

ANNEX TO THE ANNUAL CORPORATE GOVERNANCE REPORT OF PROMOTORA DE INFORMACIONES, S.A. FOR THE 2012 FINANCIAL YEAR.

REPORTING OBLIGATIONS UNDER ARTICLE 61 BIS OF THE SECURITIES MARKET ACT (IN THE DRAFT GIVEN BY SUSTAINABLE ECONOMY ACT 2/2011)

Sustainable Economy Act 2/2011 amended Securities Market Act 24/1988 by introducing, inter alia, a new article 61 bis on the dissemination and content of the annual corporate governance report (ACGR). Pursuant to that rule, the ACGR must contain information regarding certain matters, which have no place in the ACGR form approved by CNMV Circular 4/2007 of December 27, 2007, currently in effect.

As a result, this Annex is prepared to comply with the reporting obligations set forth in that rule, as indicated in the CNMV notice of December 28, 2011, regarding the Annual Corporate Governance Report and Directors' Compensation Report. It includes the information contemplated in Act 2/2011 that is not covered by the aforesaid CNMV form.

a) Structure of ownership of the company:

Information regarding the shareholders with significant interests, indicating the percentage interests and the family, commercial, contractual or corporate relationships existing among them, as well as their representation on the board:

That information is included in chapter A (Structure of Ownership) of the ACGR and, further, as regards representation on the Board of shareholders with significant interests, in section B.1.3.

Information regarding the shareholdings of members of the board of directors that must be disclosed to the company, and regarding the existence of shareholders agreements disclosed to the company itself and to the CNMV, and, if applicable, deposited with the Commercial Registry.

That information is included in sections A.3 and A.6 of the ACGR.

Information regarding securities that are not traded on a Community regulated market, if applicable indicating the various classes of shares and, for each class of shares, the rights and obligations conferred thereby, as well as the percentage of capital represented by the company's treasury shares, and significant changes therein.

That information is included in sections A.1 and A.8 of the ACGR.

Also, regarding securities not traded on a Community regulated market, it is noted that the Extraordinary Shareholders Meeting of November 27, 2010, adopted a resolution for increase of capital by way of issuance of 224,855,520 common shares of class A and 402,987,000 convertible non-voting shares of class B, issued against a contribution in kind (the rules for which are explained in section A.1 of the ACGR). These common and convertible shares, in addition to being traded on the Spanish Stock Exchanges, are traded on the New York Stock Exchange as American Depositary Shares (ADS).

The holders of the ADS representing the Class A and Class B shares may request direct delivery of the corresponding class A and class B shares from the custodian thereof (Citibank NA), and their subsequent trading on the Spanish exchanges.

Information regarding the rules applicable to amendment of the company's Bylaws

Amendment of Bylaws is within the authority of the General Shareholders Meeting and must be undertaken in accordance with the provisions of the Companies Act and the Bylaws. Under article 15 bis of the Bylaws, the favorable vote of 75% of the shares entitled to vote, present in person or by proxy at the General Shareholders Meeting, will be required for approval of articles amendments including, inter alia, change of the corporate purpose and increase or reduction of capital, unless those transactions are required by mandate of law or, in the case of capital increases, are the result of resolutions adopted for purposes of undertaking distribution of the minimum dividend corresponding to the non-voting convertible Class B shares.

The Corporate Governance Committee must report on proposals to amend the Bylaws.

b) Any restriction on transferability of securities and any restriction on voting rights.

That information appears in section A.10 of the ACGR.

c) Structure of the company's management:

Information regarding the composition and rules of organization and functioning of the board of directors and its committees

That information appears in chapter B of the ACGR.

Identity and compensation of the members thereof, their functions and positions within the company, their relationships with shareholders with significant interests, indicating the existence of cross-ownership or related directors (consejeros cruzados o vinculados) and the procedures for selection, removal or reelection.

That information appears in chapter B of the ACGR.

Information regarding the powers of the members of the board of directors and, in particular, those related to the possibility of issuing or repurchasing shares

Mr. Juan Luis Cebrián Echarri and Mr. Fernando Abril Martorell have been delegated, on a joint and several basis, all of the authority conferred on the Board of Directors by the Bylaws, with the exception of authority that by law cannot be delegated.

Also, Mr. Manuel Polanco Moreno has a power of attorney for the exercise of certain authority.

The powers for the development and implementation of programs for issue and repurchase of shares are given to the Board of Directors, within the context of plans for the issue or repurchase of shares resolved by the General Shareholders Meeting, the following currently being in effect:

- Resolution for the market acquisition of shares of Prisa, adopted by the Ordinary Shareholders Meeting of June 30, 2012, in effect until June 30, 2017. The shares acquired by the Company or its subsidiaries pursuant to this authorization may be used to facilitate implementation of the "2010-2013 Share/Option Delivery Plan" approved at the Extraordinary Shareholders Meeting held on November 27, 2010.
- Capital increase against Class B share premium reserve, required to pay the Class B preferred dividend with Class A ordinary shares accrued during the 12 months following to June 30, 2012, in twelve tranches corresponding to each of the periods

during which the minimum dividend may accrue by reason of conversion. Delegation of powers to the Board of Directors to execute the capital increases and verify compliance with the conditions of this resolution. This resolution was adopted by the Ordinary Shareholders Meeting of June 30, 2012.

- Resolution for increase of capital by the amount necessary to cover the conversion of convertible Bonds issued by the Company, up to an initially contemplated maximum of 421,359,223 Class A shares. The bondholders may request their conversion into Class A shares at any time before July 2014 and in this case, the Company shall issue Class A shares resulting from the Conversion Price within the month following the request of early conversion. The price of the Prisa shares for purposes of conversion will be 1.03 Euros and will be adjusted in certain circumstances provided in the resolution. This resolution was adopted by the Ordinary Shareholders Meeting of June 30, 2012.
- Resolution for increase of capital in a nominal amount of 24,104,905 euros by issue and circulation of 241,049,050 new shares having a par value of 10 cents on the euro each, with an issue premium of 1.90 euros, to be subscribed and fully paid in against cash contributions, with recognition of the right of preemption, expressly contemplating incomplete subscription, with delegation to the Board of Directors to verify fulfillment of the conditions to which this resolution is subject and redraft article 6 of the Bylaws to adapt the text thereof to the subscriptions made. Preemption rights may be exercised during forty-two (42) monthly windows up to the fourth business day of each calendar month from January, 2011, to June, 2014. This resolution was adopted by the Extraordinary Shareholders Meeting of November 27, 2010.
- Resolution delegating authority to increase capital to the Board of Directors, with delegation to exclude preemption rights, if any, adopted by the General Shareholders Meeting of December 5, 2008, in effect until December, 2013.
- Resolution delegating to the Board of Directors authority to issue fixed income securities, both straight and convertible into newly-issued shares and/or shares exchangeable for outstanding shares of Prisa and other companies, warrants (options to subscribe new shares or acquire outstanding shares of Prisa or other companies), bonds and preferred shares, with delegation of the authority to increase capital by the amount necessary to cover applications for conversion of debentures or exercise of warrants, and to exclude the preemption rights of shareholders and holders of convertible debentures or warrants on newly-issued shares, adopted by the General Shareholders Meeting of December 5, 2008, in effect until December, 2013.

Information regarding significant agreements that have been entered into by the company and become effective, are amended or are terminated in the event of a change of control of the company by reason of a public tender offer, and the effects thereof, except where disclosure thereof would be seriously harmful to the company. This exemption will not apply when the company is legally obligated to publicize this information.

- Shareholders agreement signed by Prisa and Grupo Godó de Comunicación, S.A. (June, 2006).
 - Grupo Godó de Comunicación would have an option to sell all of its interest in Unión Radio, to be exercised during the three following months.
- Shareholders agreement signed by Prisa, Telefónica de Contenidos, S.A. and Gestevisión Telecinco, S.A. (December, 2010)

- Telefónica de Contenidos, S.A. and Gestevisión Telecinco, S.A. would have an option to purchase all of the interest of Prisa in DTS Distribuidora de Televisión Digital, S.A., to be exercised if there were a change in control.
- Syndicated financing agreement signed by Prisa, HSBC Plc. Sucursal en España (the agent for the syndicated financing) and other financial institutions (May, 2006, and successive innovations).
 - The financing agreements include events of acceleration, among which is change of control of Prisa, which would give the right to demand repayment and cancellation of the lines of credit or a part thereof, subject to rules customary in financings of this kind.
- Financing agreement signed by Prisa and HSBC Plc. Sucursal en España and other financial institutions (December, 2007, and successive novations).
 - The financing agreements include events of acceleration, among which is change of control of Prisa, which would give the right to demand repayment and cancellation of the lines of credit or a part thereof, subject to rules customary in financings of this kind.

Information regarding agreements between the company and its directors and managers or employees who are entitled to indemnification when they resign or are improperly dismissed, or if the employment relationship concludes by reason of a public tender offer

Among the members of the Management Team, there are 10 (3 directors and 7 members of senior management) the contracts of which include a special clause that, in general, contemplates indemnification for improper dismissal in an amount between one and two times their respective total annual compensation (salary + last bonus received).

In addition, in 2012 another 3 managers of the Company had a clause on the same terms as indicated above, in an amount equivalent to one year of total compensation.

d) Related party transactions of the company with its shareholders and directors and managers and intra-group transactions.

That information appears in Chapter C of the ACGR.

e) Risk control systems

That information appears in Chapter D of the ACGR.

f) The functioning of the general meeting, with information regarding the conduct of meetings that are held

That information appears in Chapter E of the ACGR.

g) The degree of compliance with corporate governance recommendations or, if applicable, an explanation of noncompliance with such recommendations

That information appears in Chapter F of the ACGR.

h) A description of the principal characteristics of internal systems for control and management of risks related to the process of issuing financial information.

Description of the main characteristics of internal control and risk management in relation to the process of issuance of the financial information

The system of internal control over financial reporting of Grupo Prisa is based on the general framework established by COSO. The methodology of the internal control model is to cover the requirements established by section 404 of the Sarbanes-Oxley, mandatory for the Group since that Prisa shares traded in the New York Stock Exchange. Prisa certified for the first time in the fiscal year 2011, according to the Sarbanes-Oxley, the proper functioning of its system of internal control over financial reporting, on which the Group's external auditors issued an unqualified opinion on the effectiveness.

The system of internal control over financial reporting consists of five interrelated components: control environment, risk assessment, control activities, information and communication, and monitoring.

Control environment

Organs and functions responsible for internal control over financial reporting (ICFR)

The Board of Directors of Prisa has assigned one of its functions, as set out in Article 5.3 of Board, pre-approval of the policy of control and risk management and periodic monitoring of internal information systems and control. Also, in accordance with the provisions of that article of the regulation, the financial information must be approved by the Board of Directors. In this regard, the Board of Directors is assisted, to the development of these functions, with the Audit Committee of Prisa. Among the basic responsibilities of the Audit Committee, as defined in the Regulations of the Board, are monitoring the effectiveness of internal control systems of the Company, and risk management systems and the preparation and presentation of regulated financial information, in particular the annual accounts and quarterly financial statements that the Board must provide to the markets and their supervisory bodies.

In addition to monitoring the system of internal control over financial reporting (hereinafter ICFR), that perform both the Audit Committee and the Board of Prisa, the effective implementation of internal control model is the responsibility of the CEO and the CFO of Prisa, as well as the CEOs and CFOs of the Group's business units involved in the preparation of financial information which forms the basis for the preparation of financial statements of the Group.

Departments or mechanisms responsible for the design and review of the organizational structure.

The Directorate of Organization and Human Resources, under the CEO, is responsible for the design, implementation, revision and updating of the Group's organizational structure. The Group's business units have a distribution and definition of tasks and functions in the financial areas, which have job descriptions for key roles in these areas, as well as clearly defined lines of responsibility and authority in the preparation process of financial reporting.

In addition, the Direction of Organization and Human Resources coordinates and monitors the internal procedures of the Group companies, and the degree of documentation, updating and disseminating the data.

Code of conduct, agency approval, degree of dissemination and training, principles and values

The Code of Conduct of Grupo Prisa, approved in fiscal year 2011 by the Board of Directors establishes the general guidelines that should govern the conduct of Rush and all Group employees in the performance of their duties and in their commercial and professional , acting in accordance with the laws of each country and respect the ethical principles commonly recognized. The Code of Conduct has been communicated to all employees and is also available on the Group's global intranet.

The values and principles that should guide the actions of the Group's employees are integrity, honesty, rigor and dedication in carrying out their activity, responsibility, commitment and transparency, pluralism and respect for all ideas, cultures and people, creativity and innovation in business development, accountability, efficient and sustainable, generating value for shareholders and for the Group.

The standards of conduct in relation to financial reporting are aimed at transparency in the development and dissemination of financial content information, both internal communication within the Group and externally, to shareholders, markets and regulators. Likewise, also sets performance standards requiring that all transactions are accurately and clearly reflect the systems and financial statements of the Group.

Requests, incidents and queries that arise regarding the interpretation and application of the Code of Conduct are managed by the Directions of Human Resources Group, and ultimately, Secretary-General reports regularly to the Corporate Governance Committee for monitoring and compliance standards by employees. The Corporate Governance Committee performs an annual report on the evaluation and the degree of compliance of the Code of Conduct, which are forwarded to the relevant government bodies Prisa.

Whistleblowing channel

Grupo Prisa has a mailbox for receiving complaints, retention and treatment of complaints regarding accounting, internal controls and other auditing matters of the Group. This is a communication channel between confidential and anonymous employee of Grupo Prisa and the Audit Committee. Additionally, there is a confidential complaints box for others related to the Group.

The complaints are channeled through an email address qualified to do so and are received by the Chairman of the Audit Committee, which determines the resources, methods and procedures for the investigation of each complaint.

Risk assessment over financial reporting

In the risk assessment over financial reporting of Prisa Group applies a top down approach based on the Group's significant risks. This approach starts with the identification of significant accounts, are those in which there is a reasonable chance of containing an error that, individually or aggregated with others, have a material impact on the financial statements. To determine the importance of an account in the consolidated financial statements, the Prisa Group considers both quantitative and qualitative factors. The quantitative evaluation is based on the materiality of the account, and is supplemented by qualitative analysis that determines the risk associated with depending on the characteristics of transactions, the nature of the account, the accounting and reporting complexity, the probability of generated significant contingent liabilities resulting from transactions associated with your account and susceptibility to errors or fraud losses.

In order to perform a full risk assessment, this analysis is performed on each Business Group, as they primarily generate financial information that serves as the basis for preparing consolidated financial statements of Grupo Prisa. The risk profile of each business unit is determined by the

contribution of it to the consolidated financial statements, and assessing the risks specific to what you consider, among other factors, the nature of their activities, centralization or decentralization of operations, their specific risks, the existence of errors or significant incidents reported in previous years, the risks specific to the industry or the environment in which it operates and the existence of significant judgments or estimates in accounting principles applied.

For each of the business units considered significant, identify the most important accounts. After identifying significant accounts and disclosures at the consolidated level and in each business unit, we proceed to identify the relevant processes associated with them, and the main types of transactions within each process. The objective is to document how key relevant processes transactions are initiated, authorized, recorded, processed and reported.

For each account are analyzed controls that cover the assertions to ensure the reliability of financial reporting, ie that recorded transactions have occurred and pertain to that account (existence and occurrence) of transactions and assets are registered in the correct amount (assessment / measurement), the assets, liabilities and transactions of the Group are properly broken down, categorized and described (presentation and disclosure) and there are no assets, liabilities, and significant transactions not recorded (completeness).

Among the significant processes is included determining the scope of consolidation of the Group, which conducts monthly Consolidation department, set in the Corporate Finance Department.

The system of identification and risk assessment of the internal control over financial reporting, formally documented with this structure for the first time in the fiscal year 2011, has been updated in the year 2012, and is expected to update at least annually. The system is monitored, as mentioned above, by the Audit Committee and, ultimately, by the Board of Directors.

Control activities

The Group has documentation describing the flows of activities and process's controls identified as significant in each business unit and at corporate level. From this description identifies the key risks and associated controls. Documentation of control activities are performed on risk and control matrixes by each process. In these matrices the activities are classified by their nature as preventive or detective, and depending on the coverage of associated risk, as keys or standard.

In each significant Business Unit there is a documented process about the closing as well as specific processes concerning relevant judgments and estimates, according to the nature of the activities and risks associated with each Business Unit.

In relation to the review and approval process of financial reporting, a phased certification process is developed on the effectiveness of internal control model of financial reporting. At a first level, the CEOs and CFOs of the business units and companies that are considered significant, confirm in writing the effectiveness of defined controls for critical processes as well as the reliability of financial information. Following these confirmations, and based on the report on the testing of controls performed internally, the CEO and CFO issued the certification on the effectiveness of internal control model over the Group's financial information in accordance with section 404 of the Sarbanes-Oxley. Also, in relation to this process, as mentioned above, there are procedures for review and approval by the governing bodies of the financial information disclosed to the securities markets, including specific oversight by the Audit Committee of significant risks.

As for the controls on the processes of systems or applications that support critical processes of business, these are intended to maintain the integrity of systems and data and ensure its operation over time. The controls referred on information systems are essentially access control, segregation of duties, development or modification of computer applications and management controls over the outsourced activities. The Group annually reviews and evaluates controls and procedures associated with the major applications that support the critical business processes.

Information and communication

The Group had implemented control measures to ensure that the data backup of financial information is collected in a complete, accurate and timely basis. The organization has an accounting manual of the International Financial Reporting Standards applicable to the Group's businesses, defined by the Internal Audit Department, regularly updated and communicated to the different Business Units.

There is also a system of financial reporting with a single and homogeneous format, applicable to all Group units, which supports the financial statements and notes and disclosures included. In addition, the Group has control procedures to ensure that the information issued to the market includes enough disclosures to facilitate proper understanding and interpretation by users.

System's monitoring and operation

The Group has an internal audit unit, which supports the Group Audit Committee in monitoring internal control system over financial reporting.

The main objective of internal audit is to provide Group management and the Audit Committee of reasonable assurance that the environment and internal control systems operating within the Group companies have been properly designed and managed. For those purpose, internal audit has coordinated and supervised the design and scope of the Group's internal control system over financial reporting, and subsequently has carried out the evaluation of the design and operation of control activities defined in the model, in order to certify its effectiveness in accordance with the Sarbanes-Oxley Act. Accordingly, internal audit supervises the design and scope of the internal control model over financial reporting of the Group, and subsequently carries out the evaluation of the design and operation of control activities defined in the model, in order to certify its effectiveness in accordance with the Sarbanes-Oxley Act.

For each of the identified weaknesses is done an estimation of the economic impact and probability of expected occurrence, classifying it according to them. Also, for all the identified weaknesses is defined a plan of action to correct or mitigate the risk and a responsible for the management.

The significant deficiencies and material weaknesses that would have been revealed as a result of the internal audit's assessment of the of internal control system over financial reporting, are reported to both the Audit Committee and the external auditor.

Additionally, ultimately, the internal control system is reviewed by the Group's auditor, who reports to the Audit Committee and gives its opinion on the effectiveness of internal control over financial reporting contained in the Group's consolidated financial statements, in order to record the financial information filed with the Securities and Exchange Commission.

As part of the monitoring activities of the internal control system carried out by the Audit Committee, described in the Regulations of the Board of Directors posted on Group's website, it is included the following in connection with the preparation and publication of the financial information:

- i. Review compliance with legal requirements and the correct application of generally accepted accounting principles, and report on the proposed changes to accounting principles and criteria suggested by management.
- ii. Know and monitor the effectiveness of the Company's internal control systems, and risk management systems and discuss with the auditors or audit firms significant weaknesses in internal control system identified in the audit's development.
- iii. Monitor the process of preparation and presentation of regulated financial information.
- iv. Review the issue and admission to trading of the securities of the Company prospectus and information on the financial statements quarterly and half to be supplied by the Council to markets and their supervisory bodies.
- v. Review the prospectus for issue and admission to trading of the securities of the Company and information on the financial statements quarterly and half-year to be supplied by the Board of Directors to markets and their supervisory bodies.