

*(Translation from the Portuguese original)*

**SONAE – SGPS, S.A.**

Registered Office: Lugar do Espido, Via Norte, Maia

Share Capital: 2.000.000.000 Euros

Registered at Maia Commercial Registry

Sole registration and tax number 500 273 170

Public Company

**SHAREHOLDERS' ANNUAL GENERAL MEETING**

**NOTICE OF MEETING**

As required by Portuguese Company Law and the Company's Articles of Association, notice is hereby given that the Shareholders' Annual General Meeting will be held at the Company's registered office, on 27 April 2010, at 11 a.m., with the following agenda:

- 1 – Discuss and approve the Company's Annual Report, balance sheet and the individual and consolidated accounts for the year ended 31 December 2009;
- 2 – Decide on the proposed appropriation of the financial year net result;
- 3 – Assess the management and audit of the Company;
- 4 – Decide on the authorisation for the purchase and sale of own shares up to the legal limit of 10%;
- 5 – Decide on the authorisation for the purchase and sale of bonds issued by the Company up to the legal limit of 10%;
- 6 – Decide on the authorisation for the purchase and for the holding of shares of the Company by its direct or indirect controlled or jointly-controlled companies;
- 7 – Decide on the remuneration policy of the statutory governing bodies and persons discharging managerial responsibilities ("dirigentes");
- 8 – Decide on the authorisation of granting own shares up to the limit of 1% of the Company's share capital to Executive Directors and employees of the Company or of its direct and indirectly controlled or jointly-controlled companies, according to the terms of the medium term Variable Remuneration Plan and the shares sale plans of direct and indirectly controlled or jointly-controlled companies;
- 9 – Decide on the amendment of article 31 of the Company's articles of association.

The Annual Reports and other information required by law will be available, on the 26<sup>th</sup> March 2010 onwards, for consultation at the Company's head office, during office hours, as well on the Company's website – [www.sonae.pt](http://www.sonae.pt) - and on the Portuguese Securities Market Commission ("CMVM")'s Information Disclosure System.

The proposals presented by the Board of Directors for deliberation at the General Meeting are disclosed as from the date mentioned on the paragraph above, at the Company's head office, during office hours, and on the Company's website - [www.sonae.pt](http://www.sonae.pt).

The proposal for amendment of the articles of association will be available to the Shareholders for consultation at the Company's head office and at its website, as from the date of publication of this notice of meeting.

Shareholders are hereby also notified that:

a) 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](mailto: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.

b) Each share is entitled to one vote.

c) 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 nominated representative and the date of the General Meeting.

d) 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.

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

f) Written voting papers shall only be considered valid, if they are received at the Company's registered office, by way of registered post with confirmation of receipt, and addressed to the Chairman of the Board of the Shareholders' General Meeting, or by electronic means, at least three days prior to the date of the Shareholders' General Meeting, subject to providing proof of ownership, as set out in a) above.

g) Written voting papers must be signed by the shareholders or by their legal representative and, in the case of an individual shareholder, should be accompanied by a certified copy of their identity card or passport, and, in the case of a corporate shareholder, signatures should be authenticated as duly authorised and mandated for the

purpose.

- h) 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 i. and a) supra, 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](http://www.sonae.pt);
  - iii. the shareholder may exercise his voting right until 5 pm of the day prior to the Shareholders’ General Meeting;
- i) 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;
- j) The written voting paper will be considered revoked in case the shareholders, or the respective legal representative, are present at the Shareholders’ General Meeting.
- k) 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.
- l) Written voting papers shall be deemed as votes against any proposals presented after the casting of such written voting papers.
- m) 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.

In order to maintain confidentiality, postal votes shall be placed in sealed envelopes, marked “Casting of written voting”, and the sealed envelope should be sent in the letter referred to in f) above.

The shareholders are furthermore informed that a ballot form for postal voting, a template of a representation letter as required by c) and d) above, as well the form to request the “Exercise of voting right by electronic means”, are available at the registered office of the Company, during office hours, and on the internet site of the Company [www.sonae.pt](http://www.sonae.pt).

The Shareholders’ General Meeting shall meet in first instance, provided that shareholders representing over fifty per cent of the Company’s share capital are present or represented.



If this quorum is not reached on the scheduled date, the meeting is rescheduled for 14 May 2010, at the same time and place, when no minimum quorum will be required.

Maia, 19<sup>th</sup> March 2010

The Chairman of the Shareholders' General Meeting,

Dr. Manuel Cavaleiro Brandão