



**PROMOTORA DE INFORMACIONES, S.A. EXTRAORDINARY SHAREHOLDERS MEETING (November 15, 2017)**

**REMOTE VOTING**

Form for remote voting for Extraordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 12:30 pm on November 15, 2017, at Casa de América, c/Marqués del Duero, 2, 28014 Madrid, on first call, and if the necessary quorum is not achieved, at the same place and at the same time on November 16, 2017, on second call. **The General Shareholders Meeting is expected to be held on first call, that is, on November 15, 2017, at the place and time indicated above.**

**Shareholders wishing to vote regarding the proposals on the Agenda:**

If prior to the holding of the Meeting the shareholder wishes to vote remotely regarding the proposals of resolutions submitted by the Board of Directors regarding the items on the Agenda for this Meeting, it must check the corresponding box with an X, depending upon the sense of the vote or abstention.

Item of the Agenda	1	2	3	4.1.	4.2.	4.3.	5.1.	5.2.	6	7	8	9	10
In favor													
Against													
Abstention													

In the event that the shareholder does not complete any of the aforementioned boxes, it shall be understood that the vote is in favour of all the resolutions proposed by the Board of Directors.

Shareholders casting votes remotely will be considered to be in attendance for purposes of the quorum for the General Shareholders Meeting.

Shareholders may not vote remotely on proposals on items out of the agenda.

<b>Shareholder Mr./Ms.</b> _____ <b>N.I.F./C.I.F.:</b> _____ <b>Depository Entity:</b> Code _____ Name _____ <b>Securities Account</b> (Branch + DC+ account number) _____ <b>Number of shares</b> _____ <b>Signature of shareholder voting remotely</b> <i>(signature authenticated by a notary or acknowledged by a custodian participating in Iberclear)</i> <b>In</b> _____, <b>on</b> _____ <b>2017</b>
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**AGENDA**

- 1º.- Ratification of the appointment by co-option of Mr. Manuel Mirat Santiago as Company director.
- 2º.- Approval of the disposal of Vertex SGPS, S.A., for the purposes of section 160.f) of the Spanish Companies Act.
- 3º.- Review and, as the case may be, approval of the audited balance sheet as at 31 August 2017.
- 4º.- Share capital and reserves reductions aimed at adapting Company's equity structure.
- 4.1. Offset of losses against the voluntary reserves in an amount of EUR 1,578,746,088.64 and the legal reserves in an amount of EUR 5,335,316.94. Delegation of powers.
- 4.2. Share capital reduction by an amount of EUR 154,321,837.26 to offset losses, by decreasing the par value of shares by EUR 1.97, to EUR 1.03 per share, based on Company's balance sheet as at 31 August 2017. Amendment of article 6.1 of the Articles of Association. Delegation of powers.

4.3. Reduction of the share capital by an amount of EUR 7,050,236.22 to increase the legal reserves account, by decreasing the par value of the shares by EUR 0.09, to EUR 0.94 per share, based on Company's balance sheet as at 31 August 2017. Amendment of article 6.1 of the Articles of Association. Delegation of powers.

5<sup>o</sup>.- Share capital increases:

5.1. Share capital increase by way of monetary contributions for a nominal amount of EUR 352,500,000.00, through the issue of 375,000,000 new ordinary shares of EUR 0.94 of nominal and a share premium of EUR 0.26 each and for an effective total amount of EUR 450,000,000 (including nominal amount and share premium), with preferential subscription rights and foreseeing the possibility of incomplete subscription. Delegation of powers to the Board of Directors, with powers to subdelegate, to implement this resolution and to set those terms and conditions not provided for herein, according to article 297.1.a) of the Spanish Companies Act, as well as to amend article 6.1 of the Company's Articles of Association.

5.2. Share capital increase by way of a compensation of credits for an amount of EUR 47,000,000.00, through the issue of 50,000,000 new ordinary shares of EUR 0.94 of nominal and a minimum share premium of EUR 1.06 each and foreseeing the possibility of incomplete subscription. Delegation of powers to the Board of Directors, with powers to sub-delegate, to implement this resolution and to set those terms and conditions not provided for herein, as well as to amend article 6.1 of the Company's Articles of Association.

6<sup>o</sup>.- Reduction of the share capital through the reduction of the par value of the Company's shares by EUR 0.84, to EUR 0.10 per share, to set up a reserve which will only be available under the same requirements as those for the share capital reduction, based on the Company's balance sheet as at August 31, 2017. Amendment of article 6.1 of the Articles of Association. Delegation of powers.

7<sup>o</sup>.- Review and approval, where appropriate, of the amendment to the directors remuneration policy, applicable to the financial years ending on 31 December 2017, 2018 and 2019.

8<sup>o</sup>.- Approval of the Chairman's extraordinary incentive plan linked to the Company's recapitalization and financial stabilization

9<sup>o</sup>.- Information to the Shareholders on amendments to the Regulations of the Board of Directors.

10.- Delegation of Powers



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## CONDITIONS FOR REMOTE VOTING

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### PROMOTORA DE INFORMACIONES, S.A. EXTRAORDINARY SHAREHOLDERS MEETING NOVEMBER 15, 2017

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#### SHAREHOLDERS WISHING TO VOTE REMOTELY

A shareholder may cast its vote remotely. To do so, it must complete the form related to remote voting provided by the Company for these purposes, and send the duly completed form to the Company. Shareholders casting votes remotely will be considered to be in attendance for purposes of the quorum for the General Meeting.

A vote so cast may be sent to the Company by way of:

- i) Remote electronic means of communication, through the Company's website ([www.prisa.com](http://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) Delivery or post 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). The form will include the information necessary to demonstrate status as a shareholder. The signature of the shareholder must be attested by a notary or acknowledged by a custodian participating in Iberclear. In the case of legal persons it must be accompanied by the corresponding documents sufficiently showing the capacity in which the signatory acts.

A vote cast remotely, in any of the ways contemplated in the preceding sections, must be in the possession of the Company at its headquarters, at least 24 hours in advance of 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 vote will be deemed not to have been cast.

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.