

## **BOARD OF THE SHAREHOLDERS GENERAL MEETING**

**March 2011**

**MANUEL EUGÉNIO PIMENTEL CAVALEIRO BRANDÃO**

**March 2011**

**MANUEL** Eugénio Pimentel **CAVALEIRO BRANDÃO**

Born in Oporto, on the 6<sup>th</sup> of June of 1946.

Academic

- Curriculum
- Degree in law from the University of Coimbra;
  - Attendance of the postgraduate Course in European Studies (University of Coimbra).

Professional

- Curriculum
- Lawyer (admitted to the Bar Association in 1972).  
Partner of “PLMJ – A.M. Pereira, Sáragga Leal, Oliveira Martins, Júdice e Associados – Sociedade de Advogados, R.L.”.

Has carried on during the past 5 years, or still carries on, the following activities:

- In other companies:
  - Chairman of the Shareholders’ General Meeting of “LEICA – APARELHOS ÓPTICOS DE PRECISÃO, S.A.” (since 2006);
  - Chairman of the Shareholders’ General Meeting of “FASE – ESTUDOS E PROJECTOS, S.A.” (until 2009);
  - Vice-Chairman of the Shareholders’ General Meeting of “BANCO BPI, S.A.” (since 2007).
- Member of the European Economic and Social Committee (since 1990).
- Arbitration:
  - Chairman of the Portuguese Chapter of the “Club Español del Arbitraje”;
  - Vice-Chairman of the Portuguese Delegation of the “Cour Européenne d’Arbitrage”;
  - Founding Member of the Portuguese Arbitration Association;

- Member of the Council of the Arbitration Centre of the Portuguese Chamber of Commerce and Industry;
  - Member of the Arbitration Commission of the Portuguese Delegation of the ICC – International Chamber of Commerce;
  - Arbitrator appointed by the Portuguese Economic and Social Council.
- Member of the Ministry of Labour’s Labour Relations White Paper Commission (Comissão do Livro Branco das Relações Laborais - CLBRL) – 2006-2007.
  - Member of Oporto Council of the Bar Association (1984-1989) e of the General Council of the Bar Association (1990-1992 e 2002-2004).
  - Vice-Chairman (2004 e 2005) and Chairman (2006) of the Council of Bars and Law Societies of Europe.
  - Member of several national and international organizations of professional nature (UIA – Union Internationale des Avocats; IBA – International Bar Association; Portuguese Arbitration Association; Club Español del Arbitraje; etc.). Has carried on or still carries on functions in social solidarity institutions (Board Member of the “Ordem da Trindade”, since 1981); of economical nature (Board of the Commercial Association of Oporto – 1992-2004); of sportive nature (“Club de Golf de Miramar”, Portuguese Golf Federation and Golf Association of the North of Portugal); of cultural nature (Board of the “FUNDAÇÃO DE SERRALVES”; Board of the “Sociedade PORTO 2001”; Chairman of the General Board of “CULTURPORTO” until 2005).

### **Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group

To  
Sonae – SGPS, SA  
Lugar do Espido, Via Norte  
Maia

#### STATEMENT

I hereby declare, as required by law, that I do not incur in any of the incompatibilities envisaged in number 1 of article 414-A of the Company Law, nor I am involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately inform the company of any event that, in the course of the mandate, causes incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 25 March de 2011

Manuel Cavaleiro Brandão

**MARIA DA CONCEIÇÃO HENRIQUES FERNANDES CABAÇOS**

**March 2011**

**MARIA DA CONCEIÇÃO** Henriques Fernandes **CABAÇOS**

Born on the 16<sup>th</sup> of August of 1963.

Academic

Curriculum - Degree in Law from the Oporto Portuguese Catholic University;

Professional

Curriculum - Lawyer (admitted to the Bar Association in 1988).  
Senior Associate of “PLMJ – A.M. Pereira, Sáragga Leal, Oliveira  
Martins, Júdice e Associados – Sociedade de Advogados, R.L.”.

Has carried on during the past 5 years, or still carries on, the following activities:

- In other companies:
  - Chairman of the Shareholders’ General Meeting of “FERREIRA MARQUES & IRMÃO, S.A. - TOPÁZIO”;
  - Secretary of the Shareholders’ General Meeting of “NANIUM S.A.” (formerly “QIMONDA PORTUGAL S.A.”);
  - Secretary of the Shareholders’ General Meeting of “FASE – ESTUDOS E PROJECTOS, S.A.” (until 2009).

**Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group

To  
Sonae – SGPS, SA  
Lugar do Espido, Via Norte  
Maia

#### STATEMENT

I hereby declare, as required by law, that I do not incur in any of the incompatibilities envisaged in number 1 of article 414-A of the Company Law, nor I am involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately inform the company of any event that, in the course of the mandate, causes incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 25 March de 2011

Maria da Conceição Cabaços



## **BOARD OF DIRECTORS**

**March 2011**

**BELMIRO MENDES DE AZEVEDO**

**March 2011**

# ***CURRICULUM VITAE***

**Belmiro Mendes de Azevedo**



## **PERSONAL DATA**

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PLACE OF BIRTH: Marco de Canaveses

DATE OF BIRTH: 17-02-1938

MARRIED

CHILDREN: 3

## **EDUCATION**

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- |             |  |
|-------------|--|
| 1963        | Graduation by the University of Porto – Chemical Engineering   |
| 1965 – 1968 | Assistant Professor in Industrial Project and Organic Industrial Chemistry (Faculty of Engineering of the University of Porto) |
| 1973        | PMD (Program for Management Development) – Harvard Business School   |
| 1985        | Financial Management Program - Stanford University   |
| 1987        | Strategic Management - Wharton University  |
| 1995        | Global Strategy –University of California (Los Angeles)  |

## **PROFESSIONAL CURRICULUM**

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- |             |   |
|-------------|---|
| 1963 - 1964 | Technical Career in Textile and Chemical Industries |
| 1965 - 1967 | Director of Research and Development in Sonae       |

1967 - 1983	CEO of Sonae (Sociedade Nacional de Estratificados SARL)
1983 - 1988	Chairman of Sonae Indústria e Investimentos SARL
1989 - 1999	Chairman of Sonae Investimentos SGPS SA
1999 - 2007	Chairman and CEO of Sonae SGPS SA
Since 2003	Chairman of Sonae Indústria SGPS SA
Since 2007	Chairman of Sonae SGPS, SA
	Chairman and CEO of Sonae Capital SGPS SA

## **POSITIONS HELD IN OTHER INSTITUTIONS**

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1985	President of APGEI (Portuguese Association of Management and Industrial Engineering)
	Member of the Advisory Board of the Faculty of Economics in Lisbon (Universidade Nova de Lisboa)
1989	Founding member of the ISEE, currently EGP – UPBS (University of Porto Business School)
1990	Member of the Advisory Board of IPATIMUP (Institute of Molecular Pathology and Immunology of the University of Porto)
1995	Member of the WBCSD (World Business Council for Sustainable Development)
1997	Member of the European Union Hong-Kong Business Cooperation Committee
1998 – 2009	Member of the INSEAD Portuguese Council
Since 2000	Member of the International Advisory Board of Allianz AG
2001 – 2005	Member of the Regional Advisory Board of the London Business School
2002 – 2009	Member of the Board of COTEC Portugal
2004 – 2008	Member of the European Roundtable of Industrialists
2005	Founder of the Forum Manufuture Portugal
Since 2005	President of the Bureau of the Council of Founders of the Forum Manufuture Portugal
	Member of European Advisory Board of Harvard Business School
Since 2008	Chairman of the General Council of EGP – University of Porto Business School

## **DISTINCTIONS**

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- *Encomienda de Numero de la Orden del Mérito Civil* bestowed by His Majesty the King of Spain
- *Ordem do Cruzeiro do Sul* bestowed by His Excellence the President of the Republic of Brazil
- *Grã-Cruz da Ordem do Infante D. Henrique* bestowed by His Excellence the President of Portugal
- *Order of The British Empire* bestowed by His Majesty The Queen of United Kingdom
- *Honorary Fellow* of the London Business School
- *Honoris Causa Degree* bestowed by the University of Porto – Engineering Faculty
- *Honoris Causa Degree* bestowed by the University of Azores – Management and Economics Department

## **OTHER INTERESTS**

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Reading, Music, Tennis, Squash, Handball, Football

### **Shares Held in Sonae Group Companies<sup>1</sup>**

Sonae – SGPS, SA:

14.901 shares<sup>1</sup>

1.059.650 shares held by Efanor Investimentos – SGPS, SA

Sonaecom, SGPS, SA:

75.537 shares<sup>1</sup>

1.000 shares held by Efanor Investimentos – SGPS, SA

### **Offices Held in other Companies**

Chairman of the Board of Directors of:

Sonae Indústria SGPS, SA

SC - SGPS, SA

SPRED - SGPS, SA

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<sup>1</sup> Shares owned directly or owned by direct relatives

Selfrio – SGPS, SA

Sonae Turismo, SGPS, SA

Efanor Investimentos, SGPS, SA

Águas Furtadas – Sociedade Agrícola, SA

Alpêssego – Sociedade Agrícola, SA

Prosa – Produtos e Serviços Agrícolas, SA

Casa Agrícola de Ambrães, SA

Praça Foz – Soc. Imobiliária, SA

Setimanale, SGPS, SA

Chairman and CEO of Sonae Capital, SGPS, SA

Sole Director of BA – Business Angels, SGPS, SA

**ÁLVARO CARMONA E COSTA PORTELA**

**March 2011**

# Álvaro Carmona e Costa Portela

## Curriculum Vitae

### Álvaro Carmona e Costa Portela

**Born:** July 4th, 1951

**Nationality:** Portuguese

Married, 3 sons

Residence: Porto, Portugal

### ACADEMIC TRAINING

Graduate in Mechanical Engineering (FEUP - 1974)

MBA, Master of Business Administration (Universidade Nova de Lisboa - 1983)

AMP / ISMP (Harvard Business School – 1997)

### ACADEMIC ACTIVITIES

1974/77 **Faculdade de Engenharia da Universidade do Porto**

- Lecturer at Department of Mechanics

### PROFESSIONAL ACTIVITIES

1972/79 **Laboratórios BIAL**, Porto, Portugal (Pharmaceutical Industry)

- Director (72/76) and President and CEO (76/79)

1979 **COPAM - Companhia Portuguesa de Amidos, SA**, Lisboa, Portugal (Maize derivatives industry)

- Executive Director of Finance, Planning and Exports (1979/85)
- Non-Executive Director (2010)

1979 **CASA AGRICOLA HMR SA (ex-CADE)**, Vidigueira, Portugal

- Non-Executive Director

1985 **SONAE GROUP**, Maia, Portugal:



1985/91 **SONAE DISTRIBUIÇÃO** (Retail)

-Deputy Managing Director (85/86) and Managing Director (86) of MODIS–Distribuição Centralizada SA (Logistics and Retail Procurement);

- Managing Director (86/88), CEO (88/90) and Chairman (89/91) of Sonae Distribuição SGPS and all of its affiliates;

1990/2010 **SONAE SIERRA** (Shopping Centres)

- Executive President and CEO of Sonae Sierra SGPS and all its affiliates;

1992 **SONAE SGPS**

- Member of the Council of Presidents (92/96) and of the Coordination Board (97/98) of the Sonae Group;

- Executive Director and Vice-President (99/ 2010)

- Non-Executive Director (2010 )

2010 **SONAERP** (Retail Properties)

- Non-Executive Director

2010 **MAF Properties**, Dubai, UAE

- Non-Executive Chairman

2010 **ECE European Prime Shopping Centre Fund**, Hamburg, Germany

- Investment Committee Member

2011 **PanEuropean Property Limited Partnership**, London, UK

- Investment Advisory Committee Member

**Other Professional activities:**

**EPRA- European Public Real Estate Association**, Amsterdam, Netherlands

1999/2002: Co-founder and Board Member

**ICSC – International Council of Shopping Centres**, New York City, USA

1996/2001: ICSC-Europe Awards Jury Member

2005/2008: Trustee and International Advisory Board member

**European Shopping Centre Trust**, London, UK

2004/2009 Trustee

**Eurohypo**, Frankfurt, Germany

2004/2009: International Advisory Board member

**Faculdade de Economia, Oporto University**, Portugal

2010: Chairman of the Council of Representatives

**ULI – Urban Land Institute**, Washington DC, USA

2010/2013: Trustee

#### **Other**

**Fellow of the Royal Institute of Chartered Surveyors (FRICS)**, London, UK

#### **Shares Held in Sonae Group Companies<sup>1</sup>**

Sonae – SGPS, SA – 125.934 shares

Sonaecom, SGPS, SA – 5.000 shares

#### **Offices Held in other Companies**

Chairman of MAF Properties, Dubai, EUA

Non-Executive Director of:

- Casa Agrícola HMR, SA
- SOVICAR – Investimentos Agro-Turísticos, SA
- COPAM – Companhia Portuguesa de Amidos, SA

- Director of Portela & Portela, Lda.
- Chairman of the Board of Representatives of Economics Faculty of the University of Oporto

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<sup>1</sup> Shares owned directly or owned by direct relatives

- Member of Investment Committee of ECE European Prime Shopping Centre Fund, Hamburgo, Germany
- Member of Investment Advisory Committee of PanEuropean Property Limited Partnership, London, RU
- Trustee of ULI– Urban Land Institute, Washington DC, EUA

**ÁLVARO CUERVO GARCIA**

**March 2011**

## Álvaro Cuervo Garcia

### *Curriculum Vitae*

#### PERSONAL DATA

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PLACE OF BIRTH: Asturias, Spain

DATE OF BIRTH: 30-05-1942

MARRIED

CHILDREN: 4

#### CURRICULUM ACADÉMICO

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1971            PhD in Economics - Madrid University

1973            M.S. in Statistics - Madrid University

1975            M.S. in Industrial Psychology - Madrid University

#### PROFESSIONAL ACTIVITIES

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1975            Professor of Business Economics at Madrid Complutense University

1997-2006      Member of the Academic Council of the Real Colegio Complutense of Harvard University

Desde 1997    Member of the Board of Directors of ACS, SA

Desde 1997    Member of the Privatization Advisory Committee of the Spanish Government

Desde 2004    Member of the Board of Directors of Sonae Indústria, SGPS, SA

2004            Editor in Chief of Universia Business Review

2006            Member of the Board of Directors of Bolsas y Mercados Españoles

2007            Associate Editor of Globalization, Competitiveness and Governability  
Member of the scientific and advisory committee of several journals  
Author of several books and numerous articles published in Spanish and foreign journals

2008            Dean of the Financial Studies School (CUNEF) at Madrid University

**Shares Held in Sonae Group Companies**

None

**Offices Held in other Companies**

Member of the Board of Directors of:

Sonae Indústria, SGPS, SA

ACS, SA

Bolsas e Mercados Espanhóis

Editor in Chief of Universia Business Review

**ÂNGELO GABRIEL RIBEIRINHO DOS SANTOS PAUPÉRIO**

**March 2011**

## ***Curriculum Vitae***

### **PERSONAL DATA**

**NAME :** ÂNGELO GABRIEL RIBEIRINHO DOS SANTOS PAUPÉRIO

**BIRTH :** 14/09/59

**ACADEMIC LEVEL:** MBA (1987 - 1988) IN ISEE - INSTITUTO SUPERIOR DE ESTUDOS EMPRESARIAIS (BUSINESS SCHOOL OF OPORTO UNIVERSITY); DEGREE IN CIVIL ENGINEERING (OPORTO UNIVERSITY - 1982)

### **PROFESSIONAL EXPERIENCE**

- |                  |  |
|------------------|--|
| <i>2007/...</i>  | Executive Vice-President of Sonae - SGPS, SA, Board Director of Sonae Investimentos, SGPS, SA, MDS, SGPS, SA and Sonae, Sierra, SGPS, SA, Vice president of Sonae MC – Modelo Continente SGPS, SA, Sonae – Specialized Retail, SA and Sonaerp – Retail Properties, SA. |
| <i>2000/2007</i> | Executive Vice President and CFO of Sonae - SGPS, SA, Board Member of Modelo Continente, SGPS, SA, Sonae Sierra, SGPS, SA, CEO of Sonae Capital, SGPS, SA, Chairman of Finance Committee of Sonae Group.   |
| <i>1996/2000</i> | CFO of Sonae Distribuição, Board Member of Modelo Continente, SGPS, SA, Sonae Participações Financeiras, SGPS, SA, Sonae Retalho Especializado, SGPS, SA and companies held by the former.   |
| <i>1994/1996</i> | Board Member of several Sonae Distribuição owned companies.  |
| <i>1991/1993</i> | Manager of Planning and Control Dept. of Sonae Investimentos   |
| <i>1989/1991</i> | Responsible for Television Project of Sonae Group.   |
| <i>1984/1989</i> | Senior officer at EDP - Electricidade de Portugal.   |
| <i>1982/1984</i> | Structure Projects Engineer at Tecnopor.   |

### **OTHER ACTIVITIES**

- \* Invited Professor of Business Policy in the Business School of Oporto University.
- \* Board Member of APGEI – Portuguese Association of Management and Industrial Engineering since 1989.



## **Shares Held in Sonae Group Companies<sup>1</sup>**

Sonae – SGPS, SA – 355.233 shares

Sonaecom, SGPS, SA – 225.000 shares

## **Offices Held in other Companies**

CEO of Sonaecom, SGPS, SA

### **Chairman of the Board of Directors of:**

Público - Comunicação Social, SA

Sonae Telecom, SGPS, SA

OPTIMUS - Comunicações, SA

Sonaecom - Sistemas de Informação, SA

WeDo Consulting - Sistemas de Informação, SA

### **Vice-Chairman of the Board of Directors of:**

Sonaerp - Retail Properties, SA

Sonae - Specialized Retail, SGPS, SA

Sonae MC - Modelo Continente, SGPS, SA

### **Member of the Board of Directors of:**

Sonae Investimentos, SGPS, SA

Sonaecom, BV

Sonae Investments, BV

Sontel, BV

Lapidar, SGPS, SA

MDS, SGPS, SA

Love Letters - Galeria de Arte, SA

Sonae Center Serviços II, SA

### **Non-Executive Director of:**

Cooper Gay (Holdings) Limited

Sonae Sierra, SGPS, SA

### **Sole Director:**

Enxomil - Sociedade Imobiliária, SA

Enxomil - SGPS, SA

Chairman of the Shareholders' General Meeting APGEI (Associação Portuguesa de Gestão e Engenharia Industrial)

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<sup>1</sup> Shares owned directly or owned by direct relatives

**DUARTE PAULO TEIXEIRA DE AZEVEDO**

**March 2011**

## **DUARTE PAULO TEIXEIRA DE AZEVEDO**

### ***CURRICULUM VITAE***

#### **PERSONAL DATA**

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PLACE OF BIRTH: Oporto

DATE OF BIRTH: 31-12-1965

MARRIED TO: Nicole Katharina Gerkrath de Azevedo

CHILDREN: 3

#### **EDUCATION**

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1986                      Secondary Education - Malvern College UK  
Graduation in Chemical Engineering – École Polytechnique Fédérale de Lausanne

1989                      MBA – EGP-UPBS

**Languages**            Fluent in Portuguese, English and French  
  
Good understanding of German and Spanish

#### **MOST RELEVANT EXPERIENCE**

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- |           |  |
|-----------|--|
| 1988-1990 | <b>Sonae Tecnologias de Informação</b> <ul style="list-style-type: none"><li>➤ Analyst - New Investments</li><li>➤ Project Manager New Investments</li></ul>                   |
| 1990-1993 | <b>Sonae Industria</b> <ul style="list-style-type: none"><li>➤ Project Manager – Organizational Development</li><li>➤ Commercial Director of Portugal – New Business</li></ul> |
| 1993-1996 | <b>Sonae Investimentos</b> <ul style="list-style-type: none"><li>➤ Director of Strategic Planning and Control</li><li>➤ Project Leader – Group restructuring</li></ul>         |
| 1996-1998 | <b>Modelo Continente Hipermercados</b> <ul style="list-style-type: none"><li>➤ Executive Board Director of Merchandising, IT and Marketing</li></ul>                           |
| 1998-2000 | <b>Optimus (3<sup>rd</sup> Mobile Operator)</b> <ul style="list-style-type: none"><li>➤ CEO</li></ul>  |

1998 – April 2007	<b>Sonae</b> <ul style="list-style-type: none"> <li>➤ Executive Board Director</li> </ul>
2000-2007	<b>Sonaecom (Telecommunications Media and Technology Group)</b> <ul style="list-style-type: none"> <li>➤ CEO</li> </ul>
2002 - 2007	<b>PÚBLICO</b> <ul style="list-style-type: none"> <li>➤ Chairman of the Supervisory Board</li> </ul>
2003 - 2007	<b>GLUNZ</b> <ul style="list-style-type: none"> <li>➤ Chairman of the Supervisory Board</li> </ul>
2004 - 2007	<b>TAFISA</b> <ul style="list-style-type: none"> <li>➤ Chairman of the Board</li> </ul>
Since May 2007	<b>Sonae</b> <ul style="list-style-type: none"> <li>➤ CEO</li> </ul>
Since May 2007	<b>Sonae Indústria.</b> <ul style="list-style-type: none"> <li>➤ Board Director</li> </ul>
Since May 2007	<b>Sonae Distribuição</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>
Since May 2007	<b>Sonae Sierra</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>
Since May 2007	<b>Sonaecom</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>
Since February 2008	<b>MDS, SGPS</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>
Since July 2009	<b>Sonaegest, Sociedade Gestora de Fundos de Investimentos</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>
Since April 2010	<b>Sonae MC – Modelo Continente, SGPS</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>
Since April 2010	<b>Sonae – Specialized Retail , SGPS</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>
Since April 2010	<b>Sonaerp – Retail Properties</b> <ul style="list-style-type: none"> <li>➤ Chairman</li> </ul>

## EXECUTIVE EDUCATION - MOST RELEVANT PROGRAMMES

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1994	Executive Retailing Program - Babson College
1996	Strategic Uses of Information Technology Program – Stanford Business School
2002	Breakthrough Program for Senior Executives – IMD
2008	Proteus Programme – London Business School

## OTHER ACTIVITIES

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Since 1988	Member of APGEI – Business/University Association of Engineering and Management
2001 – 2008	Member of the Supervisory Board of EGP – UPBS
2001 - 2002	President of Apritel – Association of Telecommunication Operators
2003	Co-author of the book “Reformar Portugal”
Since 2004	Member of Supervisory Board of IPCG – Instituto Português de Corporate Governance
2004 - 2009	Member of the Advisory Board “Compromisso Portugal”, an independent movement to enforce political reform
Since 2008	Member of ERT – European Round Table of Industrialists
2008 - 2009	Member of Supervisory Board of AEP – Associação Empresarial de Portugal
Since 2009	Member of Board of Trustees of AEP – Associação Empresarial de Portugal
Since 2009	President of Board of Trustees of Oporto University
Since 2006	Member of Board of Founders of Fundação Casa da Música

## INTEREST AND LEISURE

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Reading, Travelling, Music and Sports

### Shares Held in Sonae Group Companies<sup>1</sup>

Sonae – SGPS, SA:

3.293 shares<sup>1</sup>

1.485.000 shares held by Migracom, SGPS, SA

Sonaecom, SGPS, SA:

9.256.357 shares<sup>1</sup>

387.342 shares held by Migracom, SGPS, SA

### **Offices Held in other Companies**

#### **Chairman of the Board of Directors of:**

Migracom, SGPS, SA

Sonae Investimentos, SGPS, SA

Sonaecom, SGPS, SA

Sonae Sierra, SGPS, SA

Sonaegest - Sociedade Gestora de Fundos de Investimento, SA

MDS, SGPS, SA

Sonae MC-Modelo Continente, SGPS, SA

Sonaerp - Retail Properties, SA (Presidente do Conselho de Administração)

Sonae-Specialized Retail, SGPS, SA (Presidente do Conselho de Administração)

#### **Member of the Board of Directors of:**

Sonae Indústria, SGPS, SA

Efanor Investimentos, SGPS, SA

Imparfin, SGPS, SA

Member of APGEI – Associação Portuguesa de Gestão e Engenharia Industrial

Member of the Board of Curators of AEP – Portuguese Entrepreneurship Association

Member of the Board of Curators of Universidade do Porto

Member of the European Round Table of Industrialists (ERT)

Member of the Founding Members Board of Casa da Música

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<sup>1</sup> Shares owned directly or owned by direct relatives

**JOSÉ MANUEL NEVES ADELINO**

**March 2011**

## **JOSÉ MANUEL NEVES ADELINO**

### ***Curriculum Vitae***

#### **Date of Birth:**

19 of March of 1954

#### **Education:**

1976 Degree in Finance, Technical University of Lisbon

1981 DBA, Finance, Kent State University

#### **Professional Experience:**

1978-1981 Teaching Fellow, Kent State University

1981-Present Professor, Faculty of Economics, New University of Lisbon

1986-1989 Visiting Professor, Portuguese Catholic University

1987-1989 Visiting Professor, Bentley College

1988 Visiting Professor, ISEE

1981-1986 Member of the Directive Council, Faculty of Economics, New University of Lisbon

1990-1996 Dean, MBA Program and Executive Program, Faculty of Economics, New University of Lisbon

1999-2002 Dean, Faculty of Economics, New University of Lisbon

1992-1994 Member of the Board of Directors, BPA

1994-2002 Member of the Management Board of the Deposit Guarantee Fund

1999-2004 Member of the Global Advisory Board of Sonae - SGPS, SA

2003-2006 Member of the Board, Chairman of the Audit Committee of EDP

2003-2010 Member of the Investment Committee of Fundo Caravela

2003-2006 Strategy Advisory Board of PT

2003-2007 Member of the Remuneration Committee of Sonae SGPS, SA

#### **Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group



**Offices Held in other Companies**

Member of the Statutory Audit Board at Banco BPI

Member of Investment Committee of Portugal VC Initiative (EIF)

Member of the Board of Directors of Cimpor

**Academic Offices held:**

Full time Professor of Finance, Faculdade de Economia, Universidade Nova de Lisboa

Visiting Professor, Bentley College

**MICHEL MARIE BON**

**March 2011**

**Michel Marie Bon**

***Curriculum Vitae***

**PERSONAL DATA**

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**Date of Birth:**

5 July 1943

**EDUCATION**

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1966	University Degree in Business Administration - ESSEC
1971	Graduation from the École Nationale d'Administration
1986	Stanford Executive Program – Stanford University

**PROFESSIONAL ACTIVITIES**

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1971-1975	Tax Inspector at the French Ministry of Finance and Budget
1975-1985	Chief Credit Officer, and later Deputy CEO of Caisse Nationale de Crédit Agricole (Bank)
1985-1992	Deputy CEO, later CEO and Chairman of the Board of Directors of Carrefour (Retail)
1993-1995	Chairman of the Agence Nationale Pour l'Emploi (French State agency for employment)
1995-2002	Chairman and CEO of France Telecom
1998-2002	Co-chairman of the French American Business Council
2003-2005	Chairman of Institut Pasteur
Since 1984	Director of Institut Pierre Mendès France
Since 1988	Director of the French American Foundation
Since 1994	Founder and Director of Transparency International (France)
Since 1998	Chairman of the Supervisory Board of Les Editions du Cerf
Since 2006	Chairman of the Supervisory Board of Devoteam
Since 2006	Senior Advisor to Roland Berger
Since 2008	Chairman of Fondation Nationale pour l'Enseignement de la Gestion des Entreprises (FNEGE)

### **Shares Held in Sonae Group Companies<sup>1</sup>**

Sonae – SGPS, SA – 164.363 shares

### **Offices Held in other Companies**

#### **Member of the Board of Directors of:**

Compagnie Européenne de Téléphonie

Lafarge (cements)

Sonepar (electrical supply retail)

Myriad (high technologies)

Chairman of the Supervisory Board of Editions du Cerf (book publisher)

Chairman of the Supervisory Board of Devoteam (information technologies)

Senior Advisory to Vermeer (investment fund)

Senior Advisory to Roland Berger (strategy consulting)

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<sup>1</sup> Shares owned directly or owned by direct relatives

**NUNO MANUEL MONIZ TRIGOSO JORDÃO**

**March 2011**

**Nuno Manuel Moniz Trigoso Jordão**

***Curriculum Vitae***

**PERSONAL DATA**

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DATE OF BIRTH: 27 de April de 1956

MARRIED

**EDUCATION**

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1978 Graduate in Economics ISCTE (University of Lisbon)

**CURRICULUM PROFISSIONAL**

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1980-1986 Pingo Doce Supermercados – Career in Store Operatins

1986-1987 Hipermercado Continente, SA – Hypermarket Manager

1988-1989 Hipermercado Continente, SA – General Manager

Desde 1990 Executive Board Member of Sonae Distribuição - SGPS, SA (currently Sonae Investimentos - SGPS, SA)

1991-2010 CEO of Sonae Distribuição - SGPS, SA (currently Sonae Investimentos – SGPS, SA)

Since 1999 Executive Director of Sonae - SGPS, SA

**Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group

**Offices Held in other Companies**

Member of the Board of Directors:

Sonae Investimentos, SGPS, SA

Modelo - Distribuição de Materiais de Construção, SA

Sonaerp - Retail Properties, SA

Sonaecom, SGPS, SA

**BERND HUBERT JOACHIM BOTHE**

**March 2011**

## BERND HUBERT JOACHIM BOTHE

## GENERAL

Home Address: Burgmüllerstrasse 50  
D-40235 DÜSSELDORF  
GERMANY

Home : 0049 211 665957

Mobile: 00 49 171 710 8423

Home Email      [bernd.bothe@t-online.de](mailto:bernd.bothe@t-online.de)

Age & DoB: 66 years old (1944.05.20)

Nationality: German

## EDUCATION

1966 – 1968      Business Administration  
College for Trade and Industry, Cologne, Germany

1968                  Diplom – Betriebswirt with honour's degree

## SUPERVISORY AND ADVISORY BOARDS

2002 – present	Member Industrial Advisory Board Industrial Kapital AB, Stockholm A Swedish private equity company
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2003 – present	Member Supervisory Board Spar Österreichische Warenhandels-AG, Salzburg A dominant supermarket chain in Austria, also owning shoppingcenters
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2005 – present	Member Supervisory Board H & E Reinert Group, Versmold A German food company
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## OVERVIEW OF PROFESSIONAL EXPERIENCE

1963 – 1966 **BANK FÜR GEMEINWIRTSCHAFT AG, GERMANY**

1963 – 1965      Apprenticeship period, Cologne

1965 – 1966	Commercial Bank Clerk, Cologne
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1968 – 1970 **PINTSCH BAMAG AG (THYSSEN-BORNEMISZA-GROUP), GERMANY**

Deputy Manager

Staff member Corporate Planning



1970 – 1973	<b>MDS – DEUTSCHLAND GMBH, GERMANY</b>
1970	American multinational company in IT Assistant Controller u. Deputy Manager Finance, Accounting and Administration, Cologne
1971 – 1973	Controller and Treasurer, Cologne
1973 – 1988	<b>KIENBAUM CONSULTING GROUP, GERMANY</b>
1973 – 1974	Controller and Senior Executive Manager
1974 – 1975	Deputy Member of the Management Board, Düsseldorf
1975 – 1979	Member of the Management Board – Head of the Division Personnel Consulting, Düsseldorf
1979 – 1980	Member of the Management Board – Division Management Consulting, Düsseldorf
1980 – 1983	Deputy Chairman of the Management Board Managing Partner
1983 – 1988	Chairman of the Management Board Deputy Chairman of the Management Board of the Central Management Board (Holding)
1988 – 1992	<b>KAUFHOF HOLDING AG, GERMANY</b>
1988 – 1989	Member of the Executive Board of Directors, Cologne
1989 – 1992	Deputy Member of the Executive Board of Directors, Cologne
1992	Member of the Executive Board of Directors, Cologne In charge of the Mail Order Division, as well as in a matrix, responsible for IT, Logistics, HR
1992 – 2002	<b>METRO AG, GERMANY</b>
1992 – 1993	Member of the Management Board, Metro International Management AG, Baar, Switzerland In charge of Operations
1993 – 1997	President of the Management Board, Metro International Management AG, Baar, Switzerland
1997 – 1998	Chairman of the Executive Board of Directors and Chief Executive Officer, Metro International Management AG, Germany
1998 – 2002	Chairman of the Executive Board of Directors Chief Executive Officer Chief Operating Officer Central Europe Metro Cash & Carry GmbH In charge of the Cash & Carry Division as well as in a matrix Marketing, Corporate Planning, Merchandising, Operations, Public Relations, Construction & Fixtures/Fittings, Internal Audit
2002 – 2008	<b>DROEGE &amp; COMP. GMBH, GERMANY</b>
	International Consultants Managing Director, Düsseldorf Head of Competence Center Consumer Goods – Retail, Düsseldorf Head of Competence Center Eastern Europe, Düsseldorf Projects have been carried out for companies in: a) FMCG such as Krups, Nestlé, Reemtsma, Müller, Madaus, Adidas, Tchibo, Moulinex and others

- b) Retail companies such as Rewe, Fielmann, Wal-Mart, Tesco, Safeway, Obi, Lekkerland, Karstadt, Schlecker, Baumaxi and others
- c) Clothing and textiles such as Adidas, Boss, Betty Barclay, Karstadt Falke, Vögele, Jean Pascale and others

Since 2009

**HORN & COMP. GMBH, GERMANY**

**Partner, Düsseldorf**

Head of Competence Center Consumer Goods & Retail

### **Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group

### **Offices Held in other Companies**

Horn & Company GmbH, GERMANY

Partner, Düsseldorf

Head of Competence Center, Consumer Good & Retail

Senior Advisory IK Investment Partners (former Industri Kapital) Stockholm Schweden (A Swedish private equity company) Global advisor for the retail industry

Member of the Supervisory Board Spar Österreichische Warenhandels-gesellschaft AG, Salzburg AU (A dominant supermarket chain in Austria, also owning shopping centers)

Vice Chairman of the Supervisory Board H & E Reinert Group, Versmold (A Germany food company)

Member of the Supervisory Board of Basler Fashion Holding GmbH, Goldbach D (A German based fashion and retail company)

Member of the Supervisory Board of Tomra Systems ASA, Asker Norway (Norwegian based market leader in the recycling industry)

**CHRISTINE CROSS**

**March 2011**

**CHRISTINE CROSS**

***Curriculum Vitae***

**PERSONAL DETAILS**

PLACE OF BIRTH: Yorkshire, United Kingdom

DATE OF BIRTH: 13 June 1951

CIVIL STATUS: Married – no children

**QUALIFICATIONS**

1973	BEd (Distinction), Food Science and Nutrition, Newcastle University
1983	MSc in Food Science (Distinction), University of Reading
1990	Diploma in Management Studies, OU

**PROFESSIONAL BACKGROUND**

***EDINBURGH UNIVERSITY***

Lecturer in Food and Nutrition (1975-1978)

**BATH SPA UNIVERSITY COLLEGE**

Principal Lecturer and Director of BSc (Hons) Programme (1985-1989)

- Gained the validation for the BSc (Hons) programme
- Moved the course from 7<sup>th</sup> to 2<sup>nd</sup> in the recruitment league

Senior Lecturer (1979-1985)

**TESCO PLC                      1989 – 2003**

**Head of Consumer Services (1989-1990)**

Led the product assessment and nutritional labelling section of the then most aggressive retailer in the sector.

- Led the development of nutritional labelling on pack to complement the Company's *Healthy Eating* strategy
- Began the principle of consumer involvement in sensory testing of products in order to raise the profile and image of the *Tesco* brand

### **Divisional Director, Technical Services (1990-1994)**

Recruited to spearhead private label development as part of *Tesco* brand strategy

- Established physical, chemical and microbiological product testing in-house in order to challenge and develop supplier standards
- Developed Consumer Advisory Centres in order to benchmark products in the market place and build consumer trust and loyalty
- Built a private label product portfolio across food and non food resulting in 60% participation and 10% margin enhancement

### **Trading Director (1994-1997)**

Responsibility for a strategic programme to reinvigorate clothing which resulted in sales of £450m p.a. and the Company diversification into non-food retailing.

- Led a retail clothing rollout programme across 250 stores resulting in 27% LFL sales and 37% profit growth
- Challenged the supplier strategy with resulting increases in both service levels and quality
- Developed the first alternative sales channel, a *Baby Direct* catalogue, in line with company strategy
- Initiated a Company wide cultural change programme developing a vision and values, and incorporated this into a set of international KPIs

### **World Non Food Buying Director (1998–2002)**

Reported directly to the Main Board, responsible for a budget of £600m.

- Established and implemented a strategy for global sourcing across UK, Republic of Ireland, Central Europe and Asia.
- Demonstrated success through sourcing 20% goods centrally, £55m savings achieved p.a.
- Instituted a process of aggregating orders on core lines to achieve economies of scale with saving of 3.7 margin points
- Developed sourcing hubs in Hong Kong, Thailand, India, Czech Republic, South Africa and Turkey to access the best value for money supply
- Transformed the value chain to source ex factory reducing costs from 15.3% to 1.9%
- Challenged branded suppliers by sourcing £80m p.a. parallel goods with savings of £9m
- Led international cross functional teams to deliver across 14 countries and cultures
- Headed the strategic review of buying and sourcing in current and proposed partner organisations to take account of supply chain and systems issues

### **Group Business Development Director (April, 2002 – June, 2003)**

Reporting to the Deputy Chairman/International Director, responsible for European business

expansion (and other designated areas) for the group:

- Market assessments-Russia, Turkey, Greece, Denmark, Romania, Bulgaria, Croatia, India
- Designation of the appropriate entry vehicle – acquisition, JV, organic growth
- Business plan, including partner development as appropriate
- Valuation, transaction structures and due diligence working with investment banks and legal advisers
- Deal closure – successful acquisition of Hit, Poland and Kipa, Turkey
- Business integration to achieve 15% year 3 CROI

## **OTHER POSITIONS HELD**

- Visiting Professor, University of Ulster, Consumer Studies, 1997 – 2003
- George Wimpey, plc, NED, December, 2002 – December 2005
- Fairmont Hotels Inc, Canada, NED, February, 2005-June, 2006
- Retail Advisor PwC Transaction Services, 2006 - 2007

## **Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group

## **Offices Held in other Companies**

- Non Executive Director (Nominations and Remunerations Committee Member) of Sobeys Inc, Canada
- Non Executive Director (Audit, Nominations and Remunerations Committee member) Next plc
- Retail Advisor Apax Private Equity
- Retail Advisor Warburg Pincus Private Equity
- Chief Retail Advisor, PwC
- CHRISTINE CROSS LTD - Independent advisor in retail management

## **FISCAL BOARD**

**March 2011**

**DANIEL BESSA FERNANDES COELHO**

**March 2011**



**Daniel Bessa Fernandes Coelho**

***Curriculum Vitae***

**PERSONAL DATA**

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DATE OF BIRTH: 6 May 1948

MARRIED

**EDUCATION**

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1970            Degree in Economics – University of Oporto

1986            Phd in Economics – Lisbon Technical University

**PROFESSIONAL ACTIVITIES**

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1970- 2009    Docente na Universidade do Porto

1970-1999    Faculty of Economics

1988-2000    ISEE (Institute for Entrepreneurship Studies)

1989-2002    Faculty of Engineering

2000-2008    EGP – Oporto Management School

2008-2009    EGP – University of Porto Business School

2009           Faculty of Economics

1978-1979    Dean of the Faculty of Economics of the University of Oporto

1983-2010    Economists - Liberal professional

1990-1995    Vice-Dean for the Financial Management Guidance of the University of Oporto

1995-1996    Economics Minister of the Portuguese Government

1996-2006    Non-Executive Director of CELBI – Celulose Beira Industrial

1997-1999    Non-Executive Director of INPARSA – Indústrias e Participações, SGPS, SA

1997-2000    Executive Director of Finibanco, SA

1997-2007    Chairman of the Statutory Audit Board of SPGM – Investment Company

1999-2002	Chairman of the Board of the Shareholder's General Meeting of APDL –Management of Douro and Leixões Ports
2000-2010	Chairman of the Advisory Board of IGFCSS – Portuguese Institute for Welfare Funds Management
2001-2003	Advisory member of the Consulting council of Electric and Telephone Conductors Industries F. Cunha Barros, SA
2003-2010	Member of the Board of Directors of Bial Foundation
2005-2010	Chairman of the Studies Office of OTOC – Association of Official Account Auditors (former CTOC – Chamber of Official Account Auditors)
2007-2010	Member of the Board of Directors of the Agency for Investment and External Commerce of Portugal - AICEP, E.P.E.
2007-2010	Member of the Advisory Board of Microprocessador, SA
2008-2010	Member of the Investment Committee Member of PVCI – Portuguese Venture Capital Initiative, entity created by FEI – European Investment Fund

#### **Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group.

#### **Offices Held in other Companies**

Executive Director of Finibanco Holding, SGPS, SA

Non-Executive Director of Efacec Capital, SGPS, SA

Chairman of Statutory Audit Board of Galp Energia, SGPS, SA

Chairman of Statutory Audit Board of BIAL – Portela e Companhia, SA

Chairman of the Shareholders' General Meeting of Nanium, SA

To  
Sonae – SGPS, SA  
Lugar do Espido, Via Norte  
Maia

#### STATEMENT

I hereby declare, as required by law, that I do not incur in any of the incompatibilities envisaged in number 1 of article 414-A of the Company Law, nor I am involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately inform the company of any event that, in the course of the mandate, causes incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 25 March de 2011

Daniel Bessa Fernandes Coelho

**ARLINDO DIAS DUARTE SILVA**

**March 2011**

**Arlindo Dias Duarte Silva**

***Curriculum Vitae***

**PERSONAL DATA**

---

DATE OF BIRTH: 27 October 1936

MARRIED

**EDUCATION**

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1963            Graduate in Economics – University of Oporto

**PROFESSIONAL ACTIVITIES**

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1960-1963    Teacher at the Commerce and Industry School

1968-1971    Mandatory Military Service including in Angola (interruption of banking career)

1976-1979    Restarted banking career – Assistant Manager of BPA Bank since 1976

1979           External Auditor certified by the Portuguese Association of Auditors, carrying out this work both as a partner of the Statutory Auditors Company, or freelance

Desde 1979   Statutory External Auditor, member of the Audit Board and Sole Auditor in several companies such as Banco Universo, União Portuguesa de Bancos, Orbitur – Intercâmbio de Turismo, ATPS – SGPS, SA, MDS – Corretor de Seguros, SA, Imoareia – Sociedade Imobiliária, SA, and Contacto – SGPS, SA.

1989-1992    Member of the General Council of the Portuguese Association of Auditors

1992-1995    Member of the Managing Board of the Portuguese Association of Auditors

1995-1997    Vice-President of the Managing Board of the Portuguese Association of Auditors

**Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group

**Offices Held in other Companies**

**Member of the Statutory Audit Board at:**

Sonaecom – SGPS, SA

Sonae Investimentos – SGPS, SA  
Rochinvest – Investimentos Imobiliários e Turísticos, SA  
ALADI - Associação Lavrense de Apoio ao Diminuído Intelectual  
Centro Social e Paroquial Padre Ângelo Ferreira Pinto  
Associação de Apoio Social de Perafita  
Associação Cultural do Senhor do Padrão  
Liga dos Amigos do Hospital Pedro Hispano

External Auditor at DMJB – Consultadoria de Gestão, SA

To  
Sonae – SGPS, SA  
Lugar do Espido, Via Norte  
Maia

#### STATEMENT

I hereby declare, as required by law, that I do not incur in any of the incompatibilities envisaged in number 1 of article 414-A of the Company Law, nor I am involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately inform the company of any event that, in the course of the mandate, causes incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 25 March de 2011

Arlindo Dias Duarte Silva

**JORGE MANUEL FELIZES MORGADO**

**March 2011**



**Jorge Manuel Felizes Morgado**

***Curriculum Vitae***

**PERSONAL DATA**

---

DATE OF BIRTH: 6 June 1955

MARRIED

**EDUCATION**

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Graduate in Management – ISEG – Universidade Técnica de Lisboa

MBA in Finance – IEDE Madrid

MBA in Management and Information Systems – Management and Economics Faculty  
– Universidade Católica

Certified External Auditor no. 775

**PROFISSIONAL ACTIVITIES**

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1980-1989    Assistant and Audit Manager at Coopers & Lybrand

1989-1991    Responsible for the Internal Audit and Management Control at Coelima Group

1991-2004    Partner at Deloitte – member of the Statutory Audit Board and External Auditor of  
several companies; responsible for consultancy in the northern Portuguese region  
and for corporate finance in Portugal, since 2001

Desde 2004    External Auditor of several national and international companies, and partner of  
Horwarth Parsus – Consultoria e Gestão, Lda  
MBA Teacher at the European University  
Consultant to several companies such as Bolsa de Valores, Grupo Somelos, Hedva  
(Czech Republic), BAI (Angola), Vaz Pinheiro Group, Siemens, Corticeira Amorim

**Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group

## **Offices Held in other Companies**

### **Member of the Statutory Audit Board:**

Sonae Sierra - SGPS, SA  
Sonae Indústria - SGPS, SA  
Sonae Capital - SGPS, SA

### **External Auditor at:**

Vadeca – SGPS, SA  
Vadeca Equipamentos, SA  
Vadeca Imobiliária, SA  
Vadeca Org. e Gestão, SA  
Vadeca Serviços - Limpeza Industrial, SA  
Vadeca Jardins, SA  
Vadeca Ambiente - Preservação e Controlo, SA  
Vadeca Química - Higiene Profissional, SA  
Vadeca Manutenção - Serviços Integrados, SA  
GRIN - Gestão de Resíduos Urb. e Ind., SA  
Sucitesa Portugal, SA  
E3C - Comunicação e Eventos, SA  
Timeloft, SA  
ValorInveste - Soc. Invest. Imob., SA  
Jofabo - Construção e Imobiliária, SA  
Polibrás - Polimentos e Abrasivos, SA  
Know it - Soluções Formação Tecnologia, SA  
J. Medeiros, SGPS, SA  
Hidroeléctrica S. Nicolau, SA  
Hidroeléctrica S. Pedro, SA  
JIZ - Arquitectura de Interiores e Pub., SA  
Cortwoo - Marketing, SA  
Mindegames - Soc. Comunicação, Produções Audiovisuais Futebol, SA  
SkyWorld, SA  
Blue Share, SA  
VNG - Gestão, Consultoria e Gestão, SA  
PM.IQS - Projecto, Gestão e Supervisão, SA  
Imoguedes - Imobiliária e Engenharia, SA  
Praianorte - Hotelaria e Turismo, SA  
Companhia das Pastas - Empreendimentos e Invest. Hoteleiros, SA  
PREC - projectos de Engenharia e Construções, SA  
AD Venture S.G.P.S., SA  
Delvepe – Projectos e Construção, SA  
ERPA II – Emp., Recup., Pat., Arqitet., SA

House Demand, SA

IberiaPremium, Oil & Gas, SA

Listradema – Gestão de Parques Empresariais, SA

Luso-Insular, Projectos e Invest., SA

PMVA – Imobiliária, SA

Silvil, SGPS, SA

Silvil, SA

Write UP, SA

Strong Management, SA

Fundação Universidade do Porto

To  
Sonae – SGPS, SA  
Lugar do Espido, Via Norte  
Maia

#### STATEMENT

I hereby declare, as required by law, that I do not incur in any of the incompatibilities envisaged in number 1 of article 414-A of the Company Law, nor I am involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately inform the company of any event that, in the course of the mandate, causes incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 25 March de 2011

Jorge Manuel Felizes Morgado

**ÓSCAR JOSÉ ALÇADA DA QUINTA**

**March 2011**

**Óscar José Alçada da Quinta**

Rua Pêro Escobar, 225

4450 – 771 Leça da Palmeira

Telef. 917267497

**Education**

- Graduation in Economics ( 1977 - 1982), by Faculdade de Economia do Porto.
- Frequency of several training courses promoted by Ordem dos Revisores Oficiais de Contas, Coopers & Lybrand (1985; Audit), I.M.C./B.D.P. (1994; Derivatives), F.E.P./Futop (1997; International Financial Management)

**Professional Activities**

1982-1986, Administrative and Finance positions held in the textile, building and office equipment companies.

Since 1986, External services provided to Statutory Auditors

Since 1990, registered with number 731 at the Statutory Auditors Institute, developing his Professional activity exclusively as a Statutory Auditor. Until 1992 is an associate of Óscar Quinta, Canedo da Mota & Pires Fernandes, SROC (inc. nº 110) and since that date as a partner.

**External Auditor in the following companies:**

IBEROTEL - HOTELARIA E TURISMO, S.A.	(DESDE 1993)
INDASA - INDÚSTRIA DE ABRASIVOS, S.A.	(DESDE 1993)
VALENTE MARQUES - COMERCIAL, S.A.	(DESDE 1993)
SPINVEST - PROMOÇÃO IMOBILIÁRIA, S.A.	(DESDE 1994)
TÊXTIL DO MARCO, S.A.	(DESDE 2007)

**Member of the Statutory Audit Bard**

BA GLASS I – Serviços de Gestão e Investimentos, SA.

SONAECOM - SGPS, S.A.

SONAE INVESTIMENTOS, SGPS, SA

LISGRÁFICA – Impressão e Artes Gráficas, S.A.

**Shares Held in Sonae Group Companies**

Does not hold any shares in companies of the Sonae Group



To  
Sonae – SGPS, SA  
Lugar do Espido, Via Norte  
Maia

#### STATEMENT

I hereby declare, as required by law, that I do not incur in any of the incompatibilities envisaged in number 1 of article 414-A of the Company Law, nor I am involved in any circumstance capable of affecting my independence under the terms of number 5 of Article 414 of the Company Law.

I will immediately inform the company of any event that, in the course of the mandate, causes incompatibilities or loss of independence under the terms of the legal requirements.

Porto, 25 March de 2011

Jorge Manuel Felizes Morgado



## **SHAREHOLDERS' REMUNERATION COMMITTEE**

**Março 2011**

**BELMIRO MENDES DE AZEVEDO**

**March 2011**

# ***CURRICULUM VITAE***

**Belmiro Mendes de Azevedo**



## **PERSONAL DATA**

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PLACE OF BIRTH: Marco de Canaveses

DATE OF BIRTH: 17-02-1938

MARRIED

CHILDREN: 3

## **EDUCATION**

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- |             |  |
|-------------|--|
| 1963        | Graduation by the University of Porto – Chemical Engineering   |
| 1965 – 1968 | Assistant Professor in Industrial Project and Organic Industrial Chemistry (Faculty of Engineering of the University of Porto) |
| 1973        | PMD (Program for Management Development) – Harvard Business School   |
| 1985        | Financial Management Program - Stanford University   |
| 1987        | Strategic Management - Wharton University  |
| 1995        | Global Strategy –University of California (Los Angeles)  |

## **PROFESSIONAL CURRICULUM**

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- |             |   |
|-------------|---|
| 1963 - 1964 | Technical Career in Textile and Chemical Industries |
| 1965 - 1967 | Director of Research and Development in Sonae       |

1967 - 1983	CEO of Sonae (Sociedade Nacional de Estratificados SARL)
1983 - 1988	Chairman of Sonae Indústria e Investimentos SARL
1989 - 1999	Chairman of Sonae Investimentos SGPS SA
1999 - 2007	Chairman and CEO of Sonae SGPS SA
Since 2003	Chairman of Sonae Indústria SGPS SA
Since 2007	Chairman of Sonae SGPS, SA
	Chairman and CEO of Sonae Capital SGPS SA

## **POSITIONS HELD IN OTHER INSTITUTIONS**

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1985	President of APGEI (Portuguese Association of Management and Industrial Engineering)
	Member of the Advisory Board of the Faculty of Economics in Lisbon (Universidade Nova de Lisboa)
1989	Founding member of the ISEE, currently EGP – UPBS (University of Porto Business School)
1990	Member of the Advisory Board of IPATIMUP (Institute of Molecular Pathology and Immunology of the University of Porto)
1995	Member of the WBCSD (World Business Council for Sustainable Development)
1997	Member of the European Union Hong-Kong Business Cooperation Committee
1998 – 2009	Member of the INSEAD Portuguese Council
Since 2000	Member of the International Advisory Board of Allianz AG
2001 – 2005	Member of the Regional Advisory Board of the London Business School
2002 – 2009	Member of the Board of COTEC Portugal
2004 – 2008	Member of the European Roundtable of Industrialists
2005	Founder of the Forum Manufuture Portugal
Since 2005	President of the Bureau of the Council of Founders of the Forum Manufuture Portugal
	Member of European Advisory Board of Harvard Business School
Since 2008	Chairman of the General Council of EGP – University of Porto Business School

## **DISTINCTIONS**

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- *Encomienda de Numero de la Orden del Mérito Civil* bestowed by His Majesty the King of Spain
- *Ordem do Cruzeiro do Sul* bestowed by His Excellence the President of the Republic of Brazil
- *Grã-Cruz da Ordem do Infante D. Henrique* bestowed by His Excellence the President of Portugal
- *Order of The British Empire* bestowed by His Majesty The Queen of United Kingdom
- *Honorary Fellow* of the London Business School
- *Honoris Causa Degree* bestowed by the University of Porto – Engineering Faculty
- *Honoris Causa Degree* bestowed by the University of Azores – Management and Economics Department

## **OTHER INTERESTS**

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Reading, Music, Tennis, Squash, Handball, Football

### **Shares Held in Sonae Group Companies<sup>1</sup>**

Sonae – SGPS, SA:

14.901 shares<sup>1</sup>

1.059.650 shares held by Efanor Investimentos – SGPS, SA

Sonaecom, SGPS, SA:

75.537 shares<sup>1</sup>

1.000 shares held by Efanor Investimentos – SGPS, SA

### **Offices Held in other Companies**

Chairman of the Board of Directors of:

Sonae Indústria SGPS, SA

SC - SGPS, SA

SPRED - SGPS, SA

Selfrio – SGPS, SA

Sonae Turismo, SGPS, SA

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<sup>1</sup> Shares owned directly or owned by direct relatives

Efanor Investimentos, SGPS, SA

Águas Furtadas – Sociedade Agrícola, SA

Alpêssago – Sociedade Agrícola, SA

Prosa – Produtos e Serviços Agrícolas, SA

Casa Agrícola de Ambrães, SA

Praça Foz – Soc. Imobiliária, SA

Setimanale, SGPS, SA

Chairman and CEO of Sonae Capital, SGPS, SA

Sole Director of BA – Business Angels, SGPS, SA

**ARTUR EDUARDO BROCHADO DOS SANTOS SILVA**

**March 2011**

## ***CURRICULUM VITAE***

### ***1. - PERSONAL DATA***

Name	<b>Artur Eduardo Brochado dos Santos Silva</b>
Date of Birth	22nd of May 1941

### ***2. - ACADEMIC BACKGROUND***

1963	Degree in Law, University of Coimbra (final grade 17/20)
1985	Stanford Executive Program, Stanford University

### ***3. - PROFESSIONAL EXPERIENCE***

Oct. 2004 / ...	Chairman of BPI
1981 / 2004	Chairman and CEO of SPI and, since 1985, of BPI
2008 / ...	Member of the Board of Directors of Partex Oil & Gaz Corporation (holding owned by Calouste Gulbenkian Foundation)
2005 / ...	Member of the Board of Directors of Sindecom, SGPS, SA
2004 / ...	Member of the Board of Directors of <i>Jerónimo Martins, SGPS, SA</i>
2002 / ...	Member of the Board of Directors of Calouste Gulbenkian Foundation
1977 / 1978	Deputy Governor of <i>Banco de Portugal</i>
1975 / 1976	Secretary of State of the Treasury
1968 / 1975	Senior Manager of <i>Banco Português do Atlântico</i>



#### 4. - PROFESSIONAL EXPERIENCE

2008/ ...	Chairman of “ <i>Comissão Nacional para as Comemorações do Centenário da República</i> ”
2005 / ...	Member of the <i>Conselho Nacional do Mercado de Valores Mobiliários</i>
2005 / ...	Member of the Advisory Board for the Technologic Plan
2009 / ...	Chairman of Supervisory Board of University of Coimbra
2008 / ...	Member of the Supervisory Board of EGP-UPBS ( <i>Escola de Gestão do Porto</i> -University of Porto Business School)
1995 / ...	Member of the Advisory Board of <i>Fundação Gomes Teixeira</i> (Catholic University)
1985 / ...	Member of Supervisory Board of <i>Faculdade de Economia, Universidade Nova de Lisboa</i>
2010 / ...	Chairman of the General Assembly of <i>Liga Portuguesa Contra o Cancro</i>
2006 / ...	Chairman of the Board of Founders of <i>Casa da Música</i>
2006 /...	President of Auditing Board of SEDES (Deputy Chairman from 1992 to 2006)
2003 / ...	Chairman of Auditing Board of <i>Fundação Lugar do Desenho</i>
1998 / ...	Member of the Auditing Board of Bial Foundation
1994 /...	Chairman of General Assembly of <i>Centro Social da Foz</i>
1991 / ...	President of the Auditing Board of Mário Soares Foundation
1987 / ...	President of Auditing Board of Portuguese Entrepreneurial Foundation
2006 / 2009	President of Board of Directors of <i>COTEC PORTUGAL – Associação Empresarial para a Inovação</i> (2003/2006 – Member of the Board)
2004 / 2009	Member of the Supervisory Board of <i>Universidade Católica Portuguesa</i>

2004 / 2007	Chairman of Supervisory Board of <i>Instituto Português de Corporate Governance</i>
2001 / 2009	Member of International Supervisory Board of <i>Banco Itaú</i>
2001 / 2003	Member of the Senate of University of Oporto
1999 / - Jan. to Nov.	Chairman of Porto 2001 – European Capital of Culture
1996 / 1998	Member of Board of Directors of <i>Fundação de Serralves</i>

## 5. - *TEACHING ACTIVITIES*

1980 / 1982	Guest Professor of “Public Finance”, Coimbra University, School of Law
1979 / 1985	Guest Professor of “Money and Credit”, Catholic Portuguese, School of Law in Oporto
1963 / 1967	Assistant professor of “Public Finance” and “Economics”, Coimbra University, School of Law

## 6. - *CONDECORATIONS AND OTHER DISTINTIONS*

2010	Doutor Honoris Causa by University of Oporto (School of Arts)
2008	“Grade de Chevalier de l’Ordre de la Légion d’Honneur” (France)
2004	“Grande Cruz da Ordem do Infante D. Henrique” “Medalha de Honra, Grau de Ouro”, granted by <i>Câmara Municipal do Porto</i>
1998	“Orden de Mérito Civil” (Spain)
1991	“Ordem de Mérito Civil” (Portugal)
1986	“Ordre National du Mérite” (France)

## 7. - AWARDS DURING LAW DEGREE

“Infante D. Henrique“      Granted by TAP to best final mark in Law Degree at Coimbra University, in 1963

“Prof. Beleza dos Santos“      Granted by SACOR to best mark in Criminal Law at Coimbra University in 1963

**FRANCISCO DE LA FUENTE SÁNCHEZ**

**March 2011**

## Francisco de La Fuente Sánchez



**Age: 69**

**Nationality: Portuguese**

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**Education:** ■ Graduation in Electro technical Engineering – Instituto Superior Técnico (1965)

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**Positions held in Sonae Capital, SGPS, SA:** ■ Non Executive Director (2008/2010)

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**Positions held in Other Companies:**

- Chairman of the Board of the Shareholders' General Meeting of Iberwind – Desenvolvimento e Projectos, SA
- Co-option member of Instituto Superior Técnico School Council
- Non Executive Chairman of the Board of Directors of EFACEC Capital
- Member of Conselho Nacional da Água
- Chairman of the General Council of PROFORUM
- Member of the Consultative Council of the Department of Electro technical and Computer Engineering of Instituto Superior Técnico
- Chairman of the National Council of the Electro technical Engineering Board of the Engineers Institute
- Member of the Patronage of Hidroeléctrica del Cantábrico Foundation
- Member of the Consulting Council of the Competitiveness Forum
- Honorary Chairman of Hidroeléctrica del Cantábrico, SA
- Member of the Curators Council of the Luso-Brazilian Foundation
- Member of the Ibero American Forum
- Member of the Curators Council of the Luso-Spanish Foundation

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**Main Professional activities in the last five years:**

In the EDP Group and Electrical Sector in Portugal:

- 2005 - 2009 – Chairman of EDP Foundation
- 2006 - 2007 – Advisor to the Board of Directors of EDP – Electricidade de Portugal, SA
- 2004 - 2006 – Chairman of ELECPOR - Associação Portuguesa das Empresas do Sector Eléctrico
- 2003 - 2006 – Chairman of the Board of Directors of EDP - Energias de Portugal, SA
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In the Electrical Sector outside Portugal:

- Since 2005 - Honorary Chairman of Hidroeléctrica del Cantábrico, SA
- 2002 - 2005 – Board Member of Hidroeléctrica del Cantábrico, SA

In Other Sectors:

- Since 2010 – Chairman of the Board of the Shareholders’ General Meeting of Iberwind – Desenvolvimento e Projectos, SA
- Since 2009 - Co-opted member of Instituto Superior Técnico School Council
- Since 2007 - Non Executive Chairman of the Board of Directors of EFACEC Capital
  - Member of Conselho Nacional da Água
  - Chairman of the General Council of PROFORUM
  - Member of the Consultative Council of the Department of Electro technical and Computer Engineering of Instituto Superior Técnico
  - Chairman of the National Council of the Electro technical Engineering Board of the Engineers Institute
- Since 2005 - Member of the Patronage of Hidroeléctrica del Cantábrico Foundation
  - Member of the Consulting Council of the Competitiveness Forum
- Since 2004 - Member of the Curators Council of the Luso-Brazilian Foundation
- Since 2003 - Member of the Ibero American Forum
- Since 2002 - Member of the Curators Council of the Luso-Spanish Foundation
- 2007 - 2009 - Chairman of the Corporate Governance Committee of the Supervisory Board of Millennium BCP – Banco Comercial Português
- 2006 - 2009 - Membro do Conselho Geral e de Supervisão do Millennium BCP – Banco Comercial Português
- 2006 - 2007 - Non Executive Vice-Chairman of the Board of Directors of Efacec
- 2004 - 2010 - Member of the Consultative Council of the Portuguese Institute of Corporate Governance
- 2004 - 2007 - Chairman of BCSD Portugal – Business Council for Sustainable Development
  - Chairman of PROFORUM – Associação para o Desenvolvimento da Engenharia
- 2003 - 2005 - Director of the Competitiveness Forum
- 2001 - 2006 – Member of the Consulting Council of APDC – Associação Portuguesa para o Desenvolvimento das Comunicações
- 2000 - 2010 – Non Executive Director of Portugal-África Foundation
- 2000 - 2006 – Member of the Superior Council of BCP – Banco Comercial Português
  - Non Executive Chairman of the Board of Directors of ONI
  - Member of the General Council of AIP – Associação Industrial Portuguesa

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**Does not hold any share representative of the share capital of the Company**