

*Translation into English of the original in Portuguese language.
In the event of any discrepancy, Portuguese original shall prevail.*

ZON OPTIMUS, SGPS, S.A.

(Public Company)

Registered Offices: Rua Actor António Silva no. 9 – Campo Grande, parish of Lumiar,
1600-404 Lisbon

Registration number before the Companies Registrar of Lisbon and
taxpayer number 504 453 513

Share Capital: EUR 5,151,613.80
("ZON Optimus" or "Company")

Annual General Meeting 23 April 2014

ITEM 4 OF THE AGENDA

(To resolve on the election of the Statutory Auditor to conclude the 2013/2015 three year term)

Whereas:

A) On 24 March 2014, the Statutory Auditor:

- (i) **Permanent:** PriceWaterhouseCoopers & Associados, SROC, Lda. (ROC no. 183), with registered offices at Palácio Sottomayor, Rua Sousa Martins 1 – 3rd, 1069-316 Lisbon, registered with the Commercial Registry Offices of Lisbon under the number 506 628 752, represented by Hermínio António Paulos Afonso (ROC no. 712) or Jorge Manuel Santos Costa (ROC no. 847), both with professional address at Palácio Sottomayor, Rua Sousa Martins 1 – 3rd, 1069-316 Lisbon; and
- (ii) **Alternate:** José Manuel Henriques Bernardo (ROC no. 903), with professional address at Palácio Sottomayor, Rua Sousa Martins 1 – 3rd, 1069-316 Lisbon,

appointed for the 2013/2015 three year term at the General Meeting held on 1 October 2013, submitted the resignation to their functions;

B) Under the article 429(2)(b) of the Portuguese Companies Code, it is the Fiscal Board duty to propose the appointment of a Statutory Auditor or a Statutory Auditor's Company;

It is proposed that the General Meeting resolves on the appointment of the effective and alternate Statutory Auditor to conclude the current 2013/2015 three year term:

Effective: ERNST & YOUNG AUDIT & ASSOCIADOS, SROC, S.A., taxpayer number 505 988 283, with registered offices at Avenida da República, no. 90 – 6th, 1600 – 206 Lisbon, registered at the OROC under the number 178 and registered at CMVM under the number 9011, represented by Ricardo Filipe de Frias Pinheiro, (ROC no. 739) with professional address at Avenida da República, no. 90 – 6th, 1600 – 206 Lisbon.

Alternate: Paulo Jorge Luís da Silva, taxpayer number 198 341 571, ROC no. 1334, with professional address at domicílio em Rua de Sant'Ana, 1640, home no. 6, 2750-833 Cobre.

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The *curriculum vitae* containing all information required by article 289(1)(d) of the Portuguese Companies Code of every individuals/legal entities above mentioned are attached herewith.

Lisbon, 25 de March de 2014

The Fiscal Board

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ANNEX

Professional qualifications, professional activities exercised in the last five years, notably in what concerns to the functions performed in other companies or at ZON OPTIMUS, SGPS, S.A. and the number of ZON OPTIMUS, SGPS, S.A. shares held by them.

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