



To the Chairman of the Board of the
Shareholders' General Meeting of
Sonae Capital, SGPS, SA
Lugar do Espido
Apartado 3053
4471-907 Maia

(Translation from the Portuguese original)

Item number 7


PROPOSAL

The Remunerations Committee proposes to maintain the Statutory Governing Bodies remuneration and compensation policy approved in the Shareholders' General Meeting held on 9 April 2008, with the approval of the following proposal:

The remuneration and compensation policy for the members of the statutory governing bodies, which we hereby propose, is based on the understanding that initiative, effort and commitment are essential foundations for delivering good performance. Therefore, the contribution of individual actions, performance and efforts towards the Company's overall performance should be assessed annually, and impact the fixed and variable remuneration of each employee.

Executive Directors


Therefore, it is proposed that the remuneration and compensation policy for Executive Directors (ED), follows these guidelines: (i) a Fixed Remuneration, including a base salary, established on an annual basis (paid in 14 months) and an annual responsibility allowance (ii) a Short Term Variable Bonus, paid in the first quarter of the following year to which it relates, and (iii) a Medium Term Variable Bonus, determined in April of the following year to which it relates, as deferred remuneration under the terms of the Medium Term Incentives Plan, which will be payable on the third anniversary of the granting date.



(i) Individual compensation packages are defined according to the responsibility level of each ED and will be reviewed annually. Each ED is attributed with a job grade, internally known as functional group. These job grades are structured according to an international job grading model of corporate functions with the objective of facilitating market comparisons and internal equality. Compensation packages for ED 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;

(ii) the Short Term Variable Bonus aims at rewarding the achievement of predefined objectives, based on key performance indicators of business activity (Business KPIs) and on personal key performance indicators (Personal KPIs). The bonus target to be attributed will be based on a percentage of the fixed component of the compensation package, which may vary between 33% and 75%, according to the functional group of the ED. Business KPIs, with a significant part of economic and financial indicators, account for 70% of the annual performance bonus and are made up of objective indicators. The remaining 30% result from personal KPIs, based on subjective indicators. Amounts paid are the outcome of actual performance (business results/ personal contribution) and may vary between 0% and 148% of the target bonus.

(iii) the Medium Term Bonus aims at strengthening the ED loyalty, aligning its interests with those of shareholders and at enhancing the impact of its performance in the overall performance of the Company. The amounts of the Medium Term Bonus are defined annually and for ED correspond to 100% of the short term variable bonus. The amount in euro is divided by the minimum of the following: closing share price of the first day of trading after the General Meeting of Shareholders or the average closing share price of the thirty-day period of trading prior to the General Meeting of Shareholders, 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 Shareholder's Return) 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.



Non Executive Directors

It is proposed that the remuneration of Non Executive Directors is determined according to market data and based on the following principles: (i) Payment of a fixed remuneration, of which 50% is paid in four equal instalments in each quarter and the remaining 50% is paid in December; (ii) payment of an annual responsibility allowance. There is no payment of a variable remuneration of any kind.

Fiscal Board

It is proposed that the remuneration of members of the Fiscal Board is made up solely of a fixed amount which is based on the Company's situation and market practices for fees of similar services. This remuneration includes an annual responsibility allowance.

Statutory External Auditor

It is proposed that the Statutory External Auditor is remunerated in accordance with fees for similar services, and market practices, by proposal of the Fiscal Board and of 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 Remuneration 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.

Maia, 24 March 2010

The Remuneration Committee,

Belmiro Mendes de Azevedo

Bruno Walter Lehman