



# 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

## GENERAL MEETING

### 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 to be held on 28<sup>th</sup> October 2020, i.e., 21<sup>th</sup> October, 2020 (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.

In the event of suspension of the general meeting, the Chairman of the General Meeting may request new proof of ownership with the ordinary notice required for the first session, in compliance with the applicable law.

The exercising of voting rights shall not be affected by the transfer of shares at any time after the Record Date, 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., 21<sup>th</sup> October, 2020) until the closing of the General Meeting (i.e., on 28<sup>th</sup> October 2020), 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, 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.

Considering the current context arising from the impact of the new Coronavirus - Covid 19, and in line with the recommendations regarding general meetings as issued by the CMVM, IPCG and AEM, the General Meeting will take place in person and also by telematic means in accordance with paragraph b) of paragraph 6 of article 377 of the Commercial Companies Code. For the purpose of participating in the General Meeting by telematics' means, the shareholder must express, simultaneously with the manifestation of the intention to participate in the General Meeting addressed to the Chairman of the General Meeting (to be sent by email [assembleiageral@mediacapital.pt](mailto:assembleiageral@mediacapital.pt)) the intention to participate and vote through telematics' means, provided that the authenticity of the declarations and the security of communications are ensured. The Company will register the content of the participation as well as the respective intervening parties (art. 377, no. 6, paragraph b) of the Company's Commercial Code).

In the declaration for purpose of participating in the General Meeting an electronic address must be indicated by the shareholders, to which the link to the telematics' session will be sent by the Company, together with an individual participation code. The individual participation code will be used to complement the identification of the shareholder at the beginning of the meeting. Such shareholders must ensure that they have the minimum technical and operational resources to be able to access the Microsoft Teams software. Shareholders wishing to participate by telematics' means must attend the telematics' meeting 45 minutes before the time of the General Meeting, in order to fulfil all the previous formalities of identity verification.

## **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.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 ten 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 this date, including this notice, preparatory documents regarding the Agenda such as 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.