


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

***(Translation from the Portuguese Original)***

**Item number 11**

**PROPOSAL**



We propose that companies controlled, directly or indirectly, by this Company on the date of acquisition, as defined in Article 486 of the Company Law, are authorized to acquire and hold shares issued by the Company under the terms of number 2 of Article 325-B of the Company Law. Such shares may be acquired, on the stock exchange, and/or over the counter in case of the seller is this company or other company directly or indirectly controlled by this company, over the next 18 months and up to the limit of 10% as consolidated in the mother company, for a price per share not lower than the average share price of the ten-day period prior to the date of acquisition, less 50%, and not higher than the average share price in the ten-day period prior to the date of purchase, plus 10%.

The resolution should be implemented by the Board of Directors of those companies, taking into consideration the companies' needs - namely the sale of shares to Directors and key staff according to the respective remuneration policy adopted by the company -, as well as market conditions and the interests of the Company and of its shareholders.

Maia, 3 March 2015

On behalf of the Board of Directors,