

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

**Voting in writing**

Annual Shareholders' General Meeting of Sonae Capital SGPS, S.A.  
of 28 April 2010

**WRITTEN VOTING PAPER**

**Voting in writing**

Shareholder's name: \_\_\_\_\_

Full address: \_\_\_\_\_

Fiscal/VAT nr.: \_\_\_\_\_

Number of Shares: \_\_\_\_\_ Custodian Bank(s): \_\_\_\_\_

**Agenda:** **In favour**      **Abstention**      **Against**

Item 9. Resolution regarding changes to number 1 of article 21, to numbers 3, 5, 7 and 8 of article 23, as well as including a new number to article 31 of the Company's Articles of Association.

Proposer: \_\_\_\_\_

Proposals presented by other proposers in item 9:

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Vote against?

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Remarks: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(Shareholder's signature)

## NOTES AND VOTING INSTRUCTIONS

1. The Shareholders' General Meeting is composed only of Shareholders with voting rights, who own shares or subscription rights and that until the five business days prior to the Shareholders' General Meeting, prove together with the company, the ownership of such shares or subscription rights under the terms of the Articles of Association.
2. Shareholders are allowed to vote in writing, but only in respect of alterations to the Articles of Association and the election of members to the statutory bodies.
3. Written voting papers shall only be considered valid, if they are received at the registered office of Sona Capital, SGPS, SA at least three days before the date of the Shareholders' General Meeting. The voting papers must be sent by registered post with acknowledgement of receipt to Lugar do Espido, Via Norte, 4471-907 Maia, and addressed to the Chairman of the Board of the Shareholders' General Meeting. This does not dispense with the need of complying with the procedures set out in paragraph one above, in order to be registered as a valid shareholder for the Shareholders' General Meeting.
4. Written voting papers must be signed by the shareholders or by their legal representatives. Individual shareholders must attach a certified copy of their identity card; for corporate shareholders, the signature must be authenticated confirming that the signatory is duly authorised and mandated for the purpose.
5. Written voting papers will only be considered to be valid when they clearly set out in an unambiguous manner:
  - a) that they refer to agenda item number nine;
  - b) the specific proposal to which they relate, with an indication of the respective proposer or proposers;
  - c) the precise and unconditional voting intention on each proposal.
6. Notwithstanding the content of paragraph b) above, a shareholder is permitted to include in a written voting paper, in relation to an identified proposal, the intention to vote against all alternative proposals, in relation to the same item on the agenda, without further specification.
7. It is assumed that shareholders have abstained from any proposals that are not specifically included in their written voting papers.
8. Written voting papers issued prior to the date of the proposals will be considered as votes against.
9. The Chairman of the Board of the Shareholders' General Meeting, or his or her substitute, is responsible for verifying that written voting papers comply with all the above requirements and, any that are not accepted, are treated as null and void.
10. The presence at the General Meeting of a shareholder or his/her representative who has voted in writing will be considered as revoking his/her written voting papers sent by post.
11. To ensure confidentiality, written voting papers should be placed in a sealed envelope and identified as "vote in writing". This envelope should then be placed inside the letter mentioned in 3 above.

Should you have any further questions please contact us through telephone (+ 351) 22 010 79 25 or through the email address [ir@sonacapital.pt](mailto:ir@sonacapital.pt).