



ATRESMEDIA CORPORACIÓN DE MEDIOS DE COMUNICACIÓN, S.A.

Ordinary General Meeting of Shareholders 2019

During the Meeting held on 20th March 2019, the Board of Directors of Atresmedia Corporación de Medios de Comunicación, S.A.

(Atresmedia Corporación or the Company) agreed to summon the Ordinary General Meeting of Shareholders of the Company, to be held in first call on **24th April 2019**, at **17:00 horas**, at the Registered Office of the Company, Avenida Isla Graciosa No. 13, San Sebastián de los Reyes, Madrid, and in second call, on 25th April 2019, at the same time and in the same place, to discuss the matters included in the following

AGENDA

1. Annual accounts, management reports, allocation of the profit obtained and corporate management in connection with year 2018:
 - 1.1 Scrutiny and approval of the annual accounts and management report of Atresmedia Corporación de Medios de Comunicación, S.A., both on an individual and on a consolidated basis, for the year ended on 31st December 2018.
 - 1.2. Approval of the Statement of non-financial information as at 31st December 2018, which forms part of the consolidated annual report.
 - 1.3. Approval of the proposal concerning the appropriation of the profit obtained in 2018.
 - 1.4. Approval of the corporate management of the Company in 2018.
2. Approval of the distribution of an extraordinary dividend, to be charged against unrestricted reserves.
3. Re- election of KPMG Auditores, S.L. as the external auditor of Atresmedia Corporación de Medios de Comunicación, S.A. and its consolidated group of companies for year 2019.
4. Amendment of the corporate byelaws and approval of a consolidated text:
 - 4.1. Article 44.- Remuneration of Directors.
 - 4.2. Article 45.- Remuneration Policy.
 - 4.3. Approval of the consolidated text of the corporate byelaws.



5. Appointment and re-election of directors.
 - 5.1 Appointment of Mr Francisco Javier Bardají Hernando as executive director.
 - 5.2 Re-election of Mr Mauricio Casals Aldama as nominee director.
 - 5.3 Re-election of Ms Aurora Catá Sala as independent director.
 - 5.4 Re-election of Mr José Creuheras Margenat as executive director.
 - 5.5 Re-election of Mr Marco Drago as nominee director.
 - 5.6 Re-election of Ms María Entrecanales Franco as independent director
 - 5.7 Re-election of Ms Patricia Estany Puig as independent director.
 - 5.8 Re-election of Mr Silvio González Moreno as executive director.
 - 5.9 Re-election of Mr Nicolas de Tavernost as nominee director.
6. Approval of the Remuneration Policy for the Directors of the Company.
7. Delegation of powers to formulate, construe, make good and enforce the resolutions adopted by the General Meeting, and to replace the powers granted to the Board of Directors by the Meeting.
8. Advisory vote on the Annual Report on the remunerations received by the Directors of Atresmedia Corporación in 2018.
9. Report of the Board of Directors concerning the amendment of the Board Regulations.

SHAREHOLDERS' RIGHTS AND OTHER INFORMATION

RIGHT TO INFORMATION

Up to the fifth day before the date fixed for the holding of the General Meeting, shareholders may request from the Directors the information or clarifications deemed necessary, or submit in writing any questions deemed appropriate in connection with the issues included in the Agenda or the information available to the public and forwarded by the Company to the Comisión Nacional del Mercado de Valores (CNMV) since the last General Meeting held, or in connection with the Auditor's Report. Such enquiries must be made in writing and delivered at the Corporate Office, but they may be also forwarded to the company through any of the following channels:

1. By mail, addressed to the Registered Office, Shareholder's Office.
2. Through the following e-mail address:

oficinadelaccionista@atresmedia.com



Shareholders will be entitled, at any time after the announcement of the General Meeting, to examine the following documents at the registered office of the Company, and to request their delivery, immediately and on a free-of-charge basis:

- The proposals for resolutions submitted by the Board of Directors to the General Meeting, concerning the items of the agenda.
- The annual accounts and the management report of the Company and its consolidated group (including the consolidated statement of non-financial information) for the year ended on 31st December 2018. The management report includes, in a separate section, the annual report on corporate governance for 2018, along with the relevant audit reports.
- The statement of non-financial information, which forms an integral part of the consolidated management report.
- Report of the Board of Directors concerning the proposed reform of the Corporate Byelaws.
- Consolidated text of the corporate byelaws.
- Report on the Directors whose re-election or appointment is proposed, including the identity and CV of each one of them, along with an assessment of their skills, background and merits.
- Report concerning the amendment of the Remuneration Policy for Directors.
- Annual report on the remunerations paid to the Directors in 2018.
- Report of the Board of Directors, explaining the reform of the Board Regulations.

SPECIAL INFORMATION CHANNELS AND ELECTRONIC FORUM FOR SHAREHOLDERS

The Company maintains the corporate website www.atresmediacorporacion.com, which may be used by shareholders to exercise their right to information.

All the existing documentation regarding the General Meeting will be available on a continuous and uninterrupted basis under the "2019 General Meeting" Section of the aforementioned website, so that it may be downloaded and printed, until the Meeting has been held.

In addition to the documents mentioned in the previous section, the following ones will be also available at the Corporate website:

- The summons of the Meeting.
- The total number of shares and voting rights at the date of the summons.
- The Regulations governing the General Meeting of Shareholders.



- The requirements governing all kinds of delegation and voting mechanisms.
- The Attendance, Delegation and Voting Card.
- Access to “Electronic Delegation and voting system”.
- Access to “Electronic Forum for Shareholders”.

The Electronic Forum for Shareholders contains its own rules of operation. This Forum is accessible, subject to all the warranties required, both by individual shareholders and by those voluntary associations that might be eventually established, so that they can get in touch before the holding of the Meeting. Subject to the requisites, formalities and consequences foreseen in the legal regulations applicable to the Electronic Forum for Shareholders, Shareholders may post any proposals they intend to submit as an addendum to the Agenda included in the notice of summons to the meeting, as well as any requests for endorsement of such proposals, initiatives to reach the percentage required for the exercise of any minority rights foreseen by the legislation in force, and any other offers or requests for voluntary representation.

SUPPLEMENT TO THE NOTICE OF SUMMONS AND SUBMISSION OF PROPOSALS

Shareholders who represent at least three percent (3%) of the capital stock of the Company may request the publication of a supplement to this notice, including one or more additional points in the Agenda, provided that such new points are duly justified or, if appropriate, a grounded resolution proposal is attached.

This right should be exercised through an official notice, including all the necessary information, addressed to the Secretary of the Board of Directors. Such notice must be received at the Registered Office of the Company, within five days from the publication of this Notice of Summons. If appropriate, the supplement to the Notice of Summons would be published at least fifteen days before the date fixed for the holding of the Meeting.

Shareholders who represent the same percentage of the Capital Stock (within the same term of five days stated in the previous paragraph, and provided that the relevant notice has been sent to the Registered Office of the Company) may also submit grounded resolution proposals on issues already included or to be included in the Agenda of the General Meeting. In such a case, the Company will guarantee that such resolution proposals and the documentation attached, if any, are divulged under the same terms and conditions as the



remaining proposals, according to the legal provisions established in that respect.

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 this notice of summons, or download it from the corporate website, under the section 2019 General Meeting, 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 this 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 this 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. In this case, if the appointed representative is a director, a conflict of interest shall arise on some of the items on the agenda, it will be understood that the shareholder will be represented by the Secretary of the Board.

As regards proposals relating to items not included in the agenda of the call, the representation also extends to these matters, unless the shareholder has indicated otherwise in the delegation document. In this case, the representative will abstain to voting. If the proxy also covers any such proposals, the specific instruction to the



representative shall be that of voting in negative, unless indicated otherwise by the shareholder granting the proxy.

If the delegation is extended to these points and proposals are presented regarding the separation of directors or the exercise of social action of responsibility if the representative is a director, there is a potential conflict of interest. In that case, and unless the shareholder includes other voting instructions on his Card, the shareholder's precise instruction to the proxy holder is to vote against all of them.

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 this 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", of the section "2019 General Meeting".
- 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 this 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, under the section "2019 General Meeting".

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 this 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" included under the section "2019 General Meeting".
- 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 this 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, under the section "2019 General Meeting".

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 this General Meeting at the website of the Company, or (ii) received at the official address of the Company, directly or through the entity where they have their shares deposited. In both cases, the minimum deadline will be 24 hours before the holding of the Meeting, i.e., before 17:00 hours of 23rd 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.

PROTECTION OF PERSONAL DATA

The personal data of shareholders and their representatives, as well as those data provided by registered users, or generated as a consequence of the use of the Forum shall be processed by the Company (which is the data controller) for the management of the relationships with shareholders, and for the calling, holding, control of the participation and divulging of the General Meeting, for the operation of the Electronic Forum and the compliance with the



applicable regulations. The rights of access, rectification, erasure, objection, restriction of processing and data portability may be exercised through a notice sent by e-mail to the address privacidad@atresmedia.com or through a letter sent to the Oficina de Protección de Datos de Atresmedia, located at Avda. Isla Graciosa 13, 28703 San Sebastián de los Reyes, Madrid, attaching a photocopy of the ID Card. All this information may be consulted at the Privacy Policy page of the company, which is available at the following link of our corporate website:

<https://www.atresmediacorporacion.com/accionistas-inversores/junta-general-accionistas/>

OTHER INFORMATION OF A GENERAL NATURE

- The Meeting will foreseeably be held in first call.
- The Board of Directors has agreed to request the presence of a Notary Public to prepare the Minutes of the Meeting.
- Attendance Cards will be issued by those Institutions where the shares are deposited. Notwithstanding the foregoing, those shareholders who have not received them from the entity where their shares are deposited may also request the Attendance Cards to the Company itself, also by e-mail to the address oficinadelaccionista@atresmedia.com, or download such Cards from the Corporate website.
- No Meeting attendance premium will be paid, irrespective of whether the Meeting is attended personally or by proxy. No gifts will be distributed.
- It has been planned that the General Meeting is broadcast over the Internet and its contents will be incorporated in full into the information permanently available at the Corporate Website, in the section related to the General Meeting.

San Sebastián de los Reyes, Madrid, this 22th day of March 2019. The Secretary of the Board of Directors.