

## PROPOSAL REGARDING THE FOURTH ITEM OF THE AGENDA

The Board of Directors, considering the proposal by Corporate Bodies Nomination and Remuneration Committee, and Corporate Governance and Management Nomination and Compensation Committee of the Grupo Média Capital SGPS, S.A., in accordance with the FOURTH Item of the Agenda regarding the remuneration policy applicable to the management and supervision bodies and to other directors of the Company,

And considering that:

- I. In accordance with the Portuguese Companies Code and the Company's by-laws of Grupo Média Capital, SGPS, S.A., the corporate bodies compensation packages shall be determined by the Corporate Bodies Nomination and Remuneration Committee as established in article 17<sup>o</sup> of Company's By-laws.
- II. The Board of Directors, in accordance with its entrusting and article 24.<sup>o</sup> of the Company's By-laws, has appointed Corporate Governance and Management Nomination and Compensation Committee, which is responsible for the revision of Grupo Media Capital compensation policy regarding the senior managers, and also for any compensation schemes including bonuses that may be implemented, according to article 24.<sup>o</sup> b) 3) of Board of Directors Regulation.

The Board of Directors, the Corporate Bodies Nomination and Remuneration Committee and the Corporate Governance and Management Nomination and Compensation Committee of Grupo Média Capital SGPS, S.A., considering the transparencies on the determination of the compensation of its Corporate Bodies and managers, and also in compliance with Law n<sup>o</sup>. 28/2009, 19 June and Portuguese Securities Commission recommendations regarding corporate governance, hereby present to the Shareholders the main lines of the Corporate Bodies compensation policy, for both executive and non executive members, its Auditor, and also the managers as defined by article 248.<sup>o</sup>-B no. 3 of the Portuguese Securities Code.

The remuneration policy is based in the presupposition that a trust relationship, the competence, the effort and the commitment are the essential requirements for a healthy performance of the Company business.

Company considers that the actual remuneration policy in force for year 2012, which has been submitted to shareholders approval on the last Shareholders General Meeting, and the policy which is hereby presented to Shareholders for approval for year 2013, is in line with a strategy of savings considering the worldwide crisis and future economical perspectives. This policy is prepared in order to permit the alignment of the compromise assumed by the members of the Board of Directors with the Company's aims.

Company has not any Stock Option Plan attributed to the members of the Board of Directors and management bodies. Company has not retirement plan in force for the benefit of members of the Board of Directors and management bodies.

During 2012 the Company made no compensatory payments for the cessation or destitution of any of its ex-Members of the Board. The company has not signed

agreements or defined policies regarding the Company Directors that outline the payment of compensation by force of the term length.

In order to determine the remuneration and compensation politics of the Company bodies and of Grupo Media Capital, SGPS, SA's Directors, the practices from similar societies operating in the Portuguese market were taken into account, having in consideration the current crisis scenario and economic predictions.

## EXECUTIVE DIRECTORS

The remuneration and compensation politics of the executive members of the Grupo Media Capital SGPS, SA Board of directors follow a plan based in the conciliation of the fixed and variable branches of their remuneration. A remuneration policy was still defined directed mainly at encouraging goals, reflecting daily involvement and the individual's motivation, aligning itself with the company's long-term interests, without prejudice to the alignment with the policies of containment versus the world crisis situation and the future economic outlook.

Thus, the remuneration of the executive members of the Board of Directors of Grupo Media Capital SGPS, SA comprises (i) a fixed component, defined according to the level of responsibility of each executive member, and that comprises the gross base remuneration paid concerning one year period, and of a set of non-cashed benefits, namely related with health care and life insurances, in similar terms as that attributed to other collaborators of Group Media Capital; (ii) a variable component, paid in the following year, as a performance premium, based on specific criteria by applying a professional performance formula for the year in question, defined by the relevant committees.

During 2012, and considering the saving policies as adopted further to worldwide crisis and the reduction of costs as adopted by the Company, the fixed component of executive Directors remuneration faced a reduction of 5%.

## NON-EXECUTIVE DIRECTORS

The non-executive Directors (including the independent members) earned a fixed and regular remuneration during 2012, taking into account the positions held. No model of variable remuneration was set, once their activity in the Board of directors is due to their professional background, representing to the Group a valuable support and knowledge source (know how).

The above mentioned remunerations were settled to the respective administrator, in equal and successive benefits.

During 2012, and considering the saving policies as adopted further to worldwide crisis and the reduction of costs as adopted by the Company, the fixed component of non-executive Directors remuneration faced a reduction of 5%.

## AUDITOR

The supervision of the Company is performed by Deloitte & Associados, SROC, SA, remunerated according to the current level of fees of similar services, by reference to the market information, as annually negotiated under the supervision of the Audit Committee incorporated in the Board of Directors.

## MANAGERS

In accordance with article 248.<sup>o</sup>-B no. 3 of the Securities Code, those with regular access to privileged information who take part in decisions about management and the company's

operating strategy, aside from the Board of Directors and Supervisory Board are deemed Managers, namely the directive members of the Company's Executive and Business Committees.

Each year, the Corporate Governance and Managing Staff Remuneration Committee revise the policy of Grupo Media Capital, SGPS, S.A. regarding managers' compensation. Remuneration comprises a fixed component and a variable component, which is paid in the following year as a performance premium, based on defined criteria reviewed annually, by applying a professional performance formula for the year in question, set by the relevant Corporate Governance and Managing Staff Remuneration Committee, after calculation of the individual results for the prior year. Remuneration is aligned with the containment policies given the world crisis and future economic outlook.

As occurred with members of Board of Directors, during 2012, and further to the reduction of costs as adopted by the Company, the fixed component of Managers remuneration faced a reduction of 5%.

Queluz de Baixo, 25 March 2013

The Board of Directors,

The Corporate Bodies Nomination and Remuneration Committee,

The Management Nomination and Compensation Committee