

SONTEL, BV

Exmº Senhor
Presidente da Mesa
da Assembleia Geral
da Sonaecom, SGPS, S.A.
Lugar do Espido, Via Norte,
Maia

Ponto nº 2

PROPOSTA

Condiccionada à aprovação da proposta apresentada pela presente accionista, relativamente ao Ponto n.º 1 da Ordem de Trabalhos, propõe-se que se delibere alargar para doze o número de membros do Conselho de Administração e eleger Franck Emmanuel Dangeard para integrar o Conselho de Administração, até ao termo do mandato em curso (2008-2011).

Mais se propõe que se delibere fixar a caução deste membro do Conselho de Administração a eleger em € 250 000 (duzentos e cinquenta mil Euros), por depósito em numerário, depósito de acções ou seguro caução, e que seja autorizado a exercer cargos de administração nas sociedades, directa ou indirectamente, participadas pela sociedade proponente, bem como nas sociedades que nesta, directa ou indirectamente participem, não se aplicando qualquer limite ao acesso à informação nos termos e para os efeitos do n.º 4 do artigo 398.º do Código das Sociedades Comerciais.

Acompanham esta proposta as informações impostas pela alínea d) do n.º 1 do art. 289.º do Código das Sociedades Comerciais.

Maia, 29 de Maio de 2008

Pelo Conselho de Administração,

Frank E. Dangeard

30 Avenue Junot
75018 Paris
Tel. : 33 (0)1 44 92 04 18
Fax : 33 (0)1 44 92 07 28
Mob : 33 (0) 6 80 24 54 81

EDUCATION

1984-1985	<u>Harvard Law School</u> , L.L.M. - Fulbright Scholar and Harvard Law School Fellow
1981-1984	<u>Université de Paris</u> (Assas), D.E.A. Droit des Affaires - Mention Très Bien
1977-1981	<u>Institut des Sciences Politiques de Paris</u> , Diplôme (Section Service Public) - Lauréat 1981
1977-1980	<u>Ecole des Hautes Etudes Commerciales (HEC)</u> , Diplôme - Prix Jouy-Entreprise 1980

PROFESSIONAL EXPERIENCE

2004 – April 2008	THOMSON - Chairman & CEO
2002 - 2004	FRANCE TELECOM – Senior Executive Vice President THOMSON – Non Executive Chairman
1997 - 2002	THOMSON - Senior Executive Vice President, Vice-Chairman of the Board of Directors
1995-1997	SBC Warburg (a division of Swiss Bank Corporation) - Managing Director, Chairman of the Board of SBC Warburg (France) from December 1995, responsible for the bank's business in France. Investment bank specialised in M&A and financing
1989-1995	S.G. Warburg - Managing Director from 1991. CEO of S.G. Warburg Espana (Madrid) from March 1991 to January 1993. CEO of Banque S.G. Warburg (Paris) from March 1993 to June 1995. Chairman of the Board of Banque S.G. Warburg from June 1995 to December 1995, responsible for the bank's business in France. Investment bank specialised in M&A and financing
1985-1989	Sullivan & Cromwell - New York, and London from Sept. 1986 to Oct. 1987
1983-1984	Assistant Professor at Ecole des Hautes Etudes Commerciales (Law & Economics))
1981-1983	Service National de Coopération (National Service) - In London for the French Ministry of Industry

VARIOUS

Born	25th February 1958, Ottawa, Canada
Nationality	French
Languages	Bilingual English/French. Knowledge of Spanish and German
Other	<ul style="list-style-type: none">Member of the Bar of New York ; Chevalier – Ordre de la Légion d'Honneur ; Chevalier - Ordre du MériteMember of the Advisory Council, Harvard Business SchoolBoard member of the Club des Croqueurs de Chocolat
Publications	<ul style="list-style-type: none">1983 - Nationalisations et Dénationalisations en Grande-Bretagne, La Documentation Française, Foreword by Christian Stoffaës1989 - Le Droit Financier Américain (Droit et Pratique des Marchés Financiers Américains), FEC1992 - 1992 U.S. Financial Law (A Practical Guide), Kluwer (co-author James Bartos)
Other Boards	EDF, Calyon and Symantec

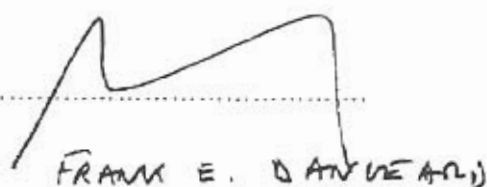
Frank E Dangéard
30 Avenue Junot
75018 Paris

Declaration of Compliance

As required by Regulation N°1/2007 of the Portuguese Securities Market Commission ("CMVM" – "Comissão do Mercado de Valores Mobiliários"), I confirm that I am not in any situation that results in incompatibility, as set out under Paragraph one of Article 414-A of the Portuguese Commercial Companies Act ("Código de Sociedades Comerciais"), and also that I am not in any situation which can compromise my independence under the terms of Paragraph five of Article 414 of the same Act.

Furthermore, I confirm that I will inform the Company immediately should any circumstances arise that could lead to any incompatibility or the loss of my independence, during my period of service on the Board of Directors of Sonaecom, SGPS, SA, as required by the legal dispositions mentioned above.

Signed:.....



FRANK E. DANGÉARD

Paris, 29 May 2008

SONAE GROUP

Questionnaire to Assess Independence

(Articles 1 of Portuguese Securities Market Commission ("CMVM") Regulations nr. 7/2001 and nr. 1/2007 and Paragraph II.9 of the Annex to the CMVM Regulation nr. 1/2007)¹

Name: FRANK E. DAN HEARD

1. Do you benefit from any special advantage granted by the Company or are you linked to any person, entity or group that has special interests in the Company or are there any other circumstances that could restrict your ability to analyse and decide matters with total independence? If yes, please give details. **NO**
2. Are you a member of the Board of Directors of a company which exercises control over, or is in a Group relationship with, the Company, under the terms set forth in the Portuguese Securities Code²? If yes, please identify the company or companies. **NO**
3. Do you own directly; or exercise management functions for; or are you bound by a contract to, or do you act on behalf of, or in the name of, the owners of: a qualifying holding equal or in excess of 2% of the share capital or of the voting rights in the Company, or an identical percentage of a company which exercises control over, or is in a Group relationship with, the Company, under the terms set forth in the Portuguese Securities Code? If yes, please give details. **NO**
4. Do you have a significant commercial or business relationship³ with the Company, or with any company which is in a Group relationship with, or exercises control over the Company, be this directly or through an intermediary? If yes, please give details. **NO**
5. Do you own directly; or do you exercise management functions for, or are you bound by a contract to, or do you act on behalf of, or in the name of, owners of: a qualifying holding equal or in excess of 2% of the share capital or of the voting rights of a competing company or are you, in any other way, linked to the interests of a competing company? If yes, please give details. **NO**

¹ Please see attached table of legislation for reference.

² Article 21 of the Portuguese Securities Code

Control and group relationships

1 - For the purposes of this Code, control is deemed to exist between an individual or legal entity and a company when, regardless of whether the domicile or head office is located in Portugal or abroad, that individual or entity is capable of exerting, directly or indirectly, a dominant influence over the company.

2 - in any case, control exists when an individual or entity:

a) Holds the majority of voting rights;

b) May exercise the majority of voting rights, under the terms of a shareholders' agreement;

c) May appoint or dismiss the majority of the members of the Board of Directors or Supervisory Board

3 - Companies qualified as such under the Portuguese Commercial Companies Act, regardless of whether their head offices are in Portugal or abroad, are deemed to be a group for the effects of this Code.

³ A significant business relationship means being an important service provider or supplier, an important client or an organisation which receives significant contributions from the Company or from a company or entity which controls the Company.

SONAE GROUP

6. Are you entitled to any remuneration, even if suspended, from the Company or from any other controlled or controlling or Group companies, excluding remuneration as a member of their Boards of Directors? If yes, please give details. *NO*

7. Are you a spouse of, or are you directly related by family bloodline or marriage within three generations to any person that is included in any of the situations described in numbers 2 to 6 above? If yes, please give details. *NO*

8. Have you ever been barred, considered incapacitated, ruled insolvent, declared bankrupt or sentenced to any penalties that involved prohibition, albeit temporary, from holding any public office? *NO*

Signed:.....

FRANK E. DANNEBERG

Location and date: Paris, 29 May 2008

TABLE OF LEGISLATION

A - CMVM REGULATION NR. 7/2001

Article 1

Information regarding corporate governance practices

1. Issuers of shares admitted for trade by a regulated market and subject to Portuguese Personal Law must include in their Annual Reports a chapter or an appendix describing in detail their corporate governance structure and practices. This chapter or appendix must comply with Article 7 of the Portuguese Securities Code and must be written in accordance with the model attached to this regulation of which it is an integral part.

2. For the purpose of this Regulation, directors who are associated with any specific interest groups in the company or groups which are, under any circumstance, capable of affecting the objectiveness with which directors analyse and make decisions, are not considered to be independent non-executive directors. The following fall under this category:

a) Members of the board of directors who are also members of the board of directors of the controlling company, as set forth in the Portuguese Securities Code;

b) Members of the board of directors who hold office, exercise management functions, are bound by a contract or act on behalf of or in the name of entities having qualifying holdings equal or in excess of 10% of the equity capital or of the voting rights in the company, or of an identical