



REPORT ISSUED BY THE BOARD OF DIRECTORS OF PROMOTORA DE INFORMACIONES, S.A. ON THE PROPOSALS TO AMEND THE GENERAL SHAREHOLDERS MEETING REGULATION INCLUDED IN ITEMS 8.1. AND 8.2. 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 proposals to amend the General Shareholders Meeting Regulation 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.

In this sense, with reference to article 512 of the consolidated text of the Spanish Companies Act approved by Royal Legislative Decree 1/2010 of July (the "Spanish Companies Act"), public limited companies (*sociedades anonimas*) admitted to trading on an official secondary market will have a specific regulation for the General Shareholders Meeting, which will have to be approved by the General Shareholders Meeting. For this, and so that the shareholders may adequately exercise their voting rights on the proposal to amend the Regulation of the General Shareholders Meeting, the Board of Directors has issued this report.

2. Purpose and justification of the proposal

2.1. The amendment brought before the General Shareholders Meeting for approval under item 8.1 of the agenda stems from the advisability of regulating, by adding a new article 12 bis to the Regulation of the General Shareholders Meeting, the possibility of shareholders being able to attend and exercise their rights remotely, by electronic means or online, at the Company's general meetings whenever the Board of Directors so decides at the time of each general meeting call, which is already provided for in article 11.2 of the Corporate Bylaws of Prisa.

2.2. This occasion is also used to propose a series of improvements in the wording of the Regulation of the General Shareholders Meeting:

- i. In paragraph 5 of article 8 (Representation) of the General Shareholders Meeting Regulation, which provides that, if the delegation of powers includes proposals regarding items not envisaged in the Agenda and, unless otherwise expressly instructed by the represented shareholder, 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, it is proposed that the reference to the corporate interest be replaced by the interests of the shareholder, all with the aim of coordinating the wording of this paragraph with that of paragraph 4 of that same article and with paragraph 2 of article 9 (Public proxy solicitation) and ensure that the proxy is always exercised in the best interest of the shareholder delegating the powers.
- ii. In paragraph 2 of article 9 (Public proxy solicitation) of the General Shareholders Meeting Regulation, which provides that if a director is in a conflict of interest when

voting on any of the proposals submitted to vote, whether or not on the agenda, it is specified that there shall apply the provisions of article 8.5 of the Regulation (which refers to the inclusion within the delegation of powers of proposals on matters not included on the agenda) when that cross-reference should actually refer to the provisions of article 8.6 of the Regulation (which regulates events in which a representative is in conflict of interest in voting on any of the proposals that, whether or not on the agenda, are submitted for the approval of the General Meeting). This amendment of the Regulation of the General Shareholders Meeting adapts said article to the current text of the Regulation subsequent to the amendment carried out in the general meeting of April 2018 (given that the present paragraph 6 of article 8 was numbered paragraph 5 prior to that amendment).

- iii. In Section b) of paragraph 6 of article 20 (Voting) of the General Shareholders Meeting Regulation, the elimination is proposed of the mentions that, in voting on matters not included on the agenda, the votes cast remotely for or against will be computed, given that since the remote voting is done before the general meeting is declared to be validly in session and, consequently, when submitting their votes those shareholders cannot know if proposed resolutions not included on the agenda will be submitted to voting.

By virtue of the above, the following proposed resolutions are submitted to the Ordinary General Meeting of shareholders:

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

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

To approve the inclusion of a new article 12 bis (Remote attendance by electronic means or online) in the Regulation of the General Shareholders Meeting, in the terms of the proposal included in the directors report prepared for such purpose and made available to the shareholders as from the notice of call of this General Meeting, and which shall read verbatim as follows:

"Article 12 bis Remote attendance by electronic means or online.

- 1. In accordance with the terms of the Corporate Bylaws and independently of the right of shareholders to vote remotely under article 11 of this Regulation, shareholders may attend the General Meeting by electronic means or online, where so decided by the Board of Directors. In the notice of call of the General Meeting the Board of Directors shall specify the means that may be used for this purpose, which must satisfy the security requirements for identifying shareholders, the proper exercise of their rights and the proper pursuit of the meeting proceedings.*
- 2. Where the Board of Directors resolves to allow remote attendance of a General Meeting, the call shall describe the time limits, form and procedures for exercising shareholders rights that are envisaged by the Board of Directors to allow the proper pursuit of the proceedings of the General Shareholders Meeting.*
- 3. Remote attendance by shareholders of the General Meeting by electronic means or online shall be subject to the following rules, which may be developed and complemented by the Board of Directors:*

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the English translation, the Spanish version shall prevail*

- a) Pre-registration and connection to the computer program or platform provided for remote attendance must be done sufficiently in advance as specified in the call of the meeting. A shareholder who initiates the connection after the time limit indicated for that purpose has expired shall not be considered present.*
 - b) A shareholder wishing to attend the General Shareholders Meeting and exercising his or her rights must identify him or herself by means of a recognized electronic signature or other form of identification specified by the Board of Directors in the resolution approved on this matter and provided there are appropriate guarantees of authenticity and identification of the shareholder in question.*
 - c) The votes on proposals regarding the items set out on the Agenda of the meeting may be submitted according to the procedure and in the time interval decided by the Board of Directors and specified in the meeting call. Furthermore, votes on proposals on matters not set out on the Agenda must be submitted in the time interval specified for such purpose by the Chairman, after the proposal has been made and deemed to be submitted to vote.*
 - d) Shareholders attending remotely under this article may exercise their right to information by submitting the questions or requesting the clarifications they deem fit, provided that they refer to matters on the Agenda. The Board of Directors may provide in the call that the statements and proposals for resolutions that may be legally submitted by shareholders who attend remotely should be sent to the Company before the General Shareholders Meeting is declared to be validly in session. Requests for information or clarifications submitted by shareholders attending the General Meeting remotely will be answered orally during the General Meeting or in writing within seven days thereafter, in accordance with the provisions of the Act.*
 - e) Inclusion of shareholders attending remotely in the list of attendees shall be done as provided in this Regulation.*
 - f) It must be ensured that, during the course of the meeting, the General Shareholders Meeting panel and, if applicable, the Notary Public, can know the communications submitted by shareholders who attend remotely and the statements they make.*
 - g) The interruption of the connection due to technical reasons or for security reasons arising from supervening circumstances cannot be invoked as an illegitimate denial of the rights of the shareholder or as grounds for challenging resolutions approved by the General Shareholders Meeting.*
- 4. The Board of Directors may establish and upgrade per the state of the art the means and procedures for allowing remote attendance and remote electronic voting during the General Shareholders Meeting, in conformity with the legal rules on such system and with the provisions of the Corporate Bylaws and this Regulation. Those means and procedures shall be posted on the Company's corporate website."*

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

To approve the improvements in the wording of articles 8 (Representation), 9 (Public proxy solicitation) and 20 (Voting) of the General Shareholders Meeting Regulation, in the terms of the proposal included in the directors report prepared for such purpose and made available to the

shareholders as from the notice of call of this General Meeting, which shall henceforth be worded as follows:

Paragraph 5 of article 8 (Representation):

“5. 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 he/she deems to be most appropriate to the interests of the shareholder, unless other express instructions are stated by the represented shareholder in the document granting the representation.”

Paragraph 2 of article 9 (Public proxy solicitation):

“2. In addition to complying with the duties provided for that purpose by law, if a proxy is granted in response to a public solicitation and the represented shareholder has not given voting instructions, it will be understood that the proxy (i) refers to all the items on the General Meeting's agenda, (ii) requires a favourable vote on all resolutions proposed by the Board of Directors and (iii) also extends to such matters as may arise apart from the agenda, in respect of which the representative will vote in the sense deemed to be most appropriate to the interests of the shareholder. If the director is in a conflict of interest when voting on any of the proposals, whether or not on the agenda, the provisions of article 8.6 of these Regulations shall apply.

In any case, it is understood that directors are in a conflict of interest regarding the following resolutions:

- Their appointment, re-election or ratification as directors.*
- Their removal, withdrawal or dismissal as directors.*
- The exercise corporate liability action against them.*
- The approval or ratification, where applicable, of Company transactions with the directors in question, companies controlled by them or which they represent or persons acting on their behalf.”*

Section b) of paragraph 6 of article 20 (Voting):

- “b) When dealing with proposed resolutions regarding items not included in the agenda:*
 - (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), will be treated as votes against the proposal,*
 - (ii) the votes corresponding to shares the holders of or proxies for which state that they vote in favour, by communication or statement of their vote to the notary at the Meeting, for recording in the minutes, will be treated as votes in favour of the proposal.*

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Nevertheless, it is understood that the shareholders who vote by remote means abstain from the proposed resolutions regarding items not included in the agenda, unless expressly stated otherwise.”