



ORDINARY SHAREHOLDERS MEETING PROMOTORA DE INFORMACIONES, S.A.

29 June 2020

GRANTING A PROXY

Form for granting a proxy for Ordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 1:00 pm on June 29, 2020, 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 30, 2020, on second call. **It is expected that the General Shareholders' Meeting will be held on first call, that is, on June 29, 2020, 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	1º	2º	3º	4º	5.1	5.2	5.3	5.4	6º	7º	8.1	8.2
In favor												
Against												
Abstention												
Blank												

Item of the Agenda	9.1	9.2	9.3	9.4	9.5	9.6	9.7	9.8	10
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 corporate interest, 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 _____	

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, Ms Sonia Dulá, Mr Joseph Oughourlian, Amber Capital UK LLP (and its representative Mr Fernando Martínez Albacete), Mr Manuel Polanco Moreno and Mr Khalid Bin Thani Bin Abdullah Al Thani, have conflicts of interest regarding items 9.2 to 9.8 of the Agenda, each of them with respect to the point of the Agenda in which their re-election is proposed, (ii) in addition, director Mr. Joseph Oughourlian has a conflict of interest with respect to item 9.6 on the agenda, and (iii) the Chairman as well as the other directors of the Company have conflicts of interest regarding point 6 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 2019 financial year, and the proposed distribution of profits.

2º.- Approval of the consolidated non-financial information for the year 2019.

3º.- Approval of the Board of Directors' management of the company in the 2019 financial year.

4º.- Adoption of the resolution for appointing the auditor of the company and its consolidated group for 2020, 2021 and 2022 financial years, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Capital Companies Act.

5º.- Reserves and share capital reductions aimed at reducing losses and adapting Company's equity structure.

5.1. Offset of losses against share premium in an amount of EUR 254,179,772.95, voluntary reserves in an amount of EUR 197,721,332.18 and legal reserve in an amount of EUR 18,070,356.32. Delegation of powers.

5.2. Share capital reduction by an amount of EUR 320,761,713.56 to offset losses, by decreasing the par value of shares by EUR 0.452637587, to EUR 0.487362413 per share, based on Company's balance sheet as at 31 December 2019. Amendment of article 5 of the Articles of Association. Delegation of powers.

5.3. Reduction of the share capital by an amount of EUR 7,086,501.93 to increase the legal reserve account, by decreasing the par value of the shares by EUR 0.01, to EUR 0,477362413 per share, based on Company's balance sheet as at 31 December 2019. Amendment of article 5 of the Articles of Association. Delegation of powers.

5.4. Reduction of the share capital by an amount of EUR 267,417,946.63, through the reduction of the par value of the Company's shares by EUR 0.377362413, to EUR 0.10 per share, to set up a reserve which will only be available under the same requirements as those for the share capital reduction, based on the Company's balance sheet as at 31 December 2019. Amendment of article 5 of the Articles of Association. Delegation of powers.

6º.- Non-binding voting on the Annual Report on Remuneration of the Directors.

7º.- Amendment to article 17 (Term of Office) of the Bylaws.

8º.- Amendment to the General Shareholders Meeting Regulations.

8.1. Addition of a new article 12 bis (Remote attendance by electronic means or online) to the General Shareholders Meeting Regulations.

8.2. Improvements to the wording of articles 8 (Representation), 9 (Public proxy solicitation) and 20 (Voting) of the General Shareholders Meeting Regulations.

9º.- Fixing the number of Directors. Re-election of directors.

9.1. Fixing the number of Directors.

9.2. Re-election of Mr Javier Monzón de Cáceres as a director, with the category of independent director.

9.3. Re-election of Mr Javier de Jaime Guijarro as a director, with the category of independent director.

9.4. Re-election of Ms Sonia Dulá as a director, with the category of independent director.

9.5. Re-election of Mr Joseph Oughourlian as a director, with the category of proprietary director.

9.6. Re-election of Amber Capital UK LLP as a director, with the category of proprietary director, represented by Mr. Fernando Martinez Albacete.

9.7. Re-election of Mr Manuel Polanco Moreno as a director, with the category of proprietary director.

9.8. Re-election of Mr Khalid Thani Abdullah Al Thani as a director, with the category of proprietary director.

10º.- Delegation of Powers.



PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING

CONDITIONS FOR GRANTING PROXIES

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 12.2 of the Bylaws.

Unless otherwise stated by the represented shareholder in the document granting the representation, the delegation of power also includes the proposals regarding the items not envisaged in the agenda.

If, in accordance with that stated above, the delegation of power includes the proposals regarding the items not envisaged in the agenda, the precise instructions from the represented shareholder shall be understood as the proxy voting in the sense that he/she deems to be most appropriate to the corporate interest, unless other express instructions are stated by the represented shareholder in the document granting the representation.

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 by CERES (Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda). 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) 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 (calle de Miguel Yuste, 40, Madrid 28037) or, in the event that physical presence is permitted at the General Meeting, 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.

IMPORTANT NOTICE CONCERNING THE COVID-19 HEALTH CRISIS: As a consequence of the COVID-19 health crisis, the Company recommends shareholders to periodically review the information available.