

GRANTING A PROXY

Form for granting a proxy for Ordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 12:30 pm on April 25, 2018, at CentroCentro (Palacio de Cibeles), Plaza de Cibeles, 1, 28014 Madrid, on first call, and if the necessary quorum is not achieved, at the same place and at the same time on April 26, 2018, on second call. **The General Shareholders Meeting is expected to be held on first call, that is, on April 25, 2018, at the place and time indicated above.**

Shareholders wishing to grant proxies

The shareholder grants a proxy for this Meeting to:

(Check only one of the following boxes and appoint the proxy).

- ☐ 1. The Chairman of the General Shareholders Meeting.
- ☐ 2. Mr./Ms. _____, with N.I.F./C.I.F.: _____.

If a proxy is extended in favour of the Board of Directors, or if the proxy does not state the name of the person to which the proxy is granted, it will be understood to have been granted to the Chairman of the Board of Directors or, if applicable, to the person chairing the General Shareholders Meeting.

Voting instructions for resolutions proposed by the Board of Directors

(Check the corresponding box with an X)

Item of the Agenda	1	2	3	4.1	4.2	4.3	4.5	4.6	4.7	5.1	5.2	5.3	5.4	5.5	5.6
In favor															
Against															
Abstention															
Blank															

Item of the Agenda	5.7	6.1	6.2	6.3	6.4	6.5	7.1	7.2	7.3	8	9	10	11	12
In favor														
Against														
Abstention														
Blank														

In the event of a public request for representation, if the proxy is exercised by a director of the Company and if the proxy grantor has not completed any of the aforementioned boxes, it shall be understood that (i) the proxy refers to all the items on the Agenda of the General Shareholders Meeting and (ii) the accurate instruction vote is in favour of all the resolutions proposed by the Board of Directors.

Proposals regarding points not contemplated on the Agenda in the call

Unless otherwise indicated by checking the following NO box (in which case it shall be understood that the proxy granted by the shareholder does not extend to the off-agenda items – as a consequence, the proxy shall not be allowed to vote on those items), the proxy also extends to proposals regarding off-agenda items.

☐ NO

If, according to the previous paragraph, the proxy includes the off-agenda items, the accurate instruction of the shareholder to the proxy is to vote in the sense it deems to be most appropriate to the interests of the shareholder, except if other instructions are set forth in the following box:

Shareholder Mr./Ms. _____	N.I.F./C.I.F.: _____
Number of shares _____	
Signature of shareholder granting proxy: _____	
In _____, on _____ 2018	

Conflict of interest

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that: (i) directors Mr Javier Monzón de Cáceres, Mr Javier de Jaime Guijarro, Mr Javier Gómez- Navarro Navarrete, Mr Francisco Gil Díaz and Ms Sonia Dulá have a conflict of interest regarding items 4.2., 4.3., 4.4., 4.5. and 4.6. of the Agenda, each of them with respect to the point of the Agenda in which the ratification of his/her interim appointment is proposed, (ii) directors Mr Joseph Oughourlian and Amber Capital UK LLP and its representative Mr Fernando Martínez Albacete, have a conflict of interest regarding item 4.7 of the Agenda (iii) the Chairman as well as the other directors of the Company have a conflict of interests regarding points 7.2. and 7.3. of the Agenda, and (iv) the CEO, Mr. Manuel Mirat Santiago, has a conflict of interests regarding point 7.1. of the Agenda.

In the event that off-agenda items are presented to the General Shareholders Meeting in the limits set forth by the Law, such items referring to article 526, b. (dismissal, separation or termination) or c. (exercise of the social action on liability) of the Capital Companies Act, the director(s) affected by proposals on those items shall be considered as having a conflict of interest for their vote.

In the cases referred to in the preceding paragraphs, if the the represented shareholder has not given precise voting instructions, the Director who is affected will be replaced as representative by the Secretary of the Board of Directors, unless otherwise indicated by checking the following NO (in which case it shall be understood that the the shareholder instructs the representative director to abstain).

☐ **NO**

AGENDA

1º.- Review and, if applicable, 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 the consolidated group for the 2017 financial year, and the proposed distribution of profits.

2º.- Approval of the Board of Directors' management of the company in the 2017 financial year.

3º.- Adoption of the resolution for appointing the auditor of the company and its consolidated group for the 2018 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Capital Companies Act.

4º.- Fixing the number of Directors. Ratification of the appointment of Directors:

- 4.1. Fixing the number of Directors.
- 4.2. Ratification of the appointment by cooptation of Director Mr. Javier Monzón de Cáceres with the category of independent director.
- 4.3. Ratification of the appointment by cooptation of Director Mr Javier de Jaime Guijarro with the category of independent director.
- 4.4. Ratification of the appointment by cooptation of Director Mr Javier Gómez- Navarro Navarrete with the category of independent director.
- 4.5. Ratification of the appointment by cooptation of Director Mr Francisco Gil Díaz with the category of other external director.
- 4.6. Ratification of the appointment by cooptation of Director Ms Sonia Dulá with the category of independent director.
- 4.7. Ratification of the appointment by cooptation of Director Amber Capital UK LLP, with the category of proprietary director, represented by Mr Fernando Martínez Albacete.

5º.- Review and, where appropriate, approval of the amendment of the Bylaws, to incorporate improvements in corporate governance and technical nature.

- 5.1. Amendment to chapter I of the Bylaws (current articles 1 to 5), which will be called "Title I.- General provisions" and include articles 1 to 4 regarding the Company's name, corporate purpose, registered office, corporate website, duration, start of operations and financial year.
- 5.2. Amendment to chapter II of the Bylaws (current articles 6 to 11), which will be called "Title II.- Share capital, shares, and rights and obligations of shares" and include articles 5 to 7 regarding the shares and capital, the representation of the shares and the share transfer system.
- 5.3. Amendment to current article 12 of chapter III and section A of chapter III of the Bylaws (current articles 13 to 18), where chapter III will be called "Title III.- Company bodies", with an introductory article (article 8), and where that section A will be called "Chapter I.- The General Meeting", which will include articles 9 to 14 regarding the powers of the General Meeting, place of meeting, attendance and representation at the General Meeting, Panel, Chairperson and Secretary of the General Meeting, quorum and the adoption of the General Meeting resolutions.
- 5.4. Amendment to section B of chapter III of the Bylaws (current articles 19 to 32) and removal of its section C (current articles 33 to 25), where that section B will be called "Chapter II.- The governing body", which will include articles 15 to 23 regarding the Board of Directors and its powers, the members of the governing bodies, the term of office, the directors' remuneration, the announcement of the Board meetings, the formation of the Board of Directors, the discussion and adoption of the Board resolutions, the delegation of powers and the Board committees.
- 5.5. Amendment to chapter IV of the Bylaws (current articles 36 to 40), which will be called "Title IV.- Financial statements" and include articles 24 to 26 regarding the drafting and verification of the financial statements, the approval of the financial statements and distribution of earnings, and the filing of the approved financial statements.
- 5.6. Amendment to chapter V of the Bylaws (current articles 41 to 44) and removal of chapter VI (current articles 45), where that chapter V will be called "Title V.- Winding up and liquidating the Company" and include 27 and 28 regarding the Company's dissolution and liquidation.
- 5.7. As a result of the aforementioned amendments, approval of the consolidated text of the Bylaws.

6º.- Review and, where appropriate, approval of the amendment of the General Meeting Regulations, to incorporate improvements in corporate governance and technical nature.

- 6.1. Amendment to articles 2.1 (The General Meeting's Powers), 17.1 and 17.2 (Quorum), 21 (Adopting resolutions).
- 6.2. Amendment to articles 4 (Convening General Meetings), 5.1 (Meeting Announcement), 8 (Representation), 18.2 and 18.3 (Conduct of the General Meeting) and 20.6 and 20.9 (Voting) and the removal of articles 17.5 (Quorum) and 20.10 (Voting).
- 6.3. Amendment to articles 5.2 and 5.3 (Meeting Announcement), 6.1 (Shareholders' right to information prior to the General Meeting), 7.1 (Attendance Right), 11.3 and 11.5 (Formal requirements and terms for voting by post or remote electronic means), 15 (Required presence of a notary), 19 (Request for information during the General Meeting), 20.2, 20.3 and 20.5 (Voting), 23.2 (Minutes of the Meeting), 24 (Disclosure of the resolutions).
- 6.4. Amendment to articles 9 (Public proxy solicitation), 12 (Place of Meeting), 13 (Security and logistics), 14.2 (Panel, Chairperson and Secretary of the General Meeting), 16 (Attendance list), 26 (Interpretation) and 27 (Approval and effectiveness).
- 6.5. Approval, as a result of the above amendments, of a consolidated text of the Company's General Meeting Regulations.

7º.- Remuneration of the Board of Directors.

- 7.1. Examination and approval, if appropriate, of a Medium-Term Incentive Plan for the period falling between 2018 and 2020, consisting of the award of Company shares linked to stock market value and to the performance of certain objectives, targeted at the Managing Director, Senior Managers and other Managers of Promotora de Informaciones, S.A. and, as the case may be, of the dependent companies, as well

- as to entrust the Board of Directors, including an express power of delegation, with the implementation, development, formalization and enforcement of the aforesaid compensation scheme.
- 7.2. Review and approval, where appropriate of the directors remuneration policy applicable to the financial years ending on 31 December 2018, 2019 and 2020, and revocation of the remuneration policy 2017-2019.
- 7.3. Non- binding voting on the Annual Report on Remuneration of the Directors.

8º.- Delegation of authority to the Board of Directors, with express powers of substitution, to increase capital, on one or more occasions, with or without share premium (with the power to exclude pre-emption rights, if any, up to a limit of 20% of the share capital), on the terms and conditions and at the times contemplated in Article 297(1)(b) of the Capital Companies Act. Revocation, in the unused part, of the authorisation granted in this same sense at the General Shareholders Meeting of 20 April 2015 under the point seven of the agenda therefore.

9º.- 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 and holders of convertible debentures or warrants on newly-issued shares 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 20 April 2015, under point eight of the agenda therefor.

10º.- Proposal of resolution of the General Shareholders Meeting for the authorisation for direct or indirect derivative acquisition of treasury shares, within the legal limits and requirements. Revocation of unused part of the authorisation granted in this sense at the Ordinary General Meeting of 22 June 2013 under point twelve of the agenda.

11º.- Delegation of Powers.

12º.- Information to the Shareholders on the approval of a new consolidated text of the Regulations of the Board of Directors.

CONDITIONS FOR GRANTING PROXIES

PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING APRIL 25, 2018

SHAREHOLDERS WISHING TO GRANT VOTING PROXIES

A shareholder may grant a proxy to another person. Grant of proxy shall be valid for a specific meeting. Grant of proxy shall be indicated on any of the following documents that in any case shall bear the grantor's signature: i) the attendance card issued by any of the entities participating in Iberclear, ii) a letter or iii) this standard form.

The proxy form shall contain or have annexed thereto the Agenda for the meeting.

When the representative is the spouse, ascendant or descendent of the represented shareholder, or when the representative has a general power of attorney granted in a public document with authority to manage all property the represented shareholder has in the country, it will not be necessary for the proxy to be granted specifically for a given Meeting, or for the proxy to be evidenced by a handwritten signature on one of the documents above mentioned. However, the proxy must accompany the attendance card, issued in favor of the shareholder represented, by any of the entities participating in Iberclear.

A proxy granted to one who by law cannot act as such will not be valid or effective.

If a proxy is extended in favour of the Board of Directors, or if the proxy does not state the name of the person to which the proxy is granted, it will be understood to have been granted to the Chairman of the Board of Directors or, if applicable, to the person chairing the General Shareholders Meeting, as set forth in article 16.5 of the Bylaws.

If the proxy is exercised by a director of the Company, in the event of a public request for representation, and if the proxy grantor has not expressly indicated voting instructions, it shall be understood that (i) the proxy refers all the points on the Agenda of the General Shareholders Meeting, (ii) the vote is in favour of all the proposed resolutions made by the Boards of Directors and (iii) the proxy shall be deemed extended to any off-agenda items that may arise in the course of the General Shareholders Meeting, (except if the proxy grantor has expressly indicated the opposite) and the representative shall vote in the sense it deems to be most appropriate to the interests of the shareholder.

The proxy may be communicated to the Company by way of:

- i) Remote electronic means of communication, through the Company's website (www.prisa.com). In this case it must include an electronic signature of the shareholder recognised, provided or issued by any of the following certification service providers: CERES (Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda); CAMERFIRMA; or ANCERT (Agencia Notarial de Certificación). The electronic National Identity Document (Documento Nacional de Identidad electrónico, or "DNle") issued by the National Police Directorate of the Spanish Ministry of the Interior may also be used.
- ii) Physical delivery or mail (in this case there must be a handwritten signature of the shareholder): The document reflecting the proxy may be sent by mail addressed to Shareholder Relations Office of Promotora de Informaciones, SA, to the registered office of the Company (Gran Vía 32, 28013 Madrid) or to the address of the Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid) or delivered at the entrance to the General Shareholders Meeting site, to the Company's organisers, on the same day it is held, before it commences.

If the proxy is granted using remote electronic means of communication, the proxy form, duly completed, must be in the possession of the Company at least 24 hours before the time contemplated for holding the General Shareholders Meeting on first call, or such shorter term, if any, as may be determined by the Board of Directors. Otherwise, the proxy will be deemed not to have been granted.

All of the foregoing in accordance with the provisions of the Bylaws and General Meeting Regulations of Promotora de Informaciones, S.A. Also, the rules included in the notice of call of the General Shareholders Meeting and on the Company's website (<http://www.prisa.com>) must be followed.

Proxies are always revocable, and considered to be revoked by casting a remote vote or personal attendance at the Meeting by the represented shareholder.