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## **PROMOTORA DE INFORMACIONES, S.A.**

### **Notice of Extraordinary General Shareholder' Meeting**

By resolution of the Board of Directors of "Promotora de Informaciones, Sociedad Anónima" (the "Company"), in compliance with the provisions of the Company's Bylaws and the General Shareholders' Meeting Regulations, and in accordance with the current Capital Companies Act, the shareholders are called to the Extraordinary General Shareholders' Meeting to be held exclusively via remote means, at 1:00 pm on December 18, 2020, on first call, and if the necessary quorum is not achieved, at the same time on December 19, on second call.

**It is expected that the General Shareholders' Meeting will be held on first call, that is, on December 18, 2020, by the means and at the time indicated above.**

For purposes of articles 173 and 516 of the Capital Companies Act, it is hereby noted that this notice of call also will be published, inter alia, on the Company's website, the address of which is [www.prisa.com](http://www.prisa.com).

The Meeting will be held in accordance with the following,

#### **AGENDA**

1º.- Disposal of the business of Grupo Santillana Educación Global, S.L.U. in Spain, for the purposes of section 160.f) of the consolidated text of the Spanish Companies Act.

2º.- Approval of the directors' remuneration policy for financial years 2020 and 2021.

3º.- Amendment to articles 15 (Board of Directors and powers) and 24 (Drafting and verification of the financial statements) of the Bylaws.

4º.- Delegation of Powers.

5º.- Information to the General Shareholders' Meeting regarding the amendment of the Board of Directors Regulations.

#### **HOLDING OF THE MEETING EXCLUSIVELY BY REMOTE MEANS**

Due to the healthcare emergency resulting from the COVID-19 pandemic, and pursuant to the provisions of article 11 of the Corporate Bylaws, article 12 bis of the General Shareholders' Meeting Regulations, article 41 del Royal Decree-Law 8/2020 of March 17 on the Extraordinary Measures to Address the Economic and Social Impact of COVID-19, Royal Decree 926/2020 of October 25, declaring a state of alarm to contain the spread of infections caused by SARS-CoV-2, as this has been modified by Royal Decree 956/2020, and its subsequent amendments, the joint Communique of the Association of Registrars and the Spanish Securities Exchange

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Commission published on April 28, 2020, and given the public authorities' restrictions and recommendations concerning the free movement and gatherings of multiple persons, and with a view to safeguarding the security and health of our shareholders, employees, directors, suppliers and all of those who participate in the preparation and holding of the shareholders meeting, and in order to guarantee shareholders' exercise of their rights and equal treatment among them, **the General Shareholders' Meeting will be held exclusively by remote means**, without the presence of shareholders or their proxies, pursuant to the rules for participation set forth below in this notice of shareholders meeting. The Directors will also attend remotely.

The Chairman will only authorize attendance at the General Meeting of those employees and collaborators required to ensure the efficient organization of the meeting.

Shareholders are reminded that they have at their disposal numerous alternative channels and means for participating in the shareholders meeting and for exercising their rights as company shareholders. In that regard, shareholders may exercise their rights personally or by proxy by: a) granting proxy or voting via remote communications media, before the shareholders meeting is held (in the terms set forth in sections "Right of representation" and "Remote voting" of this notice); or b) by remote means during the meeting (in the terms set forth in section "Right of attendance by remote means" of this notice).

#### **RIGHT TO PRESENT PROPOSALS OF RESOLUTIONS**

As it is an Extraordinary Shareholders Meeting, in accordance with article 519.3 of the Capital Companies Act, shareholders representing at least three percent of the share capital may present supported proposals of resolutions regarding matters already included or that should be included on the Agenda of the Meeting that is hereby called. This right must be exercised by certifiable notice, which must be received at the Company's registered office (Gran Vía 32, Madrid 28013) within the five days following publication of this call. The identity of the shareholders exercising the right and the number of shares owned by them – representing at least three per cent of the share capital – will be stated in the mentioned notice, to which any other appropriate documentation shall be attached.

The foregoing is understood without prejudice to the right of any shareholder to make alternative proposals or proposals on points that are not included on the Agenda during the course of the General Shareholders' Meeting, in the terms contemplated in the Capital Companies Act.

#### **RIGHT OF ATTENDANCE BY REMOTE MEANS**

The General Shareholders' Meeting may be attended by all shareholders, no matter the number of shares they hold, whose ownership has been entered in the corresponding book-entry register five days in advance to the date on which the Meeting is held, in accordance with the provisions of article 11 of the Company's Bylaws, article 7 of the General Shareholders' Meeting Regulations and article 179 of the Capital Companies Act.

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**The meeting will be held exclusively by remote means (in the terms set forth in section “Holding of the meeting exclusively by remote means” of this notice) and therefore without the presence of shareholders or their proxies.**

Shareholders and shareholder proxies may attend the shareholders meeting remotely by following these procedures:

**i) Identification and prior registration of shareholders or their proxies, if any.**

Shareholders or shareholder proxies who wish to attend the shareholders meeting remotely may register to do so **from the date of the publication of this notice, but no later than 1:00 pm on December 17, 2020**, using the computer program provided for that purpose on the corporate webpage ([www.prisa.com](http://www.prisa.com)), confirming their identity through one of the following: (a) electronic National Identity Card (DNIe); (b) recognized or advanced electronic signature issued by the Spanish Public Certification Authority (CERES) of the Fábrica Nacional de Moneda y Timbre; (c) other means of identification authorized by the Board of Directors that guarantee that the shareholder will be duly identified. Shareholders should likewise fill out the form provided for that purpose, including information necessary to verify their shareholder status.

In addition to the foregoing, so that proxies may attend the shareholders meeting remotely, they must register in advance, as well as demonstrating to the Company that a shareholder has granted them proxy by any of the means referred to in the section “Right of Representation” of this notice.

The Company reserves the right to require shareholders or their proxies to provide any additional means of identification deemed necessary to confirm their shareholder status and to confirm their authenticity. The Company may also provide additional means of identification that guarantee that shareholders and proxies are duly identified.

**ii) Connection and attendance.**

Shareholders (or proxies) who have previously registered to attend the shareholders meeting remotely as indicated in section i) above, should connect to the remote attendance platform **on the day the meeting is to be held** (expected to be held on December 18, 2020) **between 9:00 am and 12:45 pm**, identifying themselves through any of the means listed in section i) above, and following the instructions provided. Attendees will not be allowed to connect outside of the indicated timeframe.

**iii) Participation.**

Pursuant to the provisions of the Capital Companies Act, persons attending the meeting remotely who plan to intervene, propose resolutions, or request information in accordance with that law, should send them to the Company in writing via the remote attendance platform **between 9:00 am and 13:00 pm on the day the shareholders meeting is held** (expected to be held on December 18, 2020). If the shareholder or his proxy wants the minutes of the meeting to literally reflect his intervention, he should state that expressly in the text of that intervention.

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Requests for information or clarifications from shareholders or their proxies attending the meeting remotely will be answered either verbally during the meeting or in writing within seven days after the meeting is held, pursuant to the provisions in that regard in the Capital Companies Act.

**iv) Voting.**

Duly registered shareholders or their proxies who attend the meeting remotely may cast their votes on the proposed resolutions contained on the agenda via the remote attendance platform, **from the moment the shareholder or proxy connects until the Chairman or Secretary of the meeting announces that the period for voting on the proposed resolutions on the agenda has concluded.**

Concerning the proposed resolutions dealing with matters that, by virtue of law, are not included on the agenda, remote attendees may cast their votes via the remote attendance platform from the moment that the Chairman or Secretary of the meeting read the proposals to be voted on until the period for voting on the proposed resolutions is declared concluded.

The shareholders may likewise exercise their rights to appoint a proxy and to vote by remote means prior to the shareholders meeting in the terms set forth in the sections entitled “Right of Representation” and “Remote Voting”.

**v) Priority Rule.**

Remote attendance at the meeting of a shareholder who granted proxy, however granted, shall render that previously-granted proxy null and void.

**vi) Other Matters.**

With all due guarantees, the Company may adapt these means, to enable shareholders who are non-Spanish residents, qualified investors, and similar persons to attend the shareholders meeting remotely.

In the case of jointly-held securities, the first owner to register shall be deemed the attendee and, thus, any subsequent registration shall be denied to the remaining co-owners. In that regard, and pursuant to article 126 of the Capital Companies Act, the co-owner who is first to register (in person or remotely) shall be deemed to be the person designated by the remaining co-owners to exercise their shareholder rights.

Shareholders (or their proxies) bear the exclusive responsibility for procuring the necessary means of identification required to access and use the remote attendance facility. In the case of legal entities, the entity in question should notify the Company of any change or revocation of the powers granted their representatives and, thus, the Company declines any responsibility until it receives that notification.

For all legal effects, remote attendance on the part of a shareholder shall be deemed equivalent to attending the shareholders meeting in person.

**RIGHT OF REPRESENTATION**

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Any shareholder may grant a proxy to another person, even if not a shareholder, to attend the General Shareholders' Meeting, by satisfying the requirements and formalities set forth in the Company's Bylaws, the General Shareholders' Meeting Regulations and by law.

The proxy must contain or attach the Agenda.

A proxy may be evidenced in any of the following documents, in all cases with a handwritten signature: (i) the attendance card issued by the custodians participating in Iberclear, (ii) a letter, or (iii) the standard form made available by the Company for these purposes to the shareholders, as indicated in the section "Information Right" of the present call. The document evidencing the proxy may be sent by post to the Company through the Shareholders' Relations Office, to the Company's registered office (Gran Vía 32, Madrid 28013) or to the address of such Office (calle de Miguel Yuste, 40, Madrid 28037).

Proxy holders should exercise their rights by attending the meeting remotely and implementing their proxy voting rights in the terms set forth in the section entitled "Right of Attendance by Remote Means" in this notice of meeting.

If a proxy is granted in favor of the Board of Directors, or if the proxy does not state the name of the person to which the proxy is granted, it will be understood to have been granted to the Chairman of the Board of Directors or, if applicable, to the person chairing the General Shareholders' Meeting, as set forth in article 12.2 of the Company's Bylaws.

Unless otherwise stated by the represented shareholder in the document granting the representation, the delegation of power also includes the proposals regarding the items not envisaged in the agenda.

If, in accordance with that stated above, the delegation of power includes the proposals regarding the items not envisaged in the agenda, the precise instructions from the represented shareholder shall be understood as the proxy voting in the sense that he/she deems to be most appropriate to the interest of the shareholder, unless other express instructions are stated by the represented shareholder in the document granting the representation.

If proxy is exercised by the directors of the Company, in the event of a public request for representation and if the grantor has not expressly indicated voting instructions, it shall be understood that (i) the proxy refers to all the points on the Agenda of the General Shareholders' Meeting, (ii) the vote is in favor of all the proposed resolutions made by the Boards of Directors and (iii) the proxy comprises any other items that may arise in the course of the General Shareholders' Meeting not included in its Agenda, being understood that the proxy holder shall vote in the sense it deems to be most appropriate to the interests of the shareholder.

Proxy also may be granted by remote electronic communication through the Company's website ([www.prisa.com](http://www.prisa.com)) from the date of publication of the announcement of the call, by filling out the standard electronic form available for these purposes on the Company's website. Such electronic document must include an electronic signature provided by the Spanish Public Certification Authority

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(CERES), of the Fábrica Nacional de Moneda y Timbre. Likewise, the electronic National Identity Card (Documento Nacional de Identidad electrónico, or "DNIe") may be used. A proxy granted by remote electronic means of communication must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Shareholders' Meeting on first call.

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that the Chairman as well as the other directors of the Company have conflicts of interest regarding point 2 of the Agenda.

The directors may also have a conflict of interest regarding the proposed resolutions, if any, which may be proposed regarding matters not included in the Agenda (when relating to the removal of a director or to the request of liability).

The possibility of delegating the vote to the Chairman of the Board is recalled.

### **REMOTE VOTING**

A shareholder may cast its vote remotely, by complying with the requirements and formalities set forth in article 11.2 of the Company's Bylaws, in articles 10 and following of the General Shareholders' Meeting Regulations and by law.

To cast a vote by mail, a shareholder must fill out and send to the Company, through the Shareholders' Relations Office, to its registered office (Gran Vía 32, Madrid 28013) or to the address of such Office (calle de Miguel Yuste, 40, Madrid 28037) the standard form provided by the Company for these purposes (made available to shareholders as indicated in the following section on the "Information Right" in this call), which will include the information necessary to evidence the condition of a shareholder. In the case of entities, the form must be accompanied by the relevant document evidencing the authority of the signatory.

The vote also may be cast by remote electronic means of communication, through the Company's website ([www.prisa.com](http://www.prisa.com)) from the date of publication of the announcement of the call, and filling out the standard electronic form made available for these purposes at the Company's website. The electronic document sent by the shareholder must include an electronic signature provided by the Spanish Public Certification Authority (CERES), of the Fábrica Nacional de Moneda y Timbre. Likewise, the electronic National Identity Card (Documento Nacional de Identidad electrónico, or "DNIe") may be used.

A remote vote, whether sent by post or by remote electronic means of communication, must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Shareholders' Meeting on first call. Otherwise, the vote will be deemed not to have been casted.

### **INFORMATION RIGHT**

**Documents available to shareholders:**

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From publication of this call and in compliance with applicable regulations, the shareholders are entitled to consult and obtain the following documents at the registered office of the Company (Gran Vía 32, Madrid 28013), or at the address of the Shareholders' Relations Office (calle de Miguel Yuste, 40, Madrid 28037), consult them on the Company's website ([www.prisa.com](http://www.prisa.com)) and request such documents to be delivered or sent to them without charge (through the Shareholders' Relation Office, from 8:00 a.m. to 16:30 p.m., on business days, telephone numbers 91-330.11.68 and 91-330.10.22, e-mail address [ia@prisa.com](mailto:ia@prisa.com)):

- This notice of shareholders meeting.
- The total number of shares and voting rights on the date of publication of this announcement.
- Full text of the proposed resolutions regarding all the Agenda items that the Board of Directors propose to the General Shareholders' Meeting. The proposed resolutions submitted by the shareholders in a timely manner, as the case may be, will also be included.
- Report issued by the Board of Directors for the purposes required under article 160.f) of the Capital Companies Act, concerning the proposal of disposal of the business of Grupo Santillana Educación Global, S.L.U. in Spain, (Item 1 on the agenda).
- Reasoned proposal of the Board of Directors and report issued by the Nominations, Compensation and Corporate Governance Commission, concerning the proposal for approval of an updated text of the directors' remuneration policy (Item 2 on the agenda).
- Report issued by the Board of Directors for the purposes required under article 286 of the Capital Companies Act, concerning the proposal of amendment to the company's bylaws (Item 3 on the agenda).
- Report issued by the Board of Directors for the purposes required under article 528 of the Capital Companies Act, regarding the amendment of the Board of Directors Regulations (Item 5 on the agenda).
- Forms and terms to exercise the information, representation and remote voting rights.

In view of the restrictions imposed by the COVID-19 health crisis, **shareholders who wish to receive a copy of any or all of the documents listed above, are kindly asked to send their request by email to [ia@prisa.com](mailto:ia@prisa.com)** since, while such limitations subsist, it may be impossible or inadvisable to handle shareholder requests in person or to have shareholders access the Company's corporate domicile or Shareholder Relations Office.

#### **Right to information prior to the General Shareholders' Meeting:**

In accordance with the provisions of articles 197 and 520 of the Capital Companies Act and article 6 of the Company's General Shareholders' Meeting Regulations, until the fifth day prior to the date contemplated for holding the Meeting on first call, the

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shareholders, in writing, may request information or clarifications from the directors regarding the matters on the Agenda or pose questions in writing regarding the information made available to the public that would have been provided by the Company to the National Securities Market Commission since the date on which the latest General Shareholders' Meeting was held (29 June 2020) and regarding the audit report.

Valid requests of information, clarifications or queries made in writing by shareholders and the relevant answers provided in writing by the directors will be included on the website of the Company, provided that shareholders have made such requests in accordance with the formal procedures described below in relation to the right of information.

Information requests shall comply with the rules established in article 6 of the Company's General Shareholders' Meeting Regulations. To request information, shareholders may use the standard form made available to the shareholders by the Company for these purposes, as indicated in the section "Information Right". The person making the request must prove his/her identity in case of a written request by means of a photocopy of his/her National Identity Card or Passport and, in case of entities, a document that sufficiently evidences his/her authority. In addition the person making the request must prove his/her condition of shareholder or provide sufficient details (number of shares, custodian, etc.) to allow his/her verification by the Company.

The information right may also be exercised by remote electronic communication through the Company's website ([www.prisa.com](http://www.prisa.com)) from the date of publication of the announcement of the call, by filling out the standard electronic form available for these purposes on the Company's website. Such electronic document must include an electronic signature provided by the Spanish Public Certification Authority (CERES), of the Fábrica Nacional de Moneda y Timbre. Likewise, the electronic National Identity Card (Documento Nacional de Identidad electrónico, or "DNIe").

#### **Right to information in the course of the General Shareholders' Meeting:**

Likewise, in the course of the General Shareholders' Meeting, shareholders may request from the administrators such information and clarifications they may deem appropriate regarding the matters on the Agenda, as well as on the information made available to the public that would have been provided by the Company to the National Securities Market Commission since the date on which the latest General Shareholders' Meeting was held (29 June 2020) and regarding the audit report. For additional information concerning the exercise of information rights during this extraordinary shareholders meeting see item iii) under the section on "Right of Attendance by Remote Means" in this notice of meeting.

#### **SHAREHOLDERS' ELECTRONIC FORUM**

In order to comply with article 539.2) of the Capital Companies Act, from publication of this call, a Shareholders Electronic Forum will be available on the Company's website ([www.prisa.com](http://www.prisa.com)). Both individual shareholders and such voluntary associations as may be established will be entitled to access it, in order to



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facilitate their communication prior to the holding of the General Shareholders' Meeting. The rules of the Forum, and the form to be completed to participate therein, are available on the Company's website.

The Forum is not a channel for communications between the Company and its shareholders, and is available solely for the purpose of facilitating communication among the Company's shareholders on the occasion of the Extraordinary General Shareholders' Meeting.

### **BROADCAST OF THE SHAREHOLDERS MEETING**

The Shareholders Meeting will be broadcast in real time on Internet via the webpage [www.prisa.com](http://www.prisa.com).

### **OTHER PROVISIONS ON THE ELECTRONIC MEANS TO EXERCISE THE INFORMATION, VOTING, REPRESENTATION AND ATTENDANCE RIGHTS**

The Company reserves the right to amend, interrupt, cancel or restrict the electronic means that are at the disposal of the shareholders to exercise the information, voting, representation and attendance rights in the General Shareholders' Meeting when imposed or required by technical or security reasons. Should any of these events occur, it will be announced on the Company's website.

The Company will not be liable for any prejudice that the shareholder may suffer from any breakdown, overload, line failures, connection failures or any other similar or equal circumstances beyond the Company's control, which prevent the use of the electronic means to exercise the information, voting and representation rights. Therefore, these events will not constitute a deprivation of the shareholders' rights.

### **DATA PROTECTION**

Personal information provided by the shareholders to the Company in order to exercise their rights to attend, grant proxies or vote at the General Shareholders' Meeting, and to participate in the Shareholders Electronic Forum, or the personal data (identifying particulars or shareholding information) provided by banking institutions and Securities Companies and Agencies with which the shareholders have arranged for deposit or custody of their shares, or through the entity responsible for maintaining the book-entry records (Iberclear), will be included in a database controlled by the Company, the purposes of which are: i) Managing the General Shareholders' Meetings of the Company as well as managing and supervising the functioning of the Shareholders Electronic Forum, all in accordance with the terms set out in this call and in the Capital Companies Act (Ley de Sociedades de Capital), ii) Carrying statistical studies of the Company's shareholding, which is justified by the legitimate legal interest.

The data will be processed for these purposes during the time periods stipulated by the laws that apply from time to time.

The shareholders may exercise their rights of access, correction, erasure, objection, limitation and portability by means of a written notice addressed to the Company's Shareholders' Relations Office and sent to the registered office (Gran Vía 32, Madrid 28013) or to the address of such Office (calle de Miguel Yuste, 40, Madrid 28037).

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Furthermore, shareholders who consider that their data protection rights have been infringed may file a claim with the Spanish data protection authority, the Agencia Española de Protección de Datos ([www.aepd.es](http://www.aepd.es)), or with the Company's Data Protection Delegate ([dpo@prisa.com](mailto:dpo@prisa.com)).

The Meeting will be recorded and may be broadcast live via the website of the Company, pursuant to the Regulations of the General Shareholders' Meeting.

Data that are necessary for the purposes of the minutes of the General Shareholders' Meeting, including recordings, will be provided to the notary.

#### **PRESENCE OF A NOTARY**

The Company's Board of Directors has resolved to require the presence of a notary at the Meeting, in accordance with the provisions of article 203 of the Capital Companies Act and article 15 of the General Shareholders' Meeting Regulations, to prepare the minutes of the Meeting.

Madrid, November 17, 2020.

Mr. Xavier Pujol Tobeña

General Secretary and Secretary of the Board of Directors