



PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING (June 22, 2013)

REMOTE VOTING FOR CLASS A SHARES

Form for remote vote for Ordinary Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 12.30 p.m. on June 21, 2013, at auditorium 400 of the Nouvel building of the Museo Reina Sofia, access by Ronda de Atocha, no number, Madrid 28012, on first call, and if the necessary quorum is not achieved, at the same place and at the same time on June 22, 2013, on second call. **The General Meeting is expected to be held on second call.**

Class A shareholders wishing to vote regarding the proposals on the Agenda:

If prior to the holding of the Meeting the shareholder wishes to vote remotely regarding the proposals on the Agenda for this Meeting, it must check the corresponding box with an X, depending upon the sense of the vote or abstention.

Item of the Agenda	1º	2º	3º	4.1	4.2	4.3	5.1	5.2	6.1	6.2	7º	8º	9º	10º	11º	12º	13º	14º	15º	
In favor																				
Against																				
Abstention																				
Blank																				

Shareholders casting votes remotely will be considered to be in attendance for purposes of the quorum for the General Shareholders Meeting.

The sense of the vote must be necessarily indicated.

Shareholder Mr./Ms. _____ N.I.F./C.I.F.: _____ Depository Entity: Code _____ Name _____ Securities Account (Branch + DC+ account number) _____ Number of shares _____ Signature of shareholder voting remotely <i>(signature authenticated by a notary or acknowledged by a custodian participating in Iberclear)</i> In _____, on _____ 2013

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 2012 financial year, and the proposed distribution of profits.
- 2º.- Approval of the Board of Directors' management of the company during the 2012 financial year.
- 3º.- Adoption of the necessary resolutions regarding the auditors of the company and its consolidated group for the 2013 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Companies Act.
- 4º.- Fixing the number of Directors. Appointment of Directors:
 - 4.1. Fixing the number of Directors
 - 4.2. Ratification of the appointment by cooptation and election of Director Ms. Arianna Huffington.
 - 4.3. Ratification of the appointment by cooptation and election of Director Mr. Jose Luis Leal Maldonado.
- 5º.- Amendment of Bylaws:
 - 5.1. Amendment of article 15. e) of the Bylaws, to provide for the chairmanship of the shareholders' meeting.
 - 5.2. Amendment of Article 15 bis of the Bylaws to modify the regime of supermajorities.
- 6º.- Amendment to the General Meeting Regulations:

- 6.1. Amendment of article 14 of the General Meeting Regulation to provide for the chairmanship of the Shareholders' Meeting.
- 6.2. Amendment of article 21.2 of the General Meeting Regulation to ratify the amendment of section a), approved by the Ordinary Shareholders' Meeting on June 30, 2012, under point nine in its agenda, as well as to modify the regime of supermajorities.
- 7^o. - Payment of the Class B shares minimum annual dividend corresponding to the year 2012 and the proportional part of this dividend accrued for the conversion of Class B shares into Class A common shares during the eleven months following to June 2013. Approval of capital increases against Class B share premium reserve required to pay the Class B preferred dividend with Class A ordinary shares for the year 2012 and the dividend accrued for conversions during the eleven months following to June 2013. Request for admission to trading the Class A ordinary shares issued through the capital increases on the stock exchange markets of Madrid, Barcelona; Bilbao and Valencia. Delegation of powers to the Board of Directors to execute the capital increases.
- 8^o. - Review and approval of the merger by absorption of Prisa Televisión, S.A.U by Promotora de Informaciones, S.A.
1. Information, if any, on any significant changes of the asset or liability of the companies involved in the merger occurred between the date of the common merger project and the holding of the General Meeting which is herein convened.
 2. Approval of the merger project.
 3. Approval of the merger balance sheet.
 4. Approval of the merger by absorption according to the merger project.
 5. Tax regime.
- 9^o. - Delegation of authority to the Board of Directors to increase capital, on one or more occasions, with or without share premium (with the power to exclude pre-emption rights, if any), on the terms and conditions and at the times contemplated in Article 297(1)(b) of the Capital Companies Act, and for the revocation of the authorisation granted at the General Shareholders Meeting of 5 December 2008 under the second point of the agenda therefore.
- 10^o. - Delegation of authority to the Board of Directors to issue fixed income securities, both straight and convertible into shares of new issuance and/or exchangeable for shares that have already been issued of Promotora de Informaciones, S.A. (Prisa) or other companies, warrants (options to subscribe new shares or to acquire shares of Prisa or other companies), bonds and preferred shares. In the case of convertible and/or exchangeable securities or warrants, setting the criteria to determine the basis of and the methods of conversion, exchange or exercise; delegation of powers to the Board of Directors to increase capital by the amount required for the conversion of securities or for the exercise of warrants, as well as for the exclusion of pre-emption rights of shareholders and holders of convertible debentures or warrants on newly-issued shares.
Revocation, in the unused part, of the resolution delegating authority for issuance of convertible and/or exchangeable bonds adopted by the General Meeting of shareholders of 5 December 2008, under point third of the agenda therefor.
- 11^o. - Authorization of a long-term incentives plan by delivery of cash and shares of the Company, as variable remuneration of its management team, including an executive director.
- 12^o. - Authorization for direct or indirect derivative acquisition of treasury shares, within the legal limits and requirements.
Revocation of unused part of the authorization granted in this sense at the Ordinary General Meeting of 30 June 2012 under point eleventh of the agenda
- 13.^o - Non-binding voting of Remuneration Policy Report.
- 14^o. - Information to Shareholders on amendments to the Regulations of the Board of Directors.
- 15^o. - Delegation of Powers



CONDITIONS FOR REMOTE VOTING

PROMOTORA DE INFORMACIONES, S.A. ORDINARY MEETING June 22, 2013

SHAREHOLDERS WISHING TO VOTE REMOTELY

A shareholder may cast its vote remotely. To do so, it must complete the form related to remote voting and send the duly completed form to the Company. Shareholders casting votes remotely will be considered to be in attendance for purposes of the quorum for the General Meeting.

A vote so cast may be sent 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 or issued by any of the following certification service providers: CERES (Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda); CAMERFIRMA; or ANCERT (Agencia Notarial de Certificación). The electronic National Identity Document (Documento Nacional de Identidad electrónico, or "DNle") issued by the National Police Directorate of the Spanish Ministry of the Interior may also be used.
- ii) Delivery or post 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 (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid). The form will include the information necessary to demonstrate status as a shareholder. The signature of the shareholder must be attested by a notary or acknowledged by a custodian participating in Iberclear. In the case of legal persons it must be accompanied by the corresponding documents sufficiently showing the capacity in which the signatory acts.

A vote cast remotely, in any of the ways contemplated in the preceding sections, must be in the possession of the Company at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Meeting on first call, or such shorter term, if any, as may be determined by the Board of Directors. Otherwise, the vote will be deemed not to have been cast.

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 Meeting and on the Company's website (<http://www.prisa.com>) must be followed.