



REPORT ISSUED BY THE BOARD OF DIRECTORS OF PROMOTORA DE INFORMACIONES, S.A. CONCERNING THE PROPOSAL OF DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE FIXED INCOME SECURITIES CONVERTIBLE INTO NEWLY ISSUED SHARES AND/OR EXCHANGEABLE FOR SHARES ALREADY IN CIRCULATION INCLUDED IN ITEM NINE ON THE AGENDA OF THE GENERAL ORDINARY SHAREHOLDERS MEETING TO BE HELD ON 25 AND 26 APRIL, 2018, IN AN INITIAL AND SECOND QUORUM CALL, RESPECTIVELY.

I. Purpose of the report

This report is prepared in relation to the proposed delegation of authority to the Board of Directors to issue fixed income securities convertible into newly issued shares and/or exchangeable for shares already in circulation of Promotora de Informaciones, S.A. ("**Prisa**" or the "**Company**") and other companies, warrants, promissory notes and preference shares, including the power to fix the criteria for the determination of the bases and methods for the conversion, exchange or exercise and, where appropriate, to increase the share capital by the amount necessary to meet the requests for conversion of debentures or exercise of warrants, as well as the power to exclude the pre-emption right, which will be submitted for approval under item nine on the Agenda of the Ordinary General Meeting of to be held on April 25, 2018 on the initial call or, in the event that a sufficient quorum is not obtained, on April 26, 2018, in the same place on the second call.

This report is issued in compliance with the provisions of articles 286, 297.1.b) and 511 of the Capital Companies Act [*Ley de Sociedades de Capital*], pursuant to which the Board must prepare a report with the justification for the proposed resolution to delegate the authority to increase the share capital with the power to exclude the pre-emption right where appropriate, which is submitted to the General Meeting of Shareholders for approval.

II. Reason and justification for the proposal

The Board of Directors considers that it is highly advisable to have the delegated powers permitted by the current legislation so that it can be ready at all times to go to the primary securities markets to obtain the funds that are needed in order to manage the Company's interests properly, to make investments and/or disinvestments and to undertake the current process of restructuring its liabilities. The purpose of this delegation is therefore to give the Company's management body the room for manoeuvre and ability to respond that is demanded by the competitive environment in which it operates, in which the success of a particular operation or a strategic initiative frequently depends on the possibility of carrying it out promptly, without the delays and costs that the calling and holding of a new General Meeting inevitably involves.

To that end, in accordance with the general regime for the issue of debentures contained in articles 401 onwards of the Capital Companies Act and with the special regime for listed companies contemplated in articles 510 and 511 of the same Act, pursuant to the provisions of article 319 of the Companies Registry Regulation [*Reglamento del Registro Mercantil*] and applying by analogy the provisions of article 297.1.b) of the Capital Companies Act, the General

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Meeting is presented with the proposed resolution prepared under item nine on the agenda in relation to the delegation to the Board of Directors of the power to issue, on one or more occasions, within the maximum period of five years, convertible and/or exchangeable fixed income securities, along with warrants and preference shares.

The proposal contemplates the revocation of the unused part of the resolution adopted under item eight on the agenda of the General Meeting of Shareholders held on 20 April 2015 in relation to the delegation of powers to issue convertible and/or exchangeable debentures, along with warrants and other similar securities, because Prisa's share capital has been altered since that date.

The proposal contemplates that the maximum total amount of the issue or issues of securities resolved pursuant to this delegation will be one thousand million euros (€1,000,000.000) or its equivalent in another currency. This amount is considered adequate in light of the Company's size and the current financial and market conditions.

It is noted for the record that, in accordance with the provisions of article 510 of the Capital Companies Act, the limit contemplated in article 405 of the Act does not apply to Prisa.

The proposed resolution also includes the authorisation for the Board of Directors, if it decides to issue debentures that are convertible into newly issued shares of the Company itself (or warrants over newly issued shares), to pass a resolution for the capital increase needed to meet the conversion, provided that this increase, when added to any increases that may have been resolved pursuant to authorisations granted by the General Meeting, does not exceed half of the amount of the share capital, as established in article 297.1.b) of the Capital Companies Act. As a result, any capital increases that are necessary in order to meet the conversion of the debentures will be deemed to be included within the available limit at any point in time of the authorisation which, if the resolution is adopted, is granted to the Board pursuant to the provisions of the proposed resolution that is submitted to this General Meeting under item seven on its agenda, or any resolution that may replace it in the future, in order to increase the share capital up to the maximum amount of the equivalent of half of the share capital. In the case of the warrants, it is specifically provided that the legal rules on convertible debentures will apply, to the extent that they are compatible with the nature of the warrants.

In addition, in the case of an issue of exchangeable and/or convertible bonds or debentures or an issue of warrants, the proposed resolution includes the criteria for the determination of the bases and methods for the conversion and/or exchange and exercise, although it is left to the Board of Directors, in the event that it resolves to make use of the authorisation from the General Meeting, to specify some of those bases and methods for each issue, within the limits and subject to the criteria established by the General Meeting. Thus it will be the Board of Directors that determines the specific conversion ratio and to that end, when it approves an issue of convertible debentures (or warrants over newly issued shares) pursuant to the authorisation conferred by the General Meeting, it will issue a report from the directors detailing the specific bases and methods for the conversion applicable to the issue in question, which will also be the subject of the related report from the auditors to which article 414.2 of the Capital Companies Act refers.

Specifically, and in the case of an issue of exchangeable and/or convertible bonds or debentures, the resolution submitted by the Board for the approval of the General Meeting provides that the fixed income securities issued will be convertible into newly issued shares and/or exchangeable

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for shares already in circulation in accordance with a conversion and/or exchange ratio that is determined or determinable. To that end, the fixed income securities will be valued at their nominal value and the shares at the rate determined in the corresponding resolution of the Board of Directors in which this delegation is used, or at the rate determinable on the date or dates indicated in the Board resolution itself, and by reference to the quoted price of Prisa shares on the stock exchange on the date/s or period/s taken as the reference in the resolution itself, with or without a premium or discount on that quoted price, and in any event with a minimum of the greater of (a) the average of the weighted average prices of Prisa shares on the Continuous Market of the Spanish stock exchanges during the period to be determined by the Board of Directors, not more than three months or less than fifteen calendar days prior to the date on which the issue resolution is adopted by the Board, and (b) the closing price of Prisa shares on the same Continuous Market on the stock exchange business day prior to the date on which the aforementioned issue resolution is adopted. The Board may determine that the share valuation for the purposes of the conversion and/or exchange may be different for each conversion and/or exchange date. The same rules will be applied in the case of an exchange for shares in another company (whether or not a Group company), to the extent that they are required and with such adaptations as may be necessary, albeit that they will be referable to the quoted price of the shares of that company on the corresponding market.

In the case of warrants, the exercise price may be determined or determinable in the same way, by reference to the time at which the warrant is exercised, but in all cases the share price to be considered may not be less than the greater of the values indicated above for the case of an issue of convertible debentures or bonds. In the case of a call option over existing shares of another company (whether or not a Group company), the same rules will be applied, to the extent that they are required and with such adaptations as may be necessary, albeit that they will be referable to the quoted price of the shares of that company.

In this way the Board takes the view that it is being given a sufficient degree of flexibility to enable it to fix the value of the shares for the purposes of conversion and/or exchange or exercise by reference to the market conditions and other applicable considerations, although this will have to be, at least, broadly equivalent to their market value at the time when the Board resolves to issue the fixed income securities or the warrants.

In addition, and as required by article 415.2 of the Capital Companies Act, the resolution provides that for the purposes of their conversion, the nominal value of the debentures must not be less than the nominal value of the shares. Similarly in the case of a warrant issue, the resolution provides that the sum of the premium paid for each warrant and its exercise price will not be less than the quoted price of the underlying share, considered in accordance with the parameters established above, nor less than the nominal value of the shares at the time of the issue.

Furthermore, it is noted for the record that the authorisation for the issue of fixed income securities includes, in accordance with the provisions of articles 308, 417 and 511 of the Capital Companies Act and in the event that the issue relates to convertible debentures and/or warrants over newly issued shares, the grant of the power to the Board of Directors to exclude in full or in part the pre-emption right of the shareholders and the holders of convertible debentures and warrants over newly issued shares, where this is required in order to obtain funds on the markets or the Company's interests justify it in some other way, although this power to exclude the pre-emption rights shall be limited to capital increases carried out under this delegation and those that have to be carried out to pay for the conversion of convertible bonds and other

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similar securities issued under authorisations granted by this General Meeting up to a maximum of 20% of the Company's share capital, counting from the adoption of this resolution by the General Shareholders' Meeting, in accordance with the good corporate governance recommendations. The Board of Directors takes the view that this additional possibility, which notably increases the room for manoeuvre and ability to respond offered by the simple delegation of the power to issue convertible debentures and/or warrants, is justified by the flexibility and agility with which it is necessary to act on the current financial markets in order to be able to take advantage of the times when the market conditions are at their most favourable. This justification also exists when the intention is to obtain the funds on the international markets. The large sums traded on those financial markets and the agility and speed of action on them means that a high volume of funds can be obtained on very favourable conditions, provided that it is possible to launch an issue on those markets at the most opportune time, which cannot be determined in advance. Similarly, the exclusion of the pre-emption right may be necessary if the intention is to obtain funds by using bookbuilding techniques. Furthermore, and if it is considered necessary or advisable, the exclusion is appropriate in order to place the convertible debentures and/or warrants over newly issued shares between one or more qualified investors (such as institutional investors) or, where appropriate, to give Prisa entry to one or more industrial or financial partners who may contribute to the creation of value and the fulfilment of the Group's strategic objectives. Finally, the exclusion of the pre-emption right enables a relative reduction in the financial cost of the loan or the warrant and in the costs associated with the operation (including in particular the fees of the financial institutions participating in the issue) when compared with an issue with a pre-emption right. At the same time it has less of a distorting effect on trading in the Company's shares during the issue period.

In any event the exclusion of the pre-emption right is a power that the General Meeting delegates to the Board of Directors and it is up to the Board to decide in each case whether or not it is appropriate to exclude that right, taking account of the specific circumstances and respecting the legal requirements. In that context, if the Board decides, with the abovementioned limitation in its amount, to exclude the pre-emption right in relation to a particular issue of convertible debentures and/or warrants over newly issued shares that it may decide to make pursuant to the authorisation requested from the General Meeting of Shareholders, at the time when it approves the issue it will issue a report detailing the specific reasons why the Company's interests justify that measure, which will be the subject of the related report from the auditors in the terms established in article 511.3 of the Capital Companies Act. Both reports will be made available to the shareholders and holders of debentures and other convertible securities and communicated to the first General Meeting held after the issue resolution is adopted.

In addition, it is proposed to adopt the necessary resolutions to enable the securities issued pursuant to this delegation to be admitted to trading on any secondary market, whether or not it is an organised market, whether official or unofficial, domestic or foreign.

Likewise the proposal includes authorisation for the Board to guarantee issues that companies in the Prisa Group may make, where appropriate, of convertible and/or exchangeable fixed income securities or warrants, including promissory notes and preference shares.

Finally, the proposal contemplates the express possibility that the Board of Directors may delegate those powers received from the Board that are capable of delegation to the Chairman of the Board of Directors, the Chief Executive Officer or the Secretary of the Board.

On the basis of everything set out above, Prisa's Board of Directors presents the proposal indicated below to the Ordinary General Meeting of Shareholders:

III. Proposed resolution submitted to the General Meeting of Shareholders for approval:

"1. To revoke in the unused part the resolution passed under the point eight of the agenda for the Extraordinary General Meeting of shareholders of 20 April 2015, regarding delegation of authority to issue convertible and/or exchangeable bonds, as well as warrants and other analogous securities.

2. To delegate to the Board of Directors of Promotora de Informaciones, S.A. ("Prisa" or the "Company"), in accordance with the general scheme for issue of bonds, under the provisions of article 319 of the Commercial Registry Regulations, applying the provisions of article 297(1)(b) of the Capital Companies Act, the authority to issue fixed income securities, convertible and/or exchangeable into shares, and warrants, as well as notes and preferred shares, or any other debt instruments of a comparable kind, on the following terms:

- 1. Securities covered by the issue. The securities to which this delegation applies may be debentures, bonds and other fixed-income securities of a comparable kind, convertible into newly-issued shares of the Company and/or exchangeable for outstanding shares of the Company. This delegation also may be used to issue bonds exchangeable for outstanding shares of other companies, whether or not members of the Prisa Group (the "Group"), for the issue of warrants or any other analogous securities that entitles directly or indirectly to subscribe shares of the Company or to acquire shares of the Company or shares of another company, whether or not a member of the Group, to be settled by physical delivery of the shares or, if applicable, in cash for differences, which, eventually, may be linked to or otherwise related to each issue of debentures, bonds and other fixed income securities of an analogous nature made under this delegation or to other loans or financing documents through which the Company acknowledges or creates a debt. The delegation also may be used to issue promissory notes or preferred shares.*
- 2. Term. The issue of the securities may be made on one or more occasions, at any time, within the maximum term of five (5) years after the date of adoption of this resolution.*
- 3. Maximum amount. The total maximum aggregated amount of the issue or issues of securities resolved under this delegation will be two billion euros (€1,000,000,000) or its equivalent in another currency.*

For purposes of calculation of the aforesaid maximum, in the case of warrants the sum of premiums and exercise prices of the warrants of each issue approved under this delegation will be taken into account. In turn, in the case of promissory notes the outstanding balance of the notes issued under the delegation will be taken into account for purposes of the aforesaid limit.

- 4. Scope of the delegation. In use of the delegation of authority here resolved, and merely by way of illustration, not limitation, the Board of Directors will have authority, in respect of each issue, to determine the amount, always within the stated overall quantitative limit; the place of issue (in Spain or abroad) and the currency, local or foreign, and if it is foreign, its equivalent in euros; the denomination, whether bonds or debentures (including*

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subordinated debentures), warrants (which in turn may be settled by physical delivery of shares or, if applicable, in cash for differences), promissory notes, preferred shares or any others permitted by law; the issue date or dates; the circumstance of being voluntarily or compulsory convertible and/or exchangeable, whether contingent, and, if so voluntarily, at the option of the holder of the securities or the issuer; when the securities are not convertible, the possibility of being wholly or partially exchangeable into shares of the Company or shares of another company, whether or not a member of the Group, outstanding or newly issued; the number of securities and their face value, which in the case of convertible and/or exchangeable securities may not be less than the par value of the shares; the interest rate, dates and procedures for payment of coupons; their perpetual or amortisable nature and in the latter case the term for repayment and maturity date; the instalment rate, premium and lots, the guarantees; the manner of representation, by way of certificates or book entries; the exercise or exclusion of the pre-emption rights, if any, and the subscription scheme; the antidilution clauses; the rules of priority and, if applicable, the subordination; the applicable law; to request, if applicable, admission for trading on official or unofficial secondary markets, whether or not organised, domestic or foreign, of the securities issued, satisfying the requirements in each case imposed by applicable regulations, and, in general, any other term of the issue (including subsequent amendment thereof), as well as, if applicable, to appoint the Commissioner and approve the basic rules that are to govern legal relationships between the Company and the Syndicate of holders of the securities that are issued, if it is necessary or is decided to form such a Syndicate. Regarding each specific issue made under this delegation, the Board of Directors may determine all matters not contemplated in this resolution.

The delegation also includes the grant to the Board of Directors of the power to decide, in each case, on the conditions for repayment of the securities issued under this authorization, which may be used, to the extent applicable, to the collection means referred to in Article 430 of the Capital Companies Act or any other that may apply. Likewise, the Board of Directors is authorized to, when appropriate, and subject to obtaining the necessary official authorizations and, where appropriate, the conformity of the corresponding assemblies or representative bodies of the securities' holders, modify the conditions for repayment of the securities issued and the maturity thereof and their interest rate, if any.

5. *Bases for and forms of conversion and/or exchange.* *In the case of issue of convertible and/or exchangeable debentures or bonds, for purposes of determination of the bases for and forms of the conversion and/or exchange, it is resolved to establish the following criteria:*
 - (i) *The securities issued under this resolution may be convertible into new shares of Prisa and/or exchangeable for outstanding shares of the Company, any of the companies in the Group or any other company, at a fixed determined or determinable conversion and/or exchange ratio, the Board of Directors being authorised to determine whether they are convertible and/or exchangeable, and to determine whether they are mandatorily or voluntarily convertible and/or exchangeable, and if they are voluntarily so, whether they are so at the option of the holder or the issuer, with the regularity and over the term established in the issue resolution, which may not exceed fifteen (15) years after the date of the issue.*
 - (ii) *The board also may, for cases in which the issue is convertible and exchangeable, establish that the issuer reserves the right at any time to deliver new shares or outstanding shares, specifying the nature of the shares to be delivered at the time of*

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making the conversion or exchange, being entitled even to choose to deliver a combination of newly issued shares and pre-existing shares or an equivalent cash amount. In any event, the issuer must respect the principle of equal treatment among all fixed income securities holders who convert and/or exchange their securities on the same date.

- (iii) For purposes of the conversion and/or exchange, the fixed income securities will be valued at their face amount, and shares at the price determined in the Board of Directors resolution making use of this delegation, or at the determinable price on the date or dates indicated in the Board resolution, based on the stock market price of the shares of Prisa on the date or dates or for the period or periods taken as the reference in that resolution, with or without a premium or discount by reference to that price, and in any event with a minimum of the greater of (a) the average of the weighted average price of a share of Prisa on the Continuous Market of the Spanish exchanges over a period to be determined by the Board of Directors, not greater than three months or less than fifteen calendar days prior to the date of adoption of the Board's resolution to issue the fixed income securities, and (b) the closing price of the share of Prisa on that Continuous Market on the trading day prior to adoption of the aforesaid issue resolution. The Board may determine that the valuation of the shares for purposes of conversion and/or exchange may be different for each conversion and/or exchange date. In the case of exchange for shares of another company (whether or not in the Group), to the extent required, and with the adaptations, if any, that are necessary, the same rules will be applied, although by reference to the share price of that company on the corresponding market.*
- (iv) The Board may, in the event of a convertible and exchangeable securities issue, decide that the issuer reserves the right to choose, at any time, between conversion into new shares or exchange for outstanding shares, specifying the nature of the shares to be delivered at the time of the conversion or exchange, and may choose to deliver a combination of newly issued shares and outstanding shares. In any case, the issuer must ensure equal treatment for all holders of debt securities that are converted and/or exchanged on the same date.*
- (v) At the time of the conversion and/or exchange, the fractions of shares payable to the holders of securities will by default be rounded down to the nearest whole number. The Board may decide whether each holder will receive any resulting difference in cash.*
- (vi) Under no circumstances may the value of the share used to calculate the conversion of securities into shares be lower than its par value. As provided in article 415(2) of the Capital Companies Act, debentures may not be converted into shares when the face value of the former is less than the par value of the latter. Nor may convertible debentures be issued for an amount less than their face value.*

At the time of approval of an issue of convertible debentures under the authorisation granted by the Meeting, the Board of Directors will issue an administrators report explaining and specifying, based on the aforesaid criteria, the bases for and manner of conversion specifically applicable to the indicated issue. This report will be accompanied by

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the corresponding report of the auditors referred to in article 414(2) of the Capital Companies Act.

6. *Bases for and forms of exercise of warrants. In the case of issues of warrants convertible into and/or exchangeable for shares, to which the provisions of the Capital Companies Act for convertible debentures will be applied by analogy, for purposes of determination of the bases for and forms of their exercise it is resolved to establish the following criteria:*

(i) The warrants issued under this resolution may give the right to subscribe new shares issued by the Company, or acquire outstanding shares of Prisa or another company, whether or not a member of the Group, or a combination of any of the foregoing. In any event, the Company may reserve the right to choose, at the time of exercise of the warrants, to deliver newly-issued shares, outstanding shares or a combination of the two, or to proceed by way of cash settlement for differences.

(ii) The term for exercise of the warrants will be determined by the Board of Directors, and may not exceed fifteen (15) years from the issue date.

(iii) The exercise price of the warrants may be fixed or variable based on the date or dates or period or periods taken as a reference. Thus, the price will be determined by the Board of Directors at the time of issue, or determinable at a later time in accordance with the criteria established in the resolution. In any event, the share price to be taken into account may not be of less than the greater of (i) the average of the weighted average price of the share of the Company on the Continuous Market of the Spanish exchanges over a term to be determined by the Board of Directors, not greater than three months or less than fifteen calendar days prior to the date of adoption of the issue resolution by the Board, and (ii) the closing price of the Company's share on that Continuous Market on the trading day prior to adoption of the aforesaid issue resolution. In the case of a purchase option on outstanding shares of another company (whether or not in the Group), to the extent required, and with the adaptations, if any, that are necessary, the same rules will be applied, although by reference to the share price of that company on the corresponding market.

(iv) When the warrants are issued with straight or at par exchange ratios (that is, one share for each warrant) the sum of the premium or premiums paid for each warrant and the exercise price thereof in no case may be less than the value of the underlying share as determined in accordance with the provisions of section (iii) above, or its par value.

When the warrants are issued with multiple exchange ratios (that is, other than one share for each warrant), the sum of the premium or premiums paid for all warrants issued and their aggregate exercise price in no case may be less than the result of multiplying the number of shares underlying all of the warrants issued by the value of the underlying share calculated in accordance with the provisions of section (iii) above, or their aggregate par value at the time of the issue.

At the time of approving an issue of warrants under this authorisation, the Board of Directors will issue a report explaining and specifying, based on the criteria described in the foregoing sections, the bases for and forms of exercise specifically applicable to the

indicated issue. This report will be accompanied by the corresponding auditor's report contemplated in article 414(2) of the Capital Companies Act.

7. Rights of holders of convertible securities. To the extent it is possible to convert and/or exchange such fixed income securities as may be issued into or for shares, or to exercise the warrants, their holders will have such rights as may be given to them by applicable legislation and especially, where appropriate, those relating to preferential subscription rights (in case of convertible bonds or warrants on newly-issued shares) and anti-dilution clause in legal cases, without prejudice to what is stated in paragraph 8 (i) below.
8. Capital increase and exclusion of pre-emption rights for convertible securities. The delegation to the Board of Directors also includes, by way of illustration and not limitation, the following authority:
 - (i) The authority of the Board of Directors, under the provisions of article 417 and 511 of the Capital Companies Act, to exclude, in whole or in part, and up to a maximum of 20% of the Company's share capital, counting from the adoption of this resolution by the General Shareholders' Meeting the pre-emption right of the shareholders and holders of convertible debentures and, if applicable, warrants on newly-issued shares when, in the context of a specific issue of convertible debentures or warrants on newly-issued shares, that is required in order to attract funds on the international markets, to use techniques for testing demand, to incorporate industrial or financial investors that may facilitate creation of value and achievement of the strategic objectives of the Group, or is in any other way in the Company's interest. In any event, if the Board resolves to eliminate pre-emption rights on a specific issue of convertible debentures or warrants it eventually decides to carry out under this authorisation, it will, at the time it approves the issue and pursuant to applicable legislation, issue a report detailing the specific reasons in the corporate interest that justify said measure, which will be the subject of the related report of the auditor referred to in articles 41(2) and 511(3) of the Capital Companies Act. The aforesaid reports will be made available to the shareholders and holders of convertible debentures and warrants on newly-issued shares, and reported to the first General Meeting held after the issue resolution.
 - (ii) The authority to increase capital by the amount necessary to cover applications for conversion or exercise of warrants on newly-issued shares. The aforesaid authority may only be exercised to the extent that the Board, adding the capital increase to cover the issue of convertible debentures or exercise of warrants and other capital increases resolved under the authorisations granted by the Meeting, does not exceed the maximum of one half of capital contemplated in article 297(1)(b) of the Capital Companies Act. This authorisation to increase capital includes authorisation to issue and circulate, on one or more occasions, the shares representative thereof that are necessary to effectuate the conversion or exercise of the warrant, and authorisation to redraft the article of the Articles of Association related to capital and, if applicable, cancel the part of the capital increase that proves not to be necessary for conversion into shares or exercise of the warrant.
 - (iii) The authority to develop and specify the bases for and forms of conversion and/or exchange, taking account of the criteria established in sections 5 and 6 above including, inter alia, fixing the time for the conversion and/or exchange or exercise of

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the warrants and, in general and in the broadest terms, determination of such matters and conditions as are necessary or appropriate for the issue.

The Board of Directors, at the successive General Meetings held by the Company, will report to the shareholders on such use as it may have made up to that time of the delegations referred to in this resolution.

- 9. Admission to trading. The Company, when appropriate, will apply for admission to trading on official or unofficial secondary markets, organised or not, domestic or foreign, of the debentures, bonds, preferred shares, warrants and any other securities issued under this delegation, authorising the Board to take such steps and actions as may be necessary for admission to trading before the competent bodies of the various domestic and foreign securities markets.*
- 10. Guarantee of fixed income security issues The Board of Directors also is authorised, for a term of five years, for and on behalf of the Company and within the limit indicated above, to guarantee fixed income securities, if applicable convertible and/or exchangeable, including warrants, as well as notes and preferred shares issued by companies in the Group.*
- 11. Subdelegation: The Board of Directors is authorised to delegate the delegable authority received pursuant to this resolution to the Chairman, the Chief Executive Officer or the Secretary of the Board."*

Madrid, 22 March 2018