Francisco de La Fuente Sánchez

Non Executive Director of Sonae Capital, SGPS, SA

Age: 71

Nationality: Portuguese

Education:

- Graduation in Electro technical Engineering - Instituto Superior Técnico (1965)

Positions held in Group Companies: -

Positions held in Other Companies:

- Chairman of the Board of the Shareholders' General Meeting of Iberwind – Desenvolvimento e Projectos, SA
- Chairman of the Board of the Shareholders' General Meeting of APEDS - Portuguese Association of Engineers for Social Development
- Co-option member of Instituto Superior Técnico School Council
- Non Executive Vice-President of the Board of Directors of EFACEC Capital
- Chairman of the Board of AAAIST – Alumni Association of Instituto Superior Técnico
- Chairman of the General Council of PROFORUM
- Chairman of the National Council of the Electro technical Engineering Board of the Engineers Institute
- Member of the Patronage of Hidroeléctrica del Cantábrico Foundation
- Member of the Consulting Council of the Competitiveness Forum
- Honorary Chairman of Hidroeléctrica del Cantábrico, SA
- Member of the Curators Council of the Luso-Brazilian Foundation
- Member of the Ibero American Forum
- Member of the Curators Council of the Luso-Spanish Foundation

Main professional activities in the last five years:

- In the EDP Group and Electrical Sector in Portugal:
 - 2005 - 2009 - Chairman of EDP Foundation
 - 2006 - 2007 - Advisor to the Board of Directors of EDP – Energias de Portugal, SA
 - 2004 - 2006 - Chairman of ELECPOR - Associação Portuguesa das Empresas do Sector Eléctrico
 - 2003 - 2006 - Chairman of the Board of Directors of EDP - Energias de Portugal, SA

- In the Electrical Sector outside Portugal:
 - Since 2005 - Honorary Chairman of Hidroeléctrica del Cantábrico, SA
 - 2002 - 2005 - Board Member of Hidroeléctrica del Cantábrico, SA

Noutros Sectores:

- Desde 2012 - Non-Executive Vice President of the Board of Directors of EFACEC Capital
- Desde 2010 – Chairman of the Board of the Shareholders' General Meeting of Iberwind – Desenvolvimento e Projectos, SA
- Desde 2009 - Co-option member of Instituto Superior Técnico School Council
- Desde 2007 - Chairman of the General Council of PROFORUM
 - Chairman of the National Council of the Electro technical Engineering Board of the Engineers Institute
- Desde 2005 - Member of the Patronage of Hidroeléctrica del Cantábrico Foundation

- Member of the Consulting Council of the Competitiveness Forum
 - Desde 2004 - Member of the Curators Council of the Luso-Brazilian Foundation
 - Desde 2003 - Member of the Ibero American Forum
 - Desde 2002 - Member of the Curators Council of the Luso-Spanish Foundation
 - 2007 - 2012 - Invited Member of Conselho Nacional da Água
 - 2007 - 2010 - Member of the Consultative Council of the department of Electrical and Computer Engineering of Instituto Superior Técnico
 - 2007 - 2012 - Non Executive Chairman of the Board of Directors of EFACEC Capital
 - 2007 - 2009 - Chairman of the Corporate Governance Committee of the Supervisory Board of Millennium BCP – Banco Comercial Português
 - 2006 - 2009 - Member of the Supervisory Board of Millennium BCP – Banco Comercial Português
 - 2006 - 2007 - Non Executive Vice-Chairman of the Board of Directors of Efacec Capital
 - 2004 - 2010 - Member of the Consultative Council of the Portuguese Institute of Corporate Governance
 - 2004 - 2007 - Chairman of BCSD Portugal – Business Council for Sustainable Development
 - Chairman of PROFORUM – Associação para o Desenvolvimento da Engenharia
 - 2003 - 2005 - Director of the Competitiveness Forum
 - 2001 - 2006 - Member of the Consulting Council of APDC – Associação Portuguesa para o Desenvolvimento das Comunicações
 - 2000 - 2010 - Non Executive Director of Portugal-África Foundation
 - 2000 - 2006 - Member of the Superior Council of BCP – Banco Comercial Português
 - Non Executive Chairman of the Board of Directors of ONI
 - Member of the General Council of AIP – Associação Industrial Portuguesa
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Holds no shares of Sonae Capital, SGPS, SA

Maria Cláudia Teixeira de Azevedo

Executive Director of Sonae Capital, SGPS, SA

Age: 42

Nationality: Portuguese

Education:

- Graduation in Business Administration by the *Universidade Católica Portuguesa*
- MBA by the INSEAD (Fountainbleau)

Positions held in Group Companies:

- Chairman of the Board of Directors and CEO of Sonae Turismo, SGPS, SA
- Chairman of the Board of Directors of Imoarea - Investimentos Turísticos, SGPS, SA
- Member of ExCom of Sonae Capital, SGPS, SA
- Member of Conselho the Board of Directors of SC, SGPS, SA

Positions held in Other Companies:

Chairman of the Board of Directors of the following companies:

- Cape Tehnologies Limited (Ireland)
- Connectiv Solutions Inc.
- Digitmarket – Sistemas de Informação, SA
- Efanor – Serviços de Apoio à Gestão, SA
- Imparfin, SGPS, SA
- Linhacom, SGPS, SA
- Lugares Virtuais, SA
- Mairoad – Serviços de Tecnologias de Informação, SA
- Miauger – Organização e Gestão de Leilões Electrónicos, SA
- Praesidium Services Limited
- Saphety Level – Trusted Services, SA
- WeDo Technologies Americas, Inc.
- WeDo Technologies Australia PTY Limited
- WeDo Technologies Chile, SPA
- WeDo Technologies (UK) Limited
- WeDo Technologies Panamá, SA
- WeDo Technologies Singapore PTE LTD

Member of the Board of Directors of the following companies:

- Efanor Investimentos, SGPS, SA
- Belmiro de Azevedo Foundation
- Infosystems – Sociedade de Sistemas de Informação, S.A.
- Público Comunicação Social, SA
- Optimus – Comunicações, SA
- Optimus, SGPS, S.A.
- PCJ – Público, Comunicação e Jornalismo, S.A.
- Praça Foz – Sociedade Imobiliária, SA
- Sonaecom – Serviços Partilhados, S.A.
- Sonaecom Sistemas de Informação, SGPS, SA
- Sonaecom – Sistemas de Información España, SL
- Sontária – Empreendimentos Imobiliários, S.A.
- WeDo Consulting, Sistemas de Informação, SA

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- WeDo Technologies Egypt
 - WeDo Technologies Mexico, S. De R.L. de C.V.
 - ZOPT, SGPS, S.A.

Manager of the following company:

- WeDo Poland SP. Z.o.o.

Main Professional
activities in the last five
years:

- Executive Director of Sonaecom, SGPS, SA

Member of the Board of Directors of the following companies:

- Sonaecom Sistemas de Informação, SGPS, SA
- Sonae Matrix Multimédia
- WeDo Consulting, Sistemas de Informação, SA
- Profimetrics
- Efanor Investimentos, SGPS, SA

Sonae Capital shares held:

- 43,912 shares held through Linhacom, SGPS, SA
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Paulo José Jubilado Soares de Pinho

Non-Executive Director of Sonae Capital, SGPS, SA

Age: 50

Nationality: Portuguese

Education:	<ul style="list-style-type: none">▪ Graduation in Economics - <i>Faculdade de Economia da Universidade Nova de Lisboa</i> (1985)▪ MBA - Master in Business Administration - <i>Faculdade de Economia da Universidade Nova de Lisboa</i> (1989)▪ PhD in Banking and Finance - City University Business School, London (1994)▪ Negotiation Analysis - Amsterdam Institute of Finance (2005)▪ Advanced Course - European Venture Capital and Private Equity Association (2006)▪ Valuation Guidelines Masterclass - European Venture Capital and Private Equity Association (2007)▪ Private Equity and Venture Capital Programme - Harvard Business School (2007)
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Positions held in Group Companies:	-
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Positions held in Other Companies:	<ul style="list-style-type: none">▪ Member of the Board of Directors of Change Partners , SCR, SA▪ Member of the Board of Directors of Biotecnol, SA
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Main Professional activities in the last five years:	<ul style="list-style-type: none">▪ 2004-2007 - Executive Director and Member of the Board of Directors of REN - Redes Eléctricas Nacionais, SA▪ Since 2003 – Chairman of the General Council of Venture Capital Syndication Fund PME-IAPMEI▪ Since 2005 - Member of the Advisory and Strategic Board of Fundo Fast Change Venture Capital▪ 2007-2008 – Chairman of the Board of Directors of Xis Vending - Serviços de Vending, SA▪ 2007 - 2010 - Senior Advisor for Ibéria of Profit Technologies, USA▪ Since 2007 - Senior Advisor of New Next Moves Consultants, Portugal▪ Since 2007 - Director (representative for Portugal) of Venture Valuation, Switzerland▪ Since 2008 - Visiting Professor in Cass Business School, London▪ Associate Professor of Faculty of Economics of <i>Universidade Nova de Lisboa</i>▪ Dean of <i>Universidade Nova de Lisboa</i>
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Sonae Capital shares held:	<ul style="list-style-type: none">▪ 12,650 shares directly held
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Ivone Pinho Teixeira

Age: 40

Nationality: Portuguese

Education:

- Graduation in Economics – Faculdade Economia da Universidade do Porto (1995)
- Post Graduation Credit Analysis – Instituto Superior de Gestão Bancária (1996)
- Post Graduation International Taxation – Universidade Católica (2004)

Positions held in Group
Companies:

Member of the Board of Directors of the following companies:

- SC, SGPS, S.A.
 - SC - Sociedade de Consultadoria, S.A
 - Inparvi, SGPS, S.A.
 - Spred, SGPS, S.A.
 - Contacto Concessões S.A.
 - Ecociclo II - Energias, S.A.
 - Integrum Colombo - Energia, S.A.
 - Integrum - Energia, S.A.
 - Integrum Martim Longo - Energia, S.A.
 - Integrum Vale do Caima - Energia, S.A.
 - Martimope - Empreendimentos Turísticos S.A.
 - NORSCUT - Concessionária de Auto-Estradas, S.A.
 - Paulo Jorge Pacheco - Equipamentos de Refrigeração, Lda
 - SC - Engenharia e Promoção Imobiliários SGPS, S.A.
 - Sistavac, SGPS, S.A.
 - Sistavac, S.A.
 - SKK - Central de Distribuição para Refrigeração e Climatização, S.A.
 - SKKFOR - Serviços de Formação e Desenvolvimento de Recursos Humanos, Lda
 - Sonae Turismo, SGPS, S.A.
 - Aqualuz - Turismo e Lazer, Lda
 - Atlantic Ferries-Tráfego Local, Fluvial e Marítimo, S.A.
 - Casa da Ribeira - Hotelaria e Turismo S.A.
 - Golf Time - Golfe e Investimentos Turísticos, S.A.
 - Imoareia - Investimentos Turísticos, SGPS, S.A.
 - Imopeninsula - Sociedade Imobiliária, S.A.
 - Imoresort - Sociedade Imobiliária, S.A.
 - Marina Tróia, S.A.
 - Marmagno - Exploração Hoteleira e Imobiliária, S.A.
 - Marvero - Exploração Hoteleira e Imobiliária, S.A.
 - SII-Soberana - Investimentos Imobiliários, S.A.
 - Solinca - Health & Fitness, S.A.
 - Solinca - Investimentos Turísticos, S.A.
 - Solswim - Gestão e Exploração de Equipamentos Aquáticos, S.A.
 - Soltróia - Sociedade Imobiliária de Urbanização e Turismo de Tróia S.A.
 - Tróia Market - Supermercados, S.A.
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- Troiaresort - Investimentos Turísticos S.A.
- Troiaverde - Exploração Hoteleira e Imobiliária, S.A.
- Tulipamar - Exploração Hoteleira e Imobiliária, S.A.
- SC Assets, SGPS, S.A.
- Bloco Q - Sociedade Imobiliária, S.A.
- Bloco W - Sociedade Imobiliária, S.A.
- Centro Residencial da Maia - Urbanismo, S.A.
- Cinclus - Imobiliária, S.A.
- Country Club da Maia - Imobiliária, S.A.
- Empreendimentos Imobiliários Quinta da Azenha S.A.
- Imobiliária da Cacela, S.A.
- Imoclub - Serviços Imobiliários, S.A.
- Imodivor - Sociedade Imobiliária, S.A.
- Imoferro - Sociedade Imobiliária, S.A.
- Imohotel - Empreendimentos Turísticos Imobiliários, S.A.
- Imoponte - Sociedade Imobiliária, S.A.
- Imosedas - Imobiliária e Serviços, S.A.
- Implantação - Imobiliária, S.A.
- Porturbe - Edifícios e Urbanizações, S.A.
- Praedium Serviços, S.A.
- Praedium II- Imobiliária, S.A.
- Praedium, SGPS, S.A.
- Prédios Privados - Imobiliária, S.A.
- Predisedas - Predial das Sedas, S.A.
- Promessa - Sociedade Imobiliária, S.A.
- Sete e Meio Herdades - Investimentos Agrícolas e Turismo, S.A.
- Sete e Meio - Investimentos e Consultadoria, S.A.
- Soira - Sociedade Imobiliária de Ramalde, S.A.
- Sotáqua - Sociedade de Empreendimentos Turísticos de Quarteira, S.A.
- Spinveste Promoção Imobiliária, S.A.
- Spinveste Gestão Imobiliária, SGII, S.A.
- Torre São Gabriel, Imobiliária, S.A.
- Urbisedas - Imobiliária das Sedas, S.A.
- Vistas do Freixo - Empreendimentos Turísticos e Imobiliários S.A.
- World Trade Center Porto, S.A.

Main professional activities in the last five years:

- Chief Financial Officer, Sonae Capital Group – Since 2012
- Head of Corporate Finance, Sonae Capital Group – 2007-2012

Holds no shares of Sonae Capital, SGPS, SA

FISCAL BOARD

Curriculum Vitae

Name: Manuel Heleno Sismeiro

Birth Date: 5 January 1945

Birth Place: Colmeias, Leiria

Education: Graduation in Finance, ISCEF, Lisbon, 1971
Accountant, ICL, Lisbon, 1964

Professional Degree: Statutory Auditor nr. 202, 1974

Professional Curriculum:

- July 2008 -** Consultant, namely on internal audit and internal control.
Chairman of the Fiscal Board of OCP Portugal Produtos Farmacêuticos S.A.
Chairman of the Fiscal Board of Sonae Capital SGPS, SA
Chairman of the Fiscal Board of Sonae Industria, SGPS, SA
Chairman of the Shareholders' General Meeting of Segafredo Zanetti (Portugal) - Comercialização e Distribuição de Café SA
- 1980-2008** Partner of Coopers & Lybrand and of Bernardes, Sismeiro & Associados – since 1998 PricewaterhouseCoopers – auditors and statutory auditors. Responsible for the audit and statutory audit in several industries. More important companies: Sonae (group); Amorim (group); Unicer (group); Sogrape (group); Barros (group); TMG (group); Lactogal (group); Aveleda (group); RAR (group); Cires; Ford; REN.

Responsible for the management of the Porto office of the mentioned companies.

Manager of the Audit department in the period 1998-2002 and member of the management board of PricewaterhouseCoopers, in the same period.
- 1977-1980** CTT – Correios e Telecomunicações de Portugal: Responsible for the Warehouse Management and Control division. Responsible for stock management of central warehouses and of a project aimed at implementing a computer tool for stock management and control.
- 1975-1977** Banco Borges & Irmão: performed functions at the Economic Studies Department and at the Control Department of associated companies.
- 1974-1975** Arthur Young & Co: already qualified and registered as Statutory Auditor and audit assistant

1971-1974 Ministry of Navy: compulsory military service at the Provisioning Service Division. Responsible for the stock control division for the whole of the Navy, including provisioning of the military forces in ex-colonies.

1970-1971 Banco da Agricultura: performed functions at the Organisation and Methods division.

**Academic
Curriculum:**

1971-1981 Instituto Superior de Economia, Lisboa: assistant of Mathematics, Statistics, Econometry and Operational Investigation.

1974-1976 Universidade Católica de Lisboa: assistant (first year) and regent (second year) of Accountancy in the Business Administration course.

1965-1966 Escola Industrial e Comercial de Leiria: Accounting and Commercial Calculus teacher in the general Commerce course.

Shares held: Does not hold Sonae Capital, SGPS, SA's shares.

February 2013

Statement

I hereby declare, as required by law, that by taking office on the Fiscal Board of Sonae Capital, SGPS, SA I do not incur in any of the incompatibilities envisaged in number 1 of Article 414-A of the Company Law, nor am I involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately disclose to the Company any event that, in the course of the mandate, generates incompatibilities or loss of independence under the terms of legal requirements.

Maia, 21 February 2013

Manuel Heleno Sismeiro

ACADEMIC AND PROFESSIONAL CURRICULUM
of
ARMANDO LUÍS VIEIRA DE MAGALHÃES

1. Education

- Executive MBA - European Management (IESF/IFG), concluded in 1996.
- Graduation in Economics (FEP), concluded in 1978.
- Bachelor degree in Accounting (ex-ICP and currently ISCAP), concluded in 1972.

2. Professional Curriculum

- Worked in a Portuguese financial institution from 1964 to 1989, as
 - Analyst of companies;
 - Head of the Planning and Control Department for the Northern Region;
 - Head of Accounting Services;
 - Submanager;
 - Assistant manager, responsible for the Executive Operations department in the Northern Region.
- Since 31 May 2010, Statutory Auditor in Armando Magalhães, Carlos Silva & Associados, SROC, Lda.;
- Statutory Auditor in Santos Carvalho & Associados, SROC, S.A., from 1989 to 2010;
- Individual Statutory Auditor since 1989;
- Statutory Auditor since 1972.

3. Shares held: Does not hold Sonae Capital, SGPS, SA's shares.

Porto, 21 February 2013

Armando Luís Vieira de Magalhães

LIST OF COMPANIES WHERE
ARMANDO LUÍS VIEIRA DE MAGALHÃES
IS STATUTORY AUDITOR

- 9 A 11 – Investimentos Imobiliários, S.A.
- 11 MALHAS, LDA.
- À NOSSA ESCALA, SGPS, S.A.
- ABREU - Carga e Trânsitos, Lda.
- AFSA - Assesores Financeiros, S.A.
- AGUDA PARQUE - Gestão Imobiliária, S.A.
- AICCOPN - Associação dos Industrias de Construção Civil e Obras Públicas
- AIPAL - Agrupamento Industrial de Panificação de Espinho, Lda.
- AKAFI - Investimentos Imobiliários e Turismo, S.A.
- ALDECO - Comércio Internacional, Lda.
- ALTINVESTTE - Imobiliária, S.A.
- ALTO DA VITÓRIA - Investimentos Imobiliários, S.A.
- ALWAYS THE FIRST, SGPS, LDA.
- AMÉRICO COELHO RELVAS, SUCRS, S.A.
- ANATUR – Agência de Viagens e Turismo, S.A.
- ÂNCORAMAR – Mariscos, S.A.
- ANDALUZA DE FARMÁCIA, S.A.
- AUFERMA - Comércio Internacional, S.A.
- AUFERMA - Investimentos Imobiliários, S.A.
- AMIANTIT - Empresa de Fibrocimentos, S.A.
- APOSTILHA REAL, S.A.
- ASSOCIAÇÃO ATLÉTICA ÁGUAS SANTAS
- ASSOCIAÇÃO PORTUGUESA DE PARALISIA CEREBRAL - Núcleo Regional do Norte
- ATLANTINOR - Promoção Imobiliária, S.A.
- BALUARTE REAL - Actividades Imobiliárias, S.A.
- BALURPA - Empreendimentos Imobiliários, S.A.
- BARCAMAIA - Consultoria e Gestão de Empresas, S.A.
- BEST MODELS, S.A.
- BIANALU - Sociedade Imobiliária, S.A.
- BILCO - Imobiliária e Construção, S.A.
- BM – Análises Ambientais, S.A.
- BRASILIMO – Investimentos Imobiliários no Brasil, SGPS, S.A.
- BUSILIKE – Compra de Imóveis para Revenda, S.A.
- CAMINHA VILAGE - Gestão Hoteleira, Turística e Imobiliária, S.A.
- CAPITAL CÂMBIOS - Agência de Câmbios, S.A.
- CARDOSO PINTO & CUNHA RIBEIRO – Gestão Imobiliária, S.A.
- CARLOS FREITAS & C^a, S.A.
- CASA DE SEZIM - Agricultura, Turismo e Investimentos Imobiliários, S.A.
- CASAL DO EIRADO - Sociedade Imobiliária, S.A.
- CEDOFEITA JARDIM - Investimentos Imobiliários, S.A.
- CENTRO CIÊNCIA VIVA DE VILA DO CONDE

- CERÂMICA ROSA, S.A.
- CIMOGER - Sociedade de Construção e Gestão Imobiliária, S.A.
- CIVILIDADE - Imobiliária, S.A.
- CLEAN ADVICE – Consultoria, Serviços e Investimentos, S.A.
- CLÍNICA BRACARA – Serviços de Saúde, S.A.
- CODE MED - Serviços de Saúde, S.A.
- COEPAR - Consultoria e Participações de Capital, S.A.
- COEPRIMOB - Promoção Imobiliária, S.A.
- COFACO - Comercial e Fabril de Conservas, S.A.
- COFACO AÇORES - Indústria de Conservas, S.A.
- COFACO CONSERVAS - SGPS, S.A.
- COFACO MADEIRA - Indústria de Conservas, S.A.
- COFGESTA, SGPS, S.A.
- COMPICO - Companhia de Pescas do Pico, S.A.
- CONQUISTADOR – Imobiliária, S.A.
- CONVALE, SGPS, S.A.
- CORESA - Conserveiros Reunidos, S.A.
- COROD - Costa Rodrigues Intertrading, Lda.
- CORTIMA – Corte, tratamento e Comercialização de Madeiras, S.A.
- CRISTAL D’OURO - Cristais e Cerâmicas, S.A.
- DELTAMATIC – Engenharia e Automação Industrial, S.A.
- DESIGN & MORE, S.A.
- DESPORTO EM AÇÃO – Sociedade de Promoção de Eventos Desportivos, S.A.
- DIMENSÃO PLANETÁRIA, S.A.
- DURCIVI - Construções, S.A.
- EATS – Estudos Avançados, S.A.
- ELEMENTO SECULAR, S.A.
- EPITEX – Sociedade de Construções do Vouga, S.A.
- ESCRITÓRIO ACTUAL - Contabilidade e Administração, S.A.
- EXPLICOT – Investimentos Imobiliários, S.A.
- F. GOMES – Distribuição, S.A.
- F.E. - Gestão e Investimentos, S.A.
- FACERIL - Fábrica de Cerâmica do Ribatejo, S.A.
- FARO DE VIGO, S.A.
- FEDERAÇÃO PORTUGUESA DE SURF
- FIBROGEST - Finanças, Investimentos e Gestão, S.G.P.S., S.A.
- FIBROLITE - Empresa de Fibrocimentos, S.A.
- FINIECO - Indústria e Comércio de Embalagens, Lda.
- FLERBUILDING – Sociedade Imobiliária, S.A.
- FREGAZE - Redes e Derivados de Arame, Lda.
- FTB - Fábrica de Tubos da Barca, S.A.
- FUNDAÇÃO DR. ELIAS DE AGUIAR
- FUNDAÇÃO LUÍS DE ARAÚJO
- FUTEBOL CLUBE DO PORTO, BASQUETEBOL, SAD
- GEBO SORBAL
- GECONTUR – Gestão e Consultoria em Turismo, S.A.
- GES360 – Gestão e Participações, S.A.
- GIESTA – Gestão de Investimentos e Empreendimentos, S.A.
- GIR – Gestão de Imóveis e Rendas, S.A.
- GRANITOS DEU-LA-DEU, S.A.

- GRÃO-DIS - Turismo e Investimentos, S.A.
- H.C.N.V. - Imobiliária, S.A.
- HIDROFORCE – Energias, S.A.
- IMOBILIÁRIA – Júlio Mateus & Filhos, S.A.
- IMPREHENDERE – Empreendimentos, Investimentos e Gestão, S.A.
- INDUFLEX - Indústria de Estofos, S.A.
- INDURROLOS - Fábrica de Rolos Gráficos, S.A.
- INEDITOTAL, S.A.
- INSISTIR & GANHAR, S.A.
- INTUR, SGPS, S.A.
- INVESTIMENTOS IMOBILIÁRIOS MARTIMPARQUE, S.A.
- IPORTALMAIS – Serviços de Internet e Redes, Lda.
- ISIPSA – Instituto de Saúde Integral de Portugal, S.A.
- J. PEREIRA RIBEIRO & FILHOS, S.A.
- J. & RIO - Ourivesaria, S.A.
- JOSÉ PIMENTEL NUNES & FILHOS, S.A.
- KIVI – kartódromo Indoor de Viana, S.A.
- LABLAMEGO – Laboratório de Análises Clínicas, S.A.
- LANHOSOSINVESTE - Sociedade Gestora de Participações Sociais, S.A.
- LANHOSOSINVESTE II - Investimentos Imobiliários, S.A.
- LMA - Leandro Manuel Araújo, Lda.
- LIGA DAS ASSOC. SOCORRO MÚTUO DE VILA NOVA DE GAIA
- LOGISTIKINVEST - Sociedade de Gestão Imobiliária, S.A.
- LUSOROL - Revestimentos de Cilindros e Borrachas Industriais, S.A.
- LYNX CAPITAL PARTNERS, S.A.
- M. A. SILVA, CORTIÇAS, LDA.
- M. A. SILVA 2 - Cortiças, Lda.
- M. A. SILVA 3 - Cortiças, Lda.
- M.B.A.M. – Soluções e Mediação Imobiliária, S.A.
- MACEDO DE MAGALHÃES II, S.A.
- M. V. - Imobiliária, S.A.
- MANUEL COVAS, S.A.
- MAR-IBÉRICA - Sociedade de Produtos Alimentares, S.A..
- MARTINS & RIO - Sociedade Imobiliária, S.A.
- MELO ABREU – Produção e Comercialização de Bebidas, S.A.
- METALOVIANA - Metalúrgica de Viana, S.A.
- MONTEIRO & RODRIGUES – Sociedade de Aluguer de Automóveis, S.A.
- MYGON – Serviços de Comércio Electrónico, S.A.
- NASIVI - Promoção Imobiliária, S.A.
- NEGRAL - Imobiliária, S.A.
- NEKELY – Investimentos Mobiliários e Imobiliários, S.A.
- NEW TOUR – Azores, S.A.
- NJF – Sociedade de Empreendimentos Imobiliários, S.A.
- ONDANOSTRA – Comércio de Vestuário, S.A.
- OTAPOR – Lavagem e Combustíveis para Automóveis, S.A.
- PACRIS - Investimentos Imobiliários, S.A.
- PENTÁGONO XII – Investimentos, S.A:
- PIBEU, SGPS, S.A.
- PICOS DE AVENTURA – Animação e Lazer, S.A.
- PLACE2LIVE – Empreendimentos Imobiliários, S.A.

- PLAMAD INVESTIMENTOS, SGPS, S.A.
- PLANICAPITAL - Promoção Imobiliária, S.A.
- PLENTYDEVISE GESTÃO DE PARTICIPAÇÕES SOCIAIS, SGPS, S.A.
- PORTOCÂMBIOS - Agência de Câmbios, S.A.
- PRALISA - Produtos Alimentares e Pescas, S.A.
- PRBS – Promoção Imobiliária, S.A.
- PREDIALEGRIA – Investimentos Imobiliários, S.A.
- PROCALÇADO - Produtos de Componentes para Calçado, S.A.
- PROFATO - Empresa de Confecções, S.A.
- PRONTO – Gestão e Serviços, S.A.
- QUINTA DOS MORGADOS - Sociedade Imobiliária, S.A.
- RODÁREAS, SGPS, S.A.
- RODÁREAS INTERIOR NORTE, SGPS, S.A.
- RODRIGUESGEST – Gestão de Investimentos Imobiliários, S.A.:
- RÓMULO - Gestão Imobiliária, S.A.
- RXMSHOES – Comércio de Calçado, Lda.
- S2IS - Serviços e Investimentos Imobiliários, S.A.
- S70 INVESTIMENTOS, S.A.
- SALSICHARIA LIMIANA, LDA.
- SANTA CASA MISERICÓRDIA DE PÓVOA DE LANHOSO
- SEARCHTHINGS – Investimentos Imobiliários, S.A.
- SEMPER VIVUM – Imobiliária, S.A.
- SHC AZORES HOLDING COMPANY, S.A.
- SINDICATO DOS BANCÁRIOS DO NORTE
- SINDICADO DOS TRABALHADORES DOS REGISTOS E NOTARIADO
- SIRUSA - Sociedade de Investimentos Rurais e Urbanos, S.A.
- SISAL - Materiais de Construção, S.A.
- SOCIEDADE AGRÍCOLA DE INVESTIMENTOS DE OLIVEIRA DO BAIRRO, S.A.
- SOCIEDADE DE MADEIRAS EUROPEIAS, S.A.
- SOCIEDADE INDUSTRIAL BELTSIFLEX, S.A.
- SOCINIMO – Sociedade de Investimentos Imobiliários, S.A.
- SOCINTA – Sociedade Turística dos Açores, S.A.
- SOCOVARZA – Sociedade de Construções, S.A.
- SOFAMIL – Sociedade Familiar de Investimentos, S.A.
- SOGURBA -Sociedade de Gestão Urbana e Agrícola, S.A.
- SOLAR DE NOGUEIRA – Investimentos Imobiliários e Turísticos, S.A.
- SOLIDARIEDADE E AMIZADE - Cooperativa de Habitação Económica, C.R.L.
- SOLOLIN - Sociedade Imobiliária, S.A.
- SOLTRÓPICO - Viagens e Turismo, S.A.
- SOMOPAN – Investimentos Imobiliários, S.A.
- SSL – Serviços de Saúde e Lazer, S.A.
- SUPERCORTE - Empresa de Confecções, S.A.
- TECNACO - Técnicas de Construção, Lda.
- TERMOLAN - Isolamentos Termo-Acústicos, S.A.
- TETRACONTUR, S.A.
- TRANSPORTES PARDIEIRO, LDA.
- TRL – Têxteis em Rede, Lda.
- UNIÃO DE LOJAS DE BRINQUEDOS, UNIPESSOAL, LDA.
- UNICAP, S.A.

- UNICORPORATION.COM – Universal Technologies Corporation, SGPS, S.A.
- URBI LIFE – Estudos e Projectos de Gestão, S.A.
- VALECETE - Imobiliária, S.A.
- VALEIROD – Metalurgia e Comércio, S.A.
- VIAGENS ABREU, S.A.
- VIEIRA BARROS – Investimentos Imobiliários, S.A:
- VILARINHO PARQUE -Construção e Gestão Imobiliária, S.A.
- VITÓRIA PARQUE - Investimentos Imobiliários, S.A.
- VPRV – Investimentos imobiliários, S.A.
- XNO - Sociedade Imobiliária, S.A.

POSITIONS HELD BY
ARMANDO LUÍS VIEIRA DE MAGALHÃES
IN OTHER COMPANIES

Member of the Fiscal Board of the following companies:

- Sonae Indústria, SGPS, SA;
- Sonae Capital, SGPS, SA;
- Sonaecom, SGPS, SA;
- Fundação Eça de Queiroz;
- Futebol Clube do Porto – Futebol S.A.D;
- Porto Comercial – Sociedade de Comercialização, Licenciamento e Sponsorização, S.A.

Statement

I hereby declare, as required by law, that by taking office on the Fiscal Board of Sonae Capital, SGPS, SA I do not incur in any of the incompatibilities envisaged in number 1 of Article 414-A of the Company Law, nor am I involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately disclose to the Company any event that, in the course of the mandate, generates incompatibilities or loss of independence under the terms of legal requirements.

Maia, 21 February 2013

Armando Luís Vieira de Magalhães

■ **Jorge Manuel Felizes Morgado**

<p>Jorge Manuel Felizes Morgado</p> <p>Contacts Mobile + 351 917 540 850 Telephone + 351 226 052 761 jorgefmorgado@netcabo.pt</p> <p>Education Statutory Auditor MBA in Management and Information MBA in Finance Graduation in Management</p> <p>Languages English and French</p>	<p>Education</p> <ul style="list-style-type: none">▪ Statutory Auditor nr. 775▪ MBA in Management and Information Systems, Faculdade de Economia e Gestão, Universidade Católica▪ MBA in Finance, IEDE Madrid▪ Graduation in Management, ISEG, Universidade Técnica de Lisboa <p>Professional Activity</p> <p>Since 2004 – Individual Statutory Auditor and Partner of Econotopia – Consultoria e Gestão, S.A.</p> <p>From 1991 to 2004, Partner of Deloitte:</p> <ul style="list-style-type: none">▪ Fiscal Board and Statutory Auditor of several companies;▪ Responsible for consulting in the North of Portugal;▪ Responsible for Corporate Finance in Portugal, until 2001; <p>From 1989 to 1991 responsible for the Planning and Control department and Internal Audit of the Coelima Group</p> <p>From 1980 to 1989, Audit Assistant to Audit Manager at Coopers & Lybrand</p> <p>Credentials</p> <p><i>As an Auditor and Statutory Auditor:</i></p> <p>Worked in a significant number of Portuguese and international entities (see appendix), among which Sonae Group, Amorim Group (Corticeira Amorim and Inacor), Somelos Group, BPI, Dow Chemical, DeBeers (Angola), Barlows (Angola), Coats & Clark, etc.</p> <p>Currently is a Statutory Auditor at Vadeca Group and Jofabo.</p> <p><i>As a Consultant:</i></p> <p>Implementation of management accounting systems and budget control systems.</p> <p>Diagnosis of the strategy and organisational model of companies.</p> <p>Responsible for the development of cost optimisation services.</p> <p>Evaluation of companies and of acquisitions and sales of companies.</p> <p>Responsible for the development of management information systems.</p> <p>Leadership of reorganisation projects and companies recovery.</p> <p>As a consultant, worked for BVLP, Somelos Group, Hedva (Czech Republic), BAI (Angola), Vaz Pinheiro Group, Siemens, Corticeira Amorim, etc.</p>
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	<p>Training and seminars, amongst which:</p> <ul style="list-style-type: none">✓ Several seminars about information systems and e-commerce;✓ Several seminars and conferences about Management, Strategy, Marketing and Corporate Finance; <p>Teacher/instructor at:</p> <ul style="list-style-type: none">✓ MBA from European University✓ Several seminars about management control and ABC/M. <p>Shares held:</p> <ul style="list-style-type: none">✓ Does not hold Sonae Capital, SGPS, SA’s shares
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Appendix I

Companies in which presently works as a Statutory Auditor

Statutory Auditor of E3C - Comunicação e Eventos, SA
Statutory Auditor of Timeloft, SA
Statutory Auditor of ValorInveste - Soc. Invest. Imob., SA
Statutory Auditor of Jofabo - Construção e Imobiliária, SA
Statutory Auditor of Polibrás - Polimentos e Abrasivos, SA
Statutory Auditor of Know it - Soluções Formação Tecnologia, SA
Statutory Auditor of J. Medeiros, SGPS, SA
Statutory Auditor of Hidroeléctrica S. Pedro, SA
Statutory Auditor of Hidroeléctrica S. Nicolau, SA
Statutory Auditor of Mindegames-Soc. Comum., Produções Audiovisuais Futebol,SA
Statutory Auditor of SkyWorld, SA
Statutory Auditor of Blue Share, SA
Statutory Auditor of VNG - Gestão, Consultoria e Gestão, SA
Statutory Auditor of PM. IQS - Projecto, Gestão e Supervisão, SA
Statutory Auditor of Imoguedes - Imobiliária e Engenharia, SA
Statutory Auditor of Praianorte - Hotelaria e Turismo, SA
Statutory Auditor of Companhia das Pastas - Empreend. e Invest. Hoteleiros,SA
Statutory Auditor of PREC - Projectos de Engenharia e Construções, SA
Statutory Auditor of Delvepe - Projectos e Construção, S.A.
Statutory Auditor of ERPA II - Emp.,Recup., Pat., Arqitet.,SA
Statutory Auditor of House Demand, SA
Statutory Auditor of IberiaPremium, Oil & Gas, SA
Statutory Auditor of Luso-Insular, Projectos e Invest., SA
Statutory Auditor of PMVA - Imobiliaria, SA
Statutory Auditor of Write UP SA
Statutory Auditor of Euroviga – Pré fabricados, SA
Partner of Horwath Parsus – Consultoria e Gestão, Lda
Statutory Auditor of Fundação Universidade do Porto
Statutory Auditor of Strong Management, SA

Appendix II Offices held in other Companies

Member of the Fiscal Board of the following companies:

- Sonae Indústria, SGPS, SA
- Sonae, SGPS, SA
- Sonae Capital, SGPS, SA

Statement

I hereby declare, as required by law, that by taking office in the Fiscal Board of Sonae Capital, SGPS, SA I do not incur in any of the incompatibilities envisaged in number 1 of Article 414-A of the Company Law, nor am I involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately disclose to the Company any event that, in the course of the mandate, generates incompatibilities or loss of independence under the terms of the legal requirements.

Maia, 21 February 2013

Jorge Manuel Felizes Morgado

Carlos Manuel Pereira da Silva

Licenciado em Economia (U.P.)
Revisor Oficial de Contas n.º 820

ACADEMIC AND PROFESSIONAL CURRICULUM
of

CARLOS MANUEL PEREIRA DA SILVA

1. Education

- Graduation in Economics (FEP), concluded in January 1978.

2. Professional curriculum

- Worked in the international auditing company PRICE WATERHOUSE, from 1980 to 1985, assuming different tasks increasingly demanding.
- Administrative and financial managing director in an international company, from 1985 to 1991.
- Began to work as a statutory auditor since 1992, first individually and, from June onwards, in the firm SANTOS CARVALHO & ASSOCIADOS, SROC, S.A.
- Since June 2010 continued to work as a statutory auditor, this time in the firm ARMANDO MAGALHÃES, CARLOS SILVA & ASSOCIADOS, SROC, Lda.
- Does not hold any shares of SONAE CAPITAL, SGPS, S.A.

Vila Nova Gaia, 21 February 2013

Carlos Manuel Pereira da Silva

Statement

I hereby declare, as required by law, that by taking office in the Fiscal Board of Sonae Capital, SGPS, SA I do not incur in any of the incompatibilities envisaged in number 1 of Article 414-A of the Company Law, nor am I involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately disclose to the Company any event that, in the course of the mandate, generates incompatibilities or loss of independence under the terms of the legal requirements.

Vila Nova de Gaia, 21 February 2013

Carlos Manuel Pereira da Silva

REMUNERATION COMMITTEE

Belmiro Mendes de Azevedo

Chairman and CEO of Sonae Capital, SGPS, SA

Age: 75

Nationality: Portuguese

Education:

- Graduation in Chemical Engineering - Porto University (1964)
- PMD (Programme for Management Development) - Harvard Business School (1973)
- Financial Management Programme - Stanford University (1985)
- Strategic Management - Wharton University (1987)
- Global Strategy – University of California (1995)

Positions held in Group Companies:


- Chairman of the Board of Directors of the following companies:
 - SC, SGPS, SA
 - Spred SGPS SA

Positions held in Other Companies:

- Chairman of APGEI - Portuguese Association of Industrial Engineering and Management (1985)
- Member of the Advisory Board of the Faculty of Economics of the *Universidade Nova de Lisboa* - Business School (1985)
- Founding Member of Institute of Business Studies (ISEE), currently EGP-UPBS (University of Porto Business School) (1989)
- Member of the Advisory Board of IPATIMUP – Institute of Molecular Pathology and Immunology of Porto University (1990)
- Member of WBCSD – Order of Outstanding Contributors to Sustainable Development (1995)
- Member of European Union Hong-Kong Business Cooperation Committee (1997)
- Member of INSEAD Portuguese Council (1998 – 2009)
- Member of International Advisory Board of Allianz AG (2000 – 2012)
- Member of Regional Advisory Board of London Business School (2001 – 2005)
- Member of the Board of Directors of COTEC Portugal (2002 – 2009)
- Member of European Round Table of Industrialists (2004 – 2008)
- Founding Member of Founding Council of Forum Manufature Portugal (2005)
- Member of European Advisory Board of Harvard Business School (Since 2005)
- Chairman of the Board of Directors of EGP-UPBS (2008 – 2011)

Main Professional activities in the last five years:

- Chairman of the Board of Directors of EGP-UPBS (Since July 2011)
- Chairman of the Board of Directors of Sonae, SGPS, SA (Since 2007)
- Chairman of the Board of Directors of Sonae Indústria, SGPS, SA (Since 2005) and CEO of Sonae Indústria SGPS SA (Since 2012)
- Chairman of the Board of Directors of Sonae Capital SGPS, SA (Since 2007) and CEO of Sonae Capital, SGPS, S.A.
- Chairman of the Board of Directors of the following sub-holdings:
 - Sonae Turismo, SGPS, SA (2007-2012)
 - Spred SGPS SA (Desde 2007)
 - SC, SGPS, SA (Desde 2007)

- 
- Chairman of the Board of Directors of Alpessego – Sociedade Agrícola, SA
 - Chairman of the Board of Directors of Águas Furtadas – Sociedade Agrícola, SA
 - Chairman of the Board of Directors of Casa Agrícola de Ambrães, SA
 - Chairman of the Board of Directors of Efanor Investimentos, SGPS, SA
 - Chairman of the Board of Directors of Praça Foz - Sociedade Imobiliária, SA
 - Chairman of the Board of Directors of Prosa – Produtos e Serviços Agrícolas, SA
 - Chairman of the Board of Directors of Setimanale - SGPS, SA
 - Sole Director of BA - Business Angels, SGPS, SA
-

- Sonae Capital shares held:
- 837,000 shares held directly or by family
 - 155,667,947 shares held through Efanor Investimentos, SGPS, SA
-

CURRICULUM VITAE

Personal information

Name JOSÉ FERNANDO OLIVEIRA DE ALMEIDA CÔRTE-REAL
Address Rua Afonso Baldaia, 368 – 1º Dto.
4150-016 Porto
Phone no. 226101788
Professional phone no. 222454024
Date of birth 16 May 1954
Place of birth Massarelos, Porto

Education

- Graduation in Psychology and Educational Sciences – Faculty of Psychology and Educational Sciences of U.P.

Professional Experience

1983/1986 Staff Manager, Ed. Ferreirinha, Motores e Máquinas EFI, SARL
1986/1988 Staff Manager, Feruni, Sociedade de Fundição, SARL
1988/1990 Human Resources Manager, Modis, Distribuição Centralizada, SA
1990/1993 Human Resources Manager Modelo Continente Hipermercados, SA
1993/2007 Human Resources Manager Sonae Distribuição
Since 2007 to date
Human Resources Manager at Sonae
Chairman of Human Resources Consulting Group of Sonae Group

P.S.: Please find attached the list of companies where I am a member of statutory bodies

13-02-2013

José Côrte-Real

BB Food Service, SA
Bom Momento – Restauração S.A.
Carnes do Continente – Indústria e Distribuição de Carnes, S.A.
Conticomba – Comércio e Distribuição da Combustíveis, S.A.
Continente Hipermercados, S.A.
Edições Book.it - S.A.
Efanor – Design e Serviços, S.A.
Estevão Neves - Hippermercados da Madeira, S.A.
Fashion Division, S.A.
Fashion Division Canarias, S.A.
Infocfield – Informática, S.A.
Marcas MC Services private Company Limited by Shares
Modalfa – Comércio e Serviços, S.A.
Modalloop – Vestuário e Calçado, S.A.
Modelo Continente Hipermercados, S.A.
Modelo Continente International Trade, S.A.
Modelo.Com – Vendas Por Correspondência, S.A.
Peixes do Continente – Indústria e Distribuição de Peixes, S.A.
Pharmaconcept – Actividades em Saúde, S.A.
Pharmacontinente – Saúde e Higiene, S.A.
Sonae Center Serviços II, S.A.
Sport Zone – Comércio de Artigos de Desporto, S.A.
SDSR – Sports Division SR, S.A.
Sport Zone España – Comércio de Articulos de Deporte, S.A.
Têxtil do Marco, S.A.
Todos os Dias – Comércio Retalhista e Exploração de Centros Comerciais, S.A.
Worten – Equipamentos Para o Lar, S.A.
Worten España Distribución, S.L.
Zippy – Comércio e Distribuição, S.A.
Zippy – Comercio y Distribución, S.A.