

(Translation from the Portuguese original)

Chairman of the Board of the Shareholders' General Meeting of SONAE INDÚSTRIA, SGPS, S.A.

Item no. 6

PROPOSAL

Within the terms of paragraph b) of no. 2 of Article 420 of the Companies Code, the Statutory Audit Board proposes to the Shareholders' General Meeting to elect as the company's **Statutory External Auditor**, for the three years mandate 2015/2017:

PriceWaterHouseCoopers & Associados - SROC, Lda. represented by Hermínio António Paulos Afonso.

In the preparation of the present proposal, the Statutory Audit Board has had into consideration the quality of the work performed and the accumulated experience in the sector of activity that Sonae Indústria is part of, both of the statutory audit firm which election is proposed as well as of the entities belonging to the same network in the countries where Sonae Indústria holds, direct or indirectly, affiliated companies, that are included in her consolidated accounts and where such entities are external auditors of Sonae indústria's affiliated companies. This experience and the synergies already achieved constitute, in our opinion, an asset that must be taken into account.

Having contemplated those facts and the extent of the burden to be supported by Sonae Indústria in an eventual replacement, it is our conviction that the permanence of such statutory audit firm in the exercise of her functions does not eliminate, nor constraint, the integrity and the independence with which such company has been exercising those functions.

The information established on d), no. 1 of Article 289 of the Company Code is attached to this proposal.

Porto, March 4th, 2015

On behalf of the Statutory Audit Board,

(Manuel Heleno Sismeiro)

(Armando Luís Vieira de Magalhães)

(Jorge Manuel Felizes Morgado)