



ZON Multimédia - Serviços de Telecomunicações e Multimédia, SGPS, S.A.  
(Public Company)

Registered Office: Avenida 5 de Outubro, no. 208, Lisboa

Share Capital: Euro 3.090.968,28

Registered with the Commercial Registry of Lisbon and  
Corporation no. 504 453 513

### NOTICE

I hereby call a General Meeting of the Shareholders of ZON Multimédia – Serviços de Telecomunicações e Multimédia, SGPS, S.A. to be held on the 19<sup>th</sup> April 2010, at 3 p.m., at Auditório I of Centro de Reuniões de FIL, located at Rua do Bojador – Parque das Nações, in Lisbon, given that our headquarters do not offer adequate conditions for the meeting to be held, with the following agenda:

1. To resolve on the management report, balance sheet and accounts, individual and consolidated, and the corporate governance report, for the year 2009;
2. To resolve on the proposal for application and distribution of profits;
3. To resolve on a general appraisal of the Company's management and supervision;
4. To resolve on the election of the corporate bodies for the 2010/2012 term of office;
5. To resolve on the appointment of an effective and deputy statutory auditor for the 2010/2012 term of office;

ZON Multimédia,  
Serviços de Telecomunicações e Multimédia, SGPS, S.A.  
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6. To appreciate the Compensation Committee statement on the remuneration policy of the members of the Board of Directors and Audit Committee;
7. To resolve on the election of a new Compensation Committee;
8. To resolve on the proposal of the Board of Directors for the renewal of the plan to distribute shares and the approval of its regulation;
9. To resolve on the acquisition and disposal of own shares.

**REQUIREMENTS FOR THE ATTENDANCE AND EXERCISE OF VOTING RIGHTS, UNDER THE PROVISIONS  
OF ARTICLE 12 OF THE ARTICLES OF ASSOCIATION:**

1. Only shareholders with voting rights shall be entitled to attend a General Meeting of Shareholders.
2. Shareholders intending to participate in the general meeting of shareholders must provide evidence, no later than five days prior to the relevant meeting, of entrance into account of dematerialised securities of their shares.
3. Where the shares are represented by certificates, in cases as legally permitted, owners thereof intending to participate in the general meeting of shareholders must have the shares annotated in their name on the company's securities issue register, no later than five working days prior to the date scheduled for the meeting, or provide evidence, by that same date, of the deposit of such shares with a financial intermediary legally substituting such register.
4. Each 400 shares shall correspond to one vote.
5. Votes cast by a holder of ordinary shares, by himself or through a representative, in his own name or as a representative of another shareholder, that exceed ten per cent of the company's total voting stock, shall not be counted.
6. For the purposes of this article, shares held by persons in situations as provided for under article 20 of the Securities Code shall be deemed to belong to the shareholder, and the limitation of each person covered shall be deemed proportional to the number of votes cast by such person.

7. The limit set out in paragraph 5 above shall apply to all resolutions, even those requiring a qualified majority.
8. In the case of joint ownership of shares, only the common representative, or a representative of the latter, may participate in a General Meeting of Shareholders.
9. The limitations set forth in the foregoing paragraphs shall apply to any usufructuaries and pledgees of shares.
10. The exercise of voting rights by correspondence or electronic means may cover all matters included in the notice, under the terms and conditions therein established, and the vote by electronic means may be subjected by the chairman of the General Meeting of Shareholders to the verification of the satisfaction of conditions established by him for the security and reliability of the same.
11. Within the framework of the vote by correspondence, the following shall be observed:
  - a) Any shareholder entitled to vote may, pursuant to article 22 of the Securities Code, exercise such right by correspondence through a declaration signed by him/her unequivocally stating what his/her vote is with regard to each item on the agenda of the General Meeting;
  - b) The declaration of vote shall be accompanied by a legible copy of the Shareholder's Identity Card, by the declaration of the financial intermediary entrusted with the service of registration of such shareholder's shares. In case the Shareholder is a body corporate, the declaration of vote shall be signed by the person representing it, such signature being certified by a notary in the said capacity;
  - c) The declarations of vote, accompanied by the items referred to in (b) above, shall be sent in a closed envelope addressed to the Chairman of the General Meeting of Shareholders by registered mail;
  - d) It shall be the duty of the Chairman of the General Meeting to ensure the authenticity and confidentiality of the votes by correspondence until the time of the poll;
  - e) Any vote by correspondence cast shall be deemed revoked in case the respective shareholder or a representative of the same is present at the General Meeting of Shareholders;
  - f) Any vote by correspondence shall be deemed as a negative vote with regard to resolution proposals submitted subsequently to the date on which it is cast.

## Representation of Shareholders

Shareholders may arrange to be represented at a General Meeting pursuant to the provisions of article 380 of the Portuguese Companies Code, and as an instrument of representation a signed letter addressed to the Chairman of the General Meeting of Shareholders will be sufficient.

The letters of representation of shareholders referred to in the previous paragraph, the letters of shareholders who are corporations conveying the name of the person who will represent them and the instruments of shareholder groupings shall be addressed to the Chairman of the General Meeting of Shareholder (\*) no later than 5:00 p.m. on the 14<sup>th</sup> April 2010.

## Declaration of the financial intermediary

Shareholders intending to participate in the general meeting of shareholders must provide evidence, no later than five days prior to the relevant meeting, of entrance into account of dematerialised securities of their shares. Where the shares are represented by certificates, in cases as legally permitted, owners thereof intending to participate in the general meeting of shareholders must have the shares annotated in their name on the company's securities issue register, no later than five working days prior to the date schedules for the meeting, or provide evidence, by that same date, of the deposit of such shares with a financial intermediary legally substituting such register as well as the respective blocking.

Shares must remain annotated in the name of the shareholders on the company's securities issue register, at least, until the end of the General Meeting. Nevertheless, if a suspension of the General Meeting occurs, the documents issued under the provisions of numbers 2 and 3 of article 12 of the Articles of Association may be cancelled and the blocking raised. In such case, it will applicable a new period of five working days prior to the date schedules for the recommence of the meeting.

Shareholders may delegate to the Company the request for issuance of the declaration of the financial intermediary entrusted with the registration of their shares, for which purpose they shall send to the Company's registered office a document granting the required powers, to be received no later than 5:00 p.m. on the 5th April 2010.

Shareholders may access the form that will be available for such purpose on the Internet site (\*\*), beginning 9:00 a.m. on the 18th March 2010.

#### Voting by correspondence

Shareholders with voting rights as referred to above may, in accordance with article 22 of the Portuguese Securities Code, exercise such rights by correspondence, by means of a signed declaration whereby they inform unequivocally the orientation of their vote in relation to each of the items on the agenda of the General Meeting. For such purposes, the relevant voting papers will be available to the Shareholders at the Company's registered office or may also be made available by e-mail provided that, no later than 5:00 p.m. on 5<sup>th</sup> April 2010, the Chairman of the General Meeting of Shareholders (\*) receives a communication, with a legally acknowledged signature (or, in the case of individuals, with a simple signature accompanied by a photocopy of the relevant identity card), which communication shall set out the e-mail address to which voting papers and other documentation should be sent. The voting papers may also be downloaded from the Internet site (\*\*).

The voting statement must be accompanied by a legible photocopy of the relevant identity card of the Shareholder and addressed to the Chairman of the General Meeting of Shareholders (\*), in a closed envelope, by registered mail. The Chairman must receive such documentation no later than 5:00 p.m. on the 14<sup>th</sup> April 2010. In case of shareholders that are corporations, the voting statement must be signed by the legal representative of the same and the signature must be legally acknowledged in such capacity by a notary.

Only the votes of Shareholders as to whom the declaration of the financial intermediary entrusted with the registration of the relevant shares has been received no later than 5:00 p.m. on 12<sup>th</sup> April 2010 will be considered.



## Voting by electronic means

Shareholders with voting rights under the terms referred above, may also vote through the Internet site (\*\*), in accordance with the requirements established therein. For such purposes, the Chairman of the General Meeting of Shareholders (\*) must receive a communication, by registered mail, no later than 5:00 p.m. on the 4<sup>th</sup> April 2010, prepared in accordance with the form made available on that same Internet site, beginning 9:00 a.m. on the 18<sup>th</sup> March 2010, which communication must be accompanied by a photocopy of the relevant identity card (or, in the case of corporations, with a legally acknowledged signature) and set out the mailing address to which the shareholder wishes the password to be made available by the Company.

Such Shareholders may exercise their voting rights between midnight (0 hours) on the 5<sup>th</sup> April 2010 and 5:00 p.m. on the 16<sup>th</sup> April 2010.

Only the votes of Shareholders as to whom the declaration of the financial intermediary entrusted with the registration of the relevant shares has been received no later than 5:00 p.m. on the 12<sup>th</sup> April 2010 will be considered.

## Counting of votes

Votes exercised both by correspondence and by electronic means shall be considered at the time of the counting of votes, by adding the same to those cast in the course of the General Meeting of Shareholders.

The presence at the General Meeting of a Shareholder, or his representative, having exercised his voting rights either by correspondence or by electronic means will cause the revocation of the vote issued in such form.

Votes cast either by correspondence or by electronic means shall be considered as "votes against" in respect of proposals of resolution that are submitted after such votes are cast.



The proposals to be submitted by the Board of Directors to the General Meeting and all other preparatory information, shall be made available to the Shareholders, within the period provided by law, at the Company's registered office located at Av. 5 de Outubro, no. 208, 11<sup>th</sup> floor, in Lisbon, and on the Internet site (\*\*).

(\*) Chairman of the General Meeting of Shareholders:

Mailing Address: Av. 5 de Outubro, no. 208, 11th floor, 1069-203 Lisbon

Telephone: 00351217824721

Fax: 00351217824910

E-mail: [assembleia@zon.pt](mailto:assembleia@zon.pt)

(\*\*) <http://www.zon.pt/ir>

Lisbon, 8<sup>th</sup> March 2010

The Chairman of the General Meeting of Shareholders

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***(Dr. Júlio Castro Caldas)***