



# 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

## **SHAREHOLDERS GENERAL MEETING 17 MARCH, 2010**

### **Requirements for Participation in the Shareholders General Meeting**

In accordance with the law and articles 11.º et seq. of the Company's articles of association, the General Meeting may be attended by the shareholders who have registered in their name in an account with a financial intermediary a minimum of 100 (one hundred) registered shares representing the share capital of the Company, at least **five** business days prior to the scheduled date of the General Meeting. The holders of less than 100 (one hundred) shares may participate in the General Meeting provided that they group themselves together in order to reach such minimum number of shares and are represented by one of them.

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

### **Representation**

Shareholders can participate in the General Meeting, in person or by representation, or exercise their voting right by post, provided that they have held, at least one hundred shares since at least the fifth business day prior to the scheduled date for the General Meeting and provided that they remain as shareholders until the date of the meeting.

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 General Meeting's Chairman, at least five days prior to the scheduled date of the General Meeting.

Drafts of the powers of attorney shall be made available to the Shareholders on the Company's website ([www.mediacapital.pt](http://www.mediacapital.pt)).

### **Postal voting**

The postal voting must be exercised using the voting forms that will be made available for this purpose on the Company's website ([www.mediacapital.pt](http://www.mediacapital.pt)). The said forms, once completed and signed, must be enclosed in an envelope and sent to the 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 voting must be, addressed to the Chairman of the General Meeting, and delivered to the Company in hand or received, at least three business days prior to the scheduled date for the General Meeting. The Chairman, if in doubt as to the authenticity of the signatures, may request their certification by a notary.

The postal voting 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.

#### **Proof of title to shares**

Proof of title to shares shall be made by sending to the Chairman of the General Meeting, at the above mentioned address, at least five days before the meeting takes place, a declaration issued and authenticated by the financial intermediary responsible for the registration of the shares in accounts, which must state that the shares in question have been registered in the relevant account since at least the fifth business day before the scheduled date for the meeting and that the said shares have been blocked in the same account until the date of the General Meeting.

#### **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.