



GENERAL SHAREHOLDERS MEETING

FAQS

When and where will the next Ordinary General Shareholders Meeting be held?

The Ordinary General Shareholders Meeting will be held at 12:30 pm on April 19, 2015, at Teatro Real de Madrid, Plaza de Oriente s/n, Madrid 28013, on first call; and if the necessary quorum is not achieved, at the same place and at the same time on April 20, 2015, on second call.

Is the Ordinary General Meeting expected to be held on first or on second call?

It is expected that the General Meeting will be held on second call, that is, on April 20, 2015.

Will there be an attendance bonus for shareholders who attend the General Meeting?

Shareholders who attend the Ordinary General Meeting will not receive an attendance bonus.

Will shareholders receive a gift at the General Meeting? Where can the gift be collected?

The Company will provide a gift to shareholders who attend the General Meeting. The gift will be delivered on the day of the General Meeting, once the shareholder has presented proof of shareholder status.

No gifts will be provided to proxy holders.

Are there plans to pay dividends to shareholders?

No. The proposed resolution submitted to the General Meeting in the first item of agenda is to approve the annual accounts and the allocation of results, which consisted of losses.

What should I do if I have not received or have lost the General Meeting attendance card?

Contact the financial institution at which your shares are held, which will provide you with a duplicate or a certificate stating that you are a shareholder.

Where should I send the proxy card?

If you wish to appoint the Chairman of the Board or any other director as your proxy, you may deliver the card in person or send it by regular mail to the following addresses:

- The Shareholders' Office: Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid.
- The Company's registered office: Gran Vía 32, 28013 Madrid

It is very important that you sign the card.

What documents can shareholders request?

Before the holding of the Meeting, shareholders may request the delivery of the following documentation:

- Full text of the Annual Accounts (balance sheet, profit and loss account, statement of recognised revenue and expenses, statement of changes in equity, cash flow statement and notes thereon) and the Management Report for the 2014 financial year of the Company and its Consolidated Group, as well as the respective reports of the auditor (Item 1 of the Agenda).
- Full text of the proposal of resolutions regarding all the Agenda items that the Board of Directors presents to the General Shareholders' Meeting.
- Report issued by the Board of Directors for the purposes required under article 529 decies of the Companies Act, concerning the proposal to ratify the interim appointment of the Director Mr. Jose Luis Sainz Diaz (Item 4 of the Agenda).
- Report issued by the Board of Directors for the purposes contemplated in article 286 of the Capital Companies Act, related to the amendment of the Bylaws (Item 5 of the Agenda).
- Report issued by the Board of Directors for the purposes contemplated in article 26 of the General Shareholders Meeting Regulations, concerning the amendments to the General Shareholders Meeting Regulations (Item 6 of the Agenda).
- Report issued by the Board of Directors concerning the delegation of powers to the Board of Directors to increase share capital, with powers to exclude preemptive rights if deemed warranted, for the purposes contemplated in articles 286, 297.1.b) and 506 of the Capital Companies Act (Item 7 of the Agenda).
- Report issued by the Board of Directors concerning the 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, warrants, bonds and preferred shares and delegation of powers to the Board of Directors to increase capital, as well as for the exclusion of pre-emption rights, for the purposes contemplated in articles 286, 297.1.b) and 511 of the Capital Companies Act (Item 8 of the Agenda).
- Reports issued by the Board of Directors concerning the capital decrease and subsequent reverse stock split, for the purposes contemplated in articles 286 and 318 of the Capital Companies Act (Item 9 of the Agenda).
- Annual Report on Remuneration of the Directors, for the purposes contemplated in article 541 of the Capital Companies Act and article 12.2 of Orden ECC/461/2013 (which is submitted to non-binding vote under Item 10 of the Agenda).
- Report issued by the Board of Directors on the amendments to the Board of Directors Regulation for the purposes contemplated in article 528 of the Capital Companies Act (Item 11 of the agenda, for information purposes).

- Forms and terms for exercise of information, proxy and remote voting rights.
- Annual Corporate Governance Report for the 2014 financial year.
- Annual Reports for the 2014 financial year, prepared by the following Committees: Audit Committee, Corporate Governance Committee, Nominating and Compensation Committee and Committee for Strategic Digital Change.

Likewise in compliance with Article 506.4 of the Companies Act, is also available to shareholders, in the same manner as for the documentation that refers to the agenda, the following additional information concerning the capital increase for a total amount of 99,999,999.85 euros approved by the Board of Directors on July 22, 2014 and subscribed by Consorcio Transportista Occher, SA de CV, which was announced by the Relevant Events of 22 July, 12 September and 19 September 2014, with registration CNMV No. 208814, 210721 and 210977, respectively:

- Report of the Board of Directors in connection with the capital increase excluding the preferential subscription rights.
- Report of the independent expert regarding the capital increase.

Following the holding of the Meeting, shareholders may request the delivery, in electronic form, of the 2014 Annual Report, and the resolutions passed by the General Shareholders Meeting.

How can be exercised the rights of information, delegation and remote voting?

The procedure for the exercise of these rights is described in:

- i) the call of the General Shareholders´Meeting
<http://www.prisa.com/uploads/ficheros/arboles/descargas/201503/descargas-general-ordinary-shareholders-meeting-call-en.pdf>
- ii) the Regulation of the General Shareholders´Meeting, pending adaptation to Act 31/2014.
<http://www.prisa.com/uploads/ficheros/paginas/descargas/201201/descargas-board-of-directors-regulation-en.pdf>.
- iii) the corporate web site
<http://www.prisa.com/en/pagina/derecho-de-informacion/>
<http://www.prisa.com/en/pagina/derecho-de-voto-1/>