



## 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 5 ON THE AGENDA

*(To resolve on the acquisition and disposal of own shares)*

Whereas:

- A) It is deemed convenient for the Company to be able to, under the general terms and according to the applicable laws, continue benefiting from the possibilities inherent to the acquisition and disposal of own shares;
- B) Its dependent companies have a similar interest;
- C) Under Articles 319 and 320 of the Portuguese Companies Code as well as Article 8 of the Company's By-laws, the acquisition and disposal of own shares is subject to the approval of the General Meeting of Shareholders;
- D) Commission Regulation (EC) no. 2273/2003, of 22 December 2003, establishes a special derogation regime from the general regime on market abuse for share buyback programmes with the objectives established herein, provided that certain requirements are satisfied, which are convenient to take into account even in case of acquisitions outside the scope of such programmes;

We propose that it is resolved:

1. To approve the acquisition by the Company, or by any of its dependent companies of own shares, including any rights to the acquisition or allocation thereof, subject to a



decision by the management board of the acquiring company, and under the following terms:

- a. Maximum number of shares to be acquired: Up to a limit equivalent to 10% of the share capital, deducting any disposals made, without prejudice of Article 317, no. 3 of the Portuguese Companies Code;

Subject to the requirements established by law and under this resolution, inter alia it is hereby approved the acquisition to be made by the Board of Directors within a share buyback programme, such acquisition to be made in any of the forms provided under this resolution;

- b. Term during which the acquisition may be made: Eighteen months as of the date of this resolution;
- c. Forms of acquisition: Subject to the terms and mandatory limits established by law, the acquisition of shares, or rights of acquisition or allocation of shares, will be made, for consideration, in any form, within or outside a regulated market, by proposal or public offering, in compliance with the principle of equal treatment of shareholders as legally established, namely from a financial institution with which the Company has entered into an equity swap agreement or other similar derivative instruments, or any other acquisition for the purpose of complying with any legal or contractual obligation, or conversion or exchange of convertible or exchangeable securities issued by the Company or a dependent company, in accordance with the relevant terms of issue or any contracts entered into in connection with such conversion or exchange;
- d. Minimum and maximum consideration for the acquisitions: The consideration of the acquisition should fall within an interval of 15% below or over the lower trading price of the shares to be acquired on the Eurolist by Euronext Lisbon, during the 3 stock exchange sessions immediately preceding the date of acquisition or creation of the right of acquisition or allocation of shares; or correspond to the acquisition price resulting from any contracted financial instruments, the terms of issue, by the Company or any dependent company, of securities convertible in or exchangeable for Company's



shares, or from contracts entered into in connection with such conversions or exchanges;

- e. Moment of the acquisition: to be determined by the Board of Directors, taking into particular account the securities market situation and the convenience or the obligations of the acquiring company, being executed once or more often in the proportions to be determined by the Board of Directors.
2. To approve the disposal by the Company of own shares that have been acquired, subject to a resolution of the disposing Company's management board, on the following terms:
    - a) Minimum number of shares to be disposed of: The number corresponding to the minimum lot of shares which at the time of disposal is legally established for the shares of the Company, or an lower number that may be sufficient to fulfill any obligation undertaken by virtue of law, contract or issuance of other securities;
    - b) Term during which the disposal may take place: Eighteen months as of the date of this resolution;
    - c) Form of disposal: Subject to the terms and mandatory limits established by law, disposal for consideration in any form, namely by sale or exchange, by proposal or public offer, to be made within or outside a regulated market to certain entities designated by the disposing company's management board, in compliance with the principle of equal treatment of shareholders as legally established, namely to financial institutions counterparties under equity swap agreements or other similar derivatives, or where the disposal is decided within, or in connection with, a proposal of application of profits or distribution of reserves in kind, without prejudice to, in case of any disposal for discharging an obligation or arising from the issuance of other securities by the Company or a dependent company, or of contracts related to such issue, or contractual obligation of pursuing of the Company's share allocation, to be carried out in accordance with the applicable terms and conditions;



- d) Minimum price: consideration no more than 15% percent below the average trading price on Eurolist by Euronext Lisbon of the shares to be disposed during the 3 exchange sessions immediately preceding the date of disposal, or such price as may be established or result from the terms and conditions of issuance of other securities, namely convertible or exchangeable securities, or from any contract entered into in connection with such issuance, conversion or exchange, in the case of a disposal arising therefrom;
  - e) Moment of the disposal: to be determined by the Board of Directors, taking into account the securities market situation and the convenience or the obligations of the disposing Company, being executed once or more often in the proportions to be determined by the Board of Directors.
3. To approve that an indication is transmitted to the Board of Directors, without prejudice to its freedom of decision and action within the context of the resolutions referred in paragraphs 1 and 2 above, for it to take into account, depending on the circumstances that the Board deems relevant (and, especially, as regards acquisitions comprised in buyback programmes aiming at the satisfaction of conversion rights of bonds or other securities, stock options or similar rights, or others that may be the subject of the Regulation referred in the Recitals), and without prejudice of the compliance with the applicable provisions under the Securities Code and with the regulations of the Portuguese Securities Exchange Commission (*Comissão do Mercado de Valores Mobiliários*), the following practices relating to the acquisition and disposal of own shares under the authorizations granted under the preceding paragraphs:
- a) Disclosure to the public, before commencing the acquisition and disposal transactions, of the content of the aforementioned authorization, in particular, its goal, the maximum value of the acquisition, the maximum number of shares to be acquired and the term authorized for such purpose;
  - b) Record keeping of each transaction carried out within the preceding authorizations;
  - c) Public disclosure of the transactions carried out at least up to the end of the seventh day of the trading session following the date on which such transactions take place;



- d) Carrying out the transactions under conditions of time, form and volume that do not disturb the regular operation of the market, namely seeking to avoid its execution at sensitive times for trading, in particular, at the opening and closing of the session, at times of market disturbance, at times close to the disclosure of privileged events or of the disclosure of results;
- e) Carrying out of the acquisitions at a price not exceeding the highest of the last independent transaction and the highest independent offer at the time of acquisition on the Eurolist by Euronext Lisbon;
- f) If the acquisitions are made through derivatives, their exercise price must not exceed the highest of the last independent transaction and the present highest independent offer;
- f) Limiting the acquisitions to 25% of the daily average trading volume, or to 50% of such volume if communicated to the competent authority and disclosed to the market;
- g) Refraining from disposal during an eventual execution of a buyback programme covered by the Regulation mentioned in the Recitals.

For such purpose, the Board of Directors may organize the separation of the acquisitions and their respective framework, namely depending on the programme in which they are included, providing information regarding such separation in the relevant public disclosure.

Lisbon, 2 April 2009

The Board of Directors