

**REPORT FROM THE BOARD OF DIRECTORS OF PROMOTORA DE
INFORMACIONES, S.A., PREPARED IN COMPLIANCE WITH THE
PROVISIONS OF THE CORPORATIONS LAW, CONCERNING ITEM SIX ON
THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING TO BE
HELD ON MARCH 17, 2005**

Proposal concerning item six on the Agenda (delegation of powers to the Board of Directors to increase share capital one or several times, with or without issue premiums, and with powers to exclude preemptive rights if deemed warranted, in the conditions and terms and within the time limits set forth in Article 153.1 b) of the Corporations Law. Revocation of the powers granted in that regard at the General Shareholders' Meeting of April 19, 2004).

The purpose of the resolution that the Board of Directors will propose at the General Shareholders' Meeting is to delegate in the Board the power to approve one or several capital increases pursuant to Article 153.1. b) of the Corporations Law, with powers to likewise exclude preemptive rights in the terms of Article 159 of that same Law.

By virtue of this resolution, within a maximum term of five years from the date that the resolution is passed at the Shareholders' Meeting, the Board proposes to implement a capital increase once or several times in the maximum nominal amount legally permitted, by issuing new common stock, with or without issue premiums, consisting of the equivalent in cash contributions. The Board of Directors may determine the terms and conditions of the capital increase, in accordance with the provisions of Article 153.1 b) of the Corporations Law.

The resolution proposes to delegate to the Board of Directors the power to exclude shareholders' preemptive rights in the interest of the Company and pursuant to Article 159 of the Corporations Law. The exclusion of preemptive rights is being proposed based on stock market conditions and with a view to providing the operation with the

agility and flexibility required to take advantage of those market conditions that prove most favorable.

On the occasion of each capital increase made by virtue of the powers delegated at the General Shareholders' Meeting that excludes preemptive rights, and in compliance with Article 159.2 of the Corporations Law, the following reports shall be prepared for each specific capital increase:

- i) a report from the directors, with a detailed justification of the proposal and the type of share issue, indicating the persons to whom they will be issued.
- ii) a report prepared by an auditor other than the Company's present auditor, appointed for that purpose by the Companies Register and who shall be responsible for the contents of his report, concerning the theoretical value of the preemptive rights whose exclusion has been proposed, and the reasonableness of the information contained in the directors' report. The nominal value of the shares to be issued plus, if applicable, the issue premium shall correspond to the reasonable value indicated in that auditor's report.

If approved, the capital increase will necessarily require amending Article 6 of the Company Bylaws, so that the article reflects the exact amount of share capital existing at any given time.

It is likewise proposed that the participants at the Shareholders' Meeting revoke the authorization granted to the Board of Directors at the Shareholders' Meeting of April 19, 2004 to increase the company's share capital pursuant to Article 153.1.b) of the Corporations Law.