



**TO THE COMISIÓN NACIONAL DEL MERCADO DE VALORES**

In accordance with the provisions of Article 227 of the *Ley del Mercado de Valores*, Atresmedia Corporación de Medios de Comunicación, S.A. hereby notifies the following

**RELEVANT INFORMATION**

For the purposes provided under article 516 of the *Ley de Sociedades de Capital* the Company sends the full text of the Call for the Ordinary General Shareholders Meeting, which will be initially held, in first call, on 27<sup>th</sup> April 2022, at the Company registered office.

The Call for the Ordinary General Shareholders will be duly published in the newspaper "La Razón" and will also be posted in the Company's website [www.atresmediacorporacion.com](http://www.atresmediacorporacion.com).

All the documents related to the General Shareholders Meeting will be available in the Company's website uninterruptedly until the Shareholders Meeting is hosted.

Madrid, 25th March 2022



**ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A.**  
**Ordinary General Meeting of Shareholders 2022**

The Board of Directors of Atresmedia Corporación de Medios de Comunicación, S.A. (Atresmedia Corporación or the Company) has agreed to call the ordinary general meeting of shareholders of the Company, to be held at its registered office, Avenida Isla Graciosa 13, San Sebastián de los Reyes, Madrid, on **27 April 2022**, at **5:00 p.m.**, on first call, in the assumption that a sufficient quorum will be present on that date and that a second call will not be necessary, although in any event it has been scheduled for the following day, 28 April 2022, at the same place and time, to discuss the matters included the following

**AGENDA**

1. Annual accounts, management reports, appropriation of profit and loss and corporate governance report for the financial year 2021:
  - 1.1 Approval of the individual annual accounts and management report of Atresmedia Corporación de Medios de Comunicación, S.A., as well as its consolidated annual accounts and management report for the year ended 31 December 2021.
  - 1.2 Approval of the statement of non-financial information at 31 December 2021.
  - 1.3 Approval of the appropriation of profit for the 2021 financial year.
  - 1.4 Approval of the management activities conducted by the Board of Directors in 2021.
2. Re-election of KPMG Auditores, S.L. as external auditors of Atresmedia Corporación de Medios de Comunicación, S.A. and its consolidated group of companies for the financial year 2022.
3. Re-election, as Nominee Directors, of:
  - 3.1 Mr Carlos Fernández Sanchiz.
  - 3.2 Mr Elmar Heggen.
4. Amendment of the following articles of the Corporate Bye-laws and approval of the consolidated text:
  - 4.1 Article 2, on the corporate object;
  - 4.2 Article 6 on share representation, shareholder register and information concerning shareholders;
  - 4.3 Articles 14 and 16 concerning capital increase and the issue of debentures and other securities;
  - 4.4 Article 19 on the powers of the General Meeting;
  - 4.5 Articles 21 and 28, concerning the convening of the general meeting and the manner of holding such meeting, as well as the place and time of the general meeting;
  - 4.6 Articles 33, 34, 36 and 38, concerning the composition and the operation of the Board of Directors;
  - 4.7 Article 42, concerning the Audit and Compliance Committee;
  - 4.8 Article 43, concerning the Appointments and Remuneration Committee;
  - 4.9 Article 45, concerning the Remuneration Policy.
  - 4.10 Approval of a consolidated text of the Corporate Bye-laws.
5. Amendment of the following articles of the Corporate Bye-laws and approval of the consolidated text:
  - 5.1 Article 4, regarding the powers of the General Meeting of Shareholders; Article 7, concerning the convening of the General Meeting and the manner in which it is to be held; and Article 11, regarding the shareholders' right to information;
  - 5.2 Approval of a consolidated text of the Regulations of the General Meeting of Shareholders.



6. Advisory vote on the Annual Report on the remuneration of the directors of Atresmedia Corporación for the 2021 financial year.
7. Delegation of powers to legalise, construe, amend and execute the resolutions adopted by the General Meeting, as well as to substitute the powers that the Board of Directors receives from the General Meeting.
8. Report of the Board of Directors concerning the amendment to its Regulations.

**SANITARY MEASURES. RECOMMENDATION FOR REMOTE VOTING AND VOTING BY PROXY. CAPACITY LIMITATIONS.**

At the time of the convening of this meeting, the health risks arising from the pandemic caused by COVID-19 and the need to protect the health and safety of shareholders and of all those involved in the preparation and holding of the general meeting still persist.

For this reason, the company recommends that shareholders take advantage of the procedures that have been established to exercise their proxy and voting rights through remote means of communication safely and securely.

However, those shareholders or their representatives who, despite this recommendation, wish to attend the meeting in person must comply with the preventive measures established for this purpose by the company and in any case, shall respect the capacity limitations that may prevent their access to the venue once the maximum number of attendees allowed has been reached.

**SHAREHOLDER RIGHTS AND OTHER INFORMATION**

**RIGHT TO INFORMATION**

Up to the fifth day preceding the date scheduled for the General Meeting, shareholders may request from the directors such information or clarifications as they deem necessary, or submit in writing such questions as they deem appropriate regarding the items on the agenda or the information accessible to the public that has been provided to the National Securities Market Commission (CNMV) since the last General Meeting was held, as well as in connection with the reports issued by the accounts auditor. Such enquiries must be made in writing and delivered at the registered office, or sent to the Company through any of the following channels:

1. By post addressed to the registered office, Shareholders' Helpdesk.
2. By e-mail to the following address: [oficinadelaccionista@atresmedia.com](mailto:oficinadelaccionista@atresmedia.com)

With effect from the date of this notice, shareholders will be entitled to examine the following documents at the registered office of the Company and to request their immediate and free-of-charge delivery by the Company.

- The proposed resolutions to be submitted to the General Meeting by the Board of Directors concerning the items contained in the agenda.
- The annual accounts and management reports of the Company and its consolidated group for the year ended 31 December 2021, together with the respective audit reports.
- The statement of non-financial information for the financial year 2021, together with the independent verification report.
- The report of the Board of Directors on the re-election of two nominee directors, together with an assessment of their skills, experience and suitability, as well as their résumé.
- The Report of the Board of Directors on the proposed amendment of the Corporate Bye-laws, including the new consolidated text.



- The Report of the Board of Directors on the proposed reform of the Regulations of the General Meeting of Shareholders, which includes the new consolidated text.
- The annual report on the remuneration of directors for year 2021.
- The annual corporate governance report for financial year 2021.
- The Report issued by the Board of Directors on the reform of the regulations governing its operation.

**SPECIAL INFORMATION CHANNELS AND ONLINE SHAREHOLDERS' FORUM**

The Company has a website, [www.atresmediacorporacion.com](http://www.atresmediacorporacion.com), which may be used by shareholders to exercise their right to information.

All documentation concerning the General Meeting will be available on the website, under the "General Meeting 2022" section, in its entirety and uninterruptedly until the Meeting is held, and may also be downloaded and printed.

In addition to the documentation mentioned in the previous section, the following documents will also be available on the corporate website:

- The notice of call.
- The total number of shares and voting rights existing as at the date of the call.
- The Regulations of the General Meeting of Shareholders.
- The rules applicable to the attendance at the Meeting and to all forms of proxy and voting.
- The attendance, proxy and voting card.
- Access to "Online Proxy and Voting".
- Access to the "Online Shareholders' Forum".

The rules for the operation of the Electronic Shareholders' Forum are published in that forum, that may be accessed, subject to the appropriate guarantees, both by individual shareholders and by any voluntary associations that may be incorporated, in order to facilitate their contact prior to the holding of the General Meeting. Subject to the requirements, formalities and consequences established in the applicable legal rules, this Online Shareholders' Forum may be used to post any proposals intended to be submitted as an addendum to the agenda announced in the notice of call, as well as any requests for endorsement of such proposals, initiatives to reach a sufficient percentage to exercise a minority right as provided by law, and offers or solicitations for voluntary proxies.

**SUPPLEMENT TO THE NOTICE OF CALL AND SUBMISSION OF PROPOSALS**

Shareholders representing at least three per cent (3%) of the capital stock of the Company may request the publication of a supplement to this Notice of Call, including one or more additional items on the agenda, provided that the new items are duly substantiated or, as the case may be, are accompanied by a justified proposal for a resolution.

This right may only be exercised by means of a duly authenticated notice, including all the necessary information, addressed to the Secretary of the Board of Directors. Such notice must be received at the registered office of the Company within five days of the publication of this Notice of Call. Where appropriate, the supplement to the Notice of Call shall be published at least fifteen days in advance of the date scheduled for the Meeting.

Shareholders who represent that same percentage of the capital stock may also (within the same five-day period as indicated in the preceding paragraph and provided that the relevant notice is sent to the Registered Office) submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the General Meeting. In this case, the Company shall ensure that such proposed resolutions, as well as any accompanying documentation, are circulated under conditions equivalent to those applicable to any other proposals and in accordance with the legal provisions in this respect.

**RIGHT OF ATTENDANCE**

Shareholders holding at least 400 shares may attend the General Meeting, provided that such shares are registered in their name in the corresponding shareholders registry book at least five days in advance of the date of the General Meeting and that they can prove this circumstance by means of the appropriate Attendance, Proxy and Voting Card, issued by the institution where their shares are deposited or, failing this, by the Company itself. A certificate issued by any of the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) may also be used, as well as any other method permitted by the legislation currently in force.

**GROUPING OF SHARES**

Shareholders holding fewer than 400 shares may group together with other shareholders in the same situation, until they reach the number of shares required to attend the meeting, and must appoint one of them as their proxy. The grouping of shares must be arranged specifically for this General Meeting and must be formally established in writing by any means that allows it to be evidenced.

The shareholder representing the grouped shareholders must contact the Shareholders' Office to obtain an Attendance, Proxy and Voting Card that includes all of them, upon presentation of the relevant proxies duly signed.

**REPRESENTATION AND VOTING RIGHTS**

Shareholders entitled to attend may be represented at the General Meeting by another person, even if such person is not a shareholder. The representation may be granted by means of the proxy form included in the Attendance, Proxy and Voting Card or by any other method permitted by law.

Shareholders holding fewer than 400 shares may delegate the representation of their shares and the exercise of their voting rights to a shareholder entitled to attend the General Meeting, through any of the procedures set out in this notice of call.

Split voting is permitted, so that professional financial intermediaries who appear as legitimate shareholders but act on behalf of different clients may cast their votes in accordance with the instructions of these latter, even if such instructions are different. The financial intermediary may also delegate the vote to a third party designated by the client, without limitation as to the number of proxies granted.

Those intermediaries who are granted proxies must submit to Atresmedia Corporación, within seven days before the date scheduled for the Meeting, a list indicating the identity of each client and the number of shares in respect of which they are exercising their voting rights on their behalf, as well as the voting instructions that the intermediary has received.

If the shareholder does not specify in his/her proxy who should represent him/her, the Chair of the General Meeting shall act as proxy.

For the purposes of the provisions of articles 523 and 526 of the Corporations Act, it is hereby stated that the directors of the company may find themselves in a situation of potential conflict of interest regarding items 1.4, 3.1, 3.2 and 6 of the agenda and if, as permitted by law, proposals relating to the removal of directors or the exercise of corporate action for liability were to be submitted to the General Shareholders' Meeting. In such cases, the proxy shall vote in accordance with the instructions received from the shareholder and, in the absence thereof, it shall be deemed that such shareholder has given precise instructions to vote in favour of the proposals made by the Board of Directors, even in the case of a conflict of interest.

In the event that other matters not included in the agenda of this Notice of Call are put to vote, the proxy shall be extended to such proposals, unless otherwise instructed by the shareholder. In the absence of any instructions, it shall be understood that the shareholder has given the proxy a precise instruction to vote against the new proposals, also in cases of conflict of interest.



## RIGHT OF REPRESENTATION THROUGH REMOTE COMMUNICATIONS CHANNELS

Those shareholders who do not attend the General Meeting may grant a proxy using a remote communications channel, provided that they comply with: (i) the procedural and identification guarantees indicated below; (ii) the rules for accreditation of their status as a shareholder, set forth in the section "Common Rules for the exercise of proxy and voting rights using remote communications channels" contained in this Notice of Call; and (iii) the remaining legally enforceable requirements and formalities.

Representation through remote communications channels may be bestowed through:

### 1. Online means

- a. **Procedure:** Shareholders wishing to grant their proxy via online methods must do so through the corporate website, by clicking on the link "Online Proxy and Voting", under the section "2022 Annual General Meeting".
- b. **Identification of shareholders:** the shareholder must prove his/her identity through his/her electronic national identity card or by means of a recognised electronic certificate, as set out in the Common Rules contained in this Notice of Call.
  - a. **Validity of the proxy:** the proxy thus granted shall only be considered valid by the Company if it is received within the stipulated deadline and the status of the principal as a shareholder has been sufficiently substantiated.
- c. **Other provisions:** electronic delegations must be accepted by the proxy, in the event that they have been granted in favour of any person other than the Chair or any other member of the Board of Directors. For these purposes, the proxy shall be deemed to have accepted the delegation of powers by signing the corresponding card and sending it to the Shareholders' Helpdesk, by post addressed to the registered office, or by an e-mail sent to [oficinadelaccionista@atresmedia.com](mailto:oficinadelaccionista@atresmedia.com) together with a copy of his/her national identity card or passport.
- d. **Revocation of the proxy:** any person who grants an electronic proxy may revoke such delegation using the same procedure.
- e. **Additional information:** For further information on the exercise of proxies by remote representation means, please visit the section "General Meeting 2022" of the Company's website and click on the document "Attendance, proxies and voting".

### 2. Postal correspondence

- a. **Procedure:** shareholders wishing to grant their proxy by postal correspondence must complete the sections regarding the proxy that are included on the Attendance, Proxy and Voting Card issued by the institution where their shares have been deposited or, failing this, on the equivalent card obtained by them following any of the aforementioned procedures. Once signed, this card must be sent by post to: (i) the registered office of the Company, if the proxy is granted in favour of the Chair or any other member of the Board of Directors, either directly or through the banking institution where their shares are deposited, or (ii) otherwise, to the proxy appointed by them. In this latter case, the proxy must accept the delegation by signing the corresponding card and sending it to the Shareholders' Helpdesk by post or by e-mail sent to [oficinadelaccionista@atresmedia.com](mailto:oficinadelaccionista@atresmedia.com) together with a copy of his/her national identity card or passport.
- b. **Validity of the proxy granted by postal correspondence:** the proxy granted shall only be considered valid by the Company if it is received within the stipulated period and the status of the proxy holder as shareholder is duly accredited.
- c. **Revocation of the proxy:** any person who grants a proxy by postal correspondence may revoke such delegation following the same procedure.



## **RIGHT TO VOTE BY REMOTE COMMUNICATIONS CHANNELS**

Those shareholders who do not attend the General Meeting may cast their vote by remote communication channels, provided that they comply with: (i) the procedural and identification guarantees specified in this section; (ii) the rules for accreditation of the condition as a shareholder, established in the section "Common Rules for the exercise of proxy and voting rights by remote means of communication" of this announcement; and (iii) the remaining legally enforceable requirements and formalities.

Voting via remote means of communication may be accomplished via:

### **1. Online means**

- a. Procedure:** those shareholders who wish to remotely cast their vote via online voting must do so through the corporate website, by clicking the link "Online Proxy and Voting", published under the section "2022 General Meeting".
- b. Identification of shareholders:** shareholders must accredit their identity using their electronic national identity card or by means of a recognised electronic certificate, as indicated in the Common Rules contained in this notice of call.
- c. Validity of the voting:** the vote cast shall only be considered valid by the Company if it is received within the stipulated period and the status of the voter as a shareholder has been duly accredited.
- d. Additional information:** for more information on the remote casting of votes please visit the section "General Meeting 2022" of the Company's website and click on the document "Attendance, proxy and voting".

### **2. Postal Correspondence**

- a. Procedure:** shareholders wishing to cast their vote by post must complete and sign the "Remote Voting" section on the Attendance, Proxy and Voting Card issued by the institution where their shares are deposited or, failing this, on the equivalent card obtained by them following any of the aforementioned procedures. This card, duly completed and signed, must be delivered at the registered office within the period granted for this purpose, either directly or through the banking institution where their shares are deposited, or sent to the registered office, addressed to the Shareholders' Helpdesk.
- b. Validity:** the vote cast shall only be considered valid by the Company if it is received within the stipulated period and the status of the voter as a shareholder has been duly accredited.

## **COMMON RULES FOR THE EXERCISE OF PROXY AND VOTING RIGHTS USING REMOTE COMMUNICATIONS CHANNELS**

### **1.- Deadline for receipt by the Company and proof of shareholder status**

Proxies and votes cast by remote means of communication means (whether by online means or by postal correspondence) must: (i) be issued through the specific link created ad hoc for this General Meeting on the Company's corporate website, or (ii) be received at the registered office, either directly or through the banking institution acting as custodian of the shares. In both cases, the minimum notice required shall be 24 hours before the holding of the General Meeting, i.e. before 17:00 hours on 26 April. The Company shall check whether the ownership and number of shares attributed to the shareholder exercising his/her proxy or voting rights are correct, on the basis of the data available at Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) or the Record Book of Shareholders, as appropriate.

**2.- Rules of precedence**

The personal attendance at the Meeting of a shareholder who has granted a proxy or cast a vote via remote means of communication, irrespective of the method used, shall render such proxy or vote null and void. In the event that the shareholder grants several proxies or casts several votes (whether electronically or by post), the action (proxy or vote) last taken prior to the holding of the General Meeting shall prevail. If there is no certainty as to when the shareholder granted any of the proxies or cast any of the votes, the exercise of the voting rights (regardless of the means used to cast such vote) shall prevail over the proxy. If the shareholder has cast several votes in different senses, either online or by post, the last vote cast prior to the holding of the Meeting shall prevail.

**3.- Electronic signature**

To ensure the authenticity and correct identification of the shareholder exercising his or her representation or voting rights, the shareholder must have an electronic national identity card or a recognised electronic user certificate, valid and in full force, issued by any of the following providers of certification services: CERES (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda) and CAMERFIRMA.

Remote voting and delegation shall also be permitted by means of any other method that the Chair of the Board of Directors deems appropriate to guarantee the identification of the shareholder and the authenticity of the exercise of his / her rights.

**4.- Other provisions**

- Both the casting of votes and the granting of proxies by remote means of communication before the holding of the General Meeting shall be rendered ineffective by the disposal of the shares conferring such rights.
- Shareholders shall be solely responsible for the safekeeping of their electronic signature.
- Shareholders who are legal entities and those who are not residents of Spain should consult the Shareholders' Helpdesk to examine the possibility of applying, on a case by case basis, the general procedures for voting and granting of proxies by remote communications channels. Similarly, in the event that the shareholder is a legal entity, the Company must be notified in a reliable manner of any modification or revocation of the powers held by the representative of such shareholder, and the Company declines any liability until such notification is made.

**5.- Suspension of electronic systems and interconnection failures**

The Company reserves the right to modify, suspend, cancel or restrict the electronic delegation and voting mechanisms when so required or imposed for technical or security reasons. Should any of these events occur, a timely announcement will be posted on the Company's corporate website.

**PERSONAL DATA PROTECTION**

The personal data of the shareholders and their representatives, as well as those data provided by the Registered Users or that are generated as a result of the use of the Forum will be processed by the Company (which acts as data controller) to manage the relationships with shareholders and the holding, control of the participation and publicising of the General Meeting, as well as for the operation of the Online Forum and the compliance with the applicable regulations. The rights of access, rectification, deletion, objection, restriction of processing and data portability must be exercised through an e-mail sent to [privacidad@atresmedia.com](mailto:privacidad@atresmedia.com) or by sending a letter addressed to the Data Protection Office of Atresmedia, located at Avda. Isla Graciosa 13, 28703 San Sebastián de los Reyes, Madrid. All the information can be consulted in the Privacy Policy page of the Company, which is available at the following link on our corporate website: <https://www.atresmediacorporacion.com/accionistas-inversores/junta-general-accionistas/>.



**OTHER INFORMATION OF A GENERAL NATURE**

- It is expected that the General Meeting will be held on first call.
- The Board of Directors has agreed to require the presence of a notary public to draw up the minutes of the Meeting.
- Attendance cards will be issued by those institutions where the shares are deposited. Notwithstanding the foregoing, shareholders who have not received them from their depositary or who wish to group together may request their attendance cards from the Company itself up to three days before the date of the meeting, or download them from the website.
- No Meeting attendance premium will be paid, irrespective of whether the Meeting is attended personally or by proxy, and no gifts will be distributed.
- The General Meeting will be streamed live on the corporate website.

San Sebastián de los Reyes, Madrid, 25 March 2022. The Secretary of the Board of Directors.