



## **SHAREHOLDERS GENERAL MEETINGS**

### **PROCEDURES FOR ATTENDANCE, PROXIES AND DISTANCE VOTING**

#### **ATTENDANCE RIGHT**

The General Meeting may be attended by shareholders who hold at least 400 shares, provided that such shares have been registered in their name in the relevant shareholders registry book, five days in advance to the date on which the General Meeting will be held, and their condition as shareholders is evidenced through the relevant Attendance, Delegation and Voting Card, issued by the Institution where their shares are deposited or, failing this, by the Company itself; a certificate issued by any of the entities belonging to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) or any other method admitted by the legislation in force may also be used.

Any shareholder who has not received the Attendance, Delegation and Voting Card issued by the institution where his/her shares have been deposited may request it to Atresmedia Corporación until three days before the date of the meeting, through any of the procedures established in the notice of summons, or download it from the corporate website, under the section " Attendance, Delegation and Voting Card".

The personal attendance of the shareholder to the Meeting will represent an actual revocation of any prior vote or delegation.

#### **GROUPING OF SHARES**

Shareholders who own less than 400 shares may group with other shareholders in the same situation until the necessary number of shares to attend the meeting has been reached. In such a case, the representation will be granted to one of them. The grouping of shares shall be specifically carried out for the General Meeting, and must be executed by any written means that allows providing the evidence of such grouping.

The shareholder who represents the grouped shareholders must contact the Shareholder's Office to obtain an Attendance Card which includes all the shareholders grouped, after submitting all the relevant proxies duly signed.

#### **REPRESENTATION AND VOTING RIGHTS**

Shareholders entitled to attend the General Meeting may be represented by another person, even if such person is not a shareholder. The representation can be granted through the delegation form included in the Attendance, Delegation and Voting Card or through any other way accepted by the legislation in force.

Shareholders who own less than 400 shares may delegate the representation of their shares and the exercise of their right to vote in one shareholder entitled to attend the Meeting, through any of the procedures mentioned in the notice of summons.

The vote can be fractioned in order to allow those professional financial intermediaries who appear legitimated as shareholders, but act in the name of different clients, to cast their votes in accordance with the instructions of their principals, even though such instructions may be different. Furthermore, the financial intermediary may delegate the vote to a third party designated by the client, without restrictions as to the number of delegations conferred.



Intermediaries who are appointed as proxies must forward to Atresmedia Corporación, within the seven days preceding the date on which the Meeting is to be held, a list stating the identity of each client and the number of shares whose voting rights they will exercise on behalf of those clients, as well as the voting instructions received by the intermediary, if any.

If the shareholder does not clarify in the proxy who should represent him/her, the Person who chairs the General Meeting will assume such representation and will act in accordance with the instructions received.

In the absence of specific voting instructions from the shareholder, the representative will vote in favour of the proposals of the Board regarding the points included in the Agenda.

The representation also extends to other matters not included in the agenda and that may be voted during the Meeting, unless the shareholder has indicated otherwise in the delegation document. In this case, it will be understood that the instructions provided by the shareholder will be to abstain from voting.

In the absence of specific voting instructions from the shareholder, and in case of an eventual conflict of interest for the Chairman, it will be understood that the shareholder will be represented by the Deputy Chair of the Board of Directors, or by the Secretary of the Board, in case that the former is also affected by any eventual conflict of interest.

#### **RIGHT OF REPRESENTATION THROUGH REMOTE COMMUNICATIONS MEANS**

Those shareholders who do not attend the meeting may delegate their representation through remote communications means, provided that they comply with (i) the procedural and identification guarantees listed below; (ii) the guarantees of satisfactory evidence of the condition of shareholder included in the section "Common rules related to the exercise or delegation of the voting right through remote communications means" of the notice of summons; and (iii) any other requirements and formalities that might be required by the legislation in force.

The representation through remote communications means may be granted through:

##### **1. Electronic means**

- a) Procedure:** those shareholders who wish to grant their representation through electronic means shall do it through the website of the Company, clicking on the link "Electronic Delegation and Voting".
- b) Identification of shareholders:** the shareholder must evidence his/her identity through an electronic certificate validated by an authorised national certification institution or his/her electronic ID card, in accordance with the provisions of the Common Rules of the Notice of Summons.
- c) Validity of the delegation:** the delegation so granted will be considered valid by the Company only in the case that it is received within the deadlines foreseen and the status of shareholder of the principal is duly evidenced.
- d) Other forecasts:** electronic delegations may only be used if they have been accepted by the proxy. To that effect, it will be understood that the representative has accepted the delegation if he/she attends, along with his/her Identification Card or Passport at the venue where the Meeting is to be held before the time established for its commencement and informs the staff in charge of the Registry of Shareholders about his/her condition as



representative of the shareholder who has delegated the vote through electronic means, and his/her legitimacy to attend the Meeting.

**e) Revocation of the Delegation:** the person who delegates the vote through electronic means will be entitled to revoke such delegation following the same procedure.

**f) Additional information:** more information on the exercise of the representation through electronic means can be found in the document "Attendance, Delegation and Vote", which is available at the website of the company.

## **2. Postal correspondence**

**a) Procedure:** those shareholders who wish to grant their representation by mail must complete the sections regarding delegation included in the Attendance, Delegation and Voting Card issued by the institution where their shares have been deposited or, in its absence, in any equivalent card which has been obtained through any of the means already indicated. Once duly signed the Card must be sent by post addressed to: (i) the Official Address, in case that the delegation is granted in favour of the Chairman or any other Member of the Board of Directors, directly or through the entity where they have their shares deposited (ii) in other cases, to the address of the proxy appointed by the shareholder. In this latter case, the proxy must attend the venue of the Meeting, with the attendance card and his/her Identification Card or Passport, before the time scheduled for the commencement of the Meeting.

**b) Validity of the delegation through postal correspondence:** The delegation will be considered valid by the Company only in the case that it is received within the deadlines foreseen and the status of shareholder of the principal has been duly evidenced.

**c) Revocation of the Delegation:** the person who delegates his/her vote by post will be entitled to revoke such delegation through the same channel.

## **VOTING THROUGH REMOTE COMMUNICATIONS MEANS**

Those shareholders who do not attend the Meeting may cast their vote through remote communications means, provided that they meet (i) the procedural and identification guarantees indicated in this section; (ii) the guarantees for the satisfactory evidence of the condition of shareholder required in the section "Common rules related to the exercise or delegation of the voting right through remote communications means" included in the notice of summons; and (iii) any other requirements and formalities that might be legally required.

The vote through remote communications means may be cast through:

### **1. Electronic means**

**a) Procedure:** those shareholders who wish to remotely cast their vote through electronic means shall do it through the website of the Company, following the link "Electronic Delegation and Voting".

**b) Identification of shareholders:** the shareholder must evidence his/her identity through an electronic certificate validated by an authorised national certification institution or his/her electronic ID card, in accordance with the provisions of the Common Rules of the Notice of Summons.

**c) Validity of the voting:** the votes so cast will be considered valid by the Company only in the case that they are received within the deadlines foreseen and the status of shareholder of the voter has been duly evidenced.



**d) Additional information:** more information on the exercise of the voting rights through remote communication means is available in the document "Attendance, delegation and Vote", which can be found in the website of the company.

## **2. Postal Correspondence**

**a) Procedure:** those shareholders who wish to cast their vote by mail must complete and sign the 'Remote Vote' Section of the Attendance, Delegation and Voting Card issued by the institution where their shares have been deposited or, in the absence of such card, of any equivalent Card obtained through the procedures already explained. This Card, once it has been duly completed and signed, must be delivered, within the time period prescribed, at the corporate office, directly or through the entity where they have their shares deposited, or sent by mail to the Shareholder's Office, at the official address, within the deadlines established to that effect.

**b) Validity:** the vote so cast will be considered valid by the Company only in the case that it is received within the deadlines foreseen and the status of shareholder of the voter has been duly evidenced.

## **COMMON RULES RELATED TO THE EXERCISE OR DELEGATION OF THE VOTING RIGHT BY REMOTE COMMUNICATIONS MEANS**

### **1.- Deadline for their reception by the Company and certification of the condition as Shareholder**

The delegations granted and votes cast through remote communications means (either through electronic means or by post) must be: (i) granted through the specific link created for the purposes of the General Meeting at the website of the Company, or (ii) received at the official address of the Company. In both cases, the minimum deadline will be 24 hours before the holding of the Meeting, i.e., before 17:00 hours of 23<sup>rd</sup> April. The Company will verify whether the ownership and the number of shares indicated by those shareholders who have granted their representation or cast their votes are correct, on the basis of the data available at the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) or the Record Book of Shareholders.

### **2.- Rules of Precedence**

The personal attendance to the Meeting of any shareholder who had previously delegated his/her representation or who had already voted through a remote system, notwithstanding the means used, will leave without effect such voting or delegation. In the case that a shareholder validly makes several delegations (either through electronic means or by mail) the last action (delegation or voting), performed before the Meeting is held will take precedence. If it cannot be ascertained the exact time when the shareholder did delegate or cast his/her vote, the casting of the vote (irrespective of the means used to cast such vote) will prevail over the delegation. If the shareholder had cast several votes in a different sense, either through electronic means or by post, the last vote cast before the holding of the Meeting will prevail.

### **3.- Electronic signature**

To ensure the authenticity and accurate identification of the shareholder who exercises his/her voting or representation rights, the shareholder must have his/her e-ID Card or a qualified electronic certificate issued by the Spanish Public Certification Authority (CERES), an institution belonging to the *Fábrica Nacional de Moneda y Timbre*. Remote voting and proxies using other systems that, in the opinion of the Board of Directors, are suitable to guarantee the identification of the



shareholder and the authenticity in the exercise of his/her rights will also be admitted.

**4.- Other forecasts**

- Both the casting and the delegation of votes through remote electronic means before the holding of the Meeting will be void in case of disposal of the shares that grant such rights.
- The shareholder will be exclusively responsible for the custody of his/her electronic signature.
- Those shareholders who are companies or who are not residents of Spain should consult the Shareholder's Attention Office to consider the possibility of applying, on a case by case basis, the general procedures to vote and delegate through remote communications means. Similarly, in the case that the shareholder is a company, such company must notify the Company, in a reliable manner, any change or revocation of the faculties of its representative, and the Company declines any responsibility until such notice has been forwarded.

**5.- Suspension of the electronic systems and interconnection failures**

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and delegation mechanisms when so required or imposed by technical or security reasons. Upon the occurrence of any of such assumptions, this will be immediately notified in the website of the Company.