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

**ORDINARY SHAREHOLDERS MEETING JUNE 29, 2026**

**RESOLUTIONS**

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## **ONE**

**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 2025 financial year.**

To approve the Annual Accounts (Balance sheet, income statement, statement of recognized income and expense, statement of changes in equity, statement of cash flows and Notes to the Financial Statements) and Management Reports for both the Company and its Consolidated Group for the financial year ended December 31, 2025, as audited by the company's account auditors.

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**TWO**

**Approval of the proposed distribution of profits for the 2025 financial year.**

To approve the following distribution of profits (Euros 000) of the 2025 individual annual accounts:

	<b>Amount</b>
<b>Basis of appropriation-</b> Result for the year	(24,069)
<b>Distribution-</b> To losses from previous years	(24,069)

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### **THREE**

#### **Approval of the consolidated non-financial information and information on sustainability for the year 2025.**

To approve the consolidated non-financial information and information on sustainability included in the consolidated management report of the Company which is submitted to approval under item 1 of the Agenda, corresponding to the year 2025, verified by independent service provider.

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## **FOUR**

### **Approval of the Board of Directors' management of the company in the 2025 financial year.**

To approve, without reservations, the Board of Directors' management of the company in the 2025 financial year.

## **FIVE**

### **Ratification and re-election of directors:**

#### **5.1. Fixing the number of Directors.**

Pursuant to Article 16.1 of the Bylaws, the number of members of the Board of Directors shall be set at eleven (11).

#### **5.2. Ratification of the appointment by co-option and re-election of Mr Alberto Polanco Blanco as director, with the category of executive director.**

At the proposal of the Board of Directors and following a report from the Nominations, Compensation and Corporate Governance Commission, it is resolved to ratify the appointment by co-option of Mr Alberto Polanco Blanco made by the Board of Directors held on December 22, 2025 (effective January 1, 2026), and to re-elect him as director of the Company with the category of executive (for the purposes of article 529 duodecies of the Capital Companies Act) for the bylaws term of three years effective from the date of this general shareholders' meeting.

#### **5.3. Re-election of Mr. Joseph Oughourlian as director, with the category of proprietary director.**

With the term for which Mr. Joseph Oughourlian was appointed as board member having expired, at the proposal of the Board of Directors and following a report from the Nominations, Compensation and Corporate Governance Commission, to re-elect Mr Joseph Oughourlian as director of the Company with the category of proprietary director (in accordance with article 529 duodecies of the Spanish Companies Act), representing the shareholding interest of the shareholder Amber Capital UK, LLP, for the bylaws term of three years effective from the date of this general shareholders' meeting.

#### **5.4. Re-election of Mr. Fernando Carrillo Flórez as director, with the category of independent director.**

With the term for which Mr. Fernando Carrillo Flórez was appointed as board member having expired, on proposal of the Nominations, Compensation and Corporate Governance Commission, to re-elect Mr. Fernando Carrillo Flórez as director of the Company with the category of independent (for the purposes of article 529 duodecies of the Capital Companies Act) for the bylaws term of three years effective from the date of this general shareholders' meeting.

#### **5.5. Re-election of Ms. Pilar Gil Miguel as director, with the category of executive director.**

With the term for which Ms. Pilar Gil Miguel was appointed as board member having expired, at the proposal of the Board of Directors and following a report from the Nominations, Compensation and Corporate Governance Commission, to re-elect Ms. Pilar Gil Miguel as director of the Company with the category of executive (for the purposes of article 529 duodecies of the Capital Companies Act) for the bylaws term of three years effective from the date of this general shareholders' meeting.

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**5.6. Re-election of Ms. Teresa Quirós Álvarez as director, with the category of independent director.**

With the term for which Ms Teresa Quirós Álvarez was appointed as board member having expired, on proposal of the Nominations, Compensation and Corporate Governance Commission, to re-elect Ms Teresa Quirós Álvarez as director of the Company with the category of independent (for the purposes of article 529 duodecies of the Capital Companies Act) for the bylaws term of three years effective from the date of this general shareholders' meeting.

**5.7. Re-election of Mr. Manuel Polanco Moreno as director, with the category of proprietary director.**

With the term for which Mr. Manuel Polanco Moreno was appointed as board member having expired, at the proposal of the Board of Directors and following a report from the Nominations, Compensation and Corporate Governance Commission, to re-elect Mr Manuel Polanco Moreno as director of the Company with the category of proprietary director (in accordance with article 529 duodecies of the Spanish Companies Act), representing the shareholding interest of TIMÓN, S.A. (sole shareholder of the shareholder Aherlow Inversiones, S.L.U) for the bylaws term of three years effective from the date of this general shareholders' meeting.

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## **SIX**

### **Remuneration of the Board of directors:**

#### **6.1. Approval of a Long-Term Incentive Plan for the period falling between 2026 and 2029, consisting of the award of Company shares linked to the performance of certain objectives, targeted at the executive directors 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.**

To approve, in accordance with the provisions of article 219 of the Corporate Enterprises Act and article 18.9 of the Bylaws, a Long-term Incentive Plan for 2026-2029, for those who during that time hold the positions of chief executive of PRISA Media and Santillana, respectively (who at present are the CEO of PRISA Media and the CEO of Santillana), likewise being executive directors of PRISA (the “Beneficiaries” or the “Beneficiary” if the reference is to only one of them), which entails the award of shares in the Company linked to achieving certain objectives (the “Plan”). Likewise, the Board of Directors, with express power of delegation, is entrusted with the implementation, development, formalization and execution of this compensation scheme.

At its meeting held on March 24, 2026, and at the proposal of the Nominating, Compensation and Corporate Governance Committee (“ARCGC”), the Board of Directors of PRISA approved this Plan.

The Plan is approved in accordance with the following basic characteristics, which are provided in greater detail in the Plan Regulation (“Plan Regulation”) approved by the Board of Directors, at the proposal of NCCGC. The details concerning the application and execution of the Plan will be set forth in the Plan Regulation.

#### **1. Objective and description of the Plan**

The objective of the Plan is to offer maximum motivation to its Beneficiary and link his interest to those of our company shareholders. The implementation of the Plan likewise seeks to reinforce corporate strategy in the medium and long term, promoting a culture of sustained value creation and critical talent retention.

The ILP is part of the implementation of Grupo PRISA’s 2026-2029 Strategic Plan.

1.2. Under the terms of the Plan, each of the Beneficiaries may accrue a deferred incentive consisting of the award of PRISA shares (the “Shares”) once the reference period of four (4) years has elapsed -2026, 2027, 2028 and 2029- (the “Reference Period”) and provided that the quantitative and strategic objectives linked to the Strategic Plan 2026-2029 have been achieved, which are indicated below (the “Objectives”):

<b>Executive Director</b>	<b>Metric</b>	<b>Weight</b>
<b>CEO PRISA Media</b>	2026-2029 EBITDA PRISA Media	40%
	2026-2029 Operating Cash Flow PRISA Media	40%
	2026-2029 Diversification revenues PRISA Media	20%
<b>CEO Santillana</b>	2026-2029 EBIT Santillana	40%
	2026-2029 Operating Cash Flow Santillana	40%
	Share of Richmond Pro, Richmond Solutions, and Sumun subscriptions in Santillana’s total subscriptions for 2026-2029	20%

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Any subsequent adjustment of the definition or the goals described in the Objectives must be approved by PRISA's Board of Directors, at the proposal of the CNRGC.

The results of the Plan will be assessed at the end of the Reference Period (i.e., at the end of the 2029 fiscal year), considering the overall degree of fulfilment of the Objectives accumulated during the Reference Period. The Beneficiaries right to receive the incentive will only vest if they achieve at least the Minimum Performance Threshold (as set forth in section 5 below).

1.3. From the onset, the Plan is based on the assignment to each Beneficiary of a specific number of "theoretical shares" (rights in shares known as "Restricted Stock Units" or "RSUs").

The assigned RSUs serve as a reference to determine the final number of Shares to be awarded to each Beneficiary under the Plan, in accordance with the rules of conversion and calculation set forth in this Resolution and in the Plan Regulation.

Each RSU carries the right to receive one (1) PRISA Share on the Delivery Date (see section 2.4 below), provided that the Objectives and all of the requirements of the Plan have been met.

1.4. In the event that due to legal, regulatory or market operatives it becomes necessary or advisable to adapt the mechanisms for awarding the incentive, the Company may make the pertinent modifications provided that it does not change the maximum number of Shares nor the total amount of the incentive set forth in the Plan, nor the essential conditions of accrual and payment. In that regard, the Company reserves the right to substitute the award of Shares for a cash payment of equivalent value if the circumstances so warrant (for example, operative difficulties to access sufficient treasury shares or regulatory limitations on distributing shares to certain international beneficiaries). In that case, to determine the cash amount to be paid instead of Shares, the base shall be the Share price at the closing of trading of the Madrid Stock Market on the initially-determined Delivery Date (see section 2.4 below).

## 2.- Duration of the Plan

2.1. The Plan will be applicable commencing on 1 January 2026 ("Commencement Date"), once the corresponding corporate resolutions have been adopted, and will have a Reference Period of four (4) full fiscal years (2026, 2027, 2028 and 2029). Thus, the term in which the Plan will be in effect ("Duration of the Plan") will extend from 1 January 2026 until 31 December 2029.

2.2. After the end of the 2029 fiscal year and once the annual accounts for the year have been prepared and audited, the degree of achievement of the Objectives of the Plan will be assessed.

2.3. During the first quarter of 2030 the consolidated incentive for each Beneficiary will be calculated (according to the formula set forth in section 4 below), the right to receive the corresponding number of Shares being thus vested, subject to a final verification of compliance with permanence requirements or others set forth in the Plan Regulation.

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2.4. The corresponding Shares will be delivered to the Beneficiary on the delivery date established by the Board of Directors (the “Delivery Date”) within 60 calendar days after the preparation of the 2029 annual accounts, that is, in 2030.

2.5. The Plan will expire upon delivery of the total preestablished number of Shares, without prejudice to the restrictions on disposal of the Shares set forth in section 9 below.

### 3.- Assignment of Restricted Stock Units (RSUs)

Each of the Beneficiaries has been assigned a number of theoretical shares (Restricted Stock Units -RSU's-) equivalent to 500,00 euros (gross) for each year the Plan is in effect, which will serve as a reference for determining the final number of shares to be granted (specifically, they have been assigned 1,365,374 theoretical shares for each year the Plan is in effect, for a total of 5,461,496 theoretical shares). The calculations were made taking into account the average market value of PRISA shares during the last quarter of 2025 (0.3662 euros/per share).

### 4. Shares to be awarded

The number of Shares that each of the Beneficiaries may receive on the Award Date will be determined based on the following formula:

$$NA=RSUs \times GCo$$

in which:

- NA: Number of Shares, rounded off by default, to be awarded to the Beneficiary on the Award Date.
- RSUs: Number of Restricted Stock Units assigned to the Beneficiary on the Assignment Date.
- GCo: Extent to which the Plan's Objectives have been achieved, expressed as a percentage (%).

### 5. Degree of achievement of the Objectives

The Shares awarded will depend on the degree that the objectives are achieved. The Board of Directors will determine in the Plan Regulation both the weight to be given each of the objectives, as well as the required degrees of achievement of the objectives and the corresponding percentage of Shares to be awarded.

The Beneficiaries will not be entitled to any incentive if their overall degree of achievement of the fixed Objectives falls below 90% of the Objective (the “Minimum Performance Threshold”). Likewise, any performance exceeding 135% of the Objectives will warrant a maximum increase in payment of 150%.

The degree of achievement of each Objective will be measured independently during the Reference Period, based on the weight assigned to each. The final assessment of the Plan's GCo will be the result of the aggregate weight of all of the Beneficiary's Objectives.

### 6. Requirements for awarding Shares

6.1. In addition to the objectives set forth in the Plan, in order to receive Shares the Beneficiary:

- (i) Permanence: the Beneficiary must continue under contract with Grupo PRISA (whether with PRISA, PRISA Media or Santillana) during the term in which the

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Plan is in effect until the Delivery Date. The termination of the Beneficiary's contract with the Company prior to the Delivery Date, whether voluntarily (voluntary termination) or at the Company's decision (disciplinary or objective dismissal, termination of contract due to restructuring, etc.), will result in a loss of non-vested rights in the Plan and, thus, the loss of any expectation of receiving Shares linked to the Plan, and without rights to any recompense or compensation, unless the Board at the CNRGC's proposal expressly determines otherwise based on exceptional circumstances.

- (ii) Ethical conduct and compliance with rules: during the Reference Period and until the Delivery Date, the Beneficiary shall not incur any breach of the Company's internal regulations (including, among others, the Internal Code of Conduct Regarding Securities Markets and the Protocol on Insider Information) and, in general, shall not commit acts or omissions contrary to contractual good faith that may cause significant injury or prejudice to the Company.
- (iii) Achievement of Objectives: once the Plan's Reference Period has elapsed, in accordance with the verification process approved by the Board, the Beneficiary must have achieved at least the Minimum Performance Threshold. In the event the Minimum Performance Threshold is not achieved, the Beneficiary will not be entitled to receive any incentives under the Plan.

6.2. The Board, at the CNRGC's proposal, is the competent authority to determine in each case the degree of achievement of the conditions set for above, as well as to resolve any questions or conflicts relating to the interpretation of these requisites.

#### 7.- Procedure for paying the Incentive

7.1. Once the 2029 annual accounts have been prepared (that is, in 2030), the number of Shares that each Beneficiary will receive will be determined.

7.2. On the Delivery Date, the Company will liquidate the vested incentive. In that regard, a transfer will be made to the Beneficiary of the net number of Shares to be awarded.

The Beneficiary (or his or her heirs) are liable for payment of any income tax or other taxes that may be applicable to the Beneficiary's (or to his or her heirs') earnings as a result of the award of their corresponding Shares.

The income tax due will be calculated in accordance with the provisions of the Plan Regulation.

#### 8. "Malus" and "clawback" clauses

The Plan will include the related *malus* clauses, which will apply during the term of the Plan and during the period of time running between its termination and the actual award of the Shares, and *clawback* clauses, pursuant to which the Shares to be awarded may have to be reduced or returned in certain circumstances, in accordance with what is stipulated at any given time by the Board.

#### 9. Restrictions on disposal

The Board of Directors, at the proposal of the NCCGC, may stipulate that the Beneficiary must continue to own all or part of the "net" Shares received under the Plan for at least three

(3) years after the Award Date, with the exceptions that the Board of Directors may determine, if warranted.

#### 10. Limits on and origin of the Shares

The Plan envisions awarding a total of up to 16,384,488, depending on the degree the objectives are achieved.

Thus, the maximum number of shares that each of the the Beneficiary may receive under the Plan is 8,192,244, representing 0.61% of present share capital).

The Plan may be covered with treasury stock, with newly issued shares or through the Company's contracting of suitable financial coverage instruments.

PRISA reserves the right to decide, should it deem this to be appropriate, to replace the award of Shares with the payment of their value in cash, in that case applying the closing share price on the Award Date in order to determine the cash amount to be paid.

#### 11. Management of the Plan

The implementation, development, formalization and enforcement of the Plan requires the Shareholders' Meeting of the Company to empower the Board, including the express power of delegation to any of its members, to the Board Committees or to any other person expressly empowered by the Board for such purpose, so that it may adopt as many resolutions and execute as many public or private documents as are necessary or appropriate for the Plan to be fully effective, including the power to correct, rectify, amend or supplement this resolution and, in particular, without limitation:

- a) to develop and stipulate the specific conditions of the award of Company Shares, where not stipulated in the resolution submitted to the Shareholders' Meeting of the Company for approval, establishing, inter alia and without limitation, the requirements to be met by Beneficiary in order to receive the Shares, the procedure for awarding the Shares, the cases that give rise to the early settlement of the Plan or the extinguishment of the rights attributed to the Beneficiaries, if any, as well as the set of rules that is to govern the Plan;
- b) where the legal rules applicable to the Beneficiary make it obligatory or advisable, or where necessary or advisable for statutory, regulatory, operational or other analogous reasons, to adapt the basic terms indicated above, in general or in particular, including, without limitation, the possibility of adapting the mechanisms used to award the Shares, but without altering the maximum number of Shares linked to the Plan, and to provide for and enforce the total or partial settlement of the Plan in cash;
- c) to decide not to enforce the Plan, or to render it void, in whole or in part, where the circumstances make this advisable;
- d) to draft, sign and serve as many notices, public or private documents and supplementary documentation as is necessary or appropriate, on any public or private body, for the purpose of implementing, enforcing or settling the Plan, including if necessary, the related prior notices and fact sheets;
- e) to take any action, make any statement or take any step at any body, entity or public or private registry, whether national or foreign, aimed at obtaining the authorizations or

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verifications necessary for implementing, enforcing or settling the Plan and awarding the Company Shares;

- f) to negotiate, stipulate and execute as many agreements of any type with such financial institutions or other entities as are freely designated by the Company's Board, on such terms and conditions as it deems suitable or as are necessary or advisable for the optimum implementation, enforcement or settlement of the Plan, including, where necessary or appropriate given the legal regime applicable to the Beneficiary, or where necessary or appropriate for statutory, regulatory, operational or other analogous reasons, the establishment of any legal instrument (including trusts or other analogous instruments) or the reaching of agreements with any type of entity for the deposit, safekeeping, holding and/or management of the Shares and/or their subsequent award to the Beneficiary under the Plan;
- g) to draft and serve as many notices as are necessary or appropriate in the context of the Plan;
- h) to draft, sign, execute and, if appropriate, certify any type of document related to the Plan;
- i) to bring the contents of the Plan into line with any corporate circumstances and transactions arising during its term, on such terms and conditions as it deems necessary or appropriate at any given time, with a view to upholding the purpose of the Plan, including the related adjustments to the award of Shares as a result of changes in the par value of the Shares, changes in the structure of the Company's capital or other corporate transactions. In that regard, the Board may amend and adjust the Objectives and their corresponding achievement ranges in accordance with the Company's circumstances.

In the event that during the life of the Plan there is a change in the Shares' face value or an event that could result in the dilution or concentration of the theoretical value of the Shares awarded, or that might affect achievement of the Plan's Objectives, with the prior opinion of the NCCGC, the Board may adopt the resolutions it deems warranted to ensure that the value that the Beneficiary receives in the final Share Award is equivalent to what he would have received if that circumstance had not transpired. Among others, the following are considered cases that warrant such adjustment:

- (i) A capital increase charged to reserves or to available earnings with the issue of new shares, except capital increases implemented for the purpose of paying ordinary dividends based on a scrip dividend, in accordance with the Company's compensation policy.
- (ii) A decrease or increase in face value of outstanding Shares, without modifying share capital.
- (iii) Distribution of reserves or extraordinary dividends.
- (iv) Merger, demerger, share swap or other corporate transactions in which PRISA participates.
- (v) Acquisition and/or transfer of companies or business units that alter the Company's Strategic Plan.

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(vi) Any other event that in the Board's opinion may affect the value of the Shares to be awarded or the assessment of the degree of achievement of the Plan's Objectives.

In such cases, the Board will adopt the measures it deems warranted to maintain the value of the incentive envisioned in this Plan as if those circumstances had not transpired, by adopting one or a combination of the following measures: (i) adjust the number of RSUs that may be awarded under the Plan, (ii) adjust the Plan's Objectives, or (iii) make any other adjustment having equivalent effects.

j) in general, to take as many actions, make as many decisions and execute as many documents as are necessary or merely appropriate for the validity, effectiveness, implementation, development, enforcement, settlement and success of the Plan and of the resolutions adopted previously.

## **6.2. Approval of the directors' remuneration policy for financial years 2026, 2027 and 2028 and revocation of the 2025-2027 remuneration policy.**

To approve, in accordance with article 529 novodecies of the Capital Companies Law and with the reasoned proposal approved by the Board of Directors which is accompanied by the required report of the Appointments, Remuneration and Corporate Governance Committee, the remuneration policy for the directors, for fiscal years 2026, 2027 and 2028.

With respect to financial year 2026, this remuneration policy replaces the text of the remuneration policy for directors, applicable for financial years 2025, 2026 and 2027 which was approved at the Ordinary Shareholders' Meeting held on May 14, 2025. All this is without prejudice to the remuneration accrued under the previous directors' remuneration policy, which will remain valid.

The new version of the Directors' Remuneration Policy has been made available to the shareholders on occasion of the call of the Shareholders' Meeting.

## **6.3. Non-binding voting on the Annual Report on Remuneration of the Directors for the 2025 financial year.**

In accordance with Article 541 of the Capital Companies Act approve in an advisory capacity, the Annual Report on Remuneration of Directors approved by the Board of Directors, on a proposal from the Nominations, Compensation and Corporate Governance Commission, with information on how the remuneration policy applied during the year 2025 and how will apply during the year 2026, the text of which has been made available to the shareholders along with the rest of the documentation of this general meeting.

## **SEVEN**

### **Technical capital reduction and contra-split:**

**7.1. Capital reduction in the maximum amount of one (1) euro, by retiring up to 10 treasury shares having a par value of 0.10 euro each, in order to adjust the number of shares for the execution of the Contra-Split and the share exchange submitted for approval at this Annual Shareholders Meeting under item 7.2 on the agenda.**

#### **1. Capital reduction**

It is resolved to reduce the share capital of Promotora de Informaciones, S.A. (“PRISA” or the “Company”) in the maximum amount of one (1) euro by retiring up to 10 treasury shares having a par value of 0.10 euro each (the “Capital Reduction”).

The Capital Reduction is required by the technical necessity to facilitate the execution of the resolution submitted for approval at this shareholders meeting (the “2026 Annual Shareholders Meeting”) as item 7.2 on the agenda to implement a Contra-Split and exchange of the shares in which, at the time that resolution is executed, the share capital will be divided, to be exchanged for newly-issued shares in the proportion of one (1) new share for 10 preexisting shares, without modifying the amount of share capital and with the corresponding reduction of the number of shares in circulation in which the share capital is divided (the “Contra-Split”). The Capital Reduction is intended to be implemented prior to, but simultaneously with the Contra-Split and, thus, both resolutions are related and their execution dependent on each other.

The closing balance serving as the basis for the approval of the Capital Reduction is 31 December de 2025, which was audited by the Company’s account auditors KPMG Auditores, S.L. on 24 March 2026, and approved at the 2026 Annual Shareholders Meeting under item 1 on the agenda.

#### **1.1. *Shares subject to the Capital Reduction***

The Capital Reduction will be implemented by retiring 10 treasury shares.

Thus, the amount of the technical adjustment to share capital that must be made in order to facilitate the Contra-Split will be determined by the Board of Directors within the previously-indicated limit and in view of the delegation of powers approved in this resolution and based on the existing amount of share capital when the Contra-Split is executed.

#### **1.2. *Purpose and Procedures for the Capital Reduction, and Reserves to be charged***

The Capital Reduction will be charged to freely-disposable reserves by establishing a restricted reserve for the retired capital in an amount equal to the par value of the shares being retired. This reserve may only be used under the same conditions as those required for a Capital Reduction, in accordance with the provisions of article 335.c) of the consolidated text of the Corporate Enterprises Act approved as Royal Legislative Decree 1/2010 of 2 July (the “Corporate Enterprises Act”) and, thus, Company creditors will not have the opposition rights set forth in article 334 of the Corporate Enterprises Act.

### 1.3. Term for Executing the Capital Reduction

The term for executing this resolution will expire on the date the next Annual Shareholders Meeting is held, being void from that date.

## 2. Delegation of powers

Without prejudice to the authority granted in previous sections above (which is understood to include powers of delegation granted to the persons indicated therein), it is resolved to expressly authorize the Company's Board of Directors, with the broadest powers required in law and with express powers of delegation in the Chairman of the Board of Directors, the Deputy Chairmen of the Board of Directors, the Secretary to the Board of Directors, and the Company's Chief Financial Officer so that any of them independently and with their sole signature may take all necessary and advisable measures to execute and ensure the successful implementation of these resolutions and, particularly and including but not limited to:

- To specify and develop this resolution, fixing the terms and conditions for the Capital Reduction in any aspect not provided for herein and, specifically but not limited to, to establish the date on which the approved Capital Reduction will be implemented and, in any case, before the next Annual Shareholders Meeting is held, or even to decline to execute it (i) if the Contra-Split is not approved at the 2026 Annual Shareholders Meeting or if approved, it is not executed for justifiable motives; (ii) if it is not necessary in order to adjust the number of shares for executing the Contra-Split; or (iii) if the conditions of the market, the Company, or a relevant social or economic event would render it advisable or prevent its execution, in accordance with established legislation and applicable regulations, and in any event to explain the motives for that decision at the next Annual Shareholders Meeting.
- To determine the number of shares to be retired, being authorized to execute the Capital Reduction wholly or partially depending on the number of shares in circulation when the Contra-Split is implemented, with a view to adjusting the exchange equation to facilitate the Contra-Split.
- To make any statements or to take any measures necessary or advisable, as well as to draft, sign and submit any additional or complementary documentation or information deemed necessary (including making the necessary or advisable announcements) to the CNMV, the management boards of the Spanish Stock Exchanges, the Spanish Stock Markets Holding Company (Bolsas y Mercados Españoles Sociedad Holding de Mercados y Sistemas Financieros, S.A.U.--BME), Iberclear, the Official Gazette of the Companies Register (BORME) or any other entity, authority, or competent national or foreign public or private register, in order to obtain authorization for, verification of, and the subsequent execution of the Capital Reduction, as well as to ensure that once the corresponding Company Shares have been retired and the corresponding notarial instrument recording the Capital Reduction has been made and it has been recorded on the Companies Register, the retired shares are then excluded from trading on the Spanish Stock Exchanges and/or any markets on which Company shares are listed, and that they have been cancelled in the corresponding accounting registers and the treasury shares have in effect been retired.
- To redraft bylaws article 5 (Shares and Share Capital) to reflect the resulting share capital and the number of shares in circulation after the Capital Reduction has been implemented.

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- To negotiate and sign, when warranted and in the terms deemed most advisable, any public or private documents necessary in the habitual practice of this type of operations, including any contracts necessary or advisable for the successful implementation of the Contra-Split, and specifically the corresponding agency contract. In that regard, to expressly ratify any measures relating to the Capital Reduction taken by the Company prior to the date of the adoption of this resolution.
- To issue in the Company's name any public or private documents deemed necessary or advisable in order to cancel the preexisting shares and to achieve the admission to trading of the new shares (including reflecting in a notarial instrument the bylaws, the execution of the Capital Reduction, and the amendment of article 5 of PRISA's bylaws) and, in general to take any measures required to implement this resolution, as well as to cure any defects, clarify, interpret, specify or complement the resolutions adopted and, specifically, to cure any substantive or formal defects, omissions or errors in the Companies Registrar's oral or written assessment that might preclude the resolutions and their consequences from being recorded on the Companies Register –being authorized to apply for the partial entry of the registrable resolutions–, on the official registers of the CNMV, or on any others.

The operativity of this Capital Reduction resolution is subject to a condition precedent, i.e., the approval of the resolution submitted at the 2026 Annual Shareholders Meeting as item 7.2 on the agenda.

**7.2. Contra-split and cancellation of the shares in which, when the resolution is implemented, the share capital will be divided, to then be exchanged for newly-issued shares in the proportion of one (1) new share for 10 preexisting shares, increasing the unitary share par value from 0.10 euro to one (1) euro, without modifying the amount of share capital and with the corresponding reduction in the number of shares in circulation.**

#### 1. Contra-split and share exchange

It is resolved to group together and cancel the shares in which at the time the resolution is implemented the share capital of Promotora de Informaciones, S.A. ("PRISA" or the "Company") will be divided after implementation of the share capital reduction due to the technical necessity of balancing the exchange submitted for approval at PRISA's Annual Shareholders Meeting under item 7.1 on the agenda (the "Capital Reduction"), to then be exchanged for newly-issued shares in the proportion of one (1) new share for 10 preexisting shares, increasing the currently-established unitary share par value of 0.10 euro to one (1) euro, without modifying the amount of the Company's share capital and with the corresponding reduction in the number of shares in circulation (the "Contra-Split").

The new shares issued will be ordinary PRISA shares represented by book entries kept by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("Iberclear") and its participating entities, and will endow shareholders with the same political and economic rights as the shares currently in circulation in proportion to their par value, commencing on the date on which they are recorded in the shareholders' names in the aforementioned accounting registers.

##### *1.1. Procedure for exchanging shares*

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It is resolved to authorize PRISA's Board of Directors, with express powers of delegation, to fix the last trading day for the existing shares (the last trading date or "Reference Date") and the exact date on which the exchange will take effect (*ex date* or the "Effective Date"), which in any case will be after the Contra-Split has been entered on the Companies Register and the corresponding amendment of the bylaws has been made.

The execution of the Contra-Split and resulting amendment of the bylaws will be announced to the markets through the corresponding publication of "other material information" (OIR) and will likewise be made public in announcements in the Companies Register's Official Gazette (BORME), on the Company's web page, and in the trading bulletins of the Spanish Stock Exchanges. Those announcements will specify, among others, the Reference Date and the Effective Date. Company shareholders recognized as such on the Reference Date in accordance with the accounting records held by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores S.A.U. ("Iberclear") and its participating entities on the trading day following the Effective Date (that is, on the Record Date) (the "Qualifying Shareholders") will have their shares automatically exchanged for new PRISA shares. The new shares will foreseeably be delivered to the Qualifying Shareholders on the second trading day following the Effective Date.

In accordance with the Contra Split exchange equation, the Qualifying Shareholders will receive one (1) new share having a par value of (one) 1 euro each in exchange for 10 preexisting shares having a par value of 0.10 euro each, the shares in circulation in which the share capital is divided at the moment the Contra Split is executed being grouped together for their exchange in newly-issued shares. The share exchange will be implemented in accordance with the procedures established for book-entry shares through the corresponding participating entities, following instructions issued by Iberclear and the agent entity.

### *1.2. Treatment of fractional shares*

Those shareholders holding shares that are not a multiplier of the share exchange equation (that is, are not divisible by 10) may until the Reference Date acquire or transfer the necessary PRISA shares to ensure that they hold a number of shares that are a multiplier with regard to the exchange equation.

In the event a Qualifying Shareholder holds a number of shares that is not a multiplier of 10, the excess of shares will be acquired by the Agent Entity on PRISA's behalf. The acquisition price will be the Company's share trading price at the close of the Reference Date, and the share purchase shall not imply any additional costs for shareholders holding those excess shares, with the exception of any expenses and brokerage fees that their respective depository and/or securities firms may charge. The amount corresponding to the purchase of these fractional shares will be paid by the Company or the Agent Entity on the Company's behalf to Iberclear's participating entities, to then be deposited into the accounts of the Qualifying Shareholders holding PRISA shares deposited with those entities. The Agent Entity will foreseeably make those payments on the second trading day after the Effective Date (payment date)

## 2. Admission of the new shares to trading

It is resolved to petition that the Company shares currently in circulation be simultaneously excluded from trading and at the same time the new shares issued in exchange for the

former shares be admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the “Spanish Stock Exchanges”), as well as their being included on the centralized trading platform (Sistema de Interconexión Bursátil--SIBE). Pursuant to the provisions of article 1.5.d) of (EU) Regulation 2017/1129 of the European Parliament and the Council of 14 June 2017, there is no obligation to publish a prospectus, since the new shares will be issued to replace shares of the same class already admitted to trading on the same regulated markets (the Spanish Stock Exchanges) and the issue of those new shares does not suppose an increase in share capital.

It is likewise resolved to authorize PRISA’s Board of Directors to exercise express powers of delegation, to take any necessary measures, and to file any required documents with the competent authorities in order to achieve the aforementioned exclusion from and admission to trading.

It should be expressly noted that the Company is subject to the stock exchange rules that currently exist or that may be issued in the future, especially those relating to trading, remaining or being excluded from official securities platforms and, particularly and in the event a petition for the subsequent exclusion of the Company’s shares from trading is made, the Company will comply with all formalities and requirements provided for under current legislation.

### 3. Delegation of powers

Without prejudice to the authority granted in previous sections above (which is understood to include powers of delegation granted to the persons indicated therein), it is resolved to expressly authorize the Company’s Board of Directors, with the broadest powers required in law and with express powers of delegation in the Chairman of the Board of Directors, the Deputy Chairmen of the Board of Directors, the Secretary to the Board of Directors, and the Company’s Chief Financial Officer so that any of them independently and with their sole signature may take all necessary and advisable measures to execute and ensure the successful implementation of these resolutions, and particularly and including but not limited to:

- To extend and develop this resolution, establishing the terms and conditions of the Contra-Split in any aspect not provided for herein. Specifically but not limited to, to determine the moment in which the Contra-Split will be executed, the Reference Date and the Effective Date, and any other circumstances necessary or advisable to ensure the successful implementation of the Contra-Split.
- To draft, sign and submit, when warranted, to the National Securities Market Commission (the “CNMV”) and to any other competent regulatory authorities, in relation to the Contra-Split and, specifically, to the issue and admission to trading of the new shares issued within the framework thereof and the simultaneous exclusion from trading of the preexisting shares to be cancelled, any necessary or advisable documentation, including documents and other information required in compliance with the provisions of (EU) Regulation 2017/1129 of the Parliament and the Council of 14 June 2017, in Law 6/2023, of 17 March on the Securities Market and Investment Services, and other applicable legislation.
- To make any statements or take any measures necessary or advisable, as well as drafting, signing and submitting any additional or complementary documentation or information deemed necessary (including making the necessary or advisable announcements) to the

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CNMV, the management boards of the Spanish Stock Exchanges, the Spanish Stock Markets Holding Company (Bolsas y Mercados Españoles Sociedad Holding de Mercados y Sistemas Financieros, S.A.U.--BME), Iberclear, the Official Gazette of the Companies Register (BORME) or any other entity, authority, or competent national or foreign public or private register, in order to obtain authorization for, verification of, and the subsequent execution of the Contra-Split, as well as the admission to trading of the new shares on the Spanish Stock Exchanges and the simultaneous exclusion from trading of the preexisting shares to be cancelled.

- To negotiate and sign, when warranted and in the terms deemed most advisable, any public or private documents necessary in the habitual practice of this type of operations, including any contracts necessary or advisable for the successful implementation of the Contra-Split, and specifically, the corresponding agency contract. In that regard, to expressly ratify any measures relating to the Contra-Split taken by the Company prior to the date of approval of this resolution.
- To apply for the simultaneous cancellation of the preexisting shares and the admission to trading of the new shares on the Spanish Stock Exchanges, and in any other markets in which Company shares are listed when the present resolution is executed, as well as their inclusion on the centralized trading platform (Sistema de Interconexión Bursátil--SIBE).
- To redraft bylaws article 5 (Shares and Share Capital) to reflect the number of shares in circulation and their new unitary par value after the implementation of the Contra-Split.
- To issue in the Company's name any public or private documents deemed necessary or advisable in order to cancel the preexisting shares and to achieve the admission to trading of the new shares (including reflecting in a notarial instrument the bylaws, the execution of the Contra-Split, and the amendment of article 5 of PRISA's bylaws) and, in general to take any measures required to implement this resolution, as well as to cure any defects, clarify, interpret, specify or complement the resolutions adopted and, specifically, to cure any substantive or formal defects, omissions or errors in the Companies Registrar's oral or written assessment that might preclude the resolutions and their consequences from being recorded on the Companies Register –being authorized to apply for the partial entry of the registrable resolutions–, on the official registers of the CNMV, or on any others.
- To make any payments warranted in relation to the acquisition of fractional shares within the framework of the Contra-Split, as well as the payment of any related, tax, expense or fees.
- To set aside this resolution and to suspend the execution of the Contra-Split at any time prior to its being recorded in a notarial instrument if the Capital Reduction is not implemented, or if market circumstances so warrant, either due to a substantial change in market conditions or to any other circumstance deemed relevant.

The operativity of this Contra-Split resolution is subject to a condition precedent, i.e., the approval of the resolution submitted at this Annual Shareholders Meeting as item 7.1 on the agenda.

## **EIGHT**

**Delegation of authority to the Board of Directors, with express powers of substitution, to increase the share capital, on one or various occasions, with or without share premium, on the terms and conditions and within the time frame set out in article 297.1.b) of the Spanish Companies Law, with the power to exclude pre-emption rights up to a limit of 20% of the share capital in accordance with article 506 of the Spanish Companies Law. Revocation in the unused part the authorization granted at the General Shareholders Meeting of May 14, 2025, under item seven of the agenda.**

1.- Render null and void in the unused part of the resolution approved under point seven of the Agenda of the Ordinary General Shareholders' Meeting held on May 14, 2025, on the delegation to the Board of Directors of the power to increase the share capital under article 297.1.b) of the Capital Companies Law.

2.- Authorise the Board of Directors of Promotora de Informaciones, S.A. ("PRISA" or the "Company"), in the most extensive and effective form possible under law, and under 297.1.b) of the Capital Companies Law, to agree one or more times, when and if required by PRISA in the opinion of the Board itself, within a maximum of five years counting from the date of adopting this resolution, and without the need for calling a General Shareholders' Meeting or acting on its subsequent resolution, an increase in the share capital up to a maximum equivalent to half the share capital at the time of this authorisation, adding to these effects the share capital increased under current authorizations granted by the General Shareholders' Meeting; creating and issuing for this purpose the corresponding new shares, both ordinary shares and of any type and/or class permitted by law, whether ordinary or privileged, including redeemable shares, with or without voting rights, and with or without a share premium, the new shares being issued for consideration in cash. The shares may be issued even if not fully subscribed, under article 311.1 of the Capital Companies Law.

The powers attributed herein to the Board of Directors include those of determining the terms and conditions of each capital increase and the characteristics of the shares, as well as offering freely the new shares not subscribed within the term or terms set for pre-emption, redrafting the article in the Bylaws relating to share capital, carrying out all the procedures needed before any public and/or private organizations so that the new shares that are the subject of the capital increase are admitted to trading on the Spanish Stock Exchanges or in those markets in which the Company's shares are listed, under the procedures provided for in each of these markets, and requesting the inclusion of the new shares in the accounting registers of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) or in any other appropriate entity.

This authorisation may be used to cover any remuneration plan or agreement in force at any time, involving the delivery of shares and/or share options for members of the Company's Board of Directors and executive staff.

Also, under article 506 and in relation to article 308 of the Capital Companies Law, the Board is empowered to exclude in full or in part the pre-emptive right in relation to the issuance of shares that are the object of this delegation, up to a maximum of 20% of the Company's share capital at the time of this authorisation, adding to these effects the share capital increased under current authorizations granted by the General Shareholders' Meeting.

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Pursuant to the provisions of article 249 bis.l) of the Capital Companies Act, the Board of Directors is authorized to delegate (with powers to substitute when warranted) to any of its members and/or to the non-director Secretary to the Board the delegable powers granted by virtue of this resolution, and to grant to employees of the Company the powers it deems appropriate to exercise those delegated powers.

## **NINE**

**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 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 May 14, 2025, under point eight of the agenda therefore.**

1. To revoke in the unused part the resolution passed under the point eight of the agenda for the General Meeting of shareholders of 14 may 2025, regarding delegation of authority to issue convertible and/or exchangeable bonds, as well as warrants and other analogous securities.

2. To delegate to the Board of Directors of Promotora de Informaciones, S.A. ("PRISA" or the "Company" together with its dependent companies, "Grupo PRISA"), in accordance with the general scheme for issue of bonds, under the provisions of articles 510 and 511 of the Capital Companies Act and article 319 of the Commercial Registry Regulations, applying by analogy the provisions of article 397.1.b) of the Capital Companies Act, the authority to issue fixed income securities, convertible and/or exchangeable into shares, and warrants, as well as notes and preferred shares, or any other debt instruments of a comparable kind, for a term of five years and on the following terms:

1. Securities covered by the issue. The securities to which this delegation applies may be debentures, bonds and other fixed-income securities of a comparable kind, convertible into newly-issued shares and/or exchangeable for outstanding shares of the Company. This delegation also may be used to issue bonds exchangeable for outstanding shares of other companies, whether or not members of the Prisa Group, for the issue of warrants or any other analogous securities that entitles directly or indirectly to subscribe shares of the Company or to acquire shares of the Company or shares of another company, whether or not a member of the Group, to be settled by physical delivery of the shares or, if applicable, in cash for differences, which, eventually, may be linked to or otherwise related to each issue of debentures, bonds and other fixed income securities of an analogous nature made under this delegation or to other loans or financing documents through which the Company acknowledges or creates a debt. The delegation also may be used to issue promissory notes or preferred shares.

2. Term. The issue of the securities may be made on one or more occasions, at any time, within the maximum term of five (5) years after the date of adoption of this resolution.

3. Maximum amount. The total maximum aggregated amount of the issue or issues of securities resolved under this delegation will be a billion euros (€1,000,000,000) or its equivalent in another currency.

For purposes of calculation of the aforesaid maximum, in the case of warrants the sum of premiums and exercise prices of the warrants of each issue approved under this delegation will be taken into account. In turn, in the case of promissory notes the outstanding balance of the notes issued under the delegation will be taken into account for purposes of the aforesaid limit.

4. Scope of delegation. The delegation provided for in this resolution shall extend, as broadly as required by law, to determining the aspects and conditions of each securities issue. In that regard, and merely by way of illustration, not limitation, the Board of Directors will have authority, in respect of each issue, to determine the amount, always within the stated overall quantitative limit; the place of issue (in Spain or abroad) and the currency, local or foreign, and if it is foreign, its equivalent in euros; the denomination, whether bonds or debentures (including subordinated debentures), warrants (which in turn may be settled by physical delivery of shares or, if applicable, in cash for differences), promissory notes, preferred shares or any others permitted by law; the issue date or dates; the circumstance of being voluntarily or compulsory convertible and/or exchangeable, whether contingent, and, if so voluntarily, at the option of the holder of the securities or the issuer; when the securities are not convertible, the possibility of being wholly or partially exchangeable into shares of the Company or shares of another company, whether or not a member of the Group, outstanding or newly issued; the number of securities and their face value, which in the case of convertible and/or exchangeable securities may not be less than the par value of the shares; the interest rate, dates and procedures for payment of coupons; their perpetual or amortisable nature and in the latter case the term for repayment and maturity date; the instalment rate, premium and lots, the guarantees; the manner of representation, by way of certificates or book entries; the exercise or exclusion of the pre-emption rights, if any, and the subscription scheme; the antidilution clauses; the rules of priority and, if applicable, the subordination; the applicable law; to request, if applicable, admission for trading on regulated or non-regulated markets, whether or not organised, domestic or foreign, of the securities issued, satisfying the requirements in each case imposed by applicable regulations, and, in general, any other term of the issue (including subsequent amendment thereof), as well as, if applicable, to appoint the Commissioner and approve the basic rules that are to govern legal relationships between the Company and the Syndicate of holders of the securities that are issued, if it is necessary or is decided to form such a Syndicate. Regarding each specific issue made under this delegation, the Board of Directors may determine all matters not contemplated in this resolution.

The delegation also includes the grant to the Board of Directors of the power to decide, in each case, on the conditions for repayment of the securities issued under this authorization, which may be used, to the extent applicable, to the collection means referred to in Article 430 of the Capital Companies Act or any other that may apply. Likewise, the Board of Directors is authorized to, when appropriate, and subject to obtaining the necessary official authorizations and, where appropriate, the conformity of the corresponding assemblies or representative bodies of the securities' holders, modify the conditions for repayment of the securities issued and the maturity thereof and their interest rate, if any.

5. Bases for and forms of conversion and/or exchange. In the case of issue of convertible and/or exchangeable debentures or bonds, for purposes of determination of the bases for and forms of the conversion and/or exchange, it is resolved to establish the following criteria:

(i) The securities issued under this resolution may be convertible into new shares of PRISA and/or exchangeable for outstanding shares of the Company, any of the companies in the PRISA Group or any other company, based on a fixed (determined or determinable)

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or variable conversion and/or exchange rate (and may include a maximum and/or minimum conversion and/or exchange price), the Board of Directors being authorised to determine whether they are convertible and/or exchangeable, and to determine whether they are mandatorily or voluntarily convertible and/or exchangeable, and if they are voluntarily so, whether they are so at the option of the holder or the issuer, with the regularity and over the term established in the issue resolution, which may not exceed fifteen (15) years after the date of the issue.

(ii) The board also may, for cases in which the issue is convertible and exchangeable, establish that the issuer reserves the right at any time to deliver new shares or outstanding shares, specifying the nature of the shares to be delivered at the time of making the conversion or exchange, being entitled even to choose to deliver a combination of newly issued shares and pre-existing shares or an equivalent cash amount. In any event, the issuer must respect the principle of equal treatment among all fixed income securities holders who convert and/or exchange their securities on the same date.

(iii) For purposes of the conversion and/or exchange, the fixed income securities will be valued at their face amount, and shares at the price determined in the Board of Directors resolution making use of this delegation, or at the determinable price on the date or dates indicated in the Board resolution, based on the stock market price of the shares of PRISA on the Spanish stock exchanges or on the markets in which they are listed, on the date or dates or for the period or periods taken as the reference in that resolution, with or without a premium or discount by reference to that price.

(iv) The Board may likewise resolve to issue convertible and/or exchangeable fixed-interest securities with a variable conversion and/or exchange rate. In that event, the share price on which the conversion and/or exchange will be based shall be the average of the Company's closing share trading price on the Spanish stock exchanges or on the markets in which they are listed, during the term to be determined by the Board of Directors. The premium or discount may differ for each issue's conversion and/or exchange date (or, if applicable, in each issue tranche).

(v) The Board may, in the event of a convertible and exchangeable securities issue, decide that the issuer reserves the right to choose, at any time, between conversion into new shares or exchange for outstanding shares, specifying the nature of the shares to be delivered at the time of the conversion or exchange, and may choose to deliver a combination of newly issued shares and outstanding shares. In any case, the issuer must ensure equal treatment for all holders of debt securities that are converted and/or exchanged on the same date.

(vi) At the time of the conversion and/or exchange, the fractions of shares payable to the holders of securities will by default be rounded down to the nearest whole number. The Board may decide whether each holder will receive any resulting difference in cash.

(vii) Under no circumstances may the value of the share used to calculate the conversion of securities into shares be lower than its par value. As provided in article 415(2) of the Capital Companies Act, debentures may not be converted into shares when the face value of the former is less than the par value of the latter. Nor may convertible debentures be issued for an amount less than their face value.

At the time of approval of an issue of convertible and/or exchangeable debentures under the authorisation granted by the Meeting, the Board of Directors will issue a report explaining and specifying, based on the aforesaid criteria, the bases for and manner of

conversion specifically applicable to the indicated issue as well as the financial conditions prompting the issue and the suitability of the conversion and adjustment formulas applied to prevent any possible dilution of the shareholders' economic position.

6. Bases for and forms of exercise of warrants. In the case of issues of warrants convertible into and/or exchangeable for shares, to which the provisions of the Capital Companies Act for convertible debentures will be applied by analogy, for purposes of determination of the bases for and forms of their exercise it is resolved to establish the following criteria:

(i) The warrants issued under this resolution may give the right to subscribe new shares issued by the Company, or acquire outstanding shares of PRISA or another company, whether or not a member of the Group, or a combination of any of the foregoing. In any event, the Company may reserve the right to choose, at the time of exercise of the warrants, to deliver newly-issued shares, outstanding shares or a combination of the two, or to proceed by way of cash settlement for differences.

(ii) The term for exercise of the warrants will be determined by the Board of Directors, and may not exceed fifteen (15) years from the issue date.

(iii) The exercise price of the warrants may be fixed or variable based on the date or dates or period or periods taken as a reference. Thus, the price will be determined by the Board of Directors at the time of issue, or determinable at a later time in accordance with the criteria established in the resolution. In any event, the share price on which conversion and/or exchange will be based shall be the average of the Company's closing share trading price on the Spanish stock exchanges or on the markets in which they are listed, during the term to be determined by the Board of Directors. The premium or discount may differ for each issue's conversion and/or exchange date (or, if applicable, in each issue tranche).

(iv) When the warrants are issued with straight or at par exchange ratios (that is, one share for each warrant) the sum of the premium or premiums paid for each warrant and the exercise price thereof in no case may be less than the value of the underlying share as determined in accordance with the provisions of section (iii) above, or its par value.

When the warrants are issued with multiple exchange ratios (that is, other than one share for each warrant), the sum of the premium or premiums paid for all warrants issued and their aggregate exercise price in no case may be less than the result of multiplying the number of shares underlying all of the warrants issued by the value of the underlying share calculated in accordance with the provisions of section (iii) above, or their aggregate par value at the time of the issue.

At the time of approving an issue of warrants under this authorisation, the Board of Directors will issue a report explaining and specifying, based on the criteria described in the foregoing sections, the bases for and forms of exercise specifically applicable to the indicated issue. This report will be accompanied by the corresponding auditor's report contemplated in article 414(2) of the Capital Companies Act.

7. Rights of holders of convertible securities. To the extent it is possible to convert and/or exchange such fixed income securities as may be issued into or for shares, or to exercise the warrants, their holders will have such rights as may be given to them by applicable legislation and especially, where appropriate, those relating to preferential subscription rights (in case of convertible bonds or warrants on newly-issued shares) and

anti-dilution clause in legal cases, without prejudice to what is stated in paragraph 8 (i ) below.

8. Capital increase and exclusion of pre-emption rights for convertible securities. The delegation to the Board of Directors also includes, by way of illustration and not limitation, the following authority:

(i) Pursuant to the provisions of articles 417 and 511 of the Capital Companies Act, the Board of Directors' is empowered to totally or partially exclude shareholders' pre-emptive rights when issuing convertible bonds and, where applicable, warrants on newly-issued shares, when this is required in order to procure financial resources on international markets, to implement bookbuilding procedures, to incorporate industrial or financial investors who can facilitate value creation and achievement of Grupo PRISA's strategic objectives, or is otherwise justified in the best interests of the Company. In that case, the maximum number of shares into which the bonds can be converted in view of their initial conversion rate, when added to the shares issued by the Board of Directors by virtue of current authorizations granted at the shareholders meeting, cannot exceed twenty percent (20%) of the number of shares comprising the company's share capital when authorization was granted. In any event, if the Board of Directors decides to exclude pre-emption rights with regard to a specific issue of convertible securities or warrants which it may choose to do by virtue of this authorization, when approving the issue and pursuant to the provisions of article 511 of the Capital Companies Act, the Board will issue a report detailing the specific interests of the Company justifying that measure, the reasonableness of the financial conditions of the issue and the suitability of the conversion ratio and its adjustment formulas to compensate for the eventual dilution of the shareholders' economic participation, which shall likewise be subject to the corresponding report of an independent expert as provided in article 414 of the Capital Companies Act, if the Company deems this warranted. The directors' report justifying the issue and, if applicable, the independent director's report will be made available to shareholders and announced at the first ordinary shareholders meeting held after the corresponding issue resolution, as provided for in the aforementioned legal precepts.

(ii) Pursuant to articles 297.1.b) and 302 of the Capital Companies Act, the authority to increase share capital by the amount necessary to cover applications for conversion or exercise of warrants on newly-issued shares. The aforesaid authority may only be exercised to the extent that the Board, adding the capital increase to cover the issue of convertible debentures or exercise of warrants and other capital increases resolved under the current authorisations granted by the Meeting, does not exceed the maximum of one half of capital contemplated in article 297(1)(b) of the Capital Companies Act at the moment this authorization is granted or, in the event the issue excludes pre-emption rights, twenty percent (20%) of share capital on the authorization date. This authorisation to increase capital includes authorisation to issue and circulate, on one or more occasions, the shares representative thereof that are necessary to effectuate the conversion or exercise of the warrant, and authorisation to redraft the article of the Articles of Association related to shares and share capital and, if applicable, cancel the part of the capital increase that proves not to be necessary for conversion into shares or exercise of the warrant. Pursuant to the provisions of article 304.2 of the Capital Companies Act, shareholders will not have pre-emption rights in capital increases that the Board of Directors implements to cover applications for conversion.

(iii) The authority to develop and specify the bases for and forms of conversion and/or exchange, taking account of the criteria established in sections 5 and 6 above including, inter alia, fixing the time for the conversion and/or exchange or exercise of the warrants and, in

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general and in the broadest terms, determination of such matters and conditions as are necessary or appropriate for the issue.

The Board of Directors, at the successive General Meetings held by the Company, will report to the shareholders on such use as it may have made up to that time of the delegations referred to in this resolution.

The Board of Directors is hereby delegated the broadest of powers in Law necessary to interpret, apply, execute and implement the resolutions to issue securities convertible into and/or exchangeable for shares in the Company, on one or more occasions, and the corresponding capital increase, likewise granting the Board authority to amend and supplement the same as warranted, as well as to comply with any legal requisites to ensure their success, being empowered to correct omissions or errors in the issues cited by any national or international authorities, government officials or entities, and being additionally entitled to enter into any agreements or execute any public or private documents deemed necessary or advisable to adapt the preceding resolutions to issue convertible or exchangeable securities with their corresponding capital increases to conform to the Companies Registrar's verbal or written assessment or, in general, to those issued by any other competent national or international authorities, government officials or entities.

9. Admission to trading. The Company, when appropriate, will apply for admission to trading on regulated or non-regulated markets, domestic or foreign, of the securities issued under this delegation, authorising the Board to take such steps and actions as may be necessary for admission to trading before the competent bodies of the various domestic and foreign securities markets, while granting the Board of Directors the broadest powers in order to do so.

10. Guarantee of fixed income security issues. The Board of Directors also is authorised, for a term of five years, for and on behalf of the Company and within the limit indicated above, to guarantee fixed income securities, if applicable convertible and/or exchangeable, including warrants, as well as notes and preferred shares issued by companies in the PRISA Group.

11. Subdelegation: Pursuant to the provisions of article 249 bis.l) of the Capital Companies Act, the Board of Directors is authorized to delegate (with powers to substitute when warranted) to any of its members and/or to the non-director Secretary to the Board the delegable powers granted by virtue of this resolution, and to grant to employees of the Company the powers it deems appropriate to exercise those delegated powers.

## **TEN**

### **Authorisation for direct or indirect derivative acquisition of treasury shares, within the legal limits and requirements. Revocation of unused part of the authorisation granted at the Ordinary General Meeting of May 14, 2025, under point nine of the agenda.**

1. To revoke, to the extent not used, the authorisation granted by the Ordinary General Meeting of 14 May 2025, under point nine of the agenda therefore, regarding the authorisation for direct or indirect derivative acquisition of own shares.

2. To authorize the Board of Directors of the Company so that, in accordance with the provisions of articles 146 and 509 of the Capital Companies Law, it may proceed to the derivative acquisition of shares of the Company, directly or through any of its subsidiaries.

3. To approve the limits or requirements for these acquisitions, which will be as follows:

- (i) Methods of acquisition: by purchase, exchange, accord and satisfaction or by any other inter vivos act for consideration, as well as any others permitted under law, once or multiple times.
- (i) Maximum amount: The par value of the shares acquired directly or indirectly, added to that of those already held by the Company and its subsidiaries and, if applicable, the controlling company and its subsidiaries, at no time will exceed the permissible legal maximum.
- (ii) Characteristics of the acquired shares: The acquired shares must be free of any liens or encumbrances, must be fully paid up and not subject to performance of any kind of obligation.
- (iii) Mandatory reserve: A restricted reserve must be established within net worth in an amount equivalent to the amount of the treasury shares reflected in assets. This reserve shall be maintained until the shares have been disposed of or cancelled or there is been a legislative change so authorising.
- (iv) Term for the authorisation: 5 years from the date of approval of this resolution.
- (v) Minimum and maximum price or countervalue: when acquisition is for valuable consideration, the price or countervalue shall not be lower than par value or more than 20 percent higher than market price, in both cases, at the moment of the acquisition. The transactions for the acquisition of own shares will be in accordance with the rules and practices of the securities markets.

All of the foregoing will be understood to be without prejudice to application of the general scheme for derivative acquisitions contemplated in article 146 of the current Capital Companies Act.

4.- Likewise, pursuant to the provisions of the second paragraph of section a) of article 146.1 of the LSC, it is resolved to grant any dependent companies express authority to acquire the Company's shares in the same terms set forth in this resolution.

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

5. It is expressly stated that the shares acquired as a consequence of this authorisation may be used, total or partially, to be sold, amortized, or to the application of any remuneration system, plan or resolution by means of or any agreement for the delivery of shares or options on shares to the members of the Board of Directors and to the managers of the Company or its Group in force at any time, and that express authorisation is granted for the shares acquired by the Company or its subsidiaries pursuant to this authorisation, and those owned by the Company at the date of holding of this General Meeting, to be used, in whole or in part, to facilitate fulfilment of the aforementioned plans or agreements, as well as the performance of programs that increase the participation in the Company's share capital such as, for example, dividend reinvestment plans, fidelity bonus or other analogous instruments. In addition, shares acquired under this authorization may be devoted totally or partially to implementing potential corporate or business transactions or decisions, as well as for any other purpose that the law permits.

6. The Board of Directors is also authorised to substitute the delegated powers granted by this General Shareholders Meeting regarding this resolution in favor of the Chairman of the Board of Directors or the Secretary of the Board.

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## **ELEVEN**

### **Reduction of the deadline for calling extraordinary general meetings.**

In accordance with article 515 of the Corporate Enterprises Act, to approve that Extraordinary General Meetings may be convened a minimum of fifteen days in advance where necessary. This agreement will remain valid until the next Ordinary General Shareholders Meeting.

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## **TWELVE**

### **Delegation of Powers.**

Notwithstanding the authorisations included in the above resolutions, it is expressly agreed to empower the Board of Directors, to the extent necessary in law, to develop, execute and interpret all the above resolutions, including as far as necessary, the powers to interpret, rectify and complete the resolutions. It is also agreed to delegate either to the chairman of the Board of Directors, the Deputy Chairmen of the Board or the secretary of the Board, without distinction, to appear before a notary to formalise and notarise the resolutions adopted in this Shareholders' Meeting; rectifying, where necessary, any material errors that may be made in executing the notarised instruments that do not require the adoption of new resolutions, and to execute any public and private documents needed until the resolutions adopted are entered in the Companies Register; with the powers also to make amendments or rectifications in accordance with any verbal or written opinion made by the Registrar; and, in general, to carry out any actions and procedures needed for the documents to be fully effective.