



# Media Capital

GRUPO MEDIA CAPITAL SGPS, SA

Sociedade Aberta

Sede: Rua Mário Castelhana, n.º 40, Barcarena, Oeiras

Matriculada na Conservatória do Registo Comercial de Cascais e

Com o número de Pessoa Colectiva e matrícula único n.º 502 816 481

Capital Social: 89.583.970,80 euros

## NOTICE

### Shareholders General Meeting

Pursuant to the law and the Articles of Association, the Shareholders of the company Grupo Média Capital, SGPS, S.A. are hereby convened to the Shareholders General Meeting of the said company that is to be held at the Company's registered office at Rua Mário Castelhana, n.º 40, Barcarena, Oeiras, at 12 p.m. on 30<sup>th</sup> June 2022 or by telematics means, with the following Agenda:

**SOLE item:** To resolve on distribution of reserves.

### Requirements to participate in the General Meeting

As established by law, the General Meeting is constituted by Shareholders who have registered in their name in a book-entry securities account opened with a financial intermediary, shares representing the share capital of the Company that grant them at least one vote.

Each 100 (one hundred) shares with the nominal value of one euro and six cents each corresponds to one vote.

In accordance with article 23.º C of Portuguese Securities Code, shareholders may participate and vote on the General Meeting if (i) they hold shares entitling them to, at least, one vote at 00:00 (GMT) of the fifth trading day prior to the date of the General Meeting, i.e., 23<sup>rd</sup> June 2022 (the "Record Date"); (ii) the intention to participate in the General Meeting is stated, until the day before Record Date, in writing addressed to the financial intermediary with which have opened the respective account, and (iii) the financial intermediary shall address to the Chairman of the General Meeting by e-mail to [assembleiageral@mediacapital.pt](mailto:assembleiageral@mediacapital.pt), up to the end of Record Date, information regarding the number of shares registered on the shareholders account with reference to the Record Date.

Shareholders holding less than 100 (one hundred) shares representing the share capital of the Company may attend and participate on the General Meeting in case they group themselves in order to achieve the referred minimum of shares, being represented by one of them.

Proof of title to shares shall be made by sending to the Chairman of the General Meeting, by e-mail [assembleiageral@mediacapital.pt](mailto:assembleiageral@mediacapital.pt), a declaration issued by the financial intermediary responsible for the registration of the shares in accounts, which must state that the shares in question are registered in the relevant account as of Record Date.

In the event of suspension of the general meeting, the Chairman of the General Meeting may request new proof of ownership with the ordinary notice required for the first session, in compliance with the applicable law.

The exercising of voting rights shall not be affected by the transfer of shares at any time after the Record Date, nor shall it be dependent on their block between such date and the date of the General Meeting. Nevertheless, shareholders who having stated their intention to participate in the General Meeting, transfer title to their shares within Record Date until the closing of the General Meeting, shall immediately communicate such fact to the Chairman of the General Meeting and to the Portuguese Securities Commission.

Any shareholder who, as a professional, holds shares in his own name but on behalf of clients, may vote in different directions with his shares, provided that, apart from the statement of intention to participate in the meeting and the financial intermediary declaration, the shareholder submits to the Chairman of the General Meeting, until the end of the day of Record Date, by using sufficient and proportionate means of proof, the identification of each client and the number of shares entitled to vote on such client's behalf, as well as the voting instructions given by each client.

## **Representation**

Shareholders can participate in the General Meeting, in person or by representation, or exercise their voting right by post, provided that they hold, at least one hundred shares.

In accordance with article 13.º of the Company's articles of association, shareholders may be represented by another shareholder or by another person if allowed by imperative law, or, in the case of corporate shareholders, by whomever their legal representative appoints.

Details of the representatives of shareholders at the General Meeting must be delivered to the Company, addressed to the Chairman of the General Meeting, at least ten days prior to the scheduled date of the General Meeting.

Drafts of the powers of attorney are available to the Shareholders on the Company's website ([www.mediacapital.pt](http://www.mediacapital.pt)) and on Company's registered office as from the date of publication of the present notice.

Pursuant to article 23.º of the Portuguese Securities Code, Shareholders may appoint different representatives in relation to shares held in different securities accounts, without prejudice to the principle of unity of vote, enshrined in article 385.º of the Portuguese Companies Code.

## **Participation in the General Meeting by telematic means**

Pursuant to the provisions of paragraph 6 of article 11.º of the the Company's articles of association, the participation of shareholders in the General Meeting may take place by telematic means via videoconference, under the terms that will be disclosed in due course on the Company's website ([www.mediacapital.pt](http://www.mediacapital.pt)).

In case that a Shareholder wishes to access the General Meeting by telematic means, the Shareholders must indicate this intention, simultaneously with the expression of intention to participate in the General Meeting, to the Chairman of the General Meeting, until the end of the Record Date, to the e-mail address [assembleiageral@mediacapital.pt](mailto:assembleiageral@mediacapital.pt), as well as previously complying with the procedures laid down for the exercise of the right to vote by electronic correspondence below to ensure the authenticity of the voting declarations.

In the communication of intention to participate in the General Meeting addressed to the Chairman of the General Meeting, the shareholder must (i) include the respective email address for receiving communications regarding the General Meeting and (ii) in the case of shareholders who are natural persons, attach copy of the respective identification document. Subsequent to this communication, the shareholder or the shareholder's representative will receive by email the information necessary for their participation in the General Meeting by telematic means.

Under the applicable legal terms, the Company will proceed with the registration of the content of the communications and of the respective intervening parties, in accordance with the provisions of article 377º no. 6, subparagraph b) of the Portuguese Companies Code.

The participation of the shareholder or shareholder's representative in the General Meeting by telematic means is allowed even in case that postal vote has not been exercised.

### **Postal vote**

The postal or electronic voting must be exercised using the voting declarations that will be made available for this purpose on the Company's website ([www.mediacapital.pt](http://www.mediacapital.pt)) and on Company's registered office as from the date of publication of the present notice.

The said declarations, once completed and signed, must be:

- (i) enclosed in an envelope and sent to the attention of the Chairman of the General Meeting, to Company's registered office at Rua Mário Castelhana, no. 40, 2734-502 BARCARENA, and accompanied by a photocopy of the signatory's Identity Card and/or evidence of the respective representation powers. The postal vote must be delivered to the Company in hand or received, at least three business days prior to the scheduled date for the General Meeting, or
- (ii) in case of electronic voting, addressed to the attention of the Chairman of the General Meeting, by e-mail to [assembleiageral@mediacapital.pt](mailto:assembleiageral@mediacapital.pt), and accompanied by a photocopy of the signatory's Identity Card and/or evidence of the respective representation powers. The electronic vote must be received by the Company at least three business days prior to the scheduled date for the General Meeting

The Chairman of the General Meeting, if in doubt as to the authenticity of the signatures, may request their certification by a notary.

In case of participation of the shareholder, or its representative, in the General Meeting, the postal or electronic voting issued will be considered revoked.

The postal vote shall be confidential until the voting moment and shall be regarded as a valid negative vote in relation to motions submitted to the meeting subsequently to the casting of the vote in question.

### **Right to Information**

Any shareholder may, during the course of the General Meeting, request true, detailed and clear information so as to enable the shareholder to form a grounded opinion on the item(s) on the Agenda.

The information requested will be provided by the Board of Directors and may only be refused if its disclosure may cause serious damages to the Company or to other company related thereto, or a breach of a secrecy duty imposed by law.

### **Insertion of Items on the Agenda and Submission of Resolution Proposals**

Shareholders holding shares representing at least 2% (two per cent) of the Company's share capital are entitled to request the insertion of resolution proposals regarding the item(s) on the Agenda and also the insertion of new items on the Agenda, by means of a written request addressed to the Chairman of the General Meeting, within five days following the date of publication of the present

notice. This written request for the insertion of new items on the Agenda must be accompanied by a resolution proposal and respective information.

### **Quorum**

The General Meeting may only resolve, on first notice of the meeting, if shareholders holding shares corresponding to one third of the share capital with voting rights are present or represented.

### **Information**

Documents pertaining to the agenda of the General Meeting are available to all shareholders at the registered office of the Company and on the Company's website ([www.mediacapital.pt](http://www.mediacapital.pt)) as from this date, including this notice, preparatory documents regarding the Agenda such as information on number of shares and voting rights at the date of publication of the notice, drafts of the powers of attorney and postal vote declarations.

### **Processing of personal data**

The personal data of the Shareholders or their representatives and collected within the scope of the General Meeting will be processed exclusively for the holding and management of the General Meeting, and will be processed in accordance with Regulation (EU) 2016/679 of the European Parliament and the Council of April 27, 2016 ("General Regulation on Data Protection" or "GDPR"), with the Company acting as responsible for the processing of this personal data. Personal data will be collected and processed based on compliance with legal obligations and legitimate interest, pursuant to article 6, paragraphs c) and f), respectively, of the General Data Protection Regulation, with a view to managing the General Meeting. Personal data will be processed and collected, namely regarding interventions, declarations of vote of the Shareholders and their representatives, exercise of voting rights and the preparation of attendance lists. Shareholders must provide this data, as this is a legal obligation, without which the holding of the General Meeting will be compromised.

During the General Meeting, sound and image of the interventions of Shareholders who participate via telematic means will also be collected, for subsequent recording of their content.

The holders of personal data may, at any time and to the extent that legal requirements are met, exercise their rights of access, rectification, elimination, limitation and opposition to processing, and for this purpose, the request must be addressed to the Company, without prejudice to being able, at any time, to file a complaint with the National Data Protection Commission.

Queluz de Baixo, 8 June 2022

The Chairman of the Shareholders General Meeting,