

To the Chairman of the
Shareholders' General Meeting of
Sonae Capital, SGPS, SA
Lugar do Espido
Via Norte
4471-907 Maia

(Translation from the Portuguese Original)

Item number 4

PROPOSAL

The Remunerations Committee proposes to the Shareholders' General Meeting the approval, under the terms and for the purpose of number 1 of Article 2 of Law 28/2009 of 19 June, of the Remuneration and Compensation Policy for statutory governing bodies and to key management staff ("dirigentes"), as follows:

1. Principles of the Remuneration and Compensation Policy of Statutory Governing Bodies

The remuneration and compensation policy regarding statutory governing bodies and key management staff ("dirigentes") follows guidelines from the European Commission, Portuguese law and recommendations from the Portuguese Securities Market Commission, based on the understanding that initiative, effort and commitment are essential foundations for delivering good performance, and that the latter should be aligned with the medium and long term objectives of the company, ensuring its sustainability.

When establishing the compensation plan a comparison is made, on one hand, with market benchmarks provided by several market studies available in Portugal and remaining European markets, namely conducted by Mercer and Hay Group, and on the other, with listed companies of similar size.

Compensation packages for executive directors are defined using market research for Top Executives (Portugal and Europe), aiming at a market positioning of median pay for fixed remuneration and the third quartile for total pay, on a comparable basis.



Fixed and variable remuneration of statutory governing bodies are decided by the Remunerations Committee, liaising with the Board Nomination and Remunerations Committee.

The fixed component of the remuneration is aligned, in its limits, with market standards which are determined by reference to comparable companies practice.

The variable component of the remuneration, applicable to executive directors, is subject to maximum percentages and respects pre-established and measurable criteria – performance indicators – settled with each of the executive directors for each financial year.

The variable component of the remuneration is assessed by performance evaluation of a set of performance indicators, including business indicators regarding economical and financial aspects (“Key Performance Indicators of Business Activity” (Business KPIs)) and individual, which combines subjective and objective indicators, “ Personal Key Performance Indicators” (Personal KPIs). The content of the performance indicators and its specific weight in the calculation of effective remuneration, ensure the alignment of executive directors interests with the strategic goals defined and the compliance with the legal applicable standards to the Company’s activity.

In order to determine the variable component of the remuneration there is an individual performance assessment executed by the Shareholders’ Remunerations Committee, liaising with the Board Nomination and Remuneration Committee. This assessment is performed after the Company’s earnings are disclosed.

Hence and pertaining to each financial year the company’s activity, the performance and the individual contributes to the overall success are assessed, which necessarily limits the attribution of the fixed and variable components of each director’s remuneration plan.

At least fifty percent of the variable remuneration attributed to each executive director is effectively deferred for a three year period according to individual and company performance in each financial year. This deferred component of the variable remuneration is composed of shares and subject to the Share Plan Attribution included as an appendix to this proposal.

The Remuneration Policy weighs in functions of executive directors in other group or controlled companies.

The Remuneration Policy of the company maintains the principle of non attribution of remuneration or compensation to directors, or members of other statutory governing bodies, in case of termination of the mandate, either at the end of the mandate period or, by any reason, before the end of the mandate period, always in compliance with legal requirements on this matter.

The Remuneration and Compensation policy does not include any benefit system, namely pension plans, involving members of the statutory governing bodies, fiscal bodies and remaining key management staff ("dirigentes").

To ensure effectiveness and transparency of the objectives of the Remuneration and Compensation Policy, executive directors:

- have not signed contracts with the company or third parties aimed at mitigating the risk inherent to changes in the remuneration that was set by the company;
- have not sold, in 2011, year of the term of their mandate, nor should they sell during the new mandate, company shares that have been attributed as variable remuneration, up to two and a half times the total annual remuneration, exception being given to shares which need to be sold in order to pay tax arising from the attribution of such shares as variable remuneration.

2. According to the principles defined, remuneration and compensation of members of the statutory governing bodies follows these guidelines:

Executive Directors

The structure of the remuneration policy includes control mechanisms, liaising with individual and group performance, preventing the assumption of excessive risks. This objective is also ensured by setting a maximum limit to each Key Performance Indicator (KPI).

Remuneration and compensation policy for Executive Directors (ED) may include (i) a fixed remuneration, including a Base Salary and an annual responsibility allowance (ii) a variable remuneration, paid in the first quarter of the following year to which it relates and conditional to the fulfilment of the objectives set in the previous year, including (a) a Short Term Variable Bonus, payable immediately after the granting date, and b) a Medium Term Variable Bonus, which will be payable on the third anniversary of the granting date, considering that exposing executive Directors to the fluctuation in share price is the most suitable way to align the interests of Directors with those of shareholders.

(i) Fixed remuneration of the executive director is defined according to individual skills and the responsibility level of each Executive Director, and will be reviewed annually. Each Executive Director is attributed a job grade, internally known as functional group. These job grades are structured according to an international job grading model, "Group Leader", "Group Senior Executive" or "Senior Executive" following Hay's international methodology to grade corporate functions with the objective of facilitating market comparisons and promoting internal equality.

(ii) The variable remuneration aims at rewarding the achievement of predefined objectives, based on key performance indicators of business activity, of teams under his responsibility and on his/her individual performance and is attributed after the Company's earnings are known and performance appraisal has

been done. Since the attribution of the variable component is dependent on the achievement of objectives, its payment is not guaranteed.

(a) The Short Term Variable Bonus

This bonus is paid in the first half of the following year to which it relates.

Business KPIs, both economic and financial, account for circa 70% of this value and are made up of objective indicators divided between group and team KPIs. Group KPIs include economic and financial indicators based on budget, the performance of each business unit, as well as on the company's consolidated performance. Team KPIs per function/business have a similar nature, being directly impacted by the performance of the executive director. The remaining 30% result from personal KPIs, which are subjective.

(b) The Medium Term Variable Bonus

This bonus aims at strengthening the ED loyalty, aligning his/her interests with those of shareholders and at enhancing the impact of his/her performance in the overall performance of the Company. The amounts of the Medium Term Bonus correspond to at least 100% of the short term variable bonus, which means that the Medium Term Variable Bonus corresponds to at least 50% of the total variable remuneration.

The amount in euro is divided by the average closing share price, to determine the number of shares to be granted. The amount converted in shares will be adjusted for any changes occurred in equity or dividends (Total Share Returns) for a deferred period of 3 years. On the vesting date, shares are delivered at nil cost. The Company has the choice to settle in cash instead of shares.

Considering both variable components, the value of the pre-defined objective varies between 30% and 60% of total annual remuneration (fixed remuneration and target for variable remuneration).

Amounts paid as bonuses may vary between 0% and 120% of the pre-defined target bonus.

Non Executive Directors

The remuneration of Non Executive Directors (NED) is determined according to market data and based on the following principles: (1) payment of a fixed remuneration, dependent on the presence at the Board of Directors and Board Nomination and Remunerations Committee and Board Audit and Finance Committee meetings; (2) payment of an annual responsibility allowance. There is no payment of a variable remuneration of any kind.

Fiscal Board

Remuneration of members of the Fiscal Board of the company is made up solely of a fixed amount in accordance with fees for similar services and market practices. There is no payment of a variable remuneration of any kind. This remuneration includes an annual responsibility allowance.

Statutory External Auditor

The Statutory External Auditor of the company is remunerated in accordance with fees for similar services and market practices, by proposal of the Fiscal Board and the Board Audit and Finance Committee.

Board of the Shareholders' General Meeting

Remuneration of the members of the Board of the General Shareholders' Meeting is made up of a fixed amount, based on the Company situation and market practices.

Key Management Staff ("Dirigentes")

In accordance with number 3 Article 248-B of the Portuguese Securities Markets Code, managers with regular access to relevant information and that take part in the strategy and decision making process are considered "Dirigentes" (Key Management Staff).

The Remunerations Committee proposes that the remuneration policy of Key Management Staff is similar to the remuneration of other Senior Staff with similar job and responsibility levels without any additional benefits when compared to conditions for the same functional group.

3. Compliance with Recommendation II.1.5.2 of the Portuguese Securities Market Commission (CMVM)

According to the requirements of this Recommendation we hereby declare:

- (i) that entities considered as benchmark for the definition of remuneration are those referred above in item number 1;
- (ii) that no payments were made regarding dismissal or termination of functions of directors.

Maia, 1 March 2012

The Remunerations Committee,

Belmiro Mendes de Azevedo

José Fernando Oliveira de Almeida Corte Real