



*“English translation for information purposes only. In case of discrepancies between the Spanish original and the English translation, the Spanish version shall prevail”.*

## **BOARD OF DIRECTORS DIVERSITY AND DIRECTORS SELECTION POLICY**

The Board of Directors of PROMOTORA DE INFORMACIONES, S.A. (“**PRISA**” or the “**Company**”), has approved this public, specific and verifiable *Board of Directors Diversity and Directors Selection Policy*, with the aim of ensuring that the appointments or re-elections proposals of directors are based on a prior analysis of the needs and competences required by the Board of Directors and, at the same time, foster diversity of knowledge, experience, origin, age and gender in its composition.

### **1. Objectives:**

The selection or re-election process of directors is aimed at achieving an adequate balance and a diverse composition in the Board of Directors as a whole, which enriches decision-making and brings a pluralistic viewpoint to the debate on matters within its competence.

The principle of diversity in the composition of the Board of Directors must apply in its broadest sense, and towards this end, persons are to be sought who fulfil the conditions set out in section 3 below, and whose appointment would foster diversity of knowledge, experience, origin, age and gender on the Board of Directors. To this end, the Company will encourage to have a significant number of female senior managers.

Further, the objective is that by the end of 2022 and onwards, the number of female directors to represent at least 40% of the total members of the Board of Directors, and no less than 30% beforehand.

Diversity criteria will be set taking into account the nature and complexity of the businesses carried out by the group of companies whose parent company, in the sense established by law, is the Company (the “**Group**”), as well as the social and environmental context in which the Group operates. Other criteria may also be taken into consideration, depending on the needs of the Board of Directors.

The Appointment, Remuneration and Corporate Governance Committee (the “**ARCGC**”) shall verify compliance with this policy on an annual basis and shall report on it in the annual corporate governance report.

### **2. Re-election process of directors or selection of new candidates for director:**

**2.1** The Board of Directors, with the guidance and report of the ARCGC, shall carry out an analysis of the needs and competences required by the Board of Directors, that will serve as the basis for the re-election process of directors or the selection of new candidates to director.

The candidate selection process will avoid discrimination and must be governed, in pursuit of the company interest, by merit as the main criterion of selection, in a process focused on searching the most qualified candidates. However, whenever a vacancy occurs in the Board of Directors, and the selection process begins, at least one woman must take part as a candidate, without prejudice to the principles of merit and ability, until the aforementioned objective of 40% by the year 2022 has been attained.

- 2.2** In accordance with the provisions of the Board of Directors Regulations of PRISA, the ARCGC will be responsible for making the proposals, in the case of independent directors, and for informing the appointment and re-election proposals submitted to the Board, in the case of the remaining directors, for their appointment by co-optation or for their submission to the decision of the General Shareholders' Meeting.

Proposals for the appointment of directors must always be accompanied by a justifying report from the Board of Directors which, for these purposes, may be endorsed by the ARCGC.

All proposals and reports for the appointment of directors, both those issued by the Board and by the ARCGC, should assess the suitability of the proposed candidate's profile for the position of director, paying special attention to his/her competence, experience and merits, as well as his/her ability to dedicate him/herself to the duties corresponding to this position.

- 2.3** Any director may propose candidates to director provided they follow the procedures and requirements laid down in the Board of Directors Regulation and in its *Board of Directors Diversity and Directors Selection Policy*.
- 2.4** Further, the Company may engage external advisers for the selection and validation of candidates to director.

### **3. Conditions to be met by candidates for director:**

Candidates to Company director must meet the following requirements:

#### **3.1 Qualifications and professional and personal honourability**

Candidates must be prestigious and suitable persons of acknowledged professional standing, competence, experience, qualification, training, availability and commitment to their duties, with a personal and professional track record of respect for the laws and good business practices, and they must necessarily abide by the requirements of the law in order to be a member of a governing body.

In particular, candidates must be integral professionals whose conduct and professional career is aligned with the ethical principles and duties set out in the Company's internal rules and regulations and with the vision and values of the Prisa Group.

#### **3.2 Ability and compatibility**

- i. They must not be subject to proceedings of incompatibility, ineligibility or prohibition under the law.
- ii. They must not hold the position of director in a number of companies that is larger than that allowed by the Board of Directors Regulation.
- iii. They must not hold significant shareholders under the applicable laws, or provide professional services to companies that are competitors of the Company or of any Group company, or hold posts of employee, executive, or manager of the same, without the express authorisation of the Board of Directors.
- iv. They must not be in an insurmountable situation of structural or permanent conflict of interest with the Company or Group companies, in accordance with Article 36 of the Board of Directors Regulation.
- v. They must not be involved in circumstances that may mean that their post on the Board would endanger the interests of the Company.

This *Board of Directors Diversity and Directors Selection Policy* was initially approved by the Board of Directors on 18 December 2015 and was last amended on 16 November 2020 with the favourable report from the ARCGC.