

**MERGER PROJECT  
BY INCORPORATION**

**PARTICIPATING COMPANIES**

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

Public Company

**(“Merging Company”)**

**AND**

**OPTIMUS – SGPS, S.A.**

**(“Merged Company”)**

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## INTRODUCTION

1. **ZON MULTIMÉDIA – SERVIÇOS DE TELECOMUNICAÇÕES E MULTIMÉDIA, SGPS, S.A.**, Public Company, with registered offices at Rua Actor António Silva, no. 9, Campo Grande, parish of Lumiar, municipality of Lisbon, taxpayer number 504453513, registered before the Companies Registrar of Lisbon under the same number, with the registered share capital of EUR 3,090,968.28 (three million, ninety thousand, nine hundred and sixty-eight Euros and twenty-eight cents), hereinafter referred to as “**ZON**” or the “**Merging Company**”; and
2. **OPTIMUS – SGPS, S.A.**, joint stock company, with registered offices at Via Norte-Espido, parish of Maia, municipality of Maia, taxpayer number 504668358, registered before the Companies/Real Estate Registrar of Maia under the same number, with the registered share capital of EUR 115,000,000.00 (one hundred and fifteen million Euros), hereinafter referred to as “**OPTIMUS**” or the “**Merged Company**”;

Both jointly referred to as the “**Participating Companies**”.

Are intending to proceed with the merger of both companies through the global transfer of the assets of OPTIMUS to ZON and the granting of shares representing the registered share capital of ZON to the shareholders of OPTIMUS, pursuant to and for the purposes of Article 97 and following provisions of the Portuguese Companies Code (hereinafter referred to as the “**PCC**”).

As far as the Boards of Directors of the Participating Companies understand, the envisaged merger is grounded on economic rationality reasons, which are detailed in this Merger Project prepared pursuant to Article 98 of the PCC.

For such purposes, the Board of Directors of the Participating Companies prepared this Merger Project and the respective Schedules.

Lisbon, 21 January 2013

By and on behalf of **ZON MULTIMÉDIA – SERVIÇOS DE TELECOMUNICAÇÕES E MULTIMÉDIA, SGPS, S.A.**

The Board of Directors,

Daniel Proença de Carvalho

Rodrigo Jorge de Araújo Costa

José Pedro Pereira da Costa

Luís Miguel Gonçalves Lopes

Duarte Maria de Almeida e Vasconcelos Calheiros

Fernando Fortuny Martorell

António Domingues

László Hubay Cebrian

Vítor Fernando da Conceição Gonçalves

Paulo Cardoso Correia Mota Pinto

Nuno João Francisco Soares de Oliveira Silvério Marques

Joaquim Francisco Alves Ferreira de Oliveira

Mário Filipe Moreira Leite da Silva

Isabel José dos Santos

Miguel Filipe Veiga Martins

Catarina Eufémia Amorim da Luz Tavira

André Palmeiro Ribeiro

By and on behalf of **OPTIMUS – SGPS, S.A.**

The Board of Directors,

Ângelo Gabriel Ribeirinho dos Santos Paupério

Miguel Nuno Santos Almeida

Maria Cláudia Teixeira de Azevedo

António Bernardo Aranha da Gama Lobo Xavier

Ana Paula Garrido Pina Marques

David Pedro de Oliveira Parente Ferreira Alves

Manuel António Neto Portugal Ramalho Eanes

José Manuel Pinto Correia

Paulo Joaquim Santos Plácido

## MERGER PROJECT

### I

#### **IDENTIFICATION OF THE PARTICIPATING COMPANIES**

(Article 98 (1)(b) of the PCC)

1. **Merging Company**

**ZON MULTIMÉDIA – SERVIÇOS DE TELECOMUNICAÇÕES E MULTIMÉDIA, SGPS, S.A.**, Public Company, with registered offices at Rua Actor António Silva, no. 9, Campo Grande, parish of Lumiar, municipality of Lisbon, taxpayer number 504453513, registered before the Companies Registrar of Lisbon under the same number, with the registered share capital of EUR 3.090,968.28 (three million, ninety thousand, nine hundred and sixty-eight Euros and twenty-eight cents); and

2. **Merged Company**

**OPTIMUS – SGPS, S.A.**, joint stock company, with registered offices at Via Norte-Espido, parish of Maia, municipality of Maia, taxpayer number 504668358, registered before the Companies/Real Estate Registrar of Maia under the same number, with the registered share capital of EUR 115,000,000.00 (one hundred and fifteen million Euros).

### II

#### **MERGER TYPE**

(Article 98 (1)(a) of the PCC)

The envisaged merger will take the form of a global transfer of assets of the Merged Company to the Merging Company, under the terms of Article 97(4)(a) of the PCC. The merger will then be made through the incorporation of OPTIMUS into ZON.

Subsequently, all assets and liabilities held by OPTIMUS on the merger completion date, including the rights and obligations arising from its activity, will be globally transferred to ZON.

The merger will be made in accordance with the accounting principles applicable in Portugal and pursuant to the legal rules generally applicable to merger operations.

The Merger Project will be subject to the opinion of the Audit Boards of the Participating Companies, as well as to the examination to be made by an independent Chartered Accountant, pursuant to Article 99 (1)(2)(4) and (5) of the PCC.

For such purposes, the Board of Directors of the Participating Companies decided to promote the examination of this Merger Project by the same independent Chartered Accountant to be appointed by the Chartered Accountants Association, as allowed under Article 99 (3) of the PCC, and have already submitted the relevant applications before such Association, as well as received letters from the same confirming the requested appointment (**Schedule I**).

### III

#### **MERGER MOTIVES, CONDITIONS AND OBJECTIVES**

(Article 98 (1)(a) of the PCC)

#### **1. Motives**

##### **A. Brief Overview of the Participating Companies' Activities**

The Participating Companies have as corporate scope of activities the management of investments in other companies as an indirect exercise of economic activity, and hold shares in companies and consequently participate in businesses integrated in the telecommunications and multimedia market in Portugal and, as regards ZON, also in Angola and Mozambique (hereinafter referred to as "**ZON Group**" and "**OPTIMUS Group**").

ZON Group operates mainly in the national communications market with businesses in the following areas: television, broadband and voice communications, advertising and distribution of pay-TV channels, cinema exhibition and distribution, video distribution and television rights.

In ZON Group emphasis shall be made to the company ZON TV Cabo Portugal, S.A. – 100% owned by ZON – which acts as operator of fixed communications network and as provider of mobile communication services, owning and operating a next-generation network ("**NGN**") with an extensive coverage over the national territory (including mainland and islands territories). This operator offers a wide range of communications services, including but not limited to retail commercial offers of voice, data and television services to residential and business customers in Portugal.

Additionally, ZON Group also holds stakes in companies that provide pay-TV services and that are operating in Angola and Mozambique using the trademark ZAP with high commercial success.

Finally, ZON Group further holds stakes in the registered share capital of Dreamia – Serviços de Televisão, S.A. and of Sport TV Portugal, S.A., which are engaged in the production of channels and media contents in the entertainment and sports areas.

OPTIMUS Group, on the other hand, operates in communications national market in the areas of voice communications, broadband and pay-TV services. This Group holds the entire registered share capital of the operator OPTIMUS – COMUNICAÇÕES, S.A., which operates a next-generation mobile communications network GSM/UMTS/LTE, with broad coverage over the national territory, as well as a fixed communications new generation network that includes a transmission and backbone component and other local access component in fibre.

This operator offers to residential and business customers a wide range of mobile and fixed communications services, including retail commercial offers of voice and data, further providing wholesale services to other operators.

## **B. Overview of the Merger's Motives**

The Participating Companies believe in the great potential and added value that the envisaged merger will bring to the Portuguese market, since it will result, *inter alia*, in (i) the creation of a telecommunications group with a significant size and capacity to increment the projection of the Portuguese capital market; (ii) the potential growth originated by the complementarity and convergence of the infrastructures of both Participating Companies, with the consequent development of innovative and more wide-ranging products and services; (iii) the promotion of the competition, productivity and innovation, through the creation of an operator with a remarkable size and present in all market segments in Portugal; (iv) the creation of a more solid and stronger operator, as a result of a larger scale operation, with the obtaining of operational synergies; and (v) the possibility of increasing the potential international exposure and growth.

The aforesaid creation of a stronger and more solid communication group will allow a greater ability to pursue a sustainable growth, internationalization and efficient management strategy, where the sharing of experience and expertise of the respective teams will be a decisive and essential factor.

The Merger will also lead to the creation of a group able to invest and to promote its own competitiveness as well as of the sector's competition, alongside the creation of value and new



opportunities for shareholders, employees, customers and suppliers. A group that will bring benefits to the society in general, as well as to the defense of national economic interests.

In particular, the projected merger is justified on the following grounds:

**(i) Creation of a telecommunications group with remarkable dimension and capacity to increase the projection of the Portuguese capital market**

A group with a remarkable dimension and with a much larger scale will result from the envisaged merger considering a combined income amounting approximately to EUR 1,610,000,000.00 (one thousand, six hundred and ten million Euros) and an operational profit (EBITDA) of approximately EUR 543,000,000.00 (five hundred, forty-three thousand million Euros). Moreover, the merger will also enable the group resulting therefrom to achieve a market share corresponding approximately to 26% of the income of the domestic telecommunications market<sup>1</sup>.

Additionally, the group resulting from the merger will achieve a stock-market capitalization in the national and international capital markets, which will improve the ability to attract investment and an increased liquidity, as well as increase the international projection of the Portuguese capital market.

This increased scale will be decisive for the reinforcement of the investment in the communications sector in Portugal, for the strengthening of the affirmation of the group, as well as of the Portuguese companies in general within the international markets.

It will also be a solid basis for exploring new opportunities to create value for customers, which will be able to take benefit from a greater dynamic, more innovation and certainly more competitive prices, through the larger presence of the relevant brands in the market, the increased commercial activity and the development of more innovative and wide-ranging products and services.

The combination of the businesses of ZON and OPTIMUS will determine the increase of the competitive capacity, generating more competition in the communications market, which it is deemed to be dynamic, innovative and generator of social welfare, with clear benefits for consumers and for the Country.

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<sup>1</sup> *Proforma* values referring to FY2011.

**(ii) Consolidation of a nationwide network: potential growth originated by the complementarity and convergence of infrastructures**

The envisaged merger will maximize the technological use of the existing infrastructures and information systems, exploring the convergence and leveraging technological innovation.

The merger will then result in an indispensable key factor for the competitiveness of the group before its current and future residential and business customers, as well as in a driver for the development of the “Information Society” in Portugal.

In fact, the connection of the network infrastructures of the both Groups will generate a fixed and mobile telecommunications network with high-speed performance and future-oriented solutions, with a wide coverage over the Portuguese territory and its population, enabling a stronger and more sustainable competition.

This will be a decisive factor for the development of a relevant set of innovative products and services offers in Portugal, notably for: (i) the development of joined quadruple play offers for residential and business markets; and (ii) a set of offers more flexible and adaptable, either from a technical and from a price perspective, to the demands of the consumers and companies operating in Portugal.

The same factor will also be crucial for the reduction of the dependence of the infrastructures and services provided by direct competitors.

The abovementioned benefits arising from the merger will also create an opportunity for those suppliers that are prepared to meet the coming investment challenges that may be required for the exploitation of the convergence and integration, as well as of the innovation and dynamism that the new operator intends to bring to the market.

**(iii) Competition, productivity and innovation improvement, through the creation of an operator with dimension and remarkable presence in all market segments in Portugal**

ZON Group and OPTIMUS Group have complementary businesses in Portugal, as the respective operations belong to different market segments. Therefore, the integration between a mobile operator and a next-generation fixed network will generate several opportunities.

In particular, such integration will allow the availability of products and services in all relevant segments of the telecommunications market in Portugal, as well as the creation and launch of new offers, whether or not integrated, of fixed voice, mobile voice, television and fixed and mobile broadband, with new features and more competitive prices. The added value to the customer will also correspond to an improvement of the services provided, which will certainly be considered a successful factor resulting from the integration of both Groups.

These facts will imply also a significant increase of the competition in the national communications market and the new group will assume the role of promoter and facilitator of the improved competition in the different market segments, with clear benefits for the consumers and for the Country. This increased competing capacity will also have a particular impact in the provision of telecommunication services to business customers, as the operator that will result from this integration will perform certainly a decisive role in the development of solutions and products that will contribute for the increment of productivity and reduction of the costs of the Portuguese companies.

This aspect is of the most importance considering the present context of an increasing integration of the competitors' services offers.

#### **(iv) Creation of a more solid and stronger telecommunications group**

In the last years, domestic market has not being grown and the sector has undergone enormous pressure on revenues results. The economic and financial environments, in Portugal and abroad, also trigger more difficulties for the access of all national companies to the capital markets and respective costs.

The national recession context has triggered also a reduction of the domestic consume that leads to the pressure on the return of the investments that may be required to be made in a sector characterized by strong economies of scale and scope. In order to meet the challenges raised by the current context, the Participating Companies have been pursuing efficiency solutions with undeniable success and have been seeking proper conditions to provide a more attractive global offer to their customers and thus reducing pressure on revenues.

However, it seems undeniable that, despite not being strictly indispensable for the future of the Participating Companies, the increase of the efficiency and profitability, as well as the obtaining of synergies resulting from the merger that are enhanced by the increase of the scale, assume an important and unique role as it will enable the group resulting from the merger to be more solid and sustainable and better prepared to meet the future challenges.

Summing-up the above, the following synergies resulting from the merger shall be highlighted:

- Optimization of investment on infrastructures;
- Integrated management and planning of fixed and mobile network, with the exploitation of network convergence;
- Decrease of the dependence on infrastructures belonging to competing operators;
- Reduction of the costs inherent to the investment of ZON Group in the mobile sector and of OPTIMUS Group in the fixed communications sector and in the pay-TV project, with the reciprocal gains as regards the core business of each group;
- Optimization of the strategy for the approach to the market segments in which each company individually has more experience;
- Optimization resulting from the joint negotiation of contracts and purchase orders; and
- Offers of integrated and converging products and solutions.

The Board of Directors of the Participating Companies estimate that the created value shall range between EUR 350,000,000.00 (three hundred and fifty million Euros) and EUR 400,000,000.00 (four hundred million Euros) for the identified synergies. The synergies' estimated value results from the future discounted value of the gains arising of the merger.

Further to the synergies identified above, it should also be considered the force that arises from the integration of both teams and their wide experience in the sector, and the opportunity resulting from the exploitation of a broader customer base and a set of qualified and wide-ranging infrastructures, whose potential value is not considered in the figures above.

#### **(v) Increase of the international exposure and growth**

A remarkable effect of the projected merger will come from the creation of conditions for a significant improvement of the internationalization commitment.

The scale obtained in Portugal, as well as the profitability increase that will result from the merger – through the abovementioned synergies and optimizations – will allow additional resources to be allocated to the implementation of a coherent and ambitious internationalization strategy, which will be specially focus on markets that show higher growth rates.

This ambitious internationalization strategy will allow:

- Obtaining of profitability and income increase profile that cannot be achieved in the Portuguese market;
- Acquisition of an increased scale (of customers, income and investment) which, on its turn, will result in higher cost synergies and in a greater capacity for the development of innovative and more wide-ranging products and services;
- Exploitation and improvement of the experience on the development, promotion and sale of services in different markets, including the ability to select, depending on the impact and costs, the ones that are better suited to be used as a market test;
- Exploitation and share of the experience and know-how of employees with different experiences; and
- Affirmation of the group resulting from the merger as an operator of international reference, increasing its visibility and attractiveness in the capital market.

This internationalization process will be the expected continuation of the experience of ZON Group in launching the operation of Pay-TV (the "ZAP") in Angola and Mozambique, which will be strongly improved by the increase of scale and synergies generated as a result of the merger of both ZON and OPTIMUS Groups.

In conclusion: The merger between ZON and OPTIMUS is considered, by the Boards of Directors of the companies intervening in the merger, as a logical and essential step for the development of a common growth structure that allows the capitalization and the improvement of the potential of each company.

## **2. Conditions**

The merger between ZON and OPTIMUS is not subject to any special conditions, standstill periods or resolute terms, other than those resulting from Chapter X below and from the applicable legal framework, as follows:

- (i) The approval by the competent corporate bodies of the Participating Companies and other corporate formalities applicable or necessary for the implementation of the merger between ZON and OPTIMUS, under the applicable law, the Articles of Association and the remaining terms of this Merger Project;
- (ii) The non-opposition of the Competition Authority to the merger between ZON and OPTIMUS under the terms of this Merger Project;
- (iii) The authorizations, notifications and paperwork applicable or necessary for the completion of the merger between ZON and OPTIMUS, pursuant to the applicable law and the remaining terms of this Merger Project;
- (iv) The issuance of a statement waiving the obligation to launch a mandatory takeover bid by the Portuguese Securities and Exchange Commission (“**CMVM**”) pursuant to Article 189(1)(c) of the Portuguese Securities Code (“**Cod.VM**”).

The inclusion of the condition specified in paragraph (iv) above results from the request made by the Board of Directors of OPTIMUS for the avoidance of any risk. In fact, in the event the merger is completed, considering the exchange ratio referred to below, the company mentioned in Item 5 of the Public Announcement released by ZON on 14 December 2012 (and all those entities through which a stake in the registered share capital of ZON may be imputable to such company pursuant to Article 20 of the Cod.VM) will become holder of more than half of the voting rights inherent to the share capital of the Merging Company (ZON) and the shareholders of the latter are hereby expressly warned to such event.

Nevertheless, pursuant to Article 189(1)(c) of the Cod.VM, the approval of a merger by the shareholders of a public company that acknowledge the fact that, as a result of the operation, the applicable threshold requirements for the launch of a mandatory takeover bid are overcome by certain entities, exempts these from the duty of launching a mandatory takeover bid that, as a general rule, would result from the overcoming of such thresholds, having the declaration of the SMC confirming the exemption of said duty a simple declarative nature. Accordingly, the Directors of ZON decided not to oppose to the inclusion of that condition, being the shareholders of ZON responsible for the decision whether or not to approve the merger taking into consideration such exemption from duty to launch a mandatory takeover bid.

The envisaged merger by incorporation will take place immediately upon the completion of relevant deadlines and applicable legal formalities by global transfer of the assets of OPTIMUS – Merged Company – to ZON – Merging Company – *i.e.*, by the transfer and registration in the accounts of the Merging Company of all elements of the assets and liabilities of the Merged Company, in the same amounts to those which are recorded in the accounts of OPTIMUS, according to the respective Balance Sheet that is attached to this Merger Project (**Schedule II**).

ZON, as Merging Company, will assume all assets and liabilities resulting from the contracts previously entered into by the Merged Company, including any guarantees provided therein.

In due time, all documentation relating to this Merger Project and referred to in Article 101 of the PCC will be made available to shareholders, creditors, employees and their representatives, of the Participating Companies for consultation, in the respective registered offices, as well as in the website of ZON.

### **3. Objectives**

As mentioned above, the envisaged merger aims, essentially, the following objectives:

- The creation of a telecommunications group with a remarkable dimension and with capacity to increase the projection of the Portuguese capital market;
- The increase of the profitability and efficiency of the Participating Companies as a result of the new opportunities allowed by the larger dimension and considerable complementarity between ZON and OPTIMUS;
- The increase of the competition level, with positive impact on the global level of the prices applied in all market segments, with clear benefits for consumers;
- The development of a relevant set of offers of innovative and more wide-ranging products and services in Portugal;
- The creation of synergies of an operational, administrative, financial and functional nature, enabling the use of the resources that meanwhile will become available in the implementation of new projects and the internationalization of the new group resulting from the merger.

#### IV

#### **SHAREHOLDING RELATIONSHIPS BETWEEN THE PARTICIPATING COMPANIES**

(Article 98 (1)(c) of the PCC)

There is no shareholding relationships between the Participating Companies.

#### V

#### **BALANCE SHEETS OF THE PARTICIPATING COMPANIES**

(Article 98 (1)(d) and (2) of the PCC)

The Balance Sheets of ZON and OPTIMUS, both reported to 31 December, 2012, are attached to this Merger Project (**Schedule II**), pursuant to and for the purposes of Article 98(2)(a) of PCC as the same were closed during the six months period preceding the date hereof.

All the assets and liabilities of OPTIMUS, as reflected in the respective Balance Sheet, will be fully transferred in favour of ZON, pursuant to the special tax neutrality framework foreseen in Article 73 and following provisions of the CIT Code, which requires that the transferred assets, whenever applicable, are transferred by the respective book value, with reference to the date of the Balance Sheet of the Merged Company attached to this Merger Project.

The assets of the Merged Company consist of the stakes identified in **Schedule III** to this Merger Project, which will be incorporated into ZON as a result of the merger.

Such stakes represent the entire registered capital of the following companies: OPTIMUS – COMUNICAÇÕES, S.A., BE ARTIS – Conceção, Construção e Gestão de Redes de Comunicações, S.A., BE TOWERING – Gestão de Torres de Telecomunicações, S.A., PER-MAR, Sociedade de Construções, S.A. and SONTÁRIA, Empreendimentos Imobiliários, S.A.

Besides the ones mentioned above, no other stakes are held by the Merged Company.



## VI

### **SHARES TO BE AWARDED TO THE SHAREHOLDERS OF THE MERGED COMPANY AND EXCHANGE RATIO**

(Article 98 (1)(e) of the PCC)

The exchange ratio which was used for determining the number of shares to be issued by the Merging Company and to be granted to the shareholders of the Merged Company was agreed by and between the Participating Companies based on the criteria explained in Chapter XIV below.

Based on the results obtained by applying the aforesaid evaluation criteria to each one of the Participating Companies, the exchange ratio applicable to the value of ZON and OPTIMUS was computed in 1.5.

Consequently, the shareholders of the Merged Company will receive 1.791866 shares of the Merging Company for each share representing the current registered capital of OPTIMUS.

Therefore, the Merging Company will increase its registered share capital in EUR 2,060,645.52 (two millions, sixty thousand, six hundred and forty-five Euros and fifty-two cents), increasing, as a result of the merger, the current amount of EUR 3,090,968.28 (three millions, ninety thousand, nine hundred and sixty-eight Euros and twenty-eight cents) to the amount of EUR 5,151,613.80 (five millions, one hundred and fifty-one thousand, six hundred and thirteen Euros and eighty cents).

To that extent, the Merging Company will issue and deliver to the shareholders of the Merged Company 206,064,552 (two hundred and six million, sixty-four thousand, five hundred and fifty-two) shares, with the nominal value of EUR 0.01 (one Euro cent) each, representing 40% of the amount of the registered share capital of the Merging Company that will result from the capital increase to be carried out as a merger effect.

The difference between the equity of the Merged Company and the aggregate nominal value of the new shares to be issued as a result of the merger will be registered as share premium.

## VII

### **PROJECT OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE MERGING COMPANY**

(Article 98 (1)(f) of the PCC)

By virtue of the envisaged merger operation between the Participating Companies, and simultaneously with it, the current corporate name of ZON will be changed.

For marketing and commercial reasons, it is in the interest of the Participating Companies that, as a result of the projected merger, ZON starts using the corporate name “ZON OPTIMUS, SGPS, S.A.” or other that may be approved by the National Registrar of Legal Entities.

Therefore, a request for the approval of the change of the corporate name of the Merging Company will be submitted before the National Registrar of Legal Entities, so that the provision of the Articles of Association of the Merging Company referring to the company’s name may be amended.

As mentioned in the previous Chapter, the merger will also result in the increase of the registered share capital of the Merging Company, which will correspond to the sum of the current registered capital of ZON with the amount of the registered capital increase that will result from the merger, being then increased into EUR 5,151,613.80 (five millions, one hundred and fifty-one thousand, six hundred and thirteen Euros and eighty cents).

As a result of the above, the Articles of Association of the Merging Company shall be amended accordingly, adopting the wording that is attached hereto as **Schedule IV**.

## VIII

### **PROTECTIVE MEASURES OF THE RIGHTS OF THIRD-PARTIES THAT ARE NOT SHAREHOLDERS**

(Article 98 (1)(g) of the PCC)

There are no third parties, which are not shareholders of the Participating Companies, holding rights to share in these latter profits that may require special protective measures within the merger operation.

## IX

### **PROTECTION MECHANISMS OF CREDITORS' RIGHTS**

(Article 98 (1)(h) of the PCC)

The financial and economic situation of ZON – either now and after the completion of the merger, which will be enhanced by incorporating all assets of the Merging Company and the increase of its registered share capital – as well as its on-going business practice characterized by the punctual and full compliance with its commitments, shall be deemed as sufficient guarantee for the third parties' rights, in particular of possible creditors of the Participating Companies.

Under the applicable law, ZON will assume responsibility for the payment of any credits held by third parties towards the Merged Company.

Therefore, the rights of creditors of the Participating Companies will not be adversely affected by the operation, since the assets of the Merged Company after the merger will correspond to the sum of the assets of the Participating Companies before the merger and it will also be reinforced by the increase of the registered share capital referred to in Chapter VI above.

Considering the above, no special mechanism of creditors' protection is required to be provided within the merger, further to those already provided for under the applicable law.

## X

### **DATE AS OF WHICH THE OPERATIONS OF THE MERGED COMPANY ARE CONSIDERED, FOR ACCOUNTING PURPOSES, AS EXECUTED ON BEHALF OF THE MERGING COMPANY**

(Article 98 (1)(i) of the PCC)

Upon completion of the envisaged merger, the operations of the Merged Company will be considered, from an accounting and tax standpoint, as made on behalf of the Merging Company as from 1 January 2013, being subsequently granted retroactive effects to the merger.

## XI

### **RIGHTS ASSURED BY THE MERGING COMPANY TO THE SHAREHOLDERS OF THE MERGED COMPANY ENTITLED TO SPECIAL RIGHTS**

(Article 98 (1)(j) of the PCC)

The shareholders of the Merged Company are not entitled to any special rights and no special rights will be granted to them, as shareholders of ZON, the Merging Company, as a result of this merger.

## XII

### **SPECIAL BENEFITS AWARDED TO EXPERTS, MEMBERS OF THE MANAGEMENT OR AUDIT BODIES OF THE PARTICIPATING COMPANIES**

(Article 98 (1)(l) of the PCC)

No special benefits will be granted, neither to the members of the governing bodies of the Participating Companies, nor to any experts who may be involved within the merger.

## XIII

### **FORM FOR THE DELIVERY OF SHARES IN THE MERGING COMPANY TO THE SHAREHOLDERS OF THE MERGED COMPANY AND DATE AS OF THOSE SHARES ENTITLE THE RESPECTIVE SHAREHOLDERS TO SHARE IN PROFITS AND ANY SPECIFICATIONS REGARDING SUCH RIGHT**

(Article 98 (1)(m) of the PCC)

The shares representing the increase of the registered share capital resulting from the merger will be delivered by the Merging Company and no attorney is intended to be appointed for that purpose.

On the other hand, the date for the registration, with the financial intermediaries, of the new shares to be issued by the Merging Company as a result of the merger, which shall be registered in favour of the shareholders of the Merged Company, has not being scheduled yet. However, and considering that the effects of the merger applies as of 1 January 2013, the new shares will entitle the respective holder to share in profits as from such date, i.e. 1 January 2013; meaning that the respective holder will not share in the profits only *pro-rata* to the period lapsing between the relevant shares' delivery date and 31 December 2013.

## **XIV**

### **ADOPTED EVALUATION CRITERIA**

(Article 98 (3) of the PCC)

The exchange ratio referred to in Chapter VI, was determined by the usual evaluation methods as the same are considered proper for this kind of transaction, notably:

- The evaluation through discounted cash flows applicable to ZON Group and OPTIMUS Group; and
- The evaluation through the application of several capital market figures, including EBITDA and EBITDA-CAPEX figures.

The exchange ratio was supported and confirmed by the analysis of the financial and economic reasonability of the exchange conditions ("fairness opinion") prepared by the Banco Português de Investimento, S.A. and by Banco Santander Totta, S.A. to the Board of Directors of OPTIMUS, and also by the analysis of the financial and economic reasonability of the exchange conditions ("fairness opinion") prepared by Banco Espírito Santo Investimento, S.A. and by Caixa - Banco de Investimento S.A., addressed to Board of Directors of ZON.

Lisbon, 21 January 2013

**SCHEDULE I**

**APPLICATIONS SUBMITTED BEFORE THE CHARTERED ACCOUNTANTS ASSOCIATION  
AND RESPECTIVE APPOINTMENT**



**ORDEM DOS  
REVISORES OFICIAIS  
DE CONTAS**

Integridade, Independência, Competência.

Zon Multimedia – SGPS, SA  
Rua Ator António Silva, 9  
1600-404 LISBOA

DCS/018/13

Lisbon, 10 January 2013

**SUBJECT: Merger Project**

Dear Sirs,

Following your request sent by letter, dated 03 of the current month, we hereby appoint, under the terms of article 99(3) of the Portuguese Companies Code, the Chartered Accountant no. 201, **Mr. José Rodrigues de Jesus**, with professional domicile at **Rua Arquiteto Marques da Silva, no. 285, 3<sup>rd</sup> floor right, 4150-484 PORTO**, to proceed with the supervision of the Merger Project.

Kind regards,

**ANTÓNIO MARQUES DIAS**  
Member of the Directive Council of the Chartered Accountants Association

C/c to the Chartered Accountant – Mr. José Rodrigues de Jesus

**Registered offices:**  
Rua do Salitre, no. 51  
1250-198 Lisbon – PORTUGAL  
T 21 353 61 58 F 21 353 61 49  
sec.orgsocials@oroc.pt

**North Regional Section:**  
Avenida da Boavista, no. 3477/3521, 2  
4100-139 Porto, PORTUGAL  
T 22 616 81 17 F 22 610 21 58  
sereoporto@oroc.pt

[www.oroc.pt](http://www.oroc.pt)



ORDEM DOS  
REVISORES OFICIAIS  
DE CONTAS

Integridade, Independência, Competência.

Optimus – SGPS, SA  
Rua Henrique Pousão, 432  
4460-841 SENHORA DA HORA

DCS/019/13

Lisbon, 10 January 2013

**SUBJECT: Merger Project**

Dear Sirs,

Following your request sent by fax, dated 04 of the current month, we hereby appoint, under the terms of article 99(3) of the Portuguese Companies Code, the Chartered Accountant no. 201, **Mr. José Rodrigues de Jesus**, with professional domicile at **Rua Arquiteto Marques da Silva, no. 285, 3<sup>rd</sup> floor right, 4150-484 PORTO**, to proceed with the supervision of the Merger Project.

Kind regards,

ANTÓNIO MARQUES DIAS  
Member of the Directive Council of the Chartered Accountants Association

C/c to the Chartered Accountant – Mr. José Rodrigues de Jesus

**Registered offices:**  
Rua do Salitre, no. 51  
1250-198 Lisbon – PORTUGAL  
T 21 353 61 58 F 21 353 61 49  
sec.orgsociais@oroc.pt

**North Regional Section:**  
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Chairman of the Directive Council of the  
Chartered Accountants Association  
Rua do Salitre, 51/53  
1200 LISBON

Lisbon, 3 January 2013

Dear Sir,

The companies Zon Multimédia, SGPS, S.A. and Optimus, SGPS, S.A. are promoting a merger process, according to which Optimus, SGPS, S.A. is merged into Zon Multimédia, SGPS, S.A., for such purpose their respective Board of Directors are preparing the Merger Project, which will be followed by a resolution to such effect.

We hereby request, under the terms of article 99 (3) of the Portuguese Companies Code and for the purposes of the supervision of the project of said merger, the appointment by the Chartered Accountants Association, which Directive Council is chaired by you, of the Chartered Accountant Mr. José Rodrigues de Jesus, registered under number 201.

An equal request will be submitted by Optimus, SGPS, S.A.

Kind regards,

José Pereira da Costa  
Director

---

ZON Multimédia, SGPS, S.A.  
Registered Offices: Edifício ZON  
Rua Aitor António Silva, 9  
1600-404 Lisbon Portugal  
Tel +351 21 782 47 00  
Fax + 351 21 782 47 35



Chairman of the Directive Council of the  
Chartered Accountants Association  
Rua do Salitre, 51/53  
1200 LISBON

Maia, 3 January 2013

Dear Sir,

The companies Zon Multimédia, SGPS, S.A. and Optimus, SGPS, S.A. are promoting a merger process, according to which Optimus, SGPS, S.A. is merged into Zon Multimédia, SGPS, S.A., for such purpose their respective Board of Directors are preparing the Merger Project, which will be followed by a resolution to such effect.

We hereby request, under the terms of article 99 (3) of the Portuguese Companies Code and for the purposes of the supervision of the project of said merger, the appointment by the Chartered Accountants Association, which Directive Council is chaired by you, of the Chartered Accountant Mr. José Rodrigues de Jesus, registered under number 201.

An equal request will be submitted by Zon Multimédia, SGPS, S.A.

Kind regards,

**SCHEDULE II**

**BALANCE SHEETS OF THE PARTICIPATING COMPANIES**

**ZON Multimédia- Serviços de Telecomunicações e Multimédia, SGPS, S.A**

**Statement of Financial Position at 31 December 2012**

(Amounts stated in euros)

<b>Assets</b>	<b>31-12-2012</b>	<b>31-12-2011</b>
<b>NON-CURRENT ASSETS</b>		
Tangible assets	975.797	945.652
Goodwill	76.608.005	76.608.005
Intangible assets	922.585	2.772.715
Investments in participated companies - equity accounting method	331.621.175	307.174.663
Investments in participated companies - others	82.727	76.727
Other non current accounts receivable	48.546.587	48.751.587
Other financial assets	20.546.485	21.746.485
Deferred income tax assets	2.999.314	1.872.042
Total non-current assets	<u>482.302.675</u>	<u>459.947.876</u>
<b>CURRENT ASSETS</b>		
Advance payments	187.747	248.239
Taxes receivable	482.527	38.296
Accounts receivable - other	766.405.183	827.394.284
Prepaid expenses	107.175	96.748
Cash and cash equivalents	266.900.892	391.731.474
Total current assets	<u>1.034.083.524</u>	<u>1.219.509.041</u>
<b>Total assets</b>	<u><u>1.516.386.199</u></u>	<u><u>1.679.456.917</u></u>
<b>SHAREHOLDER'S EQUITY AND LIABILITIES</b>		
<b>SHAREHOLDER'S EQUITY</b>		
Share capital	3.090.968	3.090.968
Own shares	(913.504)	(554.401)
Legal reserves	3.556.300	3.556.300
Other reserves	107.244.535	120.878.878
Retained earnings	9.667.556	27.256.087
Other changes in shareholder's equity	51.094.534	36.751.941
Net income	<u>173.740.389</u>	<u>190.979.773</u>
<b>Total shareholder's equity</b>	<u>209.461.699</u>	<u>225.705.322</u>
<b>LIABILITIES</b>		
<b>NON-CURRENT LIABILITIES</b>		
Provisions	65.774.138	62.704.691
Borrowings	473.718.872	482.343.342
Other financial liabilities	6.050.646	2.226.692
Total non-current liabilities	<u>545.543.656</u>	<u>547.274.725</u>
<b>CURRENT LIABILITIES</b>		
Accounts payable-trade	2.080.807	2.366.332
Provisions	400.000	-
Tax payable	553.886	1.609.722
Borrowings	272.084.367	424.675.632
Accounts payable - other	317.202.062	308.432.343
Deferred income	169.059.722	169.059.729
Other financial liabilities	-	333.112
Total current liabilities	<u>761.380.844</u>	<u>906.476.870</u>
<b>Total liabilities</b>	<u>1.306.924.500</u>	<u>1.453.751.595</u>
<b>Total shareholder's equity and liabilities</b>	<u><u>1.516.386.199</u></u>	<u><u>1.679.456.917</u></u>

Accountant

The Board of Directors

## OPTIMUS - S.G.P.S., S.A.

### Balance Sheets at 31 December 2012 and 2011

(Amounts expressed in euro)

	December 2012	December 2011
<b>Assets</b>		
<b>Non-current assets</b>		
Investments in Group companies	898 609 049	165 225 190
Other non-current assets	591 786 517	0
<b>Total non-current assets</b>	<b>1 490 395 566</b>	<b>165 225 190</b>
<b>Current assets</b>		
Other current debtors	328 808	9 395
Other current assets	3 884 287	945
Cash and cash equivalents	5 435 041	15 857
<b>Total current assets</b>	<b>9 648 136</b>	<b>26 197</b>
<b>Total assets</b>	<b>1500 043 702</b>	<b>165 251 387</b>
<b>SHAREHOLDERS' FUNDS AND LIABILITIES</b>		
<b>Shareholders' funds</b>		
Share capital	115 000 000	114 900 000
Supplementary capital	144 630 000	38 630 000
Other Reserves	689 171 761	115 132 034
Anticipated dividends	(12 250 000)	-
Net income / (loss) for the year	40 948 331	(15 347)
<b>Total Shareholders' funds</b>	<b>977 500 092</b>	<b>165 236 687</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Long-term loans	315 240 191	-
Provisions for other liabilities and charges	6 752	5 996
<b>Total non-current liabilities</b>	<b>315 246 943</b>	<b>5 996</b>
<b>Current liabilities</b>		
Short-term loans	204 087 203	40
Other creditors	3 207 598	8 580
Other current liabilities	1 866	84
<b>Total current liabilities</b>	<b>207 296 667</b>	<b>8 704</b>
<b>Total Shareholders' funds and liabilities</b>	<b>1500 043 702</b>	<b>165 251 387</b>

## OPTIMUS - S.G.P.S., S.A.

### Profit and loss account by nature at 31 December 2012 and 2011

(Amounts expressed in euro)

	December 2012	December 2011
External supplies and services	(19 908)	(14 498)
Other operating costs	(12)	(6 347)
	<b>(19 920)</b>	<b>(20 845)</b>
Gains and losses on Group companies	<b>38 116 137</b>	-
Other financial expenses	<b>(7 253 393)</b>	(113)
Other financial income	<b>11 230 238</b>	78
<b>Current income / (loss)</b>	<b>42 073 062</b>	<b>(20 880)</b>
Income taxation	<b>(1 124 731)</b>	5 533
<b>Net income / (loss) for the year</b>	<b>40 948 331</b>	<b>(15 347)</b>
<b>Earnings per share</b>		
Including discontinued operations:		
Basic	<b>0 89</b>	(0,00)
Diluted	<b>0 89</b>	(0,00)
Excluding discontinued operations:		
Basic	<b>0 89</b>	(0,00)
Diluted	<b>0 89</b>	(0,00)

**SCHEDULE III**  
**LIST OF STAKES HELD BY OPTIMUS AND TRANSFERRED BY MERGER**

The companies whose registered share capital is held by the Merging Company and whose correspondent stakes will be transferred by merger to ZON as Merging Company are the following:

**Optimus – Comunicações, S.A.**, with registered offices at Lugar do Espido - Via Norte, parish of Maia, municipality of Maia, taxpayer number 502 604 751, registered before the Real Estate/Companies Registrar of Maia under the same number, with a registered share capital in the amount of EUR 422,000,000 (four hundred and twenty-two million Euros), represented by four hundred and twenty-two million shares, with the nominal value of EUR 1 (one Euro) each;

**Be Artis – Conceção, Construção e Gestão de Redes de Comunicações, S.A.**, with registered offices at Lugar do Espido - Via Norte, parish of Maia, municipality of Maia, taxpayer number 508 208 963, registered before the Real Estate/Companies Registrar of Maia under the same number, with a registered share capital in the amount of EUR 50,000 (fifty thousand Euros), represented by fifty thousand shares, with the nominal value of EUR 1 (one Euro) each;

**Be Towering – Gestão de Torres de Telecomunicações, S.A.**, with registered offices at Lugar do Espido - Via Norte, parish of Maia, municipality of Maia, taxpayer number 505 664 798, registered before the Real Estate/Companies Registrar of Maia under the same number, with a registered share capital in the amount of EUR 50,000 (fifty thousand Euros), represented by fifty thousand shares, with the nominal value of EUR 1 (one Euro) each;

**Per-Mar, Sociedade de Construções, S.A.**, with registered offices at Lugar do Espido - Via Norte, parish of Maia, municipality of Maia, taxpayer number 500 406 553, registered before the Real Estate/Companies Registrar of Maia under the same number, with a registered share capital in the amount of EUR 54,000 (fifty four thousand Euros), represented by ten thousand and eight hundred shares, with the nominal value of EUR 5 (five Euros) each; and

**Sontária – Empreendimentos Imobiliários, S.A.**, with registered offices at Lugar do Espido - Via Norte, parish of Maia, municipality of Maia, taxpayer number 503 815 039, registered before the Real Estate/Companies Registrar of Maia under the same number, with a registered share capital in the amount of EUR 50,000 (fifty thousand Euros), represented by ten thousand shares, with the nominal value of EUR 5 (five Euros) each.

**SCHEDULE IV**  
**PROJECT OF ARTICLES OF ASSOCIATION TO BE ADOPTED BY THE MERGING**  
**COMPANY**

**NAME, REGISTERED OFFICE AND SCOPE OF THE COMPANY**

**Article 1**

The company undertakes the management of investments in companies and is incorporated as a *sociedade anónima* under the name ZON OPTIMUS, SGPS, S.A.

**Article 2**

1. The registered office of the company is located at *Rua Actor António Silva, número 9 – Campo Grande, freguesia do Lumiar, 1600-404 Lisboa.*
2. By resolution of the board of directors, the company may move its registered office to any other place within the Portuguese territory as well as to incorporate and close in any place within the Portuguese territory or outside, branches, agencies, offices or any other forms of representation.

**Article 3**

The company's sole scope of activity is the management of investments in other companies, as an indirect form of exercising economic activity.

**SHARE CAPITAL, SHARES AND BONDS**

**Article 4**

1. The company's share capital is five millions, one hundred and fifty-one thousand, six hundred and thirteen Euros and eighty cents, and it is fully subscribed for and paid up.
2. The share capital is represented by five hundred fifteen millions, one hundred and sixty-one thousand, three hundred and eighty shares with the par value of one Euro cent each.
3. The board of directors may, with a previous opinion of the company's audit committee, resolve to increase the share capital, for one or more occasions, up to the limit of € 20,000,000.00, by means of new contributions in cash.



## **Article 5**

The shares are nominative and are in book-entry form.

## **Article 6**

In capital increases by contributions in cash, shareholders shall have pre-emptive rights in the subscription for new shares.

## **Article 7**

1. The company may issue preferred shares without voting rights up to the limit of half the paid-up capital.
2. The company may, by resolution of the General Meeting of Shareholders or of the Board of Directors, issue bonds or other debt securities, in book-entry form or certificated form, as well as autonomous warrants relating to own securities.
3. Autonomous warrants relating to own shares that grant the right to subscribe for those shares may only be issued by resolution of the Board of Directors up to the limit fixed for the capital increase by such corporate body at the time of the resolution.

## **Article 8**

The company may acquire, in accordance with the law, its own shares and bonds or other own securities, including autonomous warrants relating to own securities, as well as carry out any transactions relating thereto, notably acquisition and disposal, as legally permitted.

## **Article 9**

1. Shareholders who are, either directly or indirectly, engaged in a business competing with a business of the subsidiaries or affiliates of the company as defined in the next paragraph, shall not be entitled to own ordinary shares representing in excess of ten per cent of the share capital without the prior authorization of the general meeting of shareholders.
2. For the purposes of the provisions of the foregoing paragraph, competing business is the activity truly carried out in the same market and in relation to the same services provided by the subsidiaries or affiliates of the company.
3. Any entity having, either directly or indirectly, a holding of at least ten per cent of the share capital in a company which carries out the activity mentioned in the previous paragraph, or in which such an entity holds an identical percentage, shall be considered to be indirectly engaged in a competing business.

4. The following ordinary shares may be redeemed without the need for the consent of their owner:
  - a) Those held, without the prior authorisation of the general meeting of shareholders, by a shareholder directly or indirectly engaged in a business competing with the business of the company where such shares, added to the shares referred to in the subparagraph, represent in excess of ten per cent of the share capital;
  - b) Those held by entities whose shares, pursuant to the terms of the Portuguese Securities Code, would be considered for the purpose of a public tender offer as belonging to the shareholders referred to in the preceding subparagraph, to the extent that such shares, upon the redemption referred to in the preceding subparagraph, represent in excess of ten per cent of the share capital, with the redemption being proportional to the number of shares held by each of the entities in question.
5. The Shares referred to in the foregoing paragraph may be redeemed at their par value or, if lower, at their market value.
6. The board of directors shall give the relevant shareholders notice that their shares shall be redeemed, within a maximum period of thirty days from the resolution of the general meeting of shareholders deciding the redemption of the shares.
7. Any such shareholder may suspend the redemption procedure if, within five days from the notice, the shareholder applies to the board of directors for permission to dispose of the shares to be redeemed within no more than thirty days, with the aforementioned application implying the waiver of the relevant voting and pre-emptive rights in any capital increase until the sale takes place.
8. The board of directors shall promote the performance of acts and compliance with formalities as legally required for the implementation of a share capital reduction.
9. The payment of the consideration to the holder of the redeemed shares shall be made upon such shareholder's providing evidence that the shares are no longer recorded in the relevant book-entry securities accounts, and shall take place all at once or be deferred over a period of no more than two years from the date of redemption.
10. Whenever the redeemed shares are represented by share certificates, where legally permitted, the payment of the consideration to the relevant holders shall be made against delivery of the relevant certificates under the conditions defined in the foregoing paragraph.

## **CORPORATE BODIES**

### **Article 10**

The corporate bodies shall be the general meeting of shareholders, the board of directors, the audit committee and the chartered accountant.

### **Article 11**

1. Shareholders are obligated:
  - a) To inform the board of directors of the full contents of any shareholders' agreements they may have entered into in respect of the company;
  - b) Not to cast votes that should not be counted pursuant to the articles of association, and inform that a counting limitation is applicable.
2. Information as provided for in (a) of the foregoing paragraph must be provided within five working days from occurrence, unless a general meeting of shareholders is held during the course of such period, in which case that same information should also be provided to the chairman of the general meeting of shareholders up till the time of the meeting.
3. Information as referred to in (b) of paragraph 1 above must be provided within the term established for such purpose by the board of directors.
4. Failure to comply with the duty of information as referred to in (b) of paragraph 1 above, up to eight days prior to the date on which the first general meeting subsequent to the information request is held, shall imply the shareholder's acknowledgement of any facts attributed to such shareholder by the board of directors in the said information request.

### **Article 12**

1. Only shareholders with voting rights shall be entitled to attend a General Meeting of Shareholders.
2. Shareholders who in the record date, corresponding to 0h (GMT) of the fifth negotiation day prior to the meeting, hold shares corresponding to at least one vote, has the right to participate, discuss and vote in the general meeting.
3. Shareholders who intended to participate in the general meeting must declare their intent, in writing, to the Chairman of the general meeting board and to the financial intermediary with which the account of the individualised registry is opened, until the day prior to the record date referred to in paragraph 2 of this article. Such declaration may be transmitted by electronic mail.

4. Only the shareholders referred to in paragraph 2 of this article who have expressed their intent to participate in the general meeting in accordance with the previous paragraph and whose relevant financial intermediary with whom they have opened the individualised account have sent to chairman of the general meeting, until the end of the day corresponding to the record date, under the terms of paragraph 1 of this article, information about the number of shares registered in its name, by reference to the referred date, may attend, discuss and vote. Such information may be transmitted by electronic mail.
5. Each 400 shares shall correspond to one vote.
6. 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.
7. The limitations set forth in the foregoing paragraphs shall apply to any usufructuaries and pledgees of shares.
8. 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.
9. 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 identification document. Whether the shareholder is a legal entity, the declaration must be signed by the person representing it, such signature being certified in the said capacity;
  - c) The declaration of vote, accompanied by the elements referred to in the previous paragraph shall be sent in a closed envelope addressed to the chairman of the general meeting of shareholders by registered mail, within the term established in the notice, which shall not exceed 3 working prior to the general meeting;
  - 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;
10. Any vote by correspondence or by electronic means issued in relation to each item of the agenda shall be deemed revoked in case the respective shareholder or a representative of the same is present at the General Meeting of Shareholders when the item is voted.

11. Any vote by correspondence or by electronic means shall be deemed as a negative vote with regard to resolution proposals submitted subsequently to the date on which it is cast.

### **Article 13**

1. The general meeting of shareholders shall be presided over by a chairman, who will direct the meeting, and a secretary, both elected for three-year periods.
2. The general meeting of shareholders shall be called by the chairman at least with twenty one day's prior notice.
3. The general meeting of shareholders shall resolve on any matters for which the law and these articles of association may determine the general meeting is responsible.
4. The general meeting of shareholders is notably responsible for:
  - a) To elect the members of the general meeting of shareholders, the members of the board of directors, the members of the audit committee and the chartered accountant;
  - b) Resolving on the management report, accounts for the financial year and the company's corporate governance report;
  - c) Resolving on the application of profits for the financial year;
  - d) Resolving on any amendment to the articles of association, including share capital increases;
  - e) Electing a compensation committee, which may include non-shareholders, to establish the remuneration of the members of the corporate bodies;
  - f) Resolve on any other matter for which the meeting was convened.
5. The general meeting of shareholders shall be held whenever its call is requested by the board of directors or by the audit committee or by shareholders representing, at least, two per cent of the share capital.
6. The General Meeting of Shareholders shall be held at the registered office of the company or any other place chosen by the Chairman of the General Meeting according to the law, and it cannot be held by telematic means.

### **Article 14**

Without prejudice to qualified majority in the cases foreseen in the law, the general meeting of shareholders shall resolve by a simple majority of the votes cast.

### **Article 15**

1. The Board of Directors shall be composed of no more than nineteen members.
2. The chairman of the board of directors shall be chosen by the general meeting of shareholders in accordance with the terms of these articles of association.
3. Directors shall be elected by a majority of votes cast for a renewable three-year term of office, with the year of appointment counted as a full year.
4. One of the directors may be elected by the general meeting of shareholders pursuant to the terms of article 392-1 of the Portuguese Companies Code.

### **Article 16**

1. The board of directors shall be responsible for:
  - a) Acquiring, disposing of, leasing and encumbering real and personal property, commercial establishments, investments in companies and vehicles;
  - b) Entering into financing and loan agreements, including medium- or long-term, internal or external agreements;
  - c) Representing the company in and out of court, actively and passively, with the right to renounce, compromise and confess in respect of any lawsuits, in addition, to their settlement through arbitration proceedings;
  - d) Appointing attorneys-in-fact with the powers deemed convenient, including powers of sub-delegation;
  - e) Approving the management plans and business investment and operation budgets;
  - f) Appoint members to replace directors who are definitively unavailable, without prejudice to the provisions of paragraph 2 below;
  - g) Prepare and submit to the approval of the general meeting of shareholders a stock option plan for the members of the board, as well as for employees with positions of high responsibility in the company;
  - h) Perform all other duties and responsibilities as may be assigned by the general meeting of shareholders.
2. Where the director who is definitely unavailable is the chairman, he shall be replaced by means of election at a general meeting of shareholders.
3. Any director who, during the same term of office, fails to attend two consecutive meetings or five non-consecutive meetings without a justification accepted by the Board of Directors shall be deemed as definitely absent.

### **Article 17**

1. The board of directors may delegate the management in the normal course of the company to an executive committee comprising a minimal of three and maximum of seven directors.
2. The members of the executive committee shall be chosen by the board of directors on the basis of a designation by its chairman.
3. The board of directors shall define the executive committee's responsibilities in respect of the day-to-day management of the company, and shall delegate thereto, where necessary, all responsibilities which inclusion is not prohibited by article 407 of the Portuguese Companies Code.
4. The executive committee shall, in principle, operate as defined by the board of directors in the next article, without prejudice to any alterations the board of directors may decide to implement in respect of such procedure.
5. The board of directors may authorise the executive committee to instruct one or more of its members to be responsible for certain matters and sub-delegate the exercise of some of the powers which have been delegated to the executive committee to one or more of its members.

### **Article 18**

1. The board of directors shall schedule the dates or periodicity of its ordinary meetings and meet extraordinarily whenever called by its chairman or by two directors or by the audit committee.
2. The board of directors may not operate without the participation of the majority of its members in office, with the chairman of the board of directors, in cases of recognised urgency, being able to waive the participation of such majority, should this latter be assured by means of a vote by correspondence or proxy in accordance with the following paragraph.
3. Without prejudice to the provisions of the foregoing paragraph, correspondence and proxy votes shall be permitted, although a director may not represent more than one other director.
4. Resolutions of the board of director shall be adopted by a majority of the votes cast, and the chairman shall have a casting vote.
5. The Directors may participate in a meeting of the Board of Directors through telematic means, and the company shall ensure the authenticity of the declarations and the security

of the communications by recording the content thereof and registering the relevant participants.

#### **Article 19**

1. The chairman of the board of directors is specifically responsible for:
  - a) Representing the board of directors;
  - b) Coordinating the activity of the board and calling and chairing its meetings.
2. In the event of the chairman's absence or inability to be present, he shall be replaced by the member of the board of directors appointed by him for such purpose.

#### **Article 20**

1. The company shall be bound:
  - a) By the signature of two directors;
  - b) By the signature of a single member of the board of directors to whom the necessary powers have been delegated;
  - c) By the signature of the appointed attorneys-in-fact, subject to the scope and in accordance with the terms of the corresponding power of attorney.
2. The signature of a sole director shall be sufficient for the day-to-day running of the affairs of the company.
3. The board of directors may resolve, in accordance with the terms and subject to the limits of the law, that certain company documents be signed by using mechanical processes or stamps.

#### **Article 21**

1. The supervision of the company shall be the responsibility of an Audit Committee elected by the General Meeting of Shareholders and composed of three members, one of which shall be its Chairman.
2. The term of office of the Audit Committee shall be three years, with the year of appointment being counted as a full year, and it shall be renewable within the limits as provided for under the law.
3. The members of the Audit Committee shall be appointed in conjunction with the other members of the Board of Directors, and the list proposed for this latter body shall specify the members who are to incorporate the Audit Committee and indicate its Chairman.



4. The Chairman of the Audit Committee shall be responsible for calling and directing the course of the meetings of the Audit Committee.
5. The Audit Committee shall meet in ordinary session at least once every two months and whenever its Chairman so deems fit or any other member so requests.
6. The Audit Committee may be assisted by experts specifically designated or engaged for such purpose and also by audit work expert firms.
7. Any member of the Audit Committee who, during the same term of office, fails to attend two consecutive meetings or five non-consecutive meetings without a justification accepted by the Board of Directors shall be deemed as definitely absent.

#### **Article 22**

The resolutions of the Audit Committee shall be taken by a majority of votes cast, with a majority of members in office being present, and the chairman shall have a casting vote.

#### **Article 23**

1. The audit to the accounts of the company shall be made by a Chartered Accountant or a Chartered Accountant Firm appointed by the General Meeting of Shareholders based on a proposal of the Audit Committee.
2. Besides an incumbent Chartered Accountant, there will be an alternate.

### **INFORMATION**

#### **Article 24**

Any information to be provided to the shareholders which depends or may depend, according to the law, on the holding of shares equivalent to a minimum percentage of the share capital may only be made available on the company's Internet site where such disclosure is required by a mandatory legal or regulatory provision.

### **APPLICATION OF PROFITS**

#### **Article 25**

1. The duly approved annual net income shall be allocated as follows:
  - a) A percentage of not less than five per cent shall be allocated to the legal reserve until it reaches the amount required by law;

- b) A percentage of not less than forty per cent shall be distributed among the shareholders as dividends, without prejudice to the right of the general meeting of shareholders, on the basis of a qualified majority of two-thirds of the votes cast, to decide on a reduction of the dividend or even the non-distribution thereof;
  - c) The remaining profits shall be allocated for the purposes defined by the general meeting of shareholders.
2. Pursuant to the terms of and within the legally established limits, shareholders may be entitled to an advance of profits during the course of the financial year.

## **DISSOLUTION AND LIQUIDATION**

### **Article 26**

1. The company shall be dissolved under the applicable legal terms.
2. The liquidation of the company shall be carried out in accordance with the law and the resolutions of the general meeting of shareholders.