



*[Non-binding translation of the Portuguese version of the notice of the Meeting of Bondholders. If there is any inconsistency between this document and the Portuguese version thereof, the latter will prevail.]*

**CONVENING NOTICE FOR THE MEETING OF  
HOLDERS OF THE “SIC 2024-2028 BONDS**

**1. ISIN: PTSINCOM0001**

**SIC - SOCIEDADE INDEPENDENTE DE COMUNICAÇÃO, S.A.**

Share Capital: €10,328,600

Registered Office: Rua Calvet de Magalhães, no. 242, 2770-022 Paço de Arcos

Registered with the Commercial Registry Office of Cascais under the company and taxpayer number:

501 940 626

**2. CONVENING NOTICE**

Under the terms of Article 355(2), of the Portuguese Companies Code, holders of the bonds (the “**Bondholders**”) issued by SIC - Sociedade Independente de Comunicação, S.A. (the “**Issuer**”), with the ISIN code PTSINCOM0001, representing the issue “SIC 2024-2028 Connected to Sustainability Bonds” (the “**2024-2028 SIC Bonds**”) are hereby convened to attend the Bondholders meeting (the “**Meeting**”) to be held on 6 February 2026, at 11 a.m. (Lisbon time), exclusively through telematic means, for the purposes of considering and, if deemed appropriate, passing the following resolution which will be proposed as an Extraordinary Resolution (*Deliberação Extraordinária*), in accordance with the provisions of the Conditions of the Bonds (as defined below), thus composing the following agenda:

**Sole Item: To resolve on the amendment to paragraph (a) of condition 23.11.3 (Early Repayment Situations by option of the Bondholders) of the terms and conditions of the 2024-2028 SIC Bonds provided in Chapter 23 (Terms and**

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(+351) 214 544 000

Delegação Norte: Rua Conselheiro Costa Braga, 502, 4450-102 Matosinhos, Portugal • Tel.: (+351)

220 437 000



**Conditions of the 2024-2028 SIC Bonds) of the prospectus relating to the public offer of subscription and admission to trading on Euronext Lisbon of the SIC 2024-2028 Bonds approved by the CMVM on 11 June 2024, altered through the addendum of 26 June 2024 (respectively the “Conditions of the Bonds” and the “Prospectus”), so that they have the following content (and any other reference affected by these changes, adjusted accordingly):**

**“CHAPTER 23 TERMS AND CONDITIONS OF THE 2024-2028 SIC BONDS**

**23.11 Repayment and Acquisition**

**23.11.3. Early redemption Situations by option of the Bondholders**

*The occurrence of any of the following situations (each an “**Early Redemption Situation**”) constitutes an early redemption situation at the option of the Bondholders:*

*(a) The successors of Mr. Francisco José Pereira Pinto de Balsemão cease to hold, directly or indirectly, at least one third of the SIC’s share capital and voting rights.”*

The entry into force of the amendment made to paragraph (a) of section 23.11.3 (*Early Repayment Situations by option of the Bondholders*) of the Terms and Conditions of the Bonds provided in Chapter 23 (Terms and Conditions of the 2024-2028 SIC Bonds) in the above described terms, shall be conditioned to the verification of Impresa’s share capital increase, in the amount of EUR 17,325,000.00, to be subscribed and paid up in full by MFE – MediaforEurope, N.V. (“**MFE**”), being effective in the exact moment on which the subscription by MFE of said Impresa’s share capital increase occurs.

**3. INFORMATION TO BONDHOLDERS**

**4. Interpretation**

Unless defined herein or in the context requires otherwise, all capitalised terms contained in this notice will have the meaning assigned to them in the Prospectus.

**5. Available Documents**

The proposal regarding the sole item of the agenda, as well as the legally required preparatory information and documents of the Meeting, will be available for consultation as from the date of release of this convening notice. Such information and documentation may be consulted at the Issuer’s registered office, by requesting an appointment to [obrigacionistas@sic.pt](mailto:obrigacionistas@sic.pt), during office hours, on any day of the week (except Saturdays, Sundays and public holidays), until and

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including the business day preceding the date of the Meeting and on the website of the Issuer (<https://obrigacoes.sic.pt>). All documents are also available on the Information and Tabulation Agent's (as defined below) website dedicated to the Meeting ([www.issuersolutions.com/meeting/sic](http://www.issuersolutions.com/meeting/sic)).

## 6. Inclusion of items in the agenda and proposals

The Bondholders that, individually or jointly with other Bondholders, hold SIC 2024-2028 Bonds corresponding to, at least, 5% (five per cent) of the principal amount of the SIC 2024-2028 Bonds then outstanding may require the addition of new items to the Meeting's agenda, as well as present new proposals of resolution in respect of the item already included in the agenda or the item(s) whose inclusion is requested.

The request for the inclusion of new items in the agenda and the presentation of proposals shall be addressed, in writing, to the Chairman of the General Meeting of Shareholders within 5 (five) days following the publication of this convening notice, to the email address [obrigacionistas@sic.pt](mailto:obrigacionistas@sic.pt), together with a certificate of ownership of the SIC 2024-2028 Bonds corresponding to, at least, 5% (five per cent) of the principal amount of the SIC 2024-2028 Bonds then outstanding, as referred to above, the certificate of ownership of the SIC 2024-2028 Bonds in question being issued by the respective financial intermediary(ies) with which the respective individual securities account is held. In the event that any new item is requested to be included in the agenda, the request shall contain the relevant justification and be accompanied by the proposal pertaining thereto. The relevant SIC 2024-2028 Bonds shall be blocked from the date of the request until the end of the Meeting, in the first meeting or the second meeting, as applicable, pursuant to Article 72 of the Portuguese Securities Code.

The Board of Directors of the Issuer may, within the deadline and in the terms referred to above (save if the Chairman of the General Meeting of Shareholders, justifiably, accepts a different procedure), present changes to the proposal in respect of the item already included in the agenda.

## 7. PARTICIPATION, EXERCISE OF VOTING RIGHTS AND QUORUM REQUIREMENTS

Bondholders shall take into account the provisions of condition 23.12 (*Representation of Bondholders and meetings of Bondholders*) of the Conditions of SIC 2024-2028 Bonds, as well as in Article 355 of the Portuguese Companies Code, regarding the participation in the Meeting and the exercise of their voting rights.

Bondholders may participate in the Meeting personally (through telematic means) or may appoint a representative for such purpose, as described *below*. Issuer Solutions, S.L. has been appointed as Information and Tabulation Agent (the "**Information and Tabulation Agent**") to provide information and assist with participation in the Meeting, at no cost to the Bondholders.

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The Information and Tabulation Agent's electronic infrastructure complies with European data protection legislation and is ISO certified on information security management systems.

Investors are advised to seek information from their financial intermediaries, credit institutions, brokers, custodians or other entities (including, where applicable, international central securities depositories, such as Euroclear Bank, S.A./N.V. and Clearstream Banking, Société Anonyme) through which they hold the SIC 2024-2028 Bonds regarding any questions, requirements, instructions or deadlines that these entities require for the purposes of the effective exercise of their rights.

## 8. Requirements for Participation in the Meeting

Bondholders are advised that:

- (a) In addition to the Issuer and its advisers, as well as any person that the Chairman of the General Meeting of Shareholders authorises to attend the Meeting, only Bondholders or their representatives may attend the Meeting through telematic means;
- (b) Only Bondholders registered as holders of SIC 2024-2028 Bonds at 00:00 hours (Lisbon time) of the 5th (fifth) trading day prior to the date scheduled for the holding of the Meeting, i.e. at 00:00 hours (Lisbon time) on 30 January 2026, on first call, or at 00:00 hours (Lisbon time) on 16 February 2026, on second call ("**Blocking Date**"), as applicable, may attend the Meeting and exercise their voting rights;
- (c) The exercise of the above mentioned rights shall be subject to the delivery of (i) a certificate of ownership ("**Certificate of Ownership**") that confirms the Bonds' blocking as from the Blocking Date until the conclusion of the Meeting and (ii) the Card (as defined below) available at [www.issuersolutions.com/meeting/sic](http://www.issuersolutions.com/meeting/sic). The Certificate of Ownership shall be issued by the relevant affiliate member of Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., in accordance with Article 78 of the Portuguese Securities Code and shall be delivered to the Information and Tabulation Agent at least 2 (two) hours prior to the commencement of the Meeting, whether in the first meeting or the second meeting, as applicable;
- (d) Bondholders who do not hold their SIC 2024-2028 Bonds directly through a financial intermediary participant in the Portuguese central security depository, i.e., the *Central de Valores Mobiliários*, operated by Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., and who intend to attend/be represented at the Meeting should consult with their custodians in advance in order to ensure that they comply, in a timely manner, with any procedures (required by such custodians or other financial intermediaries, such as Euroclear Bank S.A./N.V. or

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Clearstream Banking, Société Anonyme) necessary for their participation/representation in the Meeting, including the issue of a Certificate of Ownership (as defined above) in the terms described below;

(e) When the SIC 2024-2028 Bonds are held in co-ownership, only the common representative, or its representative, may attend the Meeting.

#### **9. Procedures for Participation in the Meeting (Attendance and Proxy Vote Card)**

Bondholders who wish to participate in the Meeting may choose one of the following options:

- To attend the Meeting through telematic means; or
- To vote by correspondence by postal mail to the Issuer's registered office; or
- To appoint Issuer Solutions, S.L. as its representative to vote for, against or abstain from voting on the proposal, in accordance with the instructions provided by the represented Bondholder and, in case any extraordinary circumstances occur, to vote in such a way as to satisfy the best interests of the represented Bondholder; or
- To appoint another person as representative, but under no circumstances may they be represented by the Issuer's directors.

Please follow the steps below for all the options above:

1. Complete the attendance and proxy vote card (the "Card"), available at [www.issuersolutions.com/meeting/sic](http://www.issuersolutions.com/meeting/sic) in accordance with the participation option selected.
2. Print and sign the Card. It must be signed by the person/legal entity who is the legal owner of the SIC 2024-2028 Bonds (when the legal owner is a legal entity, the Card must be signed by its legal representative(s)).
3. Scan the duly executed and signed Card and send it to [projects@issuersolutions.com](mailto:projects@issuersolutions.com) (Issuer Solutions will forward the information received to the e-mail address [obrigacionistas@sic.pt](mailto:obrigacionistas@sic.pt) to the attention of the Chairman of the General Meeting of Shareholders) up to 2 (two) hours before the beginning of the Meeting so that the validity of such document can be confirmed before the Meeting starts, attaching:
  - (i) in respect of natural persons: copy of the identification document of the Bondholder and of any representative, or (ii) in respect of legal entities: copy of the Commercial Registry Certificate (or similar constitutional document or access code thereto) of the legal entity and copy of the identification document of the legal representative(s) thereof;

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- Copy of the Certificate of Ownership issued by the financial intermediary with which the SIC 2024-2028 Bonds in question are registered, which should include (i) the full name of the bondholder; (ii) the number of SIC 2024-2028 Bonds held in the account in question as of the Blocking Date; and (iii) confirmation that the SIC 2024-2028 Bonds in question are registered and will remain registered in a blocked account until the end of the Meeting, held on first or second call, as applicable, in accordance with Article 72 of the Portuguese Securities Code; and
- Copy of the valid power of attorney or any other document confirming the powers of the signatories of the Card, if applicable.

4. If the Bondholder chooses to attend the meeting in person (by telematic means) or appoint a representative other than Issuer Solutions, S.L., when sending the documentation listed in the previous point, the Bondholder shall indicate an email address to which the link to participate in the Meeting shall be sent under the terms described in the section "*Technical requirements for participation in the Meeting by telematic means*".

5. Bondholders must ensure that they have the technical and operational resources described below in "*Technical requirements for participation in the Meeting by telematic means*".

6. Bondholders who attend the Meeting personally (through telematic means) will need to provide a valid identification document, the Card and the Certificate of Ownership, which may be verified before the beginning of the Meeting by the Chairman of the General Meeting of Shareholders.

7. The grant of representation is revocable, and it is therefore clarified that the presence (by telematic means) of the represented Bondholder at the Meeting implies the revocation of the representation granted.

8. The procedures carried out, and the votes cast refer to the Meeting, regardless of whether it is held on first call or on second call, so unless otherwise indicated, the procedures carried out and the votes cast remain effective if the Meeting is held on second call.



For further information or any clarifications in connection with the participation in the Meeting, please contact Issuer Solutions, S.L., as Information and Tabulation Agent appointed by the Issuer, using the following contact details:

Website: [www.issuersolutions.com/meeting/sic](http://www.issuersolutions.com/meeting/sic)

Telephone: +34 963 222 555

Email: [projects@issuersolutions.com](mailto:projects@issuersolutions.com)

A/C: Marina Pettis

Bondholders willing to exercise their voting rights shall follow the above procedures, namely reaching out to the Information and Tabulation Agent and the custodian entities where they have registered their SIC 2024-2028 Bonds in order to be able to do so at the Meeting.

Bondholders that experience any technical, operational or other problem that may hinder compliance with the procedures described above should immediately contact the Information and Tabulation Agent to get support/access to other ways to participate in the Meeting.

#### **10. Technical requirements for participation in the Meeting by telematic means**

Each Bondholder that participates in the Meeting shall ensure that it has the following minimum technical and operational resources to access the Zoom software:

- A computer with Windows, Mac or Linux software installed and with internet access;
- Windows 10/11 operating system, MAC OS X 10.13 High Sierra (or higher) or Linux (Ubuntu 12.04+, Mint 17.1+, RHEL/Oracle/CentOS 8+, Fedora 21+, OpenSUSE 13.2+, Arch 64-bit operating system);
- Camera, speakers and microphone (internal or external computer devices may be used); and
- Browser installed on the computer for internet access: Chrome (equal or higher to version 102), Microsoft Edge (equal or higher to version 102), Firefox (equal or higher to version 105) or Safari (equal or higher to version 16.4).

The Issuer will also provide technical means of support to the system for participation in the Meeting, and any request for support should be shared with the email address [it.obrigacionista@sic.pt](mailto:it.obrigacionista@sic.pt).

Bondholders are advised to test in advance the system for participation in the Meeting by telematic means in order to be able to participate and exercise their voting rights.



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In case the Bondholders eventually verify that they do not have the technical and operational resources to access the above-mentioned communication platform, they are requested to contact the email address indicated above.

The Issuer further informs on the following conditions of participation in the Meeting to be complied with by the Bondholders in order to ensure the normal and proper conduct of the proceedings:

- Bondholders shall, before the beginning of the Meeting, at 10:30 a.m (Lisbon time), click on the *link* that will be sent to the email address set out in the communication of their intention to participate in the Meeting, in order to attend the Meeting via Zoom where all the prior formalities for verification of identity will be complied with, and must bring the documents listed above;
- Access to the Meeting should be via Zoom;
- For the exercise of the voting rights, at the end of the presentation of the resolution proposal by the Issuer, the Bondholders shall indicate their vote;
- The Issuer shall provide, on the date of the Meeting, telephone contacts for simultaneous technical support of the Bondholders that participate in the Meeting; and
- Bondholders shall, throughout the entire Meeting, observe the technical or operational indications conveyed to them in order to ensure the normal and proper management of the agenda of the Meeting.

## **11. Applicable Quorums**

The Meeting may convene on 6 February 2026, at 11 a.m. (Lisbon time), on first call, provided that person(s) holding or representing at least 50% (fifty per cent) of the principal amount of SIC 2024-2028 Bonds then outstanding are present or duly represented.

In the event that this quorum is not achieved on first call, the Meeting is hereby considered convened, as indicated above, to meet on second call on 23 February 2026, at 11 a.m. (Lisbon time), also through telematic means and with the same agenda, provided that any holder of the SIC 2024-2028 Bonds then outstanding is present or duly represented, irrespectively of the principal amount thereof.

Each SIC 2024-2028 Bond corresponds to 1 (one) vote.

So that the Meeting approves, on 6 February 2026, on first call, the resolution which constitutes the sole item of the agenda, the favourable vote of holders of SIC 2024-2028 Bonds representing at least 50% (fifty per cent) of the outstanding principal amount of the SIC 2024-2028 Bonds is required.

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In the event that a constitutive quorum is not achieved on first call, so that the Meeting approves, on 23 February 2026, on second call, the resolution which constitutes the sole item of the agenda, the favourable vote of at least 2/3 (two thirds) of the votes cast will be required.

Voting will be carried out in the manner indicated by the Chairman of the General Meeting of Shareholders.

The resolution passed at the Meeting will be binding on all Bondholders, whether or not they attended the Meeting or voted against the approved resolution.

## **12. Right to Information**

During the Meeting, any Bondholder may request to be provided with truthful, complete and clarifying information, which allows the Bondholder to formulate an informed opinion on the matters on the agenda. Any requested information can only be denied when its disclosure may cause serious damage to the Issuer or breach of a duty of confidentiality imposed by law.

## **13. Data Protection**

The Issuer is the controller regarding the processing of personal data that, as provided for in this Notice of Meeting, are made available in the context of the Meeting, under the General Data Protection Regulation.

Personal data will be processed for the purpose of managing the Issuer's relationship with the Bondholders within the scope of the Meeting, for compliance with its legal obligations, management of the contractual relationship established and for the pursuit of its legitimate interests in holding the Meeting. Any personal data processed is kept only for the period of time necessary for the holding of the Meeting, the fulfilment of any legal obligation and/or the context of any potential judicial or administrative proceedings, being deleted after this period.

The Information and Tabulation Agent will handle any personal data made available by the Bondholders (and/or their representatives), in the context of the management of the participation of the Bondholders (and/or due representatives) in the Meeting, as described above, in accordance with technical and logistical security measures appropriate to the nature of the data processed as the entity responsible for organising the Meeting.

Personal data may also be transmitted to third parties (such as the banking entities coordinating the issuance of the bonds), for the purposes set out above, or when the Issuer deems such data communications to be necessary or appropriate (i) in light of the applicable law, (ii) in compliance with legal obligations/court orders, (iii) deliberations or decisions of the supervisory authorities or (iv) to respond to requests from public or governmental authorities.

In view of the above, if you wish to obtain any information regarding this document, the procedures adopted, the terms of process of your data (and/or should you wish to exercise your



rights of access, clarification, opposition, rectification or elimination of your personal data) by the Issuer, please use the following: [privacidade.obrigacionista@sic.pt](mailto:privacidade.obrigacionista@sic.pt) .

Without prejudice to any other administrative or judicial remedy, data subjects have the right to lodge a complaint with the competent supervisory authority under the law, if they believe that the processing of their data by the Issuer violates the legal regime in force at any time.

Paço de Arcos, 5 January 2026

Chairman of the General Meeting of Shareholders,

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António de Almeida Ferreira Soares

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