

**FULL TEXT OF THE ARTICLES OF ASSOCIATION OF SONAE - SGPS, S.A.  
RESULTING FROM THE PROPOSAL OF CHANGES PRESENTED BY THE  
BOARD OF DIRECTORS TO THE GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON 3 MAY 2007**

**FIRST CHAPTER**

**NAME, REGISTERED OFFICE AND OBJECTIVES**

**ARTICLE ONE**

The company is incorporated under the name of Sonae-SGPS, S. A..

**ARTICLE TWO**

One – The registered office is at Lugar do Espido, Via Norte, parish and county of Maia, and can be transferred, under the terms of the law, by decision of the Board of Directors.

Two – The Board of Directors can set up, inside or outside Portugal, delegations, agencies, branches, offices, or whatever other form of representation that it considers appropriate.

**ARTICLE THREE**

The company's objective is the management of financial investments, as an indirect form of exercising economic activity.

**ARTICLE FOUR**

The company can acquire and dispose of financial investments in companies incorporated under Portuguese or foreign law, with the same or different objective to that referred to in article three, in companies that are regulated by special laws, and in limited liability companies.

**ARTICLE FIVE**

The company can also associate itself with other legal entities in order to, specifically, form new companies, complementary groups of companies (incorporated joint ventures), European economic interest associations, consortiums and participation associations (unincorporated joint ventures).

**SECOND CHAPTER**  
**SHARE CAPITAL, SHARES AND BONDS**

**ARTICLE SIX**

One – The share capital of two thousand million Euro is fully subscribed and paid up, and is divided into two thousand million ordinary shares, each with a nominal value of one euro.

Two – The share capital can be increased, through new entries in cash, up to five thousand million Euro, in one or more stages, by resolution of the Board of Directors, which will determine, in accordance with the law, the conditions of subscription and the categories of shares to be issued, based on those already existing at the time.

**ARTICLE SEVEN**

One – The shares will be titled or non-titled shares, nominal or bearer, freely interchangeable, according to the terms of the law.

Two – If the shares are represented by share certificates, these certificates will be issued according to the terms of the law.

Three – Preferential shares without voting rights may be issued, which can be redeemable, at nominal value, with or without the addition of a premium, if the Shareholders' General Meeting so decides. If this is the case, the meeting should determine the method of calculation of any redemption premium.

Four – In the event of failure to comply with the redemption conditions, the company is obliged to indemnify the shareholder. The amount of the indemnity is stated in the resolution taken when issuing this category of shares.

Five – The company may issue autonomous warrants, under the terms of the law, and with conditions that are determined by resolution of the Shareholders or of the Board of Directors. The provisions of paragraphs one and two of this article are applicable, adapted as necessary, to any warrants issued by the company.

**ARTICLE EIGHT**

One – The company may issue any type of bond, under the terms of the law, and according to the conditions established by resolution of the Shareholders or the Board of Directors.

Two – The company may issue bonds convertible into special categories of shares and bonds with the right to subscribe to special categories of shares.

Three –The Board of Directors may only decide to issue any of the types of bonds mentioned in the previous paragraph, if the respective categories of shares already exist.

Four – Paragraphs one and two of the previous article are applicable, adapted as necessary, to any bonds issued by the company.

### **CHAPTER THREE**

#### **BOARD OF DIRECTORS, FISCAL BOARD AND AUDIT**

##### **ARTICLE NINE**

One – The company is managed by a Board of Directors made up of an odd or even number of members, with a minimum of three members and a maximum of eleven members, elected at the Shareholders' General Meeting. The Chairman of the Board of Directors has a casting vote.

Two – The Board of Directors will appoint its Chairman, as well as, if it so decides, one or more Managing Directors or an Executive Committee, to which it shall delegate the powers to manage the business that the Board may determine.

Three –The Board of Directors will decide how the Executive Committee will function and how it will exercise the powers that have been delegated.

##### **ARTICLE TEN**

One – The election of one member of the Board of Directors will take place independently from the remaining elections, under the terms of the law, among persons listed in proposals subscribed by groups of shareholders, provided that such groups of shareholders hold shares that represent more than ten and less than twenty percent of the share capital.

Two – The same shareholder cannot subscribe to more than one proposal.

Three – Each proposal must contain the identification of at least two persons eligible for each of the positions to be filled.

Four – If proposals are presented by more than one group of shareholders, voting will be based on all of these proposals.

Five – The provisions of the above paragraphs are only applicable if the company is considered to be either a publicly quoted company, or a concessionary of the State, or an equivalent entity.

#### **ARTICLE ELEVEN**

The Board of Directors is responsible for the management of the business and for carrying out all operations related to the company's objectives and, for this purpose, the widest powers are conferred to the Board including the following:

- a) To represent the company, in or outside court, proposing or contesting any legal proceedings, the continuing and abandoning of these actions, and their settlement through arbitration proceeding. To that end, the Board of Directors can delegate its powers to a sole mandated person;
- b) To approve the annual budget and the company's business plan;
- c) To rent, purchase, sell, pledge or charge any property, financial or other assets of the company, including shares, quotas or bonds;
- d) To decide to associate the company with any other entity under the terms of article five above;
- e) To decide to issue bonds or to contract loans in the national and or international financial markets;
- f) To appoint third parties, individuals or corporate entities, to exercise offices (including membership of Boards) in other companies;
- g) To decide that the company will give technical and financial assistance to affiliated or associated companies.

#### **ARTICLE TWELVE**

One – All the documents that legally bind the company including cheques, bills of exchange, promissory notes and other financial and banking documents, will be valid when signed by:

- a) Two members of the Board of Directors;
- b) One member of the Board of Directors and a legally mandated signatory, signing within his/her respective mandate;

- c) One member of the Board of Directors, to appoint a judicial attorney of the company or when duly appointed for the purpose or purposes, when the appointment has been minuted at a Board meeting;
- d) Two legally mandated signatories, operating within their respective mandates;
- e) One legally mandated signatory, if appointed for the purpose or purposes by the Board of Directors or a member of the Board of Directors with powers to so delegate.

Two – Routine documents may be signed by one member of the Board of Directors.

### **ARTICLE THIRTEEN**

The members of the Board of Directors and the company's mandated signatories are expressly forbidden from binding the company in any acts and contracts that are outside the company's objectives.

### **ARTICLE FOURTEEN**

One – A meeting of the Board of Directors shall normally be held at least once every quarter and, in addition, whenever the Chairman or two Board Directors convene a meeting, being any decisions taken included in the minutes of the respective meeting.

Two – The Board of Directors can only take decisions if the majority of Board members are present or represented.

Three – Decisions shall be taken by a majority of votes of the Directors present at the meeting or duly represented and the Directors that exercise a vote by letter.

Four – Any member of the Board of Directors can be represented at Board of Directors' meetings by another member of the Board by means of an appointment letter, addressed to the Chairman of the Board, indicating the day and hour of the meeting to which it refers to, being such letter noted in the minutes of the meeting and duly filed.

Five – The meetings of the Board of Directors may be held by any available media support, under the terms of the law.

#### **ARTICLE FIFTEEN**

One – The Boards of Directors will appoint a substitute in case of death, resignation or temporary or permanent incapacity or unavailability of any member.

Two – If a Director fails to be present at any two meetings without providing a justification for such absence which is accepted by the Board of Directors, such a Director shall than be deemed permanently unavailable.

Three - A substitute will be elected to the Board of Directors in the case of permanent unavailability of the member of the Board elected under the special provisions of article ten.

#### **ARTICLE SIXTEEN**

The Members of the Board of Directors will provide guarantees for their responsibilities as Directors as decided by the Shareholders' General Meeting that elects them or, if no such decision is taken, for the minimum amount legally required and by any of the methods legally allowed.

#### **ARTICLE SEVENTEEN**

The company will be audited by a Fiscal Board and by a Statutory Auditor or a Statutory Audit Firm, to be elected by the Shareholders' General Meeting.

#### **ARTICLE EIGHTEEN**

The Fiscal Board shall be made of an odd or even number of members, with a minimum number of three members and a maximum number of five members, being the number of members of the Fiscal Board decided by the Shareholders' General Meeting of the company, and one or two substitutes shall be appointed if the Fiscal Board is made of, as the case may be, three or more members.

#### **ARTICLE NINETEEN**

The duties of the Fiscal Board and of the Statutory Auditor are those determined by law.

## **ARTICLE TWENTY**

The Members of the Fiscal Board will provide guarantees for their responsibilities as decided by the Shareholders' General Meeting that elects them or, if no such decision is taken, for the minimum amount legally required and by any of the methods legally allowed.

## **CHAPTER FOUR**

### **SHAREHOLDERS' GENERAL MEETING**

#### **ARTICLE TWENTY ONE**

One – 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 law.

Two – The presence at a Shareholders' General Meeting of Shareholders holding non-voting preference shares, and their presence in the discussion of the points on the agenda for the Shareholders' General Meeting will depend on the authorisation of the Shareholders' General Meeting.

#### **ARTICLE TWENTY TWO**

One – Each share corresponds to one vote.

Two – The resolutions at the Shareholders' General Meeting shall be taken by simple majority, unless otherwise determined by the law.

#### **ARTICLE TWENTY THREE**

One – An individual shareholder may be represented at a Shareholders' General Meeting by means of a letter addressed to the Chairman of the Board of the Shareholders' General Meeting, indicating the name and address of the representative nominated, as well as the date of the meeting.

Two – A corporate shareholder may be represented at a Shareholders' General Meeting by a person designated by means of a letter addressed to the Chairman of the Board of the Shareholders' General Meeting, the authenticity of which will be considered by the Chairman of the Board of the Shareholders' General Meeting.

Three – As long as the company is considered to be a “publicly quoted company”, 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.

Four – Written voting papers shall only be considered valid, if they are received at the company’s registered office 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, 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 of article twenty one of these Articles, in order to be registered as a valid shareholder for the Shareholders’ General Meeting.

Five – 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 and, for corporate shareholders, the signature must be authenticated confirming that the signatory is duly authorised and mandated for the purpose.

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

- a) the agenda item or items to which they refer;
- 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, as well as whether this is maintained, if the proposal is altered by its proposer.

Seven – Notwithstanding the content of paragraph six 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.

Eight – It is assumed that shareholders have abstained from any proposals that are not specifically included in their written voting papers.



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

Ten – 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.

Eleven – The company shall assure confidentiality of written voting papers until the moment of the issuing of casting of votes in the Shareholders' General Meeting.

#### **ARTICLE TWENTY FOUR**

The Shareholders' General Meeting may be held by any available media support, provided that such support is made available and that the authenticity and security of the communications are assured.

#### **ARTICLE TWENTY FIVE**

The Shareholders General Meeting can meet, at the first instance, as long as shareholders representing over fifty percent of the share capital are present or represented.

#### **ARTICLE TWENTY SIX**

The Board of the Shareholders' General Meeting will be formed, at least, by a Chairman and a Secretary.

#### **ARTICLE TWENTY SEVEN**

The Shareholders' General Meeting shall meet:

- a) Ordinarily, within the timing established by law for the Shareholders' Annual General Meeting;
- b) Extraordinarily, whenever the Board of Directors or the Fiscal Board request it, and at the request of shareholders representing more than the minimum voting share capital required for this purpose, by law.

#### **ARTICLE TWENTY EIGHT**

One – The remuneration of the members of the statutory bodies of the company shall be fixed by the Shareholders' General Meeting.

Two – The Shareholders' General Meeting can appoint a Shareholders' Remuneration Committee to carry out the requirements of the previous paragraph.

#### **ARTICLE TWENTY NINE**

The mandate of the members of the statutory bodies shall be for four years, and they may be re-elected one or more times.

#### **CHAPTER FIVE**

#### **GENERAL PROVISIONS**

#### **ARTICLE THIRTY**

The financial year is the same as the calendar year.

#### **ARTICLE THIRTY ONE**

The net results shown in the annual financial statements, after deduction of the amounts legally required to create or to add to the legal reserve, will be applied as determined by the Shareholders' General Meeting, by simple majority, which can distribute them totally or partially or transfer them to reserves.

#### **ARTICLE THIRTY TWO**

The Board of Directors, with the agreement of the Fiscal Board, may make interim distributions of dividends during a year, under the terms of the law.

#### **ARTICLE THIRTY THREE**

One – The Shareholders' General Meeting may decide that the share capital will be totally or partially refunded, the shareholders receiving the nominal value of each share or part thereof.

Two – The Shareholders' General Meeting may decide that in the case of a partial refund, a selection "draw" is carried out amongst shareholders.

#### **ARTICLE THIRTY FOUR**

When new shares are issued as a result of a share capital increase, the new shares will be eligible for dividends as determined by the resolution, which decided upon the share capital increase. In the absence of this, the dividend entitlement will be based on the proportion of time elapsed between the last day of subscription to the share capital increase and the end of the financial year.

#### **ARTICLE THIRTY FIVE**

In the event of an increase in share capital by incorporation of reserves, the issue of new shares will respect the proportion of the various share categories existing at the time, with each shareholder receiving shares of the various categories held by him/her.