



PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING (April 28, 2014)

GRANTING A PROXY FOR CLASS A SHARES

Form for granting a proxy for Ordinary Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 1:00 p.m on April 27, 2014, 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 April 28, 2014, on second call. The General Meeting is expected to be held on second call.

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 Board of Directors.
2. Mr./Ms. _____, with N.I.F./C.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.

Voting instructions for resolutions proposed by the Board of Directors

(Check the corresponding box with an X)

Table with 13 columns (Item of the Agenda, 1°, 2°, 3°, 4.1, 4.2, 4.3, 5°, 6°, 7°, 8°, 9°, 10°, 11°) and 4 rows (In favor, Against, Abstention, Blank).

If the proxy grantor does not give voting instructions, the proxy could vote in the sense most appropriate for the shareholder interest.

In the event the proxy is granted by a public request and the proxy grantor has not indicate voting instructions, it shall be understood that the proxy (i) refers all the points on the agenda of the General Meeting and, (ii) the vote is in favour of all the proposed resolutions made by the Boards 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 the shareholder will be understood to instruct the proxy to abstain), the proxy also extends to proposals regarding points not contemplated on the Agenda. In such case, the precise instruction of the shareholder to the proxy is to vote for the proposal in the sense most appropriate for the shareholder interest

NO

Form box containing fields for Shareholder Mr./Ms., N.I.F./C.I.F, Number of shares, Signature of shareholder granting proxy, and In _____, on _____ 2014

Conflict of interest

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that if the Chairman as well as the other directors of the Company have a conflict of interest regarding points 8º (Approval of the delivery of shares of the Company as compensation for members of the Board of Directors and executive staff) and 10º (Non-binding voting on the Remuneration Policy Report) of the Agenda.

The three executive directors of the Company, the President Mr Juan Luis Cebrian Echarri, the Deputy Chairman Mr Manuel Polanco Moreno and the Chief Executive Officer Mr Fernando Abril-Martorell Fernández, have also a conflict of interest with respect to point 9º of the Agenda (Approval of the Company's long-term incentives plan).

Likewise the directors Mr Claudio Boada Pallerés, Mr Roberto Lázaro Alcántara Rojas and Mr John Paton have a conflict of interest regarding points 4.1., 4.2. and 4.3 of the Agenda (Ratification of the appointments by cooptation and election of said directors) each of them with respect of the point of the Agenda in which their appointment are ratified or their appointment are proposed.

Further, Directors may have a conflict of interest regarding the proposed resolutions, if any, presented apart from the Agenda, if, among other circumstances, they relate to removal of a director or imposition of liability thereon.

If the appointed proxy has a conflict of interest when voting on any of the proposals that, whether or not on the Agenda, are submitted to the General Meeting, and the proxy grantor has not given precise voting instructions, the proxy should refrain from voting for the points on which having a conflict of interest, have to vote on behalf of the shareholder.

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 2013 financial year, and the proposed distribution of profits.

2º.- Approval of the Board of Directors' management of the company in the 2013 financial year.

3º.- Adoption of the necessary resolutions regarding the auditors of the company and its consolidated group for the 2014 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Companies Act.

4º.- Appointment of Directors.

4.1. Ratification of the appointment by cooptation and election of Director Mr. Claudio Boada Pallerés.

4.2. Ratification of the appointment by cooptation and election of Director Mr Roberto Lázaro Alcántara Rojas.

4.3. Ratification of the appointment by cooptation and election of Director Mr John Paton.

5º.- Amendment of article 19 of the Bylaws (Remuneration of the Directors)

6º.- Distribution of the minimum annual dividend on the Class B shares for the 2013 financial year and the pro rata part of that dividend accruing during 2014 up to the time of the mandatory conversion of the Class B shares. Approval of the capital increase by a charge against the issue premium reserve of the Class B shares that is necessary to meet the payment of the minimum annual dividend on the Class B shares in Class A shares for the 2013 financial year and the pro rata part of that dividend accruing during 2014 up to the time of the mandatory conversion of the Class B shares into Class A shares. Request for the listing of the ordinary Class A shares issued by means of the execution of the said capital increase on the Madrid, Barcelona, Bilbao and Valencia stock exchanges. Delegation to the Board of Directors of the necessary powers to execute the capital increase.

7º.- Delegation to the Board of Directors of the power to request the listing of all or part of the Company's shares and/or of any securities representing them on any securities markets outside Spain that it deems opportune or advisable, together with the power to request the delisting of the Company's shares and/ or of any securities representing them on those foreign securities markets. Delegation to the Board of Directors of the powers needed to execute this resolution.

8º.- Approval of the delivery of shares of the Company as compensation for members of the Board of Directors and executive staff.

9º.- Approval of the Company's long-term incentives plan.

10º.- Non-binding voting on the Remuneration Policy Report.

11º.- Delegation of Powers

CONDITIONS FOR GRANTING PROXIES

PROMOTORA DE INFORMACIONES, S.A. ORDINARY MEETING April 28, 2014

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 proxy holds a notarized power of attorney to manage all of the shareholder's assets located in Spain it is not necessary that the proxy is granted specifically for a specific meeting, nor that the proxy is granted, with grantor's signature, in 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.

If the proxy grantor does not give voting instructions, the proxy could vote in the sense most appropriate for the shareholder interest.

In the event the proxy is granted by a public request and the proxy grantor has not indicate voting instructions, it shall be understood that the proxy (i) refers all the points on the agenda of the General Meeting, (ii) the vote is in favour of all the proposed resolutions made by the Boards of Directors and (iii) and it is understood that regarding the points out of the agenda, the proxy shall vote in the sense most appropriate for the shareholder interest.

If the appointed proxy has a conflict of interest when voting on any of the proposals that, whether or not on the Agenda, are submitted to the General Meeting, and the proxy grantor has not given precise voting instructions, the proxy should refrain from voting for the points on which, having a conflict of interest, have to vote on behalf 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 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 "DNIe") issued by the National 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 (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid) or delivered at the entrance to the general meeting site, to the Company's organisers, on the same day it is held, before it commences.

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

Proxies will always be revocable, and will be deemed to be revoked by personal attendance of the grantor of the proxy at the meeting.