



## TO THE COMISIÓN NACIONAL DEL MERCADO DE VALORES

In accordance with the provisions contained in the Stock Markets Act, the Company hereby notifies the following

### SIGNIFICANT EVENT

The Shareholders' Ordinary General Meeting of ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A. (formerly Antena 3 de Televisión, S.A.) in its meeting held on 24<sup>th</sup> April 2013, in first call, has reached the followings

### AGREEMENTS

#### **Agreement related to point I of the agenda.**

***1.1 Inspection and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in equity, statement of cash flows and annual report) and the management report of Antena 3 and its consolidated group of companies, in connection with the fiscal year closed as at 31st December 2012.***

*To approve, in accordance with the terms and conditions contained in the legal documentation, the annual accounts (balance sheet, profit and loss account, statement of changes in net worth, statement of cash flows and annual report) and the management report of Antena 3 de Televisión, S.A. and its consolidated Group of Companies for the fiscal year 2012, as they have been formulated by the Board of Directors.*

***1.2 Scrutiny and approval of the corporate management for 2012.***

*To approve the management of the Board of Directors during 2012.*

#### **Agreement related to point II of the agenda.**

***Allocation of the profit for 2012.***

*To approve the proposal for the allocation of 2012 results, consisting of the non payment of any supplementary dividend in connection with the profit obtained in 2012; consequently, the final dividend for 2012 will be the interim dividend already paid.*

*To that effect, ratify the resolutions adopted by the Board of Directors of the Company and the Executive Committee in their meetings held on 28<sup>th</sup> November and 11<sup>th</sup> December 2012, respectively.*

*Consequently, the gross dividend for 2012 will amount to eleven cents (€ 0.11) per each one of the 194,112,800 shares with a face value of € 0.75 that are entitled to receive such dividend. Since this is a dividend to be chargeable to the profit earned by the Company until 31st October 2012, in accordance with the provisions contained in this respect in the project related to the takeover merger by Antena 3 of the company Gestora de Inversiones Audiovisuales La Sexta, S.A. ("La Sexta"), those shares*



*delivered to the shareholders of La Sexta will not be entitled to receive any dividend, since these are dividends paid against the profit made by Antena 3 before the date on which the merger was registered with the Commercial Registry of Madrid.*

*In accordance with the provisions of Article 148 of the Companies Act, the financial rights inherent to treasury shares will be distributed on a pro rata basis among the remaining shares entitled to receive the interim dividend.*

*Such dividend was paid to the shareholders last 20<sup>th</sup> December 2012 as an interim dividend.*

Once this resolution has been adopted, all the shares of the Company that have been admitted to trading on official secondary markets will become ordinary shares and will enjoy the same financial rights. These shares are the following ones:

- 211,112,800 shares (identified with the ISIN Code No. ES0109427734) and
- 13,438,704 shares, issued on the occasion of the merger with Gestora de Inversiones Audiovisuales La Sexta, S.A. (identified with the ISIN Code No. ES0109427007)

The financial rights attached to the new 1,181,296 shares (identified with the Code No. ES0109427015) that were issued within the framework of the implementation of the merger agreement -and whose admission to trading, up to the present time, has not been applied for by the Company- are subject to temporary restrictions. Such shares are not entitled to receive any dividends charged to the profit made by the Company during the period of 24 months following the registration date of such merger agreement with the Commercial Registry (i.e., 31<sup>st</sup> October 2012), irrespective of the date on which they are distributed.

**Agreement related to point II of the agenda.**

**Re-election of the accounts' auditors.**

*To re-elect the company DELOITTE, S.L. as auditors in charge of the verification of the annual accounts of Antena 3 de Televisión, S.A. and its consolidated group of companies for a term of one (1) year, i.e. for the current year 2013.*

**Agreement related to point IV of the agenda.**

**Re-election of Mr. Silvio González as Executive- Director.**

*To re-elect Mr. Silvio González Moreno as Director of the Company for a new term of six years, as internal or executive Director.*

**Agreement related to point V of the agenda.**

**Putting to the vote, on an advisory basis, of the annual report on the policy followed for the remuneration of directors.**



*To cast a favourable vote, on an advisory basis, for the annual report on the policy followed in 202 for the remuneration of the directors of Antena 3 de Televisión, S.A.*

**Agreement related to point VI of the agenda.**

**Change of the Corporate Name**

*To change the corporate name of the Company to ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, Sociedad Anónima, with the resulting amendment of Article 1 of the corporate bye-laws which will hereinafter have the following wording:*

**Article 1.- Name**

*The corporate name of the company is ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A. (hereinafter, "ATRESMEDIA CORPORACIÓN" or the "Company"). The Company will be governed by these Bye-laws and, as far as those issues not covered by them are concerned, it will be governed by the Companies Act and other applicable legal provisions.*

**Agreement related to point VIII of the agenda.**

***Delegation of powers to the Board of Directors so that this latter may execute, construe, correct and enforce the resolutions approved by the General Meeting of Shareholders, to replace the powers granted to the Board by the Meeting, and granting of powers to convert such resolutions into a public deed.***

*To jointly and severally empower the Chairman, the Chief Executive Officer, the Secretary and the Deputy Secretary of the Board of Directors so that any of them, indistinctly, may carry out any appropriate formalities in connection with the execution of the resolutions approved by this General Meeting, in order to register them with the Commercial Registry and any other registries, and give them full effect in the financial markets where the shares of the Company are traded, especially including, among other faculties, the power to appear before a Notary Public to grant those deeds and certificates deemed necessary or convenient to that effect, to request the partial registration and to execute any other public or private document necessary for the registration of the resolutions, including the granting of any ratification, construction, cure, clarification or rectification deeds required, as well as the relevant documents to be filed with the Comisión Nacional del Mercado de Valores (CNMV) and the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges.*

Madrid, 25<sup>th</sup> April 2013

The Secretary of the Board of Directors



Manuel de la Viuda Fernández de Heredia