

**EXERCISE OF VOTING RIGHT
BY ELECTRONIC MEANS**

(To be received at Sonae SGPS, SA's registered office no later than 6 pm on 4 November 2009)

Name: _____

Address: _____

Tax I.D. Nr.: _____

Shareholders' General Meeting

9 November 2009

Sonae SGPS, SA

Lugar do Espido, Via Norte

Apartado 1011

4470-909 MAIA

_____, ____ of _____ 2009

In my capacity as Shareholder, holder of _____ shares of Sonae SGPS, SA, I hereby declare my intention to exercise my voting right by electronic means (at www.sonae.pt) at the Extraordinary General Meeting to be held on 9 November 2009, at 10:30 am, requesting, for this purpose, that a counter password set by Sonae SGPS, SA, be sent to my e-mail address at

to submit my vote electronically, which shall be used in conjunction with the following number code set by me:

(Your code should be made up of five numbers. You should keep this code safe, as it will be necessary to cast your vote)

Contact telephone number: _____

The exercise of the voting right is subject to reception at the company, of the proof of ownership, under the terms set for in the notice of meeting.

Yours faithfully,

(signature legally-attested)¹

¹By a notary, a lawyer or a legal clerk. In the case of a corporate shareholder, signatures should be authenticated as duly authorised and mandated for the purpose.

Notes and Voting Instructions

1. Attendance at the General Meeting is restricted to shareholders who own shares with voting rights, which are registered in their name by the fifth working day before the date of the Shareholders' General Meeting, in reference of any of its sessions. Proof of this ownership should be provided to the Company up to the third working day before the date of the respective session, by way of statement issued by the financial intermediary who thereby certifies the shares ownership registration and respective blocking for the purpose of exercising the participation right.

This proof should be addressed to the Chairman of Board of the Shareholders' General Meeting, and presented, within that deadline, by post to the Company's registered office, either by email investor.relations@sonae.pt or by fax n.º +351 220 104 719. When using email or fax, the original document must be received at the Company's registered office up to the third working day prior to the date of the General Meeting.

2. Shareholders are entitled to vote in writing, by post or by electronic means, in respect of all items of the agenda.

3. Written voting papers sent by electronic means must respect the following requirements:

i. shareholders must request the right to vote in writing by electronic means by sending the form "Exercise of voting right by electronic means" duly filled in, namely with the indication of an email and a password, and with the signature authenticated by a notary, a lawyer or a legal clerk, to the Company's registered office, by way of registered post with acknowledgment of receipt, at least five days before the date of the Shareholders' General Meeting;

ii. after receiving the form "Exercise of voting right by electronic means" as well as the proof of ownership, within the deadlines respectively set forth in the previous i. and in 1. above, the Company will send to the email indicated by the shareholder a counter password which, together with the password created by him in the form "Exercise of voting right by electronic means" will allow him access to an electronic ballot at www.sonae.pt;

iii. the shareholder may exercise his voting right until 6 pm on 6 November 2009.

4. Written voting papers shall only be considered valid when they clearly set out in an unambiguous manner:

i. the agenda item or items to which they refer;

ii. the specific proposal to which they relate, with an indication of the respective proposer or proposers;

iii. the precise and unconditional voting intention on each proposal.

5. The written voting paper will be considered revoked in case the shareholders, or the respective legal representative, are present at the Shareholders' General Meeting.

6. It is assumed that shareholders who send written voting papers abstain from voting any proposals that are not specifically included in their written voting papers, and have been presented previously to the voting papers casting date.

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

8. 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.

Should you have any further question please contact us through telephone (+ 351) 220 104 786 or through the email investor.relations@sonae.pt.
