

# **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 at the headquarters of *Diario El País*, calle de Miguel Yuste, 40 (Madrid 28037), at 12:00 pm on September 7, 2022, on first call, and if the necessary quorum is not achieved, at the same time on September 8, 2022, on second call. Likewise, this event may also be attended remotely upon the terms set forth in this announcement.

# It is expected that the General Shareholders' Meeting will be held on first call, that is, on September 7, 2022, by the means and at the time indicated above.

The Meeting will be held in accordance with the following,

# AGENDA

- 1º.- Fixing the number of Directors. Appointment of director:
  - 1.1. Fixing the number of Directors.
  - 1.2. Appointment of Mr. Andrés Varela Entrecanales as director, with the category of proprietary director.
- 2º.- Delegation of Powers

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

As it is an extraordinary shareholders meeting, in accordance with article 519 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 five calendar 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.

## **RIGHT OF ATTENDANCE**

The General Shareholders' Meeting may be attended (either physically or telematically) by all shareholders, no matter the number of shares they hold, whose ownership has been entered in the corresponding book-entry register five calendar 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.

Prior to the shareholders meeting, shareholders may likewise exercise their rights to grant proxy and to vote remotely in the terms provided in the sections of this notice below titled "Right of Representation" and "Remote Voting Prior to the Shareholders Meeting."

# i) In-person Attendance at the Shareholders Meeting

At the entrance to the place where the shareholders meeting will be held and in order to verify the identity of shareholders or their validly-appointed proxies, commencing an hour prior to the time the meeting is scheduled to be held, shareholders and proxies who wish to attend the meeting in person should present attendance cards issued by one of the depositary members of the management company of the Securities Registration, Clearing and Settlement System (Iberclear) to the company's security personnel, together with their National Identity Card, passport or other official document for identification purposes.

Likewise, if the shareholder is a legal entity, the natural person who represents it must prove the sufficiency of his/her representative powers.

# ii) Remote Attendance at the Shareholders Meeting

Pursuant to the provisions of article 11 of the Bylaws and article 12 bis of the Shareholders Meeting Regulation, the Board of Directors has resolved that shareholders and their proxies may likewise attend this shareholders meeting remotely, in the following terms:

## a) 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, in advance, **from the date of the publication of this notice, but no later than 12:00 pm on September 6, 2022**, using the computer program provided for that purpose on the corporate webpage (<u>www.prisa.com</u>), 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. Prior registration of attendees outside of the term shown above will not be allowed.

So that proxies may attend the shareholders meeting remotely, in addition to the foregoing, they must demonstrate 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.

# b) Connection and attendance.

Shareholders, or proxies, who have previously registered to attend the shareholders meeting remotely as indicated in section a) above, should register and connect to the remote attendance platform **on the day the meeting is to be held** (expected to be held on September 7, 2022) **between 9:00 a.m. and 11:45 p.m.**, identifying themselves through any of the means listed in section a) above, and following the instructions provided. Only those attendees who have connected remotely within the timeframe shown above will be allowed to intervene and/or vote at the shareholders meeting.

# c) Participation.

Pursuant to the provisions of the Capital Companies Act, those attending remotely who at the shareholders meeting intend to intervene or present legally-permitted proposed resolutions or requests for information concerning matters set forth in item iii) of the section on "Information Right" in this notice, should send them to the Company in writing via the remote attendance platform **between 9:00 a.m. and 12:00 p.m. on the day the shareholders meeting is held** (expected to be held on September 7, 2022).

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.

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.

# d) Voting.

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 and the remote attendance platform is opened, until the moment in which they declare that the term for voting on the proposed resolutions is closed

## e) 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.

Shareholders (or their proxies) bear the exclusive responsibility for procuring the necessary means of identification required to access and use the remote attendance facility.

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

The Company reserves the right to take pertinent measures concerning the mechanisms for remote shareholder meeting attendance when technical or security reasons prevail or so require. The Company shall not be liable for any detriment to shareholders or proxies arising from breakdowns, overloads, drop outs, lost connectivity or any other similar event beyond the Company's control that may occasionally prevent remote shareholder meeting attendance or occasionally render the web page unavailable, without prejudice to adopting the measures that each situation may require, such as possibly temporarily suspending or extending the extraordinary shareholders meeting if necessary to ensure shareholders' and proxies' full exercise of their rights.

# *iii) Priority Rule and other questions.*

The in-person or remote attendance at the meeting of any shareholder who previously granted proxy or voted remotely prior to the meeting, regardless of the method employed, shall render that prior grant of proxy or voting null and void.

Likewise, in-person attendance shall render remote attendance void.

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 coowners. 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.

In the case of legal entities, the entity in question should notify the Company of any change or revocation of the powers granted to their representatives and, thus, the Company declines any responsibility until it receives that notification.

#### **RIGHT OF REPRESENTATION**

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.

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 handed at the entrance of the place where the shareholders meeting will be held to members of the company's security personnel, on the day the meeting is to be held

and before it commences, as indicated in item i) of the section in this notice titled "Right of Attendance."

The proxy must contain or attach the Agenda.

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 8.3 of the Shareholders' Meeting Regulations.

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.

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that the directors may 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.

Proxies are always revocable, and proxies granted by shareholders who vote remotely prior to the shareholders meeting or who attend the meeting in person or remotely will be deemed revoked.

Shareholders may also grant proxy remotely by complying with the requisites and formalities set forth in articles 8 ff. of the Shareholders Meeting Regulation and the Capital Companies Act, using either of the following procedures:

a) The document granting proxy may be sent via mail to the company to the attention of the Shareholders Relations Office at our registered offices (Gran ía 32, 28013 Madrid) or to the Office's address (calle de Miguel Yuste, 40, Madrid 28037). 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 on the website for these purposes to the shareholders. In the case of legal entities, the form must be accompanied by the relevant document evidencing the authority of the signatory.

The proxy must contain or attach the Agenda.

b) Proxy also may be granted by remote electronic communication through the Company's website (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") 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. Otherwise, the proxy will be deemed not granted. After the indicated period, only proxies granted in writing that are handed to the company's security personnel in the place and on the day of the General Meeting and before it commences, will be valid.

# **REMOTE VOTING PRIOR TO THE SHAREHOLDERS MEETING**

A shareholder may cast its vote remotely, prior to the shareholders meeting, by complying with the requirements and formalities set forth in articles 10 and following of the General Shareholders' Meeting Regulations and by Capital Companies Act, using either of these procedures:

- a) 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 on the website, attaching the attendance card issued by one of the depositary entities of the management company of the Securities Registration, Clearing and Settlement System (Iberclear), verifying their status as shareholder, together with a copy of their National Identity Card, passport or other official document for identification purposes. The shareholder's signature must be notarized, be recognized by an Iberclear depositary entity, or verfied by other means that the Board of Directors deems sufficient. In the case of legal entities, the form must be accompanied by the relevant document evidencing the authority of the signatory.
- b) The vote also may be cast by remote electronic means of communication, through the Company's website (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, prior to the shareholders meeting, 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**

# i) Documents available to shareholders:

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 (<u>www.prisa.com</u>) 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 <u>ia@prisa.com</u>):

- 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 as they are received.
- Reports issued by the Board of Directors and by the Nominations, Compensation and Corporate Governance Commission, for the purposes required under articles 518.e) and 529 decies of the Capital Companies Act, concerning the proposal of appointment of a director, which include his identity, curriculum and category.
- Forms and terms to exercise the information, representation and remote voting rights.

# ii) 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 calendar day prior to the date contemplated for holding the Meeting on first call, the 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 (28 June 2022) 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.

To request information, shareholders may use the standard form made available to the shareholders by the Company for these purposes on the website, and forward it to the Shareholders Relations Office at our registered offices (Gran Vía 32, 28013 Madrid) or to the Office's address (calle de Miguel Yuste, 40, Madrid 28037). 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 legal 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 and custodian) to allow his/her verification by the Company.

The information right may also be exercised by remote electronic communication through the Company's website (<u>www.prisa.com</u>) 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").

# iii) 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 (28 June 2022) and regarding the audit report. For additional information concerning the exercise of information rights during this shareholders meeting in cases of telematic assistance, see item ii) c) under the section on "Right of Attendance" 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 (<u>www.prisa.com</u>). Both individual shareholders and such voluntary associations as may be established will be entitled to access it, in order to 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 Shareholders' Meeting.

## **BROADCAST OF THE SHAREHOLDERS MEETING**

The Shareholders Meeting will be broadcast in real time on Internet via the webpage <u>www.prisa.com</u>, and may be accessed by both shareholders and non-shareholders.

## OTHER PROVISIONS ON THE ELECTRONIC MEANS TO EXERCISE THE INFORMATION, VOTING AND REPRESENTATION 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 and representation 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

Promotora de Informaciones, Incorporated, with Tax ID number A-28297059 and having its registered offices at calle Gran Vía 32, Madrid 28013 is responsible for processing the 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 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), including personal data generated within the framework of shareholders' attendance at the shareholders meeting.

The Company will process personal data for the following purposes and legitimate interests:

- 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;
- iii) Recording and retransmitting the extraordinary shareholders meeting. The rationale for processing personal data is the Company's legitimate interests, based on compliance with recommendations in the Code of Good

Governance for Listed Companies issued by the National Securities Market Commission.

Data will be processed for this purpose during shareholders' relationship with the company and, thereafter, during the terms set forth in current applicable legislation.

Personal data will be provided the Notary in order to record the minutes of the shareholders meeting, and will be processed by technology or systems services providers engaged to manage and conduct the meeting. In no case will data be subject to international transfer or automated decisions.

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). 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), or with the Company's Data Protection Delegate (dpo@prisa.com).

In the event attendance or proxy cards contain personal data of individuals other than the cardholder, and in the event that a third party attends the meeting in representation of a shareholder, the shareholder should inform that person of the terms concerning personal data processing contained in this notice and comply with any other requisites concerning the valid transfer of personal data to the Company, without having to take any additional measures in that regard with respect to third parties.

Finally, to ensure that information provided the Company is up-to-date, complete and is free from errors or inaccuracies, shareholders should notify the Company as soon as possible of any changes or corrections to their personal data at the following email address: dpo@prisa.com.

## **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.

## **GENERAL INFORMATION**

For reasons of health and hygiene, it was decided not to deliver any gift to shareholders who attend the meeting.

Madrid, July 29, 2022. Mr. Pablo Jiménez de Parga Maseda Secretary of the Board of Directors