



ANNUAL GENERAL MEETING OF SHAREHOLDERS

ZON MULTIMÉDIA – SERVIÇOS DE TELECOMUNICAÇÕES E MULTIMÉDIA, SGPS, S.A.

28 April 2009

PROPOSAL OF THE BOARD OF DIRECTORS

ITEM 2 OF THE AGENDA:

(To resolve on the proposal for application and distribution of profits and reserves)

Whereas:

- A) The net profit for the financial year ended 31 December 2008 was 46.749.903,73 Euros;
- B) In accordance with the law and the Company's Articles of Association, 5% of the net profit of the financial year is allocated to reinforce the legal reserve until that reserve amounts to at least 20% of the share capital and, once the Company has already reached that limit, it isn't necessary to reinforce the legal reserve.

We propose that it be resolved:

1. That, in view of ZON Multimédia – Serviços de Telecomunicações e Multimédia, SGPS, S.A.'s current financial and asset position, the total amount of the net profit, 46.749.903,73 Euros, be paid to shareholders, added by the use of 2.705.588,75 Euros of retained profits, representing an overall payment of de 49.455.492,48 Euros as ordinary dividends, related to 2008 (corresponding to 0,16 Euros per share, in respect of the total number of shares issued);
2. That, considering the impossibility to determine precisely the number of own shares that will be held in treasury on the date of the above mentioned payment without limiting the Company's capacity of intervention, namely concerning the liquidity of its securities, the overall sum of 49.455.492,48 Euros provided for in the foregoing paragraphs, calculated on the basis of an unitary amount per share issued (in this case, 0,16 Euros per share), be distributed as follows:
 - a) Each share issued be paid the unitary amount of 0,16 Euros that was considered in the preparation of the proposal;



- b) The unit sum corresponding to the shares that belong to the Company itself on the first day of the payment period not be paid, but be carried forward to a new account.

Lisbon, 2 April 2009

The Board of Directors