



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 4 OF THE AGENDA:

(To ratify the appointment of members of the Board of Directors)

Whereas:

- A) The resignation to the office as Member of the Board of Directors of ZON Multimédia – Serviços de Telecomunicações e Multimédia, SGPS, S.A. submitted by Manuel Fernando Espírito Santo Silva in the letter dated of 7th November 2008;
- B) The appointment, by co-optation, of Fernando Fortuny Martorell, on the meeting of the Board of Directors held on 7th November 2008, under and according to paragraph b) to number 3 of Article 393 of the Portuguese Companies Code, to complete the current term of office corresponding to the three-year period 2007/2009.

It is hereby proposed:

1. That the General Meeting resolves, under and according to number 4 to Article 393 of the Portuguese Companies Code, to ratify the appointment, by co-optation, of the Director Fernando Fortuny Martorell;
2. An appraisal vote to the resigned Director, Manuel Fernando Espírito Santo Silva, for his contribution to the Company when discharging their functions.

Lisbon, 2 April 2009

The Board of Directors