



Media Capital

Grupo Media Capital, SGPS, S.A.

ARTICLES OF ASSOCIATION

CHAPTER I

Name, registered office and object

Article 1

The company adopts the name of Grupo Media Capital, SGPS, S.A..

Article 2

One - The Company has its headquarters in Rua Mário Castelhana, number 40, parish of Barcarena, municipality of Oeiras.*

Two - The Board of Directors may transfer the registered-office to other place in the same municipality or to adjoining municipality, as it may also establish, move or close any branches, agencies or any other form of representation of the company, in Portugal or abroad.

Article 3

The company's object is the management of holdings in other companies as indirect exercise of economic activities.

Article 4

Without prejudice to article 18 of these articles of association, the company may, by resolution of the Board of Directors, acquire holdings in any company, including joint and collective responsibility of partners' companies, companies whose corporate purpose is different from the company's corporate purpose, companies regulated by special laws, as well as acquiring holdings in Incorporated Joint Ventures, European Economic Interest Grouping, as well as entering into syndicate agreements and non-incorporated joint ventures agreements.*

CHAPTER II

Share capital, shares and bonds

Article 5

One - The fully paid up share capital is of seven million five hundred and twelve thousand, two hundred and eighty two euros and seventy two cents, represented by eighty three million, four hundred and sixty nine thousand, eight hundred and eight shares with a nominal value of nine cents each.

Two – The shareholders are granted with a pre-emption right in the subscription of new shares issued within a share capital increase in cash, save if a resolution of the Shareholders Meeting passed according with the law reduces or suspends such right for a specific increase.

Article 6

There will be nominative shares in book entry form.

Article 7

One – The Board of Directors is hereby duly authorised to increase the share capital in cash, one or more times, up to a maximum of fifteen million Euros, following approval by the Statutory Audit Board and compliance with the other requirements set forth in these Articles.

Two – The resolution of the Board of Directors shall define the terms and conditions of any such share capital increase, together with the subscription and payment terms.

Article 8

One - The company may issue non-voting preferential shares up to the limit of fifty per cent of its share capital at the date prior to the issuing, redeemable or not, notably by its nominal value or an higher value, according to the resolution of the Shareholders Meeting which resolves the issuance of such shares.

Two – The redemption of the non-voting preferential shares shall take place in the date defined by a resolution of the Shareholders Meeting.

Article 9

The company may acquire and sell its own shares or bonds, subject to the provisions and limits of the applicable law.

Article 10

Preceding resolutions of the Board of Directors convened for such purpose, the company may issue all types of bonds according to the applicable law.

CHAPTER III

Shareholders resolutions

Article 11

One - The Shareholders Meeting is composed of the shareholders who, no later than the date that is ten (10) days prior to the scheduled Shareholders Meeting, have registered in their name in the book-entry securities' account opened with a financial intermediary, at least one thousand shares.

Two - The shareholders holding less than one thousand shares may only intervene and participate in a general meeting if they group themselves in order to complete that minimum number of shares; in this case they will be represented by one of them.

Three - Bondholders and shareholders with non-voting preferential shares cannot be present at the Shareholders Meetings nor have any intervention.

Article 12

Each group of one thousand shares, nominal value of nine cents per share, is entitled to one vote.

Article 13

One - The representation of any of the shareholders at the Shareholders Meetings, can be given to any of the other shareholders or to any person allowed by mandatory law, or, being a person other than an individual, the representative shall be the individual designated by it for that purpose.

Two - The proxies of voluntary representation must be delivered to the company, addressed to the Chairman of the Shareholders Meeting, at least five (5) days prior to the day convened for the meeting.

Article 14

The Shareholders Meeting will be provided by a board composed of a Chairman and a Vice-Chairman, who may not be shareholders, elected for a term of four years, being his reelection always permitted, and by the Company Secretary.

Article 15

One – Except as expressly set forth in the following section of this Article 15, in first call the Shareholders Meeting can only meet and resolve about matters if at least twenty per cent (20%) of the voting shares corresponding to the outstanding share capital is present or represented at the Shareholders Meeting.

Two – In first call the Shareholders Meeting can only meet and resolve about matters concerning the amendment to the company's articles, share capital increase or reduction, merger, de-merger or spin-off, modification of the type of the Company, dissolution or any other matters to which the law requires a non-specified qualified majority, if at least one third of the shares corresponding to the voting share capital be present or represented.

Article 16

One – The resolutions of the Shareholders Meetings shall be taken by absolute majority of issued votes, without prejudice of the following section and the matters to which the law requires a qualified majority.

Two – The resolutions of the Shareholders Meetings concerning the dismissal with no cause of the Strategic Board or the Board of Directors and of any of their members shall be passed by a qualified majority corresponding to two thirds of the votes cast.

Three – Any shareholder who has an interest in a contract, transaction, arrangement or proposal with the Company shall declare the nature of such interest to the Board of Directors of the Company and at the Shareholders' Meeting at which the question of entering into such contract, transaction, arrangement or proposal is first considered. Any shareholder shall not be entitled to vote, or allow their shares to be grouped with those of other shareholders for voting purposes, on any proposed resolutions or resolution in which they have an interest.

CHAPTER IV Board of Directors

Article 17

One - The management of the company shall be carried out by a Board of Directors, with seven (7) members elected in a Shareholders Meeting and re-elected one or more times, for a term of four years, of which at least two (2) shall be independent.

Two – The Shareholders Meeting which elects the Board of Directors will also appoint the Chairman from the members of the Board.

Three - Any group of shareholders holding between 10% and 20% of the company's share capital may submit to shareholders resolution one director to be elected as representative of minority shareholders in accordance with section two to five of article 392 of Portuguese Companies Code.

Four – Each Director's liability shall be guaranteed in the amount and by any of the forms set forth in the law.

Five – Without prejudice of the provision set forth in the previous section, the company due to its own interest shall also subscribe and pay a policy concerning the liability of its Directors.

Six – No business shall be transacted at any meeting of the Board of Directors unless a quorum is present. The quorum shall be five (5) Directors.

Article 18

One - The Board of Directors has the responsibility of the management of the company with powers to take decisions in all the affairs and to practice all the acts legally considered within the scope of management powers.

Two – Notwithstanding, the Board of Directors shall always require resolutions of a Shareholders' Meeting in relation to the following matters:

- (a) any acquisition, disposal or transmission of securities that grant a controlling position to the Company and that have a value equal or superior to 50 million Euro*;
- (b) any transactions with any shareholder's related party of a value of €5.000.000 or higher.

Three – Related party means any individual who is a relative on first degree of a relevant shareholder or a company which is directly or indirectly controlled by a relevant shareholder. Relevant shareholder is any shareholder holding more than two per cent of the company's voting share capital.

Four - The Board of Directors can delegate the whole or part of its powers to one or more of its members, notably to one or more Managing Directors or to an Executive Committee composed by an odd number of members of the Board. However, in addition to any matter foreseen in Portuguese law that can not be delegated, any transaction with any relevant shareholder or any shareholder's related party should be referred to the Board of Directors.

Five – Without prejudice of any other ad hoc committees, the Board of Directors shall appoint an audit committee and a remuneration committee for managers, in each case including the independent directors, one of whom, at least, will be a qualified financial expert.

Article 19

One - Once convened verbally or in writing by its Chairman or by any two of its members, the Board of Directors will meet, when and where the company's interest may require but at least once quarterly.

Two – The Board of Directors can only meet and pass resolutions if at least five (5) of its members is present or duly represented by proxy. Any member who cannot attend the meeting may vote by mail or make himself represented by proxy by another Director.

Three – The votes by mail of absent Directors shall be exercised and the proxies shall be granted by letter or by any other means in writing, addressed to the Chairman.

Four - Resolutions of the Board of Directors will be taken by majority of votes of the Directors present or represented or of those voting by mail, the Chairman having a tie breaking vote in the case of dead-lock.

Five - The Company will provide each Director, seven days prior to any meeting of the Board of Directors, with information of a sufficient level to allow them to perform their duties to the Company at such meeting, including such information as is reasonably requested by any Director.

Six - Any Director who has an interest in a contract, transaction, arrangement or proposal with the Company shall declare the nature of such interest at the meeting of the Board of Directors at which the question of entering into such contract, transaction, arrangement or proposal is first considered. Any Director shall not be entitled to count in the quorum or vote in relation to the proposed resolution or resolutions relating to such interest.

Article 20

The company is legally bound by:

- (a) The signature of two Directors;
- (b) The signature of a single Director according to the powers granted by minute of the Board of Directors to the execution of certain acts or category of acts;
- (c) The joint signature of a Director and an attorney with powers to execute a certain act or category of acts;
- (d) The signature of any of the Managing-Directors within the powers delegated by the Board, or
- (e) the signature of an attorney, within the limits of his powers of attorney;

Article 21

One - The Company shall have a Strategic Board for the purpose of advising the Board of Directors with respect to certain matters as may be determined by a majority decision of the Board of Directors.

Two - The Strategic Board shall be composed of all the members of the Board of Directors and up to six additional members who shall be appointed by a resolution of a majority of the Board of Directors.

Article 22

One - The remuneration of the members of the Board of Directors and members of the Strategic Board shall be fixed by the Shareholders Meeting or by a commission of shareholders, elected every four years by the Shareholders Meeting.

Two – The Shareholders Meeting may resolve to implement a pension scheme for the benefit of the Directors.

CHAPTER V

Single Auditor

Article 23

The company auditing shall be made by a Single Auditor and a substitute, both mandatory official chartered accountants, elected for a four year term by the Shareholders Meeting and re-elected one or more times.

Article 24

The Single Auditor and his substitute shall be remunerated according with the Shareholders Meeting or the remunerations committee resolution, subject to the applicable law.

CHAPTER VI

Company Secretary

Article 25

One – The Board of Directors shall resolve to designate a Company Secretary.

Two – The Company Secretary shall be designated for a term coincidental with the Board of Directors term, with the powers set forth in the applicable law.

CHAPTER VII

Fiscal year and profits distribution

Article 26

The fiscal year corresponds to the calendar year.

Article 27

One - The net profits after the assignment of the provisions and reserves mandatory by law, shall be distributed or not, according to the resolution of the Shareholders Meeting passed by simple majority.

Two – Advancements on the account of profits may be made along the fiscal year, subject to:

- (a) The Board of Directors, following the prior approval of the Single Auditor, resolve such advancement;
- (b) An interim balance-sheet prepared 30 days prior to the Board resolution, duly certified by the official chartered accountant, make evidence of the availability of the funds for such advancements, according to the provisions of articles 32^o and 33^o of the Companies Code, having into account the results of the past months of the fiscal year at which such advancements refers;
- (c) Only a single advancement shall be made with reference to the same fiscal year and always in the second half of the latter;
- (d) The amounts to be distributed as advancements cannot exceed fifty percent of the distributable amounts as per section (b) above.

CHAPTER VIII

DISSOLUTION AND WINDING UP

Article 28

The dissolution of the company will take place in the cases and under the conditions provided for by law and by a resolution of the Shareholders Meeting passed by a qualified majority of two thirds of the votes corresponding to the share capital.

Article 29

The winding up of the company following its dissolution shall be made ex-court by a winding up committee composed by the Directors in office, save if the Shareholders Meeting resolve in another way.

* Changes under registry process with the Commercial Registry Officer