



ORDINARY SHAREHOLDERS MEETING PROMOTORA DE INFORMACIONES, S.A.

June 29, 2021

GRANTING A PROXY

Form for granting a proxy for Ordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held exclusively via remote means, at 1:00 pm on June 29, 2021, on first call, and if the necessary quorum is not achieved, at the same time on June 30, 2021, on second call. **It is expected that the General Shareholders' Meeting will be held on first call, that is, on June 29, 2021.**

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. _____.

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	4.1	4.2	4.3	4.4	4.5	4.6	4.7	5.1	5.2	6.1	6.2	6.3	6.4
In favor																
Against																
Abstention																
Blank																

	7.1	7.2	7.3	7.4	8º	9º	10º
Item of the Agenda							
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 specific 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 specific instruction of the shareholder to the proxy is to vote in the sense it deems to be most appropriate to the interest of the shareholder, except if other instructions are set forth in the following box:

Shareholder Mr./Ms. _____	N.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 Manuel Mirat Santiago, Mr Rosauro Varo Rodriguez, Mr Javier Santiso Guimaras, and Ms María José Marín Rey-Stolle have conflicts of interest regarding items 4.3, 4.5, 4.6, and 4.7 of the Agenda, each of them with respect to the point of the Agenda in which their re-election is proposed, and (ii) the Chairman as well as the other directors of the Company have conflicts of interest regarding points 5.1 and 5.2 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 its consolidated group for the 2020 financial year, and the proposed distribution of profits.
- 2º.- Approval of the consolidated non-financial information for the year 2020.
- 3º.- Approval of the Board of Directors' management of the company in the 2020 financial year.
- 4º.- Fixing the number of Directors. Appointment and re-election of directors:
 - 4.1. Fixing the number of Directors.
 - 4.2. Appointment of Ms. Carmen Fernández de Alarcón Roca as director, with the category of proprietary director.
 - 4.3. Re-election of Mr. Manuel Mirat Santiago as director, with the category of executive director.
 - 4.4. Appointment of Mr. Carlos Núñez Murias as director, with the category of executive director.
 - 4.5. Ratification of the appointment by co-option and re-election of Mr. Rosauro Varo Rodriguez as director, with the category of independent director.
 - 4.6. Ratification of the appointment by co-option and re-election of Mr. Javier Santiso Guimaras as director, with the category of independent director.
 - 4.7. Ratification of the appointment by co-option and re-election of Ms. María José Marín Rey-Stolle as director, with the category of independent director.
- 5º.- Remuneration of the Board of directors:
 - 5.1. Approval of the directors' remuneration policy for financial years 2021, 2022 and 2023.
 - 5.2. Non-binding voting on the Annual Report on Remuneration of the Directors.
- 6º.- Amendments to the Bylaws
 - 6.1. Amendments to articles 10 (Place of Meeting), 11 (Attendance and representation at the General Meeting) and 13 (Quorum) of the Bylaws, to allow for the General Shareholders' Meetings to be held exclusively through electronic means.
 - 6.2. Drafting improvements on article 14 (Adopting the General Meeting resolutions) of the Bylaws.
 - 6.3. Amendments to article 15 (Board of Directors and powers) of the Bylaws to include certain technical improvements.
 - 6.4. Amendments to article 18 (Director remuneration) of the Bylaws.
- 7º.- Amendments to the General Shareholders Meeting Regulations.
 - 7.1. Amendment to article 2 (The General Meeting's powers) of the General Shareholders Meeting Regulations, to adjust its content to the Law.
 - 7.2. Amendment to article 6 (Shareholders' right to information prior to the General Meeting) of the General Shareholders Meeting Regulations, to adjust its content to the Law.
 - 7.3. Amendment to article 8 (Representation) of the General Shareholders Meeting Regulations, to include certain technical improvements to adjust its content to the Law.
 - 7.4. Amendment to articles 5 (Publication of Call), 7 (Right of Attendance), 12 (Place of Meeting), 12 bis (Remote attendance by electronic means or online), 15 (Required presence of a notary public), 16 (Attendance list), 17 (Quorum), 18 (Conduct of the General Meeting), 19 (Request for information during the General Meeting), and 20 (Voting) of the General Shareholders Meeting Regulations, to allow for the General Shareholders' Meetings to be held exclusively through electronic means.
- 8º.- Delegation of authority to the Board of Directors, with express powers of substitution, to increase the share capital, on one or various occasions, with or without share premium, on the terms and conditions and within the time frame set out in article 297.1.b) of the Spanish Companies Law, with the power to exclude pre-emption rights up to a limit of 20% of the share capital in accordance with article 506 of the Spanish Companies Law. Revocation of the authorization granted at the General Shareholders Meeting of June 3, 2019 under item nine of the agenda with respect to the unused portion.
- 9º.- Delegation of Powers
- 10º.- Information to the General Shareholders' Meeting regarding the amendment of the Board of Directors Regulations.



ORDINARY SHAREHOLDERS MEETING PROMOTORA DE INFORMACIONES, S.A.

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 interest of the shareholder, 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).

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 (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.