

**DRAFT**

**Proxy Form**

To the attention of the

**Chairman of the Shareholders' General Meeting of Grupo Média Capital, SGPS, S.A.**

Rua Mário Castelhana, no. 40

2734-502 Barcarena

**Subject:** Shareholders' General Meeting of 18 December, 2015

Dear Sir,

\_\_\_\_\_ (*full name, in case of natural persons or full corporate name, in case of company*), as Shareholder of Grupo Média Capital, SGPS, S.A., hereby grants to Mr.(s)\_\_\_\_\_, according to article 380 of the Companies Code, proxy powers to represent him/her and vote at the Grupo Média Capital SGPS, S.A. Shareholders' General Meeting to be held on 18 December, 2015, in terms as he/she considers convenient, and to propose, discuss, vote and decide on each and all subjects on the Agenda as well as any other subject to be introduced during the referred Meeting.

Yours faithfully,

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature – if natural person / Signature(s), and, quality – if company

## Explanatory notes

The Shareholders' General Meeting shall be held on 18 December, 2015, at 12 pm, at the Company's registered office at Rua Mário Castelhana, no. 40, Queluz de Baixo, Barcarena.

Shareholders may participate and vote on the General Meeting if 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 to be held, i.e., 11 December, 2015 (the "Record Date"). Shareholders shall state the intention to participate in the General Meeting, until the day before Record Date, by written document addressed to the Chairman of the Shareholders General Meeting by e-mail [assembleiageral@mediacapital.pt](mailto:assembleiageral@mediacapital.pt), and also to the financial intermediary with which have opened the respective account.

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

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 Shareholders 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.

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 Shareholders General Meeting, at least five days prior to the scheduled date of the General Meeting.**