

*(Translation from the Portuguese original)*

The Chairman of the Board of the Shareholders'  
General Meeting SONAECOM, SGPS, S.A.  
Lugar do Espido,  
Via Norte  
4471-909 Maia

Proposal no. 5

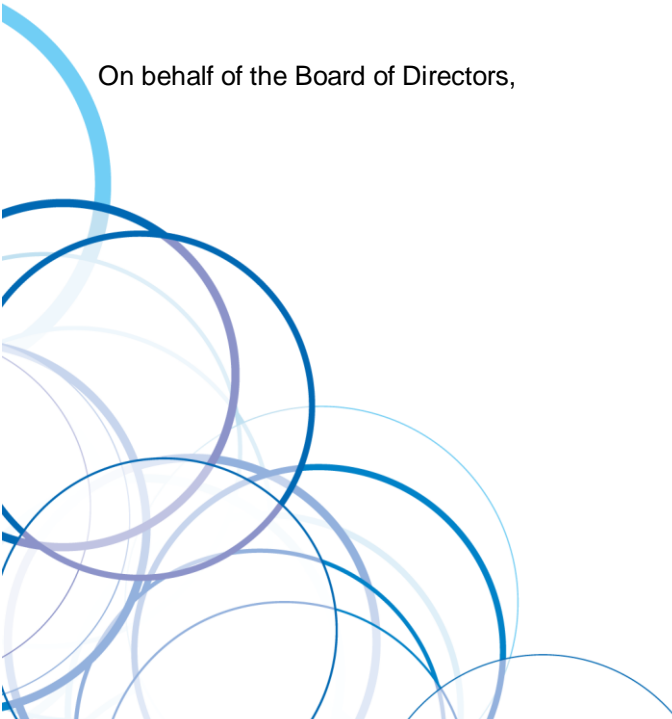
Following the recent resignations from the Company's Board of Directors, we propose that António Bernardo Aranha da Gama Lobo Xavier be elected as a member of the Board of Directors for the remainder of the present four year mandate covering the period from 2008 to 2011.

We further propose that he shall provide a guarantee for his responsibility up to the amount of 250,000 euros (two hundred and fifty thousand euros), either by cash deposit, or by depositing shares, or under an insurance bond policy or by any other means permitted by Portuguese Company Law, and that he be authorised to hold positions on the Board of Directors of companies holding, directly or indirectly, a controlling interest in Sonaecom, SGPS, S.A., or in companies in which Sonaecom, SGPS, S.A. holds, directly or indirectly a controlling interest, with unrestricted access to information under the terms and for the effects of paragraph 4 of Article 398 of Portuguese Company Law.

The information required by Line (d) of Paragraph 1 of Article 289 of Portuguese Company Law is attached to this proposal.

Senhora da Hora, 29 March 2010

On behalf of the Board of Directors,



**SONAE SGPS, S.A.**  
Lugar do Espido Via Norte  
Apartado 1011  
4471-909 Maia  
Portugal

Tel (+351) 22 948 75 22  
Fax (+351) 22 948 77 22  
geral@sonae.pt  
www.sonae.pt

Attachment to Proposal no. 5

*Under the terms and for the effects of Article 289, d) n.1 of Portuguese Company Law*

**António Bernardo Aranha da Gama Lobo Xavier**

**Academic Qualifications:**

- Degree in Law and Master in Economics, both from Universidade de Coimbra;
- CDS Deputy and Parliament leader;
- Chairman of Penafiel Municipal Council;
- Partner and Lawyer specialized in Tax Law at Morais Leitão, Galvão Teles, Soares da Silva & Associados, Sociedade de Advogados.

**Offices held in the last five years:**

Member of the Board of Directors of the following companies:

- EPM SGPS, SA;
- BPI, SGPS, SA (Independent Non Executive Director);
- Mota-Engil, SGPS (Independent Non Executive Director);
- Sonaecom – Serviços de Comunicações, SA (Non Executive Director);
- Público – Comunicação Social, SA.

Board Member of non Corporative Companies:

- Vice-President of Fundação de Serralves;
- Member of the Statutory Audit Board of Fundação Belmiro De Azevedo.

Chairman of the Board of the Shareholders' General Meeting of:

- Têxtil Manuel Gonçalves SA.

**Number of shares as of 10 March 2010:**

19,682 shares