

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 17 March 2014

**WRITTEN VOTING PAPER**

**Voting in Writing**

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

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

Fiscal/VAT n.r.: \_\_\_\_\_

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

**Agenda:**

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<b>Item 1.</b> Discuss and approve the Report of the Board of Directors and the individual and consolidated financial statements for 2013;	<b>In Favour</b>	<b>Abstention</b>	<b>Against</b>
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Proposer: \_\_\_\_\_

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Item 2.</b> Resolution on the proposed appropriation of the 2013 net profit;	<b>In Favour</b>	<b>Abstention</b>	<b>Against</b>
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Proposer: \_\_\_\_\_

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Item 3.</b> Approve the management and audit of the company;	<b>In Favour</b>	<b>Abstention</b>	<b>Against</b>
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Proposer: \_\_\_\_\_

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Item 4.</b> Decide on the Remuneration Committee Declaration on the remuneration policy of the statutory bodies and senior managers as well as on the share attribution plan and respective regulation;	<b>In Favour</b>	<b>Abstention</b>	<b>Against</b>
Proposer: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 5.</b> Resolution on the acquisition and sale of own shares up to the legal limit of 10%;	<b>In Favour</b>	<b>Abstention</b>	<b>Against</b>
Proposer: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 6.</b> Resolution on the acquisition and sale of own bonds up to the legal limit of 10%;	<b>In Favour</b>	<b>Abstention</b>	<b>Against</b>
Proposer: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 7.</b> Resolution on the acquisition and/or ownership of shares representative of the company's share capital by directly or indirectly affiliated companies.	<b>In Favour</b>	<b>Abstention</b>	<b>Against</b>
Proposer: _____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
(Shareholder's signature)

## NOTAS E INSTRUÇÕES DE VOTO

a. Only written voting papers received in the Company's registered Office, by means of a registered letter with delivery receipt addressed to the Board of the Shareholders' General Meeting, or by email, until 18:00 hours (GMT) of 12 March 2014, are considered valid, provided that, in either case, proof of shareholder quality is given reported to 00:00 hours (GMT) of 10 March 2014, under the terms and within the period set in the notice of the Shareholders' General Meeting.

b. Written voting papers sent by post should be sent by registered letter, signed by the shareholders or by their legal representatives. Individual shareholders must attach a certified copy of their identity card and, for corporate shareholders, the signature must be authenticated confirming that the signatory is duly authorised and mandated for that purpose.

c. Written voting papers will only be considered to be valid when they clearly set out in an unambiguous manner:

- i. the item or items in the agenda they refer to;
- ii. the specific proposal to which they relate, indicating the respective proposer or proposers;
- iii. the precise and unconditional voting intention on each proposal.

d. Written voting papers shall be deemed null, if the shareholder or its representative attends the General Meeting.

e. It is assumed that shareholders have abstained in any proposals that are not specifically included in their written voting papers whenever they are presented before the date of issuance of such votes.

f. Written voting papers shall be deemed as votes against any proposals presented after the issuance of such written voting papers.

g. 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.

h. 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 (b) above.

Should you have any further questions please contact us using the telephone (+ 351) 22 010 79 25 or the email address [presidenteag2014@sonaecapital.pt](mailto:presidenteag2014@sonaecapital.pt).