



## **GENERAL SHAREHOLDERS MEETING JUNE 2017**

### **FAQS**

#### **When and where will the next Ordinary General Shareholders Meeting be held?**

The Ordinary General Shareholders Meeting will be held at 12:30 pm on June 29, 2017, at Teatro Real de Madrid, Plaza de Oriente s/n, Madrid 28013, on first call; and if the necessary quorum is not achieved, at the same place and at the same time on June 30, 2017, on second call.

#### **Is the Ordinary General Meeting expected to be held on first or on second call?**

It is expected that the General Meeting will be held on second call, that is, on June 30, 2017.

#### **Will there be an attendance bonus for shareholders who attend the General Meeting?**

Shareholders who attend the Ordinary General Meeting will not receive an attendance bonus.

#### **Will shareholders receive a gift at the General Meeting? Where can the gift be collected?**

The Company will provide a gift to shareholders who attend the General Meeting. The gift will be delivered on the day of the General Meeting, once the shareholder has presented proof of shareholder status.

No gifts will be provided to proxy holders.

#### **Are there plans to pay dividends to shareholders?**

No. The proposed resolution submitted to the General Meeting in the first item of agenda is to approve the annual accounts and the allocation of results, which consisted of losses.

#### **What should I do if I have not received or have lost the General Meeting attendance card?**

Contact the financial institution at which your shares are held, which will provide you with a duplicate or a certificate stating that you are a shareholder.

#### **Where should I send the proxy card?**

If you wish to appoint the Chairman of the Board or any other director as your proxy, you may deliver the card in person or send it by regular mail to the following addresses:

- The Shareholders' Office: Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid.
- The Company's registered office: Gran Vía 32, 28013 Madrid

It is very important that you sign the card.

### What documents can shareholders request?

Before the holding of the Meeting, shareholders may request the delivery of the following documentation:

- The announcement of the call of the meeting.
- The total number of shares and voting rights on the date of publication of the announcement.
- Full text of the Annual Accounts (balance sheet, profit and loss account, statement of recognised revenue and expenses, statement of changes in equity, cash flow statement and notes thereon) and the Management Report for the 2016 financial year of the Company and its Consolidated Group, as well as the respective reports of the auditor (Item 1 of the Agenda).
- Full text of the proposal of resolutions regarding all the Agenda items that the Board of Directors presents to the General Shareholders Meeting.
- Report issued by the Board of Directors for the purposes required under article 529 decies of the Capital Companies Act, concerning the proposal of ratification of the appointments by co-optation of directors, which contains information on the professional profile and category of such directors (Item 4º of the Agenda).
- Report issued by the Board of Directors for the purposes required under article 286 of the Capital Companies Act, concerning the proposal to amend article 25 of the Bylaws (Item 5º of the Agenda).
- Annual Report on Remuneration of the Directors, for the purposes contemplated in article 541 of the Capital Companies Act (which is submitted to non-binding vote under Item 6º of the Agenda).
- Reasoned proposal of the Directors' Remuneration Policy for the years 2017, 2018 and 2019, and specific report of the Nominating and Compensation Committee, for the purposes required under article 529 novodecies of the Capital Companies Act (Item 7º of the Agenda).
- Forms and terms for exercise of information, proxy and remote voting rights.
- Annual Corporate Governance Report for the 2016 financial year.

- Annual Reports for the 2016 financial year, prepared by the following Committees: Audit Committee, Corporate Governance Committee, Nominating and Compensation Committee and Committee for Strategic Digital Change.
- Report issued by the Audit Committee on the independence of the auditor, for the purposes specified in Article 529 quaterdecies, paragraph 4 f) of the Capital Companies Act.
- Report issued by the Audit Committee on related-party transactions for 2016 financial year.

Following the holding of the Meeting, shareholders may request the delivery, in electronic form, of the 2016 Annual Report, and the resolutions passed by the General Shareholders Meeting.

### **How can be exercised the rights of information, delegation and remote voting?**

The procedure for the exercise of these rights is described in:

- the call of the General Shareholders' Meeting;
- the Regulation of the General Shareholders' Meeting;
- the corporate web site ([www.prisa.com](http://www.prisa.com))