



**PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING**  
**June 3, 2019**

**REMOTE VOTING**

Form for remote voting for Ordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 1:00 pm on June 3, 2019, at the headquarters of *Diario El País*, calle de Miguel Yuste, 40, Madrid 28037, on first call, and if the necessary quorum is not achieved, at the same place and at the same time on June 4, 2019, on second call. **The General Shareholders Meeting is expected to be held on first call, that is, on June 3, 2019, at the place and time indicated above.**

**Shareholders wishing to vote regarding the proposals on the Agenda:**

If prior to the holding of the Meeting the shareholder wishes to vote remotely regarding the proposals of resolutions submitted by the Board of Directors regarding the items on the Agenda for this Meeting, it must check the corresponding box with an X, depending upon the sense of the vote or abstention.

Item of the Agenda	1	2	3	4	5.1	5.2	6.1	6.2	6.3	7	8	9	10
In favor													
Against													
Abstention													
Blank													

In the event that, in relation to any of the items of the agenda, the shareholder does not complete any of the aforementioned boxes, it shall be understood that the vote is in favour of the resolutions proposed by the Board of Directors.

Shareholders casting votes remotely will be considered to be in attendance for purposes of the quorum for the General Shareholders Meeting.

Shareholders may not vote remotely on proposals on items out of the agenda.

Shareholder Mr./Ms. _____ N.I.F./C.I.F: _____	
Depository Entity: Code _____ Name _____	
Securities Account (Branch + DC+ account number) _____	
Number of shares _____	
Signature of shareholder voting remotely <i>(signature authenticated by a notary or acknowledged by a custodian participating in Iberclear)</i>	
In _____, on _____	

## **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 2018 financial year, and the proposed distribution of profits.

2º.- Approval of the consolidated non-financial information for the year 2018.

3º.- Approval of the Board of Directors' management of the company in the 2018 financial year.

4º.- Adoption of the resolution for appointing the auditor of the company and its consolidated group for the 2019 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Capital Companies Act.

5º.- Remuneration of the Board of Directors.

5.1. Amendment of the directors' remuneration policy relating to fiscal years 2018, 2019 and 2020.

5.2. Non- binding voting on the Annual Report on Remuneration of the Directors.

6º.- Appointment and re-election of directors:

6.1. Appointment of Ms Béatrice de Clermont-Tonnerre as a director, with the category of independent director.

6.2. Re-election of Mr. Dominique Marie Philippe D'Hinnin as a director, with the category of independent director.

6.3. Re-election of Mr Roberto Lázaro Alcántara Rojas as a director, with the category of proprietary director.

7º.- Amendment to article 11.1. (Attendance and representation at the General Meeting) of the Bylaws.

8º.- Amendment to article 7.1. (Right of Attendance) of the General Shareholders Meeting Regulations.

9º.- 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 25 April 2018 under the point eight of the agenda therefore.

10º.- Delegation of Powers.



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## CONDITIONS FOR REMOTE VOTING

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### ORDINARY SHAREHOLDERS MEETING PROMOTORA DE INFORMACIONES, S.A.

June 3, 2019

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#### SHAREHOLDERS WISHING TO VOTE REMOTELY

A shareholder may cast its vote remotely. To do so, it must complete the form related to remote voting provided by the Company for these purposes, and send the duly completed form to the Company. Shareholders casting votes remotely will be considered to be in attendance for purposes of the quorum for the General Meeting.

A vote so cast may be sent to the Company by way of:

- i) Remote electronic means of communication, through the Company's website ([www.prisa.com](http://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 "DNIe") issued by the General Police Directorate of the Spanish Ministry of the Interior may also be used.
- ii) Delivery or post 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). The form will include the information necessary to demonstrate status as a shareholder. The signature of the shareholder must be attested by a notary or acknowledged by a custodian participating in Iberclear. In the case of legal persons it must be accompanied by the corresponding documents sufficiently showing the capacity in which the signatory acts.

A vote cast remotely, in any of the ways contemplated in the preceding sections, must be in the possession of the Company at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Meeting on first call, or such shorter term, if any, as may be determined by the Board of Directors. Otherwise, the vote will be deemed not to have been cast.

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 Meeting and on the Company's website (<http://www.prisa.com>) must be followed.