

# TO THE COMISIÓN NACIONAL DEL MERCADO DE VALORES

In accordance with the provisions contained in the *Ley del Mercado de Valores,* Atresmedia Corporación de Medios de Comunicación, S.A. (the Company) hereby notifies the following

# SIGNIFICANT EVENT

The Company sends the proposals of the resolutions that the Board of Directors has unanimously decided to submit for the consideration by the Ordinary Shareholders' General Meeting, called today, which will be initially held on 18th April 2018, at the Company registered office.

Madrid, 16<sup>th</sup> March 2018



### ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A. Resolution Proposals and Information submitted by the Board of Directors to the 2018 Ordinary General Meeting of Shareholders

### Proposals related to item 1 of the agenda

Annual accounts, management reports, allocation of the profit obtained and corporate management in connection with year 2017.

1.1. Scrutiny and approval of the annual accounts and management report of Atresmedia Corporación de Medios de Comunicación, S.A., both on an individual and on a consolidated basis, for the year ended on 31<sup>st</sup> December 2017.

Approval, in accordance with the provisions included in the legal documentation, of the annual accounts and management report of Atresmedia Corporación de Medios de Comunicación, S.A. as well as the consolidated annual accounts and management report for year 2017, as they have been formulated by the Board of Directors.

## **1.2.** Distribution of the profit for year 2017.

Approval of the proposed distribution of the profit obtained in year 2017, considering that the net result for the year, after the provision for corporate income tax for the year, represents a profit of euro 137,292 thousands, to be distributed in the manner and for the amount described hereinafter: <u>Dividend</u>

- A maximum amount of euro 117,207 thousands will be allocated to the payment of dividends, of which an amount of euro 49,487 thousands, corresponding to the interim dividend paid on 13 December 2017, has already been distributed, following a resolution of the Board of Directors.
- The remaining euro 67.720 thousands will be distributed among the shareholders, in the form of a supplementary dividend of euro 0.25 per share (once the economic rights enjoyed by the treasury shares have been attributed) to be paid on 21 June 2018, corresponding to all the shares representing the capital stock of the company, with the exception of treasury shares.
- When this supplementary dividend is added to the aforementioned interim dividend (for an amount of euro 0.22 per share) the total sum distributed by the Company as dividend for the 2017 fiscal year amounts to euro 0.52 per share and to a maximum sum of euro 117.207 thousands.

#### Voluntary reserves

The remaining sum, which amounts at least to euro 20.085 thousands, will be allocated to voluntary reserves.

**1.3.** Approval of the management of the Company by the Board of Directors in 2017.

Approval of the management of the Company by the Board of Directors in 2017.

## Proposals related to item 2 of the agenda

# Re-election, discharge, and appointment of directors; determination of the number of directors.

## 2.1 Re-election of Mr. Elmar Heggen as nominee director.

Re-election of Mr. Elmar Heggen as director of the Company, for the maximum term of four years established in the corporate byelaws, under the category of Nominee Director, at the proposal of the shareholder UFA FILM UND FERNSEH, GMBH (a company belonging to the RTL Group).



## 2.2 Discharge of Mr. José Manuel Lara García as nominee director.

Discharge of Mr. José Manuel Lara García from his office as Nominee Director, at the proposal of the significant shareholder GRUPO PASA CARTERA, S.A.U. (a singlemember subsidiary of GRUPO PLANETA DE AGOSTINI, S.L.) which was formerly represented by him, and from whom such company has withdrawn its confidence.

### 2.3 Appointment of Mr. Carlos Fernández Sanchiz as nominee director.

Appointment of Mr. Carlos Fernández Sanchiz as director of the Company, for the maximum term of four years established in the corporate byelaws, under the category of Nominee Director, at the proposal of the shareholder GRUPO PASA CARTERA, S.A.U. (a single-member subsidiary of GRUPO PLANETA DE AGOSTINI, S.L.).

### 2.4 Determination of the number of directors.

To fix the number of directors of the Company at twelve (12), from the expiration date of six-year term mandate of the Director IMAGINA MEDIA AUDIOVISUAL, S.L and as a result of the number of Directors currently in office and the resolutions adopted by this General Meeting.

### Proposal related to item 3 of the agenda

Delegation of powers to formulate, construe, make good, and enforce the resolutions adopted by the General Meeting, and to replace the powers granted to the Board of Directors by the Meeting.

To authorise the Board of Directors of the Company, to the broadest extent required by law, and with express joint and several powers of delegation to the Chairman of the Board of Directors, the Chief executive Officer, the Secretary and the Deputy Secretary of the Board of Directors, so that any of them may indistinctly carry out any actions deemed necessary or convenient in connection with the execution, construction, amendment and full implementation of the resolutions adopted by this General Meeting.

## Proposal related to item 4 of the agenda

Putting to the vote, on an advisory basis, of the annual report on the remunerations received by the Directors in 2017

The annual report on the remunerations received by the Directors of Atresmedia Corporación de Medios de Comunicación, S.A. in 2017 shall be put to the vote, on an advisory basis.