



# 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 12.00 hours on 30 April, 2014, with the following Agenda:

**FIRST item:** To resolve on the Directors' Report and on the individual and consolidated Financial Report for financial year 2013.

**SECOND item:** To resolve on the proposal for the allocation of the net profits for the financial year of 2013.

**THIRD item:** To consider, in general terms, the management and supervision of the Company.

**FORTH item:** To consider the remuneration policy applicable to the management and supervision bodies.

### 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 open before a financial intermediary a minimum of 100 (one hundred) registered shares representing the share capital of the Company.

In accordance with article 23.º C of Securities Code 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 – 30 April -, i.e., 23 April 2014 (the "Record Date"). Shareholders shall state the intention to participate in the General Meeting, until the day before Record Date, i.e., 22 April 2014, 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, i.e., 23 April 2014.

The exercising of voting rights shall not be affected by the transfer of shares at any time after the Record Date (i.e., 23 April 2014), 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 (i.e., 23 April 2013) until the closing of the General Meeting, shall immediately communicate such fact to the Chairman of the Shareholders 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 Shareholders General Meeting, until 23.59 (GMT) of the Record Date (i.e., 23 April 2014), 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.<sup>o</sup> 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.

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.

## **Postal vote**

The postal 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 enclosed in an envelope and sent to the Attention of the Chairman of the Shareholders 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. The Chairman, if in doubt as to the authenticity of the signatures, may request their certification by a notary.

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 the date of publication of the present notice, including this notice, preparatory documents regarding the Agenda, accounting documents, 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. During the referred period, accounting documents may also be consulted on the web site of CMVM ([www-cmvm.pt](http://www-cmvm.pt)).

Queluz de Baixo, 4 April 2014

The Chairman of the Shareholders General Meeting,

Pedro Maia