

DRAFT

Proxy Form

To the attention of the
Chairman of the General
Shareholders' Meeting of
Grupo Média Capital SGPS, SA
Rua Mário Castelhana, no. 40
2734-502 Barcarena

Dear Sir,

_____ (*full name, in case of natural persons or full corporate name, in case of corporates*), as Shareholder of Grupo Média Capital SGPS, SA, hereby grants Mr.(s) _____, proxy powers to represent him/her at the Group Media Capital Annual General Shareholders' Meeting to be held at the next 17 March, 2010, and vote, as he/she understands convenient, according to article 380 of the Companies Code.

Yours faithfully,

_____ (Place and date)

(Signature – if natural persons/signature(s), and, quality – if corporates)

Explanatory notes

1. The Annual General Shareholders' Meeting shall be held on 17 March, 2010, at 11.30 am, at the Company's registered office at Rua Mário Castelhana, no. 40, Queluz de Baixo, Barcarena, with the agenda and the procedure to consult documents referred to in the Notice of Meeting.

2. The General Meeting may be attended by the shareholders who have registered in their name in an account with financial intermediary, a minimum of one hundred registered shares representing the share capital of the Company, at least **five days** prior to the scheduled date of the General Meeting. The holders of less than one hundred shares may participate in the General Meeting provided that they group themselves together in order to reach such minimum number of shares and are represented by one of them.

3. Proof of title to shares shall be made by sending to the Chairman of the General Meeting, to the Company's registered office at Rua Mário Castelhana, no. 40, 2734-502 Barcarena, 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.

4. 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 **five days** prior to the scheduled date of the General Meeting.