



REPORT ISSUED BY THE BOARD OF DIRECTORS OF PROMOTORA DE INFORMACIONES, S.A. CONCERNING THE PROPOSED AMENDMENT TO THE BYLAWS REFERRED TO AS ITEM FIVE ON THE AGENDA OF THE GENERAL ORDINARY SHAREHOLDERS MEETING TO BE HELD ON APRIL 27, 2014 AND APRIL 28, 2014, IN AN INITIAL AND SECOND QUORUM CALL, RESPECTIVELY.

I. Object of the Report

The Board of Directors of PROMOTORA DE INFORMACIONES, S.A. (hereinafter, **Prisa** or the **Company**) is issuing this report to justify, pursuant to article 286 of the Capital Corporations Act, the proposed amendments to the Company Bylaws included as item five on the Agenda relating to the amendment to the Bylaws, to be submitted for approval at the General Ordinary Shareholders Meeting to be held on April 27, 2014 on the initial call or, in the event that a sufficient quorum is not obtained, on April 28, 2014 in the same place on the second call.

II. Objective and justification for the proposal

The proposed amendment to article 19 of the Company Bylaws to be submitted for approval at the General Ordinary Shareholders Meeting, pursues the objective of including an express provision in the Bylaws regarding the types of compensation which executive directors may be entitled to receive and to remove the automatic update of the remuneration of directors based on the percentage variation of the Consumer Price Index, according to the index unlinking general policy carried out by the Company.

III. Proposed resolution to be submitted for approval at the shareholders meeting

“Amendment of article 19 of the Bylaws which shall read as follows:

“Article 19. Remuneration of the Directors

Directors’ compensation shall consist of an annual amount provided for in the terms set forth by the board of directors, within limits established by shareholders at the annual shareholders meeting.

The remuneration of individual directors may differ depending on the offices they hold and their service on board committees, and shall be compatible with per diem expenses paid for attendance at meetings.

When approving the annual accounts at the annual shareholders meeting, shareholders may amend the limit set on directors’ remuneration.

(Free translation from the original in Spanish language)

The board shall determine the exact amount of per diem expenses and individual compensation to be paid to each director, within the limit set at the annual shareholders meeting.

Without prejudice to the remuneration set forth above, directors' compensation may also include stock or stock options, or amounts pegged to share value. Such compensation shall require the approval of shareholders at the annual meeting, indicating the number of shares to be awarded, the exercise price for stock options, the value of shares taken as a reference, and the duration of this compensation system.

The company may subscribe a civil liability insurance policy for its directors.

In addition, directors who have executive functions will be entitled to receive compensation for those functions which may consist of:

- a) A fixed sum consistent with the services and responsibilities undertaken.*
- b) A variable amount, tied to indicators of the executive director's performance or of the company's results.*
- c) A welfare benefits component, which will include the appropriate insurance and providential arrangements.*
- d) Compensation for no-competition undertakings.*
- e) Indemnity in the event the executive director is removed."*

February 24, 2014