



**ORDINARY SHAREHOLDERS MEETING PROMOTORA DE INFORMACIONES, S.A.**

**June 28, 2022**

**GRANTING A PROXY**

Form for granting a proxy for Ordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. (PRISA or the Company) to be held at the headquarters of Diario El País, calle de Miguel Yuste, 40 (Madrid 28037), at 12:00 pm on June 28, 2022, on first call, and if the necessary quorum is not achieved, at the same time on June 29, 2022, on second call. Likewise, this event may also be attended remotely upon the terms to be set forth in the announcement of the call. **It is expected that the General Shareholders' Meeting will be held on first call, that is, on June 28, 2022, by the means and at the time indicated above.**

**Shareholders wishing to grant proxies**

The shareholder grants a proxy for this Meeting to:  
(Check only one of the following boxes and appoint the proxy).

- 1. The Chairman of the General Shareholders Meeting.
- 2. Mr./Ms. \_\_\_\_\_, with N.I.F. \_\_\_\_\_.

If a proxy is extended in favour 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.

**Voting instructions for resolutions proposed by the Board of Directors**

(Check the corresponding box with an X)

Item of the Agenda	1º	2º	3º	4º	5.1	5.2	6.1	6.2	6.3	6.4	7º	8º	9º	10º	11º	12º
In favor																
Against																
Abstention																
Blank																

In the event of a public request for representation, if the proxy is exercised by a director of the Company and if the proxy grantor has not completed any of the aforementioned boxes, it shall be understood that (i) the proxy refers to all the items on the Agenda of the General Shareholders Meeting and (ii) the specific instruction vote is in favour of all the resolutions proposed by the Board of Directors.

**Proposals regarding points not contemplated on the Agenda in the call**

Unless otherwise indicated by checking the following NO box (in which case it shall be understood that the proxy granted by the shareholder does not extend to the off-agenda items – as a consequence, the proxy shall not be allowed to vote on those items), the proxy also extends to proposals regarding off-agenda items.

NO

If, according to the previous paragraph, the proxy includes the off-agenda items, the specific instruction of the shareholder to the proxy is to vote in the sense it deems to be most appropriate to the interest of the shareholder, except if other instructions are set forth in the following box:

Shareholder Mr./Ms. \_\_\_\_\_ N.I.F. \_\_\_\_\_

Number of shares \_\_\_\_\_

Signature of shareholder granting proxy:

In \_\_\_\_\_, on \_\_\_\_\_

### **Conflict of interest**

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that: (i) director Mr Francisco Cuadrado Pérez has conflict of interest regarding item 5.1 of the Agenda, (ii) director Ms Teresa Quirós Álvarez has conflict of interest regarding item 5.2 of the Agenda, (iii) director Mr Carlos Nuñez Murias has conflict of interest regarding item 6.1 of the Agenda, (iv) director Mr Francisco Cuadrado Pérez has conflict of interest regarding item 6.2 of the Agenda, and (iii) all the directors of the Company have conflicts of interest regarding points 6.3 and 6.4 of the Agenda.

In the event that off-agenda items are presented to the General Shareholders Meeting in the limits set forth by the Law, such items referring to article 526, b. (dismissal, separation or termination) or c. (exercise of the social action on liability) of the Capital Companies Act, the director(s) affected by proposals on those items shall be considered as having a conflict of interest for their vote.

In the cases referred to in the preceding paragraphs, if the the represented shareholder has not given precise voting instructions, the Director who is affected will be replaced as representative by the Secretary of the Board of Directors, unless otherwise indicated by checking the following NO (in which case it shall be understood that the the shareholder instructs the representative director to abstain).

NO

## AGENDA

1º. Approval of the annual accounts (balance sheet, profit and loss account, statement of recognized income and expense, statement of changes in equity, of cash flow statement and notes to the financial statements) and management reports for both the company and its consolidated group for the 2021 financial year,

2º. Approval of the proposed distribution of profits for the 2021 financial year.

3º.- Approval of the consolidated non-financial information for the year 2021.

4º.- Approval of the Board of Directors' management of the company in the 2021 financial year.

5º.- Ratification and re-election of directors:

5.1. Ratification of the appointment by co-option and re-election of Mr. Francisco Cuadrado Pérez as director, with the category of executive director.

5.2. Ratification of the appointment by co-option and re-election of Ms. Teresa Quirós Álvarez as director, with the category of independent director.

6º.- Remuneration of the Board of directors:

6.1. Approval of a Medium-Term Incentive Plan for the period falling between 2022 and 2025, consisting of the award of Company shares linked to the performance of certain objectives, targeted at the Executive Chairman of PRISA Media (who is executive director of PRISA). To entrust the Board of Directors, including an express power of delegation, with the implementation, development, formalization and enforcement of the aforesaid compensation scheme.

6.2. Approval of a Medium-Term Incentive Plan for the period falling between 2022 and 2025, consisting of the award of Company shares linked to the performance of certain objectives, targeted at the Executive Chairman of Santillana (who is executive director of PRISA). To entrust the Board of Directors, including an express power of delegation, with the implementation, development, formalization and enforcement of the aforesaid compensation scheme.

6.3. Approval of the directors' remuneration policy for financial years 2022, 2023 and 2024 and revocation of the 2021-2023 remuneration policy.

6.4. Non-binding voting on the Annual Report on Remuneration of the Directors.

7º.- Review and, as the case may be, approval of the audited balance sheet as at 30 April 2022.

8º.- Share capital increase by way of a compensation of credits for an amount of EUR 3,200,000, through the issuance and floating of 32,000,000 ordinary shares with a par value EUR 0.10 each, foreseeing the possibility of incomplete subscription. Delegation of powers to the Board of Directors, in accordance with the provisions of article 297.1.a) of the Capital Companies Act, with authority to sub-delegate, to implement this resolution and to set those terms and conditions not provided for by the General Meeting, as well as to amend article 5 of the Company's Bylaws and request for the listing of the new shares.

9º. Delegation of authority to the Board of Directors, with express powers of substitution, to issue fixed income securities, convertible into shares of new issuance and/or exchangeable for shares that have already been issued of Promotora de Informaciones, S.A. (Prisa) or other companies, warrants (options to subscribe new shares or to acquire shares of Prisa or other companies), bonds and preferred shares. In the case of convertible and/or exchangeable securities or warrants, setting the criteria to determine the basis of and the methods of conversion, exchange or exercise; delegation of powers to the Board of Directors to increase capital by the amount required for the conversion of securities or for the exercise of warrants, as well as for the exclusion of pre-emption rights of shareholders and holders of convertible debentures or warrants on newly-issued shares up to a limit of 20% of the share capital. Revocation, in the unused part, of the resolution delegating authority for issuance of convertible and/or exchangeable bonds adopted by the General Meeting of shareholders of 25 April 2018, under point nine of the agenda therefore.

10<sup>o</sup>.- Authorisation for direct or indirect derivative acquisition of treasury shares, within the legal limits and requirements. Revocation of unused part of the authorisation granted in this sense at the Ordinary General Meeting of 25 April 2018 under point ten of the agenda.

11<sup>o</sup>.- Delegation of Powers

12<sup>o</sup>.- Information to the General Shareholders' Meeting regarding the amendment of the Board of Directors Regulations.



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## ORDINARY SHAREHOLDERS MEETING PROMOTORA DE INFORMACIONES, S.A.

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### CONDITIONS FOR GRANTING PROXIES

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#### SHAREHOLDERS WISHING TO GRANT VOTING PROXIES

A shareholder may grant a proxy to another person. Grant of proxy shall be valid for a specific meeting. Grant of proxy shall be indicated on any of the following documents that in any case shall bear the grantor's signature: i) the attendance card issued by any of the entities participating in Iberclear, ii) a letter or iii) this standard form. In the case of legal persons, the proxy must be accompanied by the corresponding document sufficiently showing the representative capacity in which the signatory acts.

The proxy form shall contain or have annexed thereto the Agenda for the meeting.

When the representative is the spouse, ascendant or descendent of the represented shareholder, or when the representative has a general power of attorney granted in a public document with authority to manage all property the represented shareholder has in the country, it will not be necessary for the proxy to be granted specifically for a given Meeting, or for the proxy to be evidenced by a handwritten signature on one of the documents above mentioned. However, the proxy must accompany the attendance card, issued in favor of the shareholder represented, by any of the entities participating in Iberclear.

A proxy granted to one who by law cannot act as such will not be valid or effective.

If a proxy is extended in favour 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 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 the proxy is exercised by a director of the Company, in the event of a public request for representation, and if the proxy grantor has not expressly indicated voting instructions, it shall be understood that (i) the proxy refers all the points on the Agenda of the General Shareholders Meeting, (ii) the vote is in favour of all the proposed resolutions made by the Boards of Directors and (iii) the proxy shall be deemed extended to any off-agenda items that may arise in the course of the General Shareholders Meeting, (except if the proxy grantor has expressly indicated the opposite) and the representative shall vote in the sense it deems to be most appropriate to the interests of the shareholder.

The proxy may be communicated to the Company by way of:

- i) Remote electronic means of communication, through the Company's website ([www.prisa.com](http://www.prisa.com)). In this case it must include an electronic signature of the shareholder recognised, provided by CERES (Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda). The electronic National Identity Document (Documento Nacional de Identidad electrónico, or "DNIe") issued by the General Police Directorate of the Spanish Ministry of the Interior may also be used.
- ii) Physical delivery or mail (in this case there must be a handwritten signature of the shareholder): The document reflecting the proxy may be sent by mail addressed to Shareholder Relations Office of PRISA to the registered office of the Company (Gran Vía 32, 28013 Madrid) or to the address of the Office (calle de Miguel Yuste, 40, Madrid 28037).

If the proxy is granted using remote electronic means of communication, the proxy form, duly completed, must be in the possession of the Company, in its registered office, at least 24 hours before the time contemplated for holding the General Shareholders Meeting on first call. Otherwise, the proxy will be deemed not to have been granted.

All of the foregoing in accordance with the provisions of the Bylaws and General Meeting Regulations of Promotora de Informaciones, S.A. Also, the rules included in the notice of call of the General Shareholders Meeting and on the Company's website ([www.prisa.com](http://www.prisa.com)) must be followed.

Proxies are always revocable, and considered to be revoked by casting a remote vote or personal attendance at the Meeting (physical or telematic) by the represented shareholder.