



REPORT ISSUED BY THE BOARD OF DIRECTORS OF PROMOTORA DE INFORMACIONES, S.A. ON THE PROPOSED AMENDMENT OF THE BOARD OF DIRECTORS REGULATIONS

The Board of Directors of PROMOTORA DE INFORMACIONES, S.A. (the “**Company**” or “**Prisa**”), acting on the initiative of the Chairman, on the basis of a favourable report of the corporate Governance Committee and, in accordance with article 528 of the Spanish Companies Act and article 3 of the Board of Directors Regulations, has agreed on its meeting held on 13 October 2017 to approve the amendment of certain provisions of the Board of Directors Regulations, in order to enable the exercise of the powers and faculties of the Deputy Chairman of the Board of Directors within the different corporate bodies, as well as to adapt the current wording of the Board of Directors Regulations to the new wording given to the Company’s Articles of Association on 30 June 2017, with regard to the quantitative and qualitative composition of the Audit Committee, and to incorporate technical improvements in the current text of the Board of Directors Regulations.

The Board has also approved a consolidated text of the Board of Directors Regulations, solely for the purposes of including the amended articles and in order for all the provisions of the Regulations to be included in a single document.

The provisions of the Board of Directors Regulations that have been amended are the following:

Article 15: The addition of a new third paragraph is hereby agreed:

“3. The Board of Directors may delegate to the Deputy Chairman or, when applicable, jointly and severally to any of the Deputy Chairmen, in whole or in part, all authority and competence of the Board which are susceptible of delegation by law, the Articles and the Regulations, in which case he will have the status of executive Deputy Chairman. In these cases, the Deputy Chairman of the Board of Directors will be designated with the favourable vote of two thirds of the members of the Board.”

Where the authority and competence of the Board has been delegate to the executive Deputy Chairman or, in case of various Deputy Chairmen, the first executive Deputy Chairman may chair the Delegated Commission in the event of temporary absence and temporary disability of the Executive Chairman or in case of express delegation by the Executive Chairman or the Board of Directors and will also execute the functions and powers attributed by these Regulations to the Executive Chairman”.

Article 17.1: It is hereby agreed to modify the first paragraph of the referred article, while the other sections and paragraphs of the article remain unchanged:

“1. The Board of Directors will establish a Delegated Commission, which will be comprised of at least a third of the Board members and a maximum of eight (8) Board members. The Delegated Commission will be chaired by the Chairman of the Board of Directors, provided that the Chairman has the status of executive Chairman in accordance with article 11.3 of these Regulations.”

In the events of temporary absence and temporary disability of the Executive Chairman or an express delegation by the Executive Chairman or the Board of Directors, the Delegate Commission shall be chaired by the Deputy Chairman —or the first Deputy Chairman in the event of various Deputy Chairmans—, provided that the Deputy Chairman of first Deputy Chairman has the status of executive in accordance with article 15.3 of these Regulations and has been delegated with all authority and competence of the Board of Directors.

In the absence of both, if none is executive or if the Deputy Chairman —or the first Deputy Chairman in the event of various Deputy Chairmen— has not been delegated with all authority and competence of the Board of Directors, the Delegate Commission shall be chaired by the Chief Executive Officer.

The appointment of the members of the Delegated Commission will be made on proposal of the Chairman of the Board of Directors, with the favourable vote of two thirds of the Directors.

The composition of the Delegated Commission must be with a majority of non-executive Directors, except for the Chairman alternation and succession cases, in which the number of executive Directors may exceed the number of non-executive Directors for a maximum period of 120 days per financial year. All the days within a financial year in which the number of executive Directors exceeds the number of non-executive Directors will be included in the calculation to determine this period.

The members of the Delegated Commission will leave office when they leave office as directors, or when so resolved by the Board of Directors.

The Secretary of the Board will act as Secretary of the Committee. The provisions of article 16 above will also apply to the functioning of the Delegated Commission.

Without prejudice to the authority of the Chairman, Deputy Chairman or Deputy Chairmen and the Chief Executive Officer, within the framework of the provisions of article 5 of this Regulation, the Delegated Commission will be delegated all authority and competence of the Board that are susceptible of delegation by law, the Articles and the Regulations”

Article 27.1: *It is hereby agreed to modify the first paragraph of the referred article, while the other sections and paragraphs of the article remain unchanged:*

“1. The Audit Committee will be comprised of the number of Directors from time to time determined by the Board of Directors, with a minimum of three (3) and a maximum of five (5). All members of the Audit Committee will be non-executive Directors, the majority of its members shall be independent directors and at least one of them must be appointed taking account of his knowledge and experience in accounting, auditing or both.

As a whole, members of the Committee will have the relevant technical knowledge in relation to the sector of activity of the Company.”

Madrid, 13 October 2017