



# 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 matricula único n.º 502 816 481

Capital Social: 7.606.186,20 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 to the said company that is to be held at Hotel Dom Pedro Lisboa, Av. Eng. Duarte Pacheco, 1070 Lisbon, at 12.00 hours on 5 March, 2008, with the following Agenda:

**FIRST item:** To resolve on the Directors' Report and on the individual and consolidated Financial Report for financial year 2007.

**SECOND item:** To resolve on the proposal for the allocation of the net profits for financial year 2007.

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

**FORTH item:** To resolve on the appointment of corporate bodies of the Company for mandate 2008/2011.

**FIFTH item:** To resolve on the amendment of articles 11.º, 12.º and 16.º of the Company's articles of association

### 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 financial intermediary, at least **five days** prior to the scheduled date of the General Meeting, a minimum of one thousand registered shares representing the share capital of the Company. The holders of less than one thousand shares may participate in the General Meeting if they group themselves together in order to reach such minimum number of shares and are represented by one of them.

Each one thousand shares with the nominal value of nine cents each shall have 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 thousand shares since at least the fifth day before the scheduled date for the General Meeting and provided that they continue to exist until the day of the meeting.

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 ten 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 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 powers to represent. The postal voting must be, addressed to the Chairman of the General Meeting, and delivered to the Company by 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 recognition by a notary.

The postal voting shall be confidential until the voting moment and is valid as negative votes in relation to motions tabled, which matters were presented subsequent to the casting of the vote.

## **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 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, at the 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**

The proposal of new Articles of Association may be consulted by all shareholders at the Company's registered office, as from the publication of this notice.

During the fifteen days prior to the General Meeting, documents pertaining to the agenda of the General Meeting may be consulted by all shareholders at the registered office of the Company and on the Company's website ([www.mediacapital.pt](http://www.mediacapital.pt)), as well as requirement of inclusion of matters on the Agenda.

Queluz de Baixo, 10 January 2008

The Chairman of the Shareholders General Meeting,

Pedro Maia