

**A LA COMISIÓN NACIONAL DEL MERCADO DE VALORES**

In accordance with the provisions of Article 227 of the *Ley del Mercado de Valores*, Atresmedia Corporación de Medios de Comunicación, S.A. hereby notifies the following

RELEVANT INFORMATION

Proposals of the resolutions that the Board of Directors has decided to submit for the consideration by the Ordinary Shareholders' General Meeting, called today, which will be initially held on 29th April 2025, are attached to this relevant information document.

Madrid, 26th March 2025



**RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS OF ATRESMEDIA
CORPORACIÓN DE MEDIA DE COMUNICACIÓN, S.A. TO THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS FOR THEIR ADOPTION:
29/30 APRIL 2025**

Proposals concerning item 1 of the agenda

Annual accounts, management reports, appropriation of the profit obtained and corporate governance report in connection with year 2024.

1.1 Approval of the individual annual accounts and management report of Atresmedia Corporación de Medios de Comunicación, S.A., as well as its consolidated annual accounts and management report for the year ended 31 December 2024.

To approve, in accordance with the provisions set forth in the legal documentation, the individual annual accounts and management report of Atresmedia Corporación de Medios de Comunicación, S.A., as well as its consolidated annual accounts and corporate governance report for the year 2024, as formulated by the Board of Directors.

1.2 Approval of the statement of non-financial information and sustainability information as at 31 December 2024.

To approve the statement of non-financial information and sustainability information as at 31 December 2024, which forms an integral part of the management reports.

1.3 Approval of the appropriation of profit for the financial year 2024.

To approve the proposed appropriation of the profit for the financial year 2024, taking into account that the net profit, after the provision for corporate income tax corresponding to that financial year, amounted to 157,955 thousand euros, to be distributed in the manner and amount indicated below:

Dividend:

- A maximum amount of 153,121 thousand euros will be applied to the payment of dividends, of which 47,287 thousand euros, corresponding to the interim dividend of 0.21 euros paid on 18 December 2024, pursuant to a resolution of the Board of Directors, have already been distributed.
- The remaining 105,834 thousand euros will be distributed among shareholders by way of a final dividend of 0.47 euros per share once the economic rights attached to treasury shares have been attributed, and such dividend will be payable on 18 June 2025 in respect of all shares representing the capital stock of the Company, excluding treasury shares.

Therefore, by adding this final dividend to the aforementioned interim dividend, the total sum distributed by the Company as a dividend for the 2024 financial year amounts to 0.68 euros per share, with a maximum cap of 153,121 thousand euros.

Voluntary reserve:

The remaining sum, amounting to a minimum of 4,834 thousand euros, shall be allocated to voluntary reserves.

1.4 Approval of the Board of Directors' performance during the financial year 2024.

To approve the management of the Company carried out by the Board of Directors during the financial year 2024.



Proposal concerning item 2 of the agenda

2. Re-election of the company KPMG Auditores, S.L. as external auditors of Atresmedia Corporación de Medios de Comunicación, S.A. and its consolidated group of companies for the year 2025.

To re-elect the firm KPMG Auditores S.L. as external auditor in charge of the verification of the annual accounts of Atresmedia Corporación de Medios de Comunicación, S.A. and its consolidated group of companies for the financial year 2025.

Proposal concerning item 3 of the agenda

Re-election, ratification and appointment of directors. Determination of the number of members of the board of directors:

3.1 Re-election of Ms Rosa María Lleal Tost as independent director.

Re-election of Ms. Rosa María Lleal Tost as director, at the proposal of the Appointments and Remuneration Committee, as an independent director, for the four-year term established in the Corporate Bylaws.

3.2 Re-election of Ms Beatriz Roger Torres as independent director.

Re-election of Ms Beatriz Roger Torres as director, at the proposal of the Appointments and Remuneration Committee, as an independent director, for the four-year term established in the Corporate Bylaws.

3.3 Ratification and re-election of Mr. Nicola Drago as nominee director.

Ratification of the appointment by co-option of Mr. Nicola Drago, made by the Board of Directors on May 22, 2024, as director to fill the vacancy resulting from the resignation of Mr. Marco Drago on that same date, and to re-elect him as director with the status of nominee director, upon the proposal of the shareholder Grupo Pasa Cartera, S.A.U., and following a report from the Appointments and Remuneration Committee, for the four-year term established in the Corporate Bylaws.

3.4 Ratification and re-election of Mr. David Larramendy as nominee director.

Ratification the appointment by co-optation of Mr. David Larramendy, made by the Board of Directors on January 29, 2025, as director to fill the vacancy resulting from the resignation of Mr. Nicolas de Tavernost, effective on the same date, and to re- elect him as a nominee director, upon the proposal of the shareholder Ufa Film und Fernseh GmbH and following a report from the Appointments and Remuneration Committee, for the four-year term established in the Corporate Bylaws.

3.5 Appointment of Ms. Estefanía Knuth Marten as Independent Director.

Appointment of Ms. Estefanía Knuth Marten as a director, upon the proposal of the Appointments and Remuneration Committee, with the status of independent director, for the four-year term established in the Corporate Bylaws.

3.6 Appointment of Ms. Almudena Martorell Cafranga as Independent Director.

Appointment of Ms. Almudena Martorell Cafranga as a director, upon the proposal of the Appointments and Remuneration Committee, with the status of independent director, for the four-year term established in the Corporate Bylaws.

3.7 Determination of the number of members of the Board of Directors.

To establish the number of members of the Board of Directors at fourteen (14).



Proposals concerning item 4 of the agenda

Amendment of the Corporate Bye-Laws in order to adapt them to the changes introduced by Organic Law 2/2024, of 1 August, on equal representation and balanced presence of women and men, and approval of a consolidated text.

4.1 Amendment of articles 34.1, 42.1, 43.1 and 43.5 b) of the Corporate Bye-Laws.

Amendment of section 1 of article 34 (Composition of the Board of Directors); section 1 of article 42 (Audit and Control Committee); and sections 1 and 5 b) of article 43 (Appointments and Remuneration Committee) to adapt them to the changes introduced in the regulations by Organic Law 2/2024, of 1 August, on equal representation and balanced presence of women and men. Also, delete paragraph 5(b) of Article 43, which refers to the power to establish the target for representation of the less represented sex, as this is now mandatorily provided for in Organic Law 2/2024.

These articles will now have the following wording:

“Article 34. Composition of the Board of Directors.

1. *The Board of Directors shall consist of a minimum of five (5) and a maximum of sixteen (16) members. The Directors may be either Executive Directors or Non-Executive Directors. Directors included in the latter category may be nominee directors, independent directors or other external directors. These terms shall have the meaning attributed to them by the legislation currently in force and as specified in the Regulations of the Board of Directors.*

It is incumbent upon the board of directors to ensure that the procedures for the selection of its members favour equality between women and men, as well as diversity with respect to issues such as age, disability or professional qualifications and experience. In particular, the board should avoid any implicit biases that could entail any discrimination, and ensure that the selection of female directors is sufficiently substantial to allow for a balanced presence of women and men.

The composition of the board of directors shall ensure the presence of at least forty per cent of members belonging to the under-represented sex. The total number of directors that shall be considered the minimum necessary to achieve this objective shall be the closest percentage to forty per cent, without in any case exceeding forty-nine per cent of the members of the board of directors.

*In those instances where this percentage is not met due to circumstances beyond the control of the board, such as death, incapacitation, legal disqualification, or the voluntary resignation of a director leading to an early vacancy, the percentage must be achieved again when appointing a new director by co-optation. This percentage shall be permanently restored at the first General Meeting of Shareholders following the vacancy. (***)*

Article 42. Audit and Control Committee.

1. *An Audit and Control Committee shall be established within the Board of Directors. The committee shall comprise a minimum of three (3) and a maximum of seven (7) Directors, who shall exclusively be non-executive Directors, appointed by the Board of Directors from among its members. (***)*



Article 43.- Appointments and Remuneration Committee.

1. *The Board of Directors shall establish an Appointments and Remuneration Committee comprising a minimum of three (3) Directors and a maximum of seven (7) Directors, all of whom shall be non-executive Directors appointed by the Board of Directors from among its members. (***)*."

The report compiled by the Board of Directors on the proposed amendment of the aforementioned articles of the Corporate Bye-laws has been made available on the corporate website www.atresmediacorporacion.com, within the section entitled General Meeting 2025, and has been accessible to shareholders from the time the meeting was called.

4.2 Approval of a consolidated text of the Corporate Bye-laws.

To approve a consolidated text of the Corporate Bye-laws of Atresmedia Corporación de Medios de Comunicación, S.A., which incorporates the amendments to articles 34.1, 42.1, 43.1 and the suppression of 43.5 b) and is included as an annex to the report of the Board of Directors on the amendment of the Corporate Bye-laws, and which shall form an integral part of this resolution for all intents and purposes.

The report compiled by the Board of Directors on the proposed amendment of the aforementioned articles of the Corporate Bye-laws has been made available on the corporate website www.atresmediacorporacion.com, within the section entitled General Meeting 2025, and has been accessible to shareholders from the time the meeting was called."

Proposal concerning item 5 of the agenda

5 Authorisation for the derivative acquisition of treasury shares, either directly or through Group companies.

To authorise the Company to acquire, either directly or through any of its subsidiaries, fully paid-up shares of Atresmedia Corporación de Medios de Comunicación, S.A., by any of the means permitted by law, including the purchase against profits for the year and/or unrestricted reserves, and to subsequently dispose of them, in accordance with articles 146, 509 and related articles of the Spanish Corporations Act, delegating to the Board of Directors such powers as may be necessary to execute the resolutions adopted by the General Meeting of Shareholders in this regard.

The procedure for acquiring these treasury shares shall be as follows:

- The nominal value of the shares purchased, added to those already held by Atresmedia Corporación de Medios de Comunicación, S.A. and its subsidiaries, shall not exceed the legal maximum value authorised by law at any given time.
- The acquisition, including the shares previously acquired and held in the Company's portfolio by the Company or by an individual acting in their own name but on behalf of the Company, must not result in a reduction of net equity to a level below the amount of capital stock plus any reserves that are not legally or statutorily available. For the purposes of this stipulation, equity is to be understood as the amount classified as such in accordance with the criteria employed for the preparation of the annual accounts, reduced by the amount of the profit directly attributed to such equity and increased by the amount of the uncalled capital subscribed and by the amount of the nominal



value and share premiums of the subscribed capital recorded as a liability for accounting purposes.

- The acquired shares must be fully paid up.
- The purchase price must not be less than the nominal value nor twenty per cent (20%) higher than the listed price. Furthermore, the purchase transactions must comply with the rules of the securities markets.
- The obligation established in article 148 c) of the Corporations Act must be complied with; this obligation involves the creation in the company's balance sheet of a restricted reserve equivalent to the amount of the parent company's shares computed on the assets side of the balance sheet, without reducing the capital or the legally or statutorily restricted reserves. This reserve must be maintained as long as the shares are not disposed of.
- The management report, to be issued by the Board of Directors in due course, should include at least the information stipulated in article 148 d) of the Corporations Act.

The Company's subsidiaries are expressly authorised to acquire the Company's shares, either by purchase or for any other consideration, on the same terms and within the same limits set out in this resolution. Furthermore, the shares acquired by the Company or its subsidiaries pursuant to this authorisation may be used, in whole or in part, for delivery to beneficiaries of remuneration plans or as a result of the exercise of stock option rights for the benefit of the employees or directors of the Company or its subsidiaries. The intention of this authorisation is expressly stated for the purposes contemplated in article 146.1 a) of the Corporations Act.

The Board of Directors is allowed, in the broadest terms, to use the authorisation that is the object of this resolution and to fully implement and develop such authorisation, and may delegate these powers to the Executive Committee, the Chief Executive Officer, the Executive Chairman or Executive Vice-Chairman, or to any other person expressly mandated by the Board for this purpose, to the extent it deems necessary, and the Company's Internal Code of Conduct on Matters Relating to the Securities Markets shall apply as appropriate.

This authorisation shall remain valid for a period of five (5) years from the date of this General Meeting, and the authorisation granted to the Board of Directors by the Ordinary General Meeting of Shareholders held on 29 April 2020, to the extent that it has not been exercised, shall become null and void.

Proposal concerning item 6 of the agenda

- 6 Delegation of powers in favour of the Board of Directors, so that this latter may issue, on behalf of the Company and in one or more issues, debentures, bonds and other fixed-income securities or other similar debt instruments, either non-convertible or exchangeable for outstanding shares or other pre-existing securities of other companies, as well as promissory notes and preferred shares, with express permission to delegate said authority and within a maximum period of five (5) years. Delegation of powers.**

To delegate to the Board of Directors of the Company, with express powers of substitution, pursuant to the provisions of articles 401 et seq. of the Corporations Act and article 319 of the Commercial Registry Regulations, the power to issue fixed-income securities or other debt instruments of a similar nature in accordance with the terms and conditions specified hereunder:

1. Securities to be issued

The marketable securities referred to in this delegation of powers may encompass debentures, bonds and other fixed-income securities or debt



instruments of a similar nature, in any legally admissible form, whether simple or exchangeable for outstanding shares or other pre-existing securities of other companies. Concomitantly, this delegation may also be utilised for the issuance of preference shares and other securities of a similar nature, as well as promissory notes, under this or any other name (the 'Securities'). The delegation includes the authorisation to establish and/or renew programmes for the continuous or open-ended issue of debentures, bonds and other fixed-income securities of a similar nature, as well as promissory notes, under this or any other designation.

2. Effective term of the delegation of powers

The securities may be issued on one or more occasions, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.

3. Maximum amount covered by the delegation of powers

The total maximum amount of the issue or issues of securities that may be made under this delegation of powers may not exceed an aggregate nominal amount of THREE HUNDRED MILLION EUROS (€300,000,000) or its equivalent in another currency.

With respect to the limits of the delegation, the aforesaid amount constitutes the maximum overall limit that may be reached at any time by the sum of the outstanding nominal amount of the promissory notes or comparable securities to be issued plus the nominal amount issued of the remaining securities that have also been issued pursuant to this authorisation granted to the Board of Directors.

4. Scope of the delegation

The Board of Directors shall be responsible for determining the terms and conditions for each issue, including but not limited to:

- a) The amount of the issue (always within the aforementioned overall quantitative limits).
- b) The place of issue -either domestic or foreign- and the applicable currency and, in the case of foreign currency, its euro equivalent.
- c) the nature and denomination of the securities, whether bonds or debentures, including subordinated debentures, promissory notes or other fixed-income securities of a similar nature, or any other type of securities permitted by law, which may be fully or partially exchangeable (necessarily and/or voluntarily and, in the latter case, at the option of the holder and/or the issuer) for outstanding shares or other pre-existing securities of other entities or which may contain a call option right.
- d) The date or dates of issue.
- e) The number of securities and their nominal value.
- f) The interest rate, coupon payment dates and procedures or any other indices or parameters.
- g) The perpetual or redeemable nature of the issue, and, in the latter case, the redemption period, method and maturity date or dates.
- h) Any anti-dilution mechanisms and clauses, where applicable.
- i) the rules of precedence or subordination clauses, if any.
- j) The repayment rate, premiums and batches.
- k) The guarantees applicable to the issue, if any.
- l) The manner in which the securities are represented, whether by means of certificates or book entries or in any other form permitted by law.
- m) The procedure under which the securities may be subscribed.



- n) The applicable legislation, whether Spanish or foreign.
- o) If appropriate, the application for admission to trading on secondary markets, whether official or unofficial, organised or over-the-counter, domestic or foreign, of the securities issued by virtue of this delegation of powers, subject to the requirements established in each case by the applicable legislation and, in general, subject to any other terms and conditions of the issue.
- p) If appropriate, the appointment of the Commissioner and approval of the basic rules governing the legal relations between the Company and the Syndicate of holders of the securities issued.
- q) in the case of schemes involving promissory notes, the maximum total amount of the scheme(s), the maximum and minimum nominal amounts of the promissory notes to be issued, the procedure or system chosen for the issue and allotment of such notes and, in general, any other aspect or condition of the issuers or schemes, including any subsequent modification thereof.
- r) The undertaking of such formalities as may be necessary, in accordance with the applicable securities market regulations, for the implementation of the specific issues agreed under this delegation of powers.
- s) Additionally, the delegation to the Board of Directors shall also encompass the authority to amend, contingent upon the obtaining of the requisite authorisations, the terms and conditions of the securities issued, as and when the Board deems it appropriate.

5. Admission to trading

The Board of Directors is hereby delegated the power to apply for the admission to trading on official or unofficial, organised or over-the-counter, domestic or foreign secondary markets, of the securities issued pursuant to this delegation, and the Board of Directors is authorised, with express power of substitution in favour of the Executive Chairman, the Executive Vice-Chairman, the Chief Executive Officer, the Secretary and the Deputy Secretary, to carry out the necessary formalities and actions before the competent authorities of the various national or foreign securities markets for the purpose of the admission of the securities to trading.

Authorisation is also given, subject to the same terms and conditions, to request, where appropriate, the delisting of the securities issued by the Company pursuant to this resolution. In any event, such delisting shall be carried out in accordance with the legal provisions in force.

6. Delegation of powers

Without prejudice to the specific delegations of powers contained in the preceding paragraphs (which shall be understood as granted with express powers of substitution in favour of the bodies and persons specified herein), the Board of Directors shall be authorised, to the fullest extent permitted by law and with express powers of delegation to the Chief Executive Officer, the Secretary and the Deputy Secretary of the Board of Directors, so that each of them may, jointly and severally, apply for all authorisations and adopt all resolutions deemed necessary or expedient for compliance with the applicable laws and for the execution and validity of this resolution, including the completion of all formalities and the formalisation of all public or private deeds and prospectuses that may be required under the delegation of powers that is the subject of this resolution.

The approval of this resolution shall render null and void the authorisation granted to the Board of Directors contained in the fifth item of the agenda



of the General Meeting of Shareholders of the Company held on 29 April 2020, to the extent that such authorisation has not been implemented.

Proposal concerning item 7 of the agenda

- 7 Delegation of powers to the Board of Directors, so that this latter may issue, on behalf of the Company, on one or more occasions, and within a maximum period of five (5) years, debentures and/or bonds convertible into new shares of the Company and/or exchangeable for shares of the Company, as well as warrants on newly issued or outstanding shares of the Company, with express authorisation, in the event of the issue of convertible debentures and/or bonds and warrants on new shares, to exclude the pre-emptive subscription rights of the shareholders and to increase the capital stock by the amount necessary to cover the conversion. Definition of the criteria for determining the bases and modalities of the conversion. Delegation of powers.**

To delegate to the Board of Directors of the Company, with express powers of substitution, pursuant to the provisions of articles 297.1. b), 401 et seq. and 417 and 511 of the Corporations Act and 319 of the Commercial Registry Regulations, the power to issue negotiable securities in accordance with the conditions specified below:

1. Securities covered by the issue
The negotiable securities covered by this delegation of powers may include debentures and/or bonds convertible into newly issued ordinary shares of the Company, and/or exchangeable into existing shares of the Company, as well as warrants on newly issued or outstanding shares of the Company (the 'Securities').
2. Effective term of the delegation of powers
The Securities may be issued on one or more occasions, at any time, within a maximum period of five (5) years, which shall commence on the date of the adoption of this resolution.
3. Maximum amount covered by the delegation of powers
The total maximum amount of the issue or issues of securities that may be made under this delegation of powers may not exceed an aggregate nominal amount of THREE HUNDRED MILLION EUROS (€300,000,000) or its equivalent in another currency.
4. Scope of the delegation
The Board of Directors shall be responsible for determining the terms and conditions for each issue, including but not limited to:
 - a) The amount of the issue (always within the aforementioned overall quantitative limits).
 - b) The place of issue -either domestic or foreign- and the applicable currency and, in the case of foreign currency, its euro equivalent.
 - c) The denomination, whether bonds or debentures, including subordinated debentures, or any other name permitted by law.
 - d) The date or dates of issue.
 - e) the number of securities and their nominal value, which shall not be less than the nominal value of the shares.
 - f) The interest rate, dates and procedures for payment of the coupon, including the possibility of remuneration linked to the performance of the Company's listed share price or any other indices or parameters.
 - g) The perpetual or redeemable nature of the securities and, in the latter case, the term and methods of redemption and the maturity date(s).
 - h) The convertible and/or exchangeable nature of the securities, as well as



the possibility of accepting the conversion or exchange or redeeming all or part of the issue in cash at any time.

- i) Any anti-dilution mechanisms and clauses.
 - j) the rules of precedence or subordination clauses, if any.
 - k) The repayment rate, premiums and batches.
 - l) The guarantees applicable to the issue, if any.
 - m) The manner in which the securities are represented, whether by means of certificates or book entries or in any other form permitted by law.
 - n) The procedure for the exercise or the exclusion of any pre-emptive subscription rights with respect to the holders of shares as well as, in general, the procedure for subscription and payment of the securities.
 - o) whether it is expected that the issue will not be fully subscribed.
 - p) The applicable legislation, whether Spanish or foreign.
 - q) The undertaking of such formalities as may be necessary, in accordance with the applicable securities market regulations, for the implementation of the specific issues agreed under this delegation of powers.
 - r) If appropriate, the application for admission to trading on secondary markets, whether official or unofficial, organised or over-the-counter, domestic or foreign, of the securities issued by virtue of this delegation of powers, subject to the requirements established in each case by the applicable legislation and, in general, subject to any other terms and conditions of the issue.
 - s) If appropriate, the appointment of the Commissioner and approval of the fundamental rules governing the legal relations between the Company and the Syndicate of holders of the securities issued
 - t) Additionally, the delegation to the Board of Directors shall also encompass the authority to amend, contingent upon the obtaining of the requisite authorisations, the terms and conditions of the securities issued, as and when the Board deems it appropriate.
5. Exclusion of the pre-emptive subscription right
The Board of Directors is expressly authorised, in accordance with the provisions of Articles 417 and 511 of the Corporations Act, to exclude, in whole or in part, the exercise of the shareholders' pre-emptive subscription rights in connection with the issue of convertible bonds and securities and warrants on newly issued shares, if it deems it appropriate or convenient in the interests of the Company. In any event, if the Board of Directors decides to exclude the pre-emptive right, it will prepare the mandatory report of the Directors of the Company, including, as required by the Corporations Act, the relevant report prepared by an independent expert. These reports will be made available to shareholders and will be announced at the first general meeting following the adoption of the relevant resolution on the issue of securities.
6. Bases and methods for conversion and/or exchange
In the event of the issue of convertible and/or exchangeable bonds and/or debentures, and for the purpose of determining the bases and methods of conversion and/or exchange, these shall be determined by the Board of Directors for each individual issue launched under the delegation granted, in accordance with the following criteria:
- a) Securities issued under this resolution may be converted into new shares of the Company and/or exchanged for shares of the Company, according to a specific or determinable conversion and/or exchange rate, either



fixed or variable. The Board of Directors will be authorised to determine whether they are convertible and/or exchangeable, or both, and to determine whether they are necessarily or voluntarily convertible and/or exchangeable on the basis of any objective criterion, and in case that they can be voluntarily convertible and/or exchangeable, whether this should be done at the option of the holder or the issuer, subject to the periodicity and within the time limits laid down in the resolution on their issue, which stipulates a maximum timeframe of [ten (10) years] from the date of issue, or whether they can be perpetually converted or exchanged, if so permitted by the applicable legislation, including the possibility of a full or partial redemption, at the discretion of the holder or issuer, at any given time and in cash.

- b) In case of a fixed rate of conversion and/or exchange for Company shares, the convertible and/or exchangeable bonds and/or debentures will be valued at their nominal value, and the shares will be valued at the fixed exchange rate to be determined through a resolution of the Board of Directors, or at the exchange rate to be determined on the date or dates to be indicated in the resolution of the Board, and on the basis of the stock market price of the Company shares on the reference date(s) or period(s) indicated in the resolution. Furthermore, a premium or, if appropriate, a discount on the share price may also be established.
- c) The debentures or bonds may also be issued at a variable rate of conversion and/or exchange. In such cases, the conversion and/or exchange price of the shares will be calculated using the arithmetic mean of the closing prices, the weighted average price, or any other relevant market price reference for the Company Shares on the Continuous Trading market. This reference price will be determined over a period to be defined by the Board of Directors, with or without a premium or, if appropriate, a discount on the share price. Notwithstanding the foregoing, and subject to the conditions to be established by the Board of Directors, a minimum and/or a maximum reference price may be established in connection with the shares, for the purpose of their conversion and/or exchange.
- d) In the event of an exchange of shares for shares of another company (whether or not part of the group of companies), the rules set out in paragraphs a) and b) above will be applied, *mutatis mutandis* and where appropriate, although a reference will be made to the stock market price of the shares of such company on the relevant market.
- e) With regard to the conversion rate of debentures into shares, the share price may never be lower than the nominal value. In accordance with the provisions contained in article 415 of the Corporations Act, debentures may not be converted into shares when the nominal value of the former is lower than that of the latter ones. Convertible debentures may not be issued for an amount below their nominal value.
- f) In the event of a convertible and exchangeable issue, the Board of Directors may decide that the Company will be entitled, at any time, to choose between the conversion into new shares or the exchange for outstanding shares. The nature of the shares to be delivered shall be specified at the time of the conversion or exchange, although the Company may also deliver a combination of newly issued shares and already existing shares or an equivalent cash amount. In any case, an equal treatment shall be ensured for all those holders of fixed income securities who convert and/or exchange their securities on a given date.



- g) In instances where conversion and/or exchange occurs, any fractional shares delivered to the holder of the debentures or bonds shall be rounded down to the next whole number by default. In such cases, each holder shall receive in cash the difference that may arise.
- h) As outlined in articles 417 and 511 of the Corporations Act, at the time of approving an issue of convertible bonds or debentures with total or partial exclusion of pre-emptive subscription rights under the authorisation contained in this resolution, the Board of Directors shall issue a report developing and specifying, based on the criteria described above, the bases and modalities of the conversion specifically applicable to the aforementioned issue. This report shall be accompanied, where so required by the applicable regulations, by the corresponding report of the auditor referred to in article 414.2 of the Corporations Act, who shall be other than the Company's auditor and who shall be appointed for this purpose by the Commercial Registry. Likewise, such reports shall be made available to the shareholders and communicated to the first General Meeting of Shareholders to be held after the approval of the resolution on the issue.

The Board of Directors shall be authorised to develop and specify the bases and types of the conversion and/or exchange previously established. This authority shall especially extend to the determination of the timing of the conversion and/or exchange, which may be limited to a period established beforehand, the ownership of the conversion and/or exchange right, which may correspond to the Company itself or to the holders of debentures and/or bonds, the method of compensating the debenture holders (either through conversion, exchange, delivery of a cash amount or any combination of the above, or even a compulsory conversion, that will be freely determined by the Board at its convenience, even at the time of the execution) and, in general, any other conditions or particulars deemed necessary or convenient for each specific issue.

7. Bases and methods for the exercise of the warrants

The regulations delineated in the preceding paragraphs shall be applicable, with all necessary modifications, in the event of the issuance of warrants or analogous securities that may confer, directly or indirectly, the right to underwrite newly issued shares of the company. The delegation of powers shall encompass the most extensive authorisation, within the same scope as the preceding paragraphs, to determine what is deemed more appropriate in connection with this class of securities.

8. Rights of the holders of convertible securities

The holders of those securities to be issued in accordance with the authorisation contained in this resolution will be entitled to all the rights conferred by the prevailing regulations relating to the issue, as well as those rights acknowledged in the resolution regarding the issue of securities.

9. Capital increase

The Board of Directors is delegated the power to increase the capital stock by issuing new ordinary shares in the amount necessary to meet the requests for conversion of the convertible securities issued under this resolution. Such authorisation shall be subject to the condition that the capital increases agreed by the Board of Directors, including those agreed as a consequence of this delegation of powers and those that may be agreed pursuant to other authorisations of the General Meeting, do not exceed the limit of one half of



the current capital stock provided for in article 297. 1 b) *in fine* of the Corporations Act, nor twenty per cent (20%) of said total capital stock in the event that the issue of convertible securities excludes the shareholders' pre-emptive subscription rights.

This authorisation to increase the capital stock includes the authority to issue as outstanding shares, on one or more occasions, the number of shares representing the capital stock that are necessary to carry out the conversion, as well as the power to amend and redraft article 5 of the Corporate Bye-laws relating to the amount of the capital stock and, if appropriate, to cancel the portion of such capital increase that has not been necessary for the conversion into shares.

10. Admission to trading

The delegation of authorisation is conferred upon the Board of Directors, with explicit powers of delegation to the Chief Executive Officer, the Secretary and the Deputy Secretary of the Board, authorising them to apply for the admission to trading of the securities that are the subject matter of this delegation of powers in secondary markets, whether official or not, organised or over-the-counter, domestic or foreign, and to carry out any formalities and actions deemed necessary or convenient before the bodies with jurisdiction of the different domestic or foreign stock markets.

In addition, the Board of Directors is also authorised to apply for the admission to trading of the new ordinary shares that may be issued to satisfy the requests for conversion of the securities issued under this resolution, on the Madrid, Barcelona, Bilbao and Valencia stock exchanges and on any other markets on which the Company's shares are listed at the time of the implementation of this resolution, as well as their inclusion in the Spanish Stock Exchange Interconnection System (SIBE).

It is expressly stated that any subsequent request for delisting will be subject to the same formalities as the request for admission to trading, if applicable, and that in this case the interests of those shareholders or debenture holders who object or vote against this resolution will be safeguarded in accordance with the provisions of current legislation. It is also expressly stated that the Company is subject to the stock exchange regulations currently in force or which may be adopted in the future, in particular those relating to trading, maintenance and exclusion from trading.

11. Delegation of powers

Without prejudice to the specific delegations of powers contained in the preceding paragraphs (which shall be understood as granted with express powers of substitution in favour of the bodies and persons specified herein), the Board of Directors shall be authorised, to the fullest extent permitted by law, and with express powers of delegation in favour of the Executive Chairman, the Executive Vice Chairman, the Chief Executive Officer, the Secretary and the Deputy Secretary of the Board of Directors, so that each of them, jointly and severally, may apply for all authorisations and adopt all resolutions deemed necessary or expedient for compliance with the applicable laws and for the proper execution and effectiveness of this resolution, including the completion of all formalities and the execution of all public or private deeds, agency, underwriting, calculation and other agreements that may be required for the issue of this type of securities, as well as the formalisation of any prospectuses that may be required pursuant to the delegation of powers that is the subject of this resolution.

The approval of this resolution renders ineffective the authorisation granted



to the Board of Directors under the sixth item of the agenda of the General Meeting of shareholders of the Company held on 29 April 2020, insofar as it has not been implemented.

Proposal concerning item 8 of the agenda

8. Amendment of the Remuneration Policy for Directors

To amend the Remuneration Policy for the Company's directors in force for financial years 2024–2026 in order to: (i) increase the maximum amount of the annual fixed remuneration of executive directors, with the corresponding increase in the annual variable remuneration linked to the achievement of objectives and tied to said fixed remuneration; and (ii) increase the maximum limit of the cost of life insurance premiums that form part of the non-monetary remuneration of executive directors. All of the foregoing in accordance with the terms set out in the report issued by the Appointments and Remuneration Committee, fully endorsed by the Board of Directors, the annex to which forms an integral part of this resolution for all effects and purposes.

The report has been made available on the corporate website www.atresmediacorporacion.com, within the section entitled General Meeting 2025, and has been accessible to shareholders since the meeting was called.

Proposal concerning item 9 of the agenda

9 Advisory vote on the Annual Report on the remuneration received by the directors in 2024.

To vote, on a consultative basis, on the Annual Report on the remuneration received by the directors of Atresmedia Corporación de Medios de Comunicación, S.A. for the 2024 financial year.

Proposal concerning item 10 of the agenda

10 Delegation of powers to formulate, construe, interpret, amend and implement the resolutions adopted by the General Meeting, and to replace the powers delegated to the Board of Directors by the General Meeting.

To authorise the Board of Directors of the Company, to the fullest extent permitted by law and with express powers of delegation to the Chairman of the Board of Directors, the Vice-Chairman, the Chief Executive Officer, the Secretary and the Deputy Secretary of the Board of Directors, so that either the Board of Directors or any of these persons, jointly and severally, may perform such acts as they deem appropriate in connection with the formulation, construction, amendment and full implementation of the resolutions adopted by this General Meeting.

Proposal concerning item 11 of the agenda

11 Report prepared by the Board of Directors on the amendment of the Regulations governing its operation.

In accordance with the provisions of article 528 of the Spanish Corporations Act, the General Meeting of Shareholders is hereby informed of the new Regulations governing the operation of the Board of Directors, which have been adapted to the regulatory amendments introduced by Organic Law 2/2024 of 1 August on equal representation and balanced presence of men and women, and which have been made available in the 'General Meeting 2025' section of the corporate website.