



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

## **2024 RELATED-PARTY TRANSACTIONS REPORT ISSUED BY THE AUDIT, RISKS AND COMPLIANCE COMMITTEE**

### **1. Introduction:**

Pursuant to Recommendation 6 of the Code of Good Practices for Listed Companies, the Audit, Risks and Compliance Committee of PROMOTORA DE INFORMACIONES, S.A. (PRISA or the Company) has prepared this related-party transactions report for 2024, which will be posted on the PRISA website ([www.prisa.com](http://www.prisa.com)) when the next ordinary general shareholders' meeting to be held in 2025 is called.

### **2. Rules applicable to related-party transactions**

Article 41 of PRISA's Board of Directors Regulation (which was adapted to the Corporate Enterprises Law) provides the following:

*"Article 41.- Related-party transactions:*

*1. Related transactions shall require the authorization of the Board of Directors, without the possibility of delegation —such transactions being understood to be the execution by the Company or its subsidiaries of any transaction with the directors or with shareholders holding 10% or more of the voting rights, or represented on the Board of Directors, or with any other persons who must be considered related parties under the law—. As an exception to the above, the following shall not be considered related transactions:*

- a) Transactions between the Company and its directly or indirectly wholly owned subsidiaries, without prejudice to article 42 below of these Regulations.*
- b) Approval by the Board of Directors of the terms and conditions of the contract to be concluded between the Company and any director who is to perform executive functions, including the chief executives or senior directors, as well as the determination by the Board of the amounts or specific remuneration to be paid under these contracts, without prejudice of the duty to abstain of the director affected provided for by article 33.2 of these Regulations.*
- c) Transactions carried out by the Company with its subsidiaries or investees, provided that no other party related to the Company has interests in these subsidiaries or investees.*

*2. Notwithstanding the provisions of the previous paragraph, the competence for approving related transactions whose amount or value is 10% or more of the total asset items according to the latest annual balance sheet approved by the Company corresponds to the General Meeting. When the General Meeting is called to make a decision about a related transaction, the shareholder affected is deprived of the right to vote, except for cases in which the proposed resolution has been approved by the Board of Directors without a vote against by the majority of the independent directors.*

3. The approval by the General Meeting or by the Board of Directors of a related transaction must be subject to a prior report from the Audit, Risks and Compliance Committee. In its report, the Audit, Risks and Compliance Committee must assess whether the transaction is fair and reasonable from the point of view of the Company and, as appropriate, of the different shareholders of the related party; and explain the budget on which the assessment is based, as well as the methods used. None of the directors affected may participate in the drafting of the report.

4. Notwithstanding the provisions in sections 1 and 3 above, the Board of Directors may delegate the approval of the following related transactions:

- a) Transactions between the Group's companies that are conducted within the scope of ordinary management and under market conditions; and
- b) Transactions that are concluded by virtue of contracts whose standard terms are applied en masse to a significant number of customers, are conducted at prices or rates generally established by the party acting as supplier of the product or service involved; and conducted at prices or rates generally established by the party acting as supplier of the product or service involved; and if the amount of the transaction does not exceed 0.5% of the Company's net turnover.

The approval of related transactions referred to by this section will not require a prior report from the Audit, Risks and Compliance Committee. Nevertheless, the Board of Directors must establish an internal procedure of periodic information and control with respect to them, in which the Audit, Risks and Compliance Committee must be involved. The procedure must verify the equity and transparency of these transactions and, where appropriate, compliance with the legal criteria applicable to related transactions referred to by this section.

5. For the Company to be able to identify potential related transactions in advance, the directors shall keep the Board informed about direct or indirect interests or significant influences in companies or entities that maintain commercial or business relationships with the Company.

6. The directors who are affected by the associated transactions or who represent or are associated with the affected shareholders, in addition to not casting or delegating their vote, shall not attend the meeting while the Board or the relevant Committee deliberate and vote on them.

7. The Company must announce publicly, not later than the time they are executed, the related transactions carried out by the Company or the companies in its group and that amount to at least:

- a) 5% of the total asset items; or
- b) 2.5% of the annual amount of revenues.

The announcement must be included in an easily accessible section of the Company's website and must be notified to the Comisión Nacional del Mercado de Valores (National Stock Market Commission) for publication.

The announcement must be accompanied by a report from the Audit, Risks and Compliance Committee referred to in section 3 above; and must include at least the following information:

- a) *Information on the nature of the transaction and the links with the related party*
- b) *The identity of the related party*
- c) *The date and value or amount of the consideration of the transaction*
- d) *Any other information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and of the shareholders who are not related parties*

8. *The Board of Directors must also reflect in its annual public report a summary of transactions carried out by the company with its directors or major shareholders. The information must stipulate the overall volume of the transactions and the nature of the most important ones.*

9. *The related transactions executed with the same counterparty in the last twelve months must be aggregated to determine the total value for the purposes of this article. Any references to the total of the asset items or the annual turnover shall be understood to be made to the figures included in the latest consolidated annual accounts or, where not available, the latest individual annual accounts of the Company approved by its General Meeting."*

Pursuant to the provisions of the Law and in section 4 of the aforementioned Board of Directors Regulation, the Board has delegated to its Delegated Committee the power to approve permissible related-party transactions (that is, intragroup transactions within the scope of ordinary business, under market conditions, and transactions concluded by virtue of contracts whose standard terms are applied en masse to a significant number of customers, at prices or rates generally established by the party acting as supplier of the product or service in question, and providing that the amount of the transaction does not exceed 0.5% of the Company's net turnover).

The Board of Directors or the Delegated Committee, each within the scope of their respective powers, may likewise authorize the conditions for a generic or recurring series of related-party transactions within the normal course of business between PRISA or Grupo PRISA companies and certain related-parties having comparable objectives.

PRISA also has an "*Internal Procedure for Related-party and Intragroup Transactions*", which was approved by the Board of Directors, so that PRISA's Board of Directors, with the support of the Audit, Risks and Compliance Committee, can ensure that related-party transactions are conducted in the Company's best interests, under market conditions, respecting the principle of equal treatment of shareholders, and following a transparent procedure that guarantees compliance with the applicable regulatory provisions.

### **3. Related-party transactions in 2024**

During 2024 the Audit, Risks and Compliance Committee assessed certain related-party transactions, promptly informing the Board of Directors of its conclusions.

#### **3.1. Transactions with PRISA's significant shareholders:**

##### **i. Commercial transactions between companies of the PRISA Group and the Vivendi Group**

Vivendi, S.E. is a significant shareholder of PRISA (holding 11,87% of its share capital) and is represented by the proprietary director Ms Carmen Fernández de Alarcón in PRISA's Board of Directors.

In accordance with the law in force and PRISA's Board of Directors Regulations, transactions between companies of the PRISA Group and the Vivendi Group are considered related-party transactions, which have required approval by PRISA's Board of Directors, following a report from its Audit, Risk and Compliance Committee.

The vast majority of the service provisions between PRISA Group companies and Vivendi Group companies (in advertising, marketing and communication) originate from contractual relationships predating Vivendi's significant shareholding in PRISA or its representation on PRISA's Board of Directors.

In 2024 and upon receiving the Audit, Risks and Compliance Committee's favorable report, PRISA's Board of Directors authorized some transactions between companies of the PRISA Group and the Vivendi Group, in advertising, marketing and communication.

The proprietary director Ms. Carmen Fernández de Alarcón, who represents the shareholder Vivendi, S.E., has not participated in the deliberations and voting on the transactions related to the companies of the Vivendi Group (neither in the Audit, Risk and Compliance Committee nor in the Board of Directors).

## **ii. Other transactions with significant shareholders of PRISA**

Regardless of the above-mentioned transactions with Vivendi, S.E, PRISA and its Group companies did not perform any transactions with PRISA's significant shareholders which, according to prevailing legislation or the provisions of the Board of Directors Regulation, require prior authorization or report from the Board of Directors or the Audit, Risks and Compliance Committee during 2024.

Notwithstanding the aforesaid, there are other commercial transactions with certain significant shareholders of PRISA (originating from business relationships prior to the year 2024 or that are not considered related-party transactions under current legislation) for which authorization has not been required.

### **3.2. Transactions with PRISA directors and members of senior management:**

#### **i. Transactions with THE POOL GUEST:**

THE POOL GUEST, S.L. ("THE POOL GUEST") is a company owned by THE POOL TALENT MANAGEMENT S.L. ("THE POOL TM") which, in turn, is owned by the director of PRISA Mr. Andrés Varela Entrecanales. In addition, Mr. Varela is a director and Chairman of these companies (which will be jointly referred to as "THE POOL").

THE POOL is a boutique agency that provides guest coordination, artistic booking, management and public relations services to major audiovisual production companies, television networks and streaming platforms.

In accordance with the law in force and PRISA's Board of Directors Regulations, transactions between companies of the PRISA Group and the THE POOL are considered related-party transactions, which have required approval by PRISA's Board of Directors, following a report from its Audit, Risk and Compliance Committee.

In fiscal year 2024, PRISA Group companies have contracted certain services to THE POOL (mainly search and coordination of artists and direction for TV programs and podcasts, as well as a license to broadcast a documentary), with the authorization of the Board of Directors and with the favorable report of the Audit Committee.

The director Mr Andrés Varela has not participated in the deliberations and voting on the transactions in the Board of Directors.

**ii. Legal advisory services by the law firm ECIJA:**

Pablo Jiménez de Parga (Secretary to the Board of Directors of PRISA and member of Senior management) is executive Deputy Chairman of ECIJA Abogados

In accordance with the law in force and PRISA's Board of Directors Regulations, transactions between ECIJA Abogados and companies of the PRISA Group are considered related-party transactions, which have required approval by PRISA's Board of Directors, following a report from its Audit, Risk and Compliance Committee.

Thus, apart from the contract for the provision of professional services signed in 2021 between PRISA and ECIJA Abogados, related to PRISA's Board of Directors Secretary (which implies the payment of a fixed monthly fee whose amount is reported within the remuneration of PRISA's senior management members), in 2024 and upon receiving the Audit, Risks and Compliance Committee's favorable report, PRISA's Board of Directors authorized contracts with ECIJA Abogados to provide legal counsel to certain Grupo PRISA companies concerning specific matters.

**iii. Other transactions:**

PRISA and its Group companies did not perform any transactions with PRISA directors or members of Senior Management, that required the Board of Directors' approval or the Audit, Risks and Compliance Committee's report during 2024.

**3.3. Other related-party transactions:**

During 2024, the PRISA Group performed transactions with other companies in which it holds a direct or indirect stake but not control.

**4. Additional information on other transactions in fiscal year 2024:**

PRISA director Mr. Joseph Oughourlian holds a significant stake in the share capital of Indra Sistemas, S.A., through Amber Capital UK, LLP, from 2022.

In December 2022, the service contracts that Indra had been providing to PRISA Group companies since 2017 expired. Santillana and PRISA Media have contracted new IT services from Indra for the 2023-2025 period.

Additionally, during 2024, Indra and PRISA Group companies have maintained other commercial relationships in the normal course of their business.

Although these transactions do not qualify as related party transactions under IAS 24, for information purposes and for the sake of transparency, the amount is recorded in the financial statements for fiscal year 2024.

## **5. Information on related-party transactions**

For more detailed information on the company's related-party transactions, see PRISA's Annual Consolidated Accounts and the Annual Corporate Governance Report for 2024. They contain aggregated information for items of similar content.

In accordance with regulations currently in force, transactions between PRISA and its directly or indirectly wholly-owned subsidiaries have not been included.

## **6. Conclusions**

The Audit, Risk and Compliance Committee confirms that to the best of its knowledge all the operations with related parties carried out by the PRISA Group in the year 2024 have been carried out and reported in accordance with the applicable regulations.

February 2025