

**Sonae Indústria, SGPS, S.A.**  
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(Translation from the Portuguese original)

**SONAE INDÚSTRIA, SGPS, S. A.**

Registered Office: Lugar do Espido, Via Norte, Maia  
Maia Commercial Registry and Fiscal Number. 506 035 034  
Share Capital: € 700 000 000  
Publicly Traded Company

**NOTICE OF MEETING**

**SHAREHOLDERS' ANNUAL GENERAL MEETING**

As required by law and the company's articles of association, notice is hereby given that the Shareholders' Annual General Meeting will be held on April, 28<sup>th</sup> 2009, at 12 pm, at the company's registered office with the following agenda:

- 1 - Discuss and decide on the company's Individual and Consolidated Annual Report and Accounts, concerning the financial year 2008;
- 2 - Decide on the proposal for the appropriation of the 2008 profit;
- 3 - Assess the management and audit of the company;
- 4 - Decide on the appointments for the statutory bodies and Remuneration Committee for a new term;
- 5 - Decide on the appointment of the company's Statutory External Auditor for a new term;
- 6 - Decide on the Remunerations Policy to be implemented by the Remuneration Committee;
- 7 - Decide on the remunerations of the members of the Remuneration Committee;
- 8 - Decide on the acquisition and sale of own shares up to the limit of 10% permitted by Portuguese Company Law;
- 9 - Decide on the acquisition and sale of bonds issued by the Company up to the limit of 10% permitted by Portuguese Company Law;
- 10 - Decide on the acquisition and/or holding of shares of the Company by affiliated companies.

As from April 13<sup>th</sup> 2009, the Annual Report will be available for the Shareholders consultation at the company's registered office during working hours, at the company's website [www.sonaeindustria.com](http://www.sonaeindustria.com), and at CMVM "Sistema de Difusão de Informação". As from the same date, all other information required by law will also be available for the Shareholders consultation at the company's registered office and at the company's website.

The Shareholders are informed that:



a) Attendance at General Meeting is restricted to shareholders who own shares with voting rights and prove their ownership, according to the terms of the law, until five business days prior to the date of the General Meeting, or to any of its sessions, in case the meeting is suspended.

Proof of such ownership must be made through certification issued by the respective financial intermediary, mentioning the shares' blocking, until the fifth business days prior to the date of the General Meeting, i.e. April 21<sup>st</sup> 2009. This proof must be addressed to the Chairman of the Board of the Shareholders' General Meeting and send by post, or hand delivery, to the company's registered office, as well as through fax (no. + 351 22 0100436) or electronic mail (sonaeindustria@sonaeindustria.com), provided that, in the latter two cases, the original document is received at the company's registered office until the last business day prior to the date of the General Meeting, i.e. April 27<sup>th</sup> 2009;

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 to the Chairman of the Board of the Shareholders' General Meeting, indicating the name and address of the appointed representative, as well as the date of the meeting;

d) A corporate shareholder may be represented by a person designated by means of a letter, whose authenticity will be considered by the Chairman of the Board of the Shareholders' General Meeting;

e) Shareholders are entitled to vote by post;

f) Votes by post 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 votes by post must be sent by registered post with acknowledgement of receipt and addressed to the Chairman of the Board of the Shareholders' General Meeting without prejudice of proving the ownership of the shares, according to the terms of paragraph a) above;

g) Ballot papers must be signed by the shareholders or by their legal representatives. Individual shareholder must attach a certified copy of their identity card, and, in the case of corporate shareholder, the signature must be authenticated as duly authorized and mandated for that purpose;

h) Ballot papers will only be considered to be valid when they clearly set out in an unambiguous manner: 1) the agenda item or items to which they refer to, 2) the specific proposal to which they relate, indicating the respective proposer or proposers, 3) the precise and unconditional voting intention on each proposal;



i) Notwithstanding the contents of paragraph h) 2) before, a shareholder is permitted to include in a ballot paper, in relation to an identified proposal, his/her intention to vote against all alternative proposals, regarding the same agenda item, without further specification;

j) It is assumed that shareholders abstain from any proposals that are not specifically included in their ballot paper;

l) Votes by post are considered as negative votes in relation to any proposals presented after the date they were issued;

m) The Chairman of the Board of the Shareholders' General Meeting, or his or her substitute, is responsible for verifying if the ballot paper complies with all the above requirements, and those which cannot be accepted will be treated as null and void.

To ensure confidentiality, votes by post should be placed in a sealed envelope and identified as "vote by post". This envelope should then be placed inside the letter mentioned in paragraph f) above.

The Shareholders are informed that the ballot papers, as well as the template of the representation letter mentioned in paragraphs c) and d) above, will be available at the company's headquarters during working hours, and on the company's website [www.sonaeindustria.com](http://www.sonaeindustria.com), as from April 13<sup>th</sup> 2009.

The Shareholders' General Meeting shall meet as long as shareholders representing over fifty per cent of the share capital are present or represented.

If no quorum is reached on the scheduled date, the meeting is rescheduled for May 14<sup>th</sup>, 2009, at the same time and place, regardless of the quorum.

Maia, March 20<sup>th</sup> 2009

The Chairman of the Board of the Shareholders' General Meeting,

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(João Vieira de Castro)