

# **VERTIX, S.G.P.S., S.A.**

Capital Social - 375.040.555,00 Euros  
Registada na Conservatória do Registo Comercial de Cascais  
Contribuinte n.º 503 664 499

## **SHAREHOLDERS' GENERAL MEETING OF GRUPO MÉDIA CAPITAL, SGPS, S.A.**

**16 March 2011**

### **PROPOSAL REGARDING THE NEW ITEM OF THE AGENDA**

VERTIX, SGPS, S.A. in the capacity of shareholder of Grupo Média Capital, SGPS, S.A., in accordance with the New Item of the Agenda to resolve on appointment of members of corporate bodies, hereby proposes the following resolution:

- A) Fix the composition of the Board of Directors of the Company from 8 to 10 members;
- B) Appointment of the following members of the Board of Directors of Grupo Média Capital, SGPS, S.A:

Mr. MIGUEL MARIA DE SÁ PAIS DO AMARAL, born in Lisboa, with professional domicile at Av. Engº Duarte Pacheco, 19-1º 1070-100 Lisboa, Identity card no. 2268788, tax payer no.136866806; Non executive Member.

Mr BO EINAR LOHMANN NILSSON, born in Copenhagen, Denmark, with professional domicile at Rua do Clube, lote 92- nº540, Quinta da Marinha 2750-715 Cascais, Passport no. 202297769, tax payer no.232351996; Non executive Member.

Barcarena, 25 February 2011

VERTIX, SGPS, S.A.

# VERTIX, S.G.P.S., S.A.

Capital Social - 375.040.555,00 Euros  
Registada na Conservatória do Registo Comercial de Cascais  
Contribuinte n.º 503 664 499

## ANNEX

(article 289 nr. 1 d) of the Portuguese Companies Code)

### BOARD OF DIRECTORS

**Full name:** MIGUEL MARIA DE SÁ PAIS DO AMARAL

#### Professional qualifications:

1977 – Degree in Mechanical Engineering - IST, Lisbon

1979 - MBA (Master in Business Administration) - INSEAD, Fontainebleau - France

1980 – Broker at New York Stock Exchange (NYSE)

#### Offices exercised:

Present            President at GRUPO QUIFEL HOLDINGS, SA and other companies acting namely in publications, IT, real estate, wine, renewal energies areas as:

PRESIDENT OF GRUPO LEYA

PRESIDENT OF QUIFEL NATURAL RESOURCES

PRESIDENT OF REDITUS

PRESIDENT OF COMPANHIA DAS QUINTAS

DIRECTOR OF THE EDGE GROUP

DIRECTOR OF GRYPHON HOLDINGS

1995 - 2007        President of Grupo MEDIA CAPITAL.

1991 – 1998        President of SOCI, FORTUNA, S.A., etc.

Director of EUROKNIGHTS - Investimentos e Participações Limitada (Holding of ARGOS SODITIC, from S.G.Warburg ).

Director of COMPAGNIE GÉNÉRALE DES EAUX (Portugal).

President of DIANA, S.A. – Sociedade promotora do empreendimento DIANA PARK.

**Shares in the Company:** Holds no shares in Grupo Media Capital SGPS, SA directly. Holds indirectly, thru the company Portquay West I BV on which holds 66,7% of the respective share capital, 8.451.318 shares representing the share capital of Grupo Média Capital, SGPS, S.A.

# VERTIX, S.G.P.S., S.A.

Capital Social - 375.040.555,00 Euros  
Registada na Conservatória do Registo Comercial de Cascais  
Contribuinte n.º 503 664 499

**Full name:** BO EINAR LOHMANN NILSSON

## **Professional qualifications:**

1981 – 1984 Mathematics and Physics at *Sortedam's High School, Denmark.*

1984 – 1987 *Bachelor in Economy and Administration at Business Administration, Copenhagen Business School, Denmark*

1987 – 1990 Master in Economy and Administration at *Business Administration, Copenhagen Business School, Denmark*

## **Offices exercised:**

2006 – Present: *Time Investments, Quartet Holdings and Heisamore.*

- CEO of Time Investments A/S
- CEO of Heisamore SGPS, SA
- CEO of Quartet Holdings A/S

2000 – 2006 Media Capital SGPS, SA: *Chief Financial Officer*, member of Executive Committee and of Board of Directors.

1990 - 2000: Vice President, *Global Media & Telecommunications Investment Banking, London Office, região EMEA.*

**Shares in the Company:** Holds no shares in Grupo Media Capital SGPS, SA directly. Holds indirectly, thru the company Portquay West I BV on which holds 33,3% of the respective share capital, 8.451.318 shares representing the share capital of Grupo Média Capital, SGPS, S.A.