



REPORT BY THE BOARD OF DIRECTORS OF PROMOTORA DE INFORMACIONES, S.A. ON THE PROPOSAL TO AMEND ARTICLE 17 (TERM OF OFFICE) OF THE CORPORATE BYLAWS INCLUDED IN ITEM 7 OF THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING CALLED FOR 29 AND 30 JUNE 2020 AT FIRST AND SECOND CALLS, RESPECTIVELY.

1. Purpose of the Report

This report was drafted by the Board of Directors of Promotora de Informaciones, S.A. (“Prisa” or the “Company”) to justify the proposal to amend the bylaws submitted for approval of the Ordinary General Shareholders Meeting which will be held on June 29, 2020, on first call, and if the necessary quorum is not achieved, on June 30, 2020, on second call.

Article 286 of the consolidated text on the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July (the “Spanish Companies Act”) requires the directors to draft a written report justifying the reasons for the proposals to amend the bylaws. In accordance with this provision and to allow the shareholders to understand the amendment submitted to the General Shareholders Meeting, an explanation of the purpose and justification of the amendment is given. Ahead is the proposal submitted for approval by the General Shareholders Meeting, which includes the full text of the proposed amendment.

2. Purpose and justification of the proposal

The amendment brought before the General Shareholders Meeting for approval seeks to reduce the term of office of directors from the four years currently stipulated in the Corporate Bylaws to three years.

In this connection, and in line with international recommendations on good corporate governance that advocate shorter directorships, it is proposed that there be adopted a measures that is becoming ever more widespread among listed Ibex 35 companies and that seeks to involve PRISA shareholders more closely in the Company’s corporate governance, allowing them to assess the continuity in office or renewal of directors more frequently.

By virtue of the foregoing, the proposal is hereby presented to the shareholders in accordance with the following:

3. Proposal for a resolution to be approved by the general shareholders meeting:

“Amendment to article 17 (Term of Office) of the the Bylaws.

Approve the amendment to article 17 (Term of Office) of the Corporate Bylaws, in the terms of the proposal included in the directors’ report developed for such purpose and made available to the shareholders as of the call of this General Shareholders Meeting for the purpose of shortening the term of directorships from four to three years, such that said article shall henceforth read as follows:

*English translation for information purposes only.
In case of discrepancies between the Spanish original and
the English translation, the Spanish version shall prevail*

“Article 17 (Term of Office):

The members of the Board of Directors shall hold their position for three years and can be re-elected one or more times for equal periods. The Board members do not have to be shareholders.”