

GRANTING A PROXY

Form for granting a proxy for Ordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 12:30 pm on March 31, 2016, 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 1, 2016, on second call. **The General Shareholders Meeting is expected to be held on second call, that is, on April 1, 2016, at the place and time indicated above.**

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 or, if applicable, to the person chairing the General Shareholders Meeting.

Voting instructions for resolutions proposed by the Board of Directors

(Check the corresponding box with an X)

Item of the Agenda	1º	2º	3º	4º	5.1	5.2	5.3	5.4	5.5	5.6	5.7	5.8	5.9	5.10	5.11	5.12	6º	7º	8º	
In favor																				
Against																				
Abstention																				
Blank																				

In the event of a public request for representation, if the proxy is exercised by a director of the Company and if the proxy grantor has not expressly indicated voting instructions, it shall be understood that (i) the proxy refers to all the items on the Agenda of the General Shareholders Meeting and (ii) the vote is in favour of all the resolutions proposed by the Board 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 it shall be understood that the proxy granted by the shareholder does not extend to the off-agenda items – as a consequence, the proxy shall not be allowed to vote on those items), the proxy also extends to proposals regarding off-agenda items.

NO

If, according to the previous paragraph, the proxy includes the off-agenda items, the accurate instruction of the shareholder to the proxy is to vote against any proposal on an off-agenda item, except if other instructions are set forth in the following box:

Shareholder Mr./Ms. _____ N.I.F./C.I.F: _____

Number of shares _____

Signature of shareholder granting proxy:

In _____, on _____ 2016

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 may have a conflict of interest regarding point 6º of the Agenda (Non-binding voting on the Annual Report on Remuneration of the Directors).

Likewise, the directors Mr. Khalid Bin Thani Bin Abdullah Al Thani, Mr. Joseph Oughourlian, Mr Juan Luis Cebrián Echarri, Mr Manuel Polanco Moreno, Mr Gregorio Marañón y Bertrán de Lis, Mr Alain Minc and Mr Ernesto Zedillo Ponce de León, have a conflict of interest regarding points 5.2, 5.3., 5.4., 5.5., 5.6., 5.7 and 5.8 of the Agenda, each of them with respect to the point of the Agenda in which the ratification of their appointment through co-optation or reelection is proposed.

In the event that off-agenda items are presented to the General Shareholders Meeting in the limits set forth by the Law, such items referring to article 526, b. (dismissal, separation or termination) or c. (exercise of the social action on liability) of the Capital Companies Act, the director(s) affected by proposals on those items shall be considered as having a conflict of interest for their vote.

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 2015 financial year, and the proposed distribution of profits.

2º.- Approval of the Board of Directors' management of the company in the 2015 financial year.

3º.- Adoption of the resolution for appointing the auditor of the company and its consolidated group for the 2016 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Companies Act.

4º.- Issue of mandatorily convertible bonds in new shares of Promotora de Informaciones, S.A., by exchange of loans. Capital increase to cover the conversion.

5º.- Fixing the number of Directors. Appointment of Directors.

5.1. Fixing the number of Directors.

5.2. Ratification of the appointment by cooptation and election of Director Mr Khalid Bin Thani Bin Abdullah Al Thani.

5.3. Ratification of the appointment by cooptation and election of Director Mr Joseph Oughourlian.

5.4. Reelection of Mr. Juan Luis Cebrián Echarri as director.

5.5. Reelection of Mr. Manuel Polanco Moreno as director.

5.6. Reelection of Mr. Gregorio Marañón y Bertran de Lis as director.

5.7. Reelection of Mr. Alain Minc as director.

5.8. Reelection of Mr. Ernesto Zedillo y Ponce de León as director.

5.9. Appointment of Mr Glen Moreno as director.

5.10. Appointment of Ms Elena Pisonero Ruiz as director.

5.11. Appointment of Ms Blanca Hernández Rodríguez as director.

5.12. Appointment of Mr Alfonso Ruiz de Assin Chico de Guzmán as director.

6º.- Non-binding voting on the Annual Report on Remuneration of the Directors.

7º.- Information to the Shareholders on amendments to the Regulations of the Board of Directors.

8º.- Delegation of Powers.

CONDITIONS FOR GRANTING PROXIES

PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING April 1, 2016

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 representative is the spouse, ascendant or descendent of the represented shareholder, or when the representative has a general power of attorney granted in a public document with authority to manage all property the represented shareholder has in the country, it will not be necessary for the proxy to be granted specifically for a given Meeting, or for the proxy to be evidenced by a handwritten signature on 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 or, if applicable, to the person chairing the General Shareholders Meeting, as set forth in article 16.5 of the Bylaws.

In the event of a public request for representation, if the proxy is exercised by a director of the Company and if the proxy grantor has not expressly indicated voting instructions, it shall be understood that (i) the proxy refers all the points on the Agenda of the General Shareholders Meeting, (ii) the vote is in favour of all the proposed resolutions made by the Boards of Directors and (iii) the proxy shall be deemed extended to any off-agenda items that may arise in the course of the General Shareholders Meeting, (except if the proxy grantor has expressly indicated the opposite) and the representative shall vote against any proposal thereto.

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

Proxies are always revocable, and considered to be revoked by casting a remote vote or personal attendance at the Meeting by the represented shareholder.