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the English translation, the Spanish version shall prevail*

## **RELATED-PARTY TRANSACTIONS REPORT**

### **AUDIT COMMITTEE**

#### **2017**

Pursuant to Recommendation 6 of the Code of Good Practices for Listed Companies, approved by the Spanish Securities Market Commission (CNMV) on February 18, 2015, the Audit Committee of PROMOTORA DE INFORMACIONES, S.A. (hereinafter, PRISA, the Company or, when mentioning its consolidated Group, GRUPO PRISA) prepared this related-party transactions report for 2017, which will be posted on the PRISA website ([www.prisa.com](http://www.prisa.com)) when the next ordinary general shareholders' meeting is called.

In accordance with Article 529 ter of the Corporate Enterprises Act, Article 5 of PRISA's Board of Directors Regulation establishes that authority of the Board of Directors that is non-delegable includes authorisation, based on an Audit Committee report, related-party transactions with directors, significant shareholders and anyone related thereto. Said authorisation is not necessary for those related-party transactions that simultaneously satisfy the following three conditions:

- a) They are governed by standard form agreements applied on an across-the-board basis to a large number of customers;
- b) They are entered into at market prices or rates, generally set by the person supplying the goods or services; and
- c) The amount is no more than 1% of the Company's annual revenue.

Eligible directors, with direct or indirect conflicts of interest or who represent or are related to eligible shareholders must refrain from participating in deliberation and voting on resolutions.

Related-party transactions are disclosed in the notes to the PRISA Consolidated Annual Accounts and Annual Corporate Governance Report for 2017 as per prevailing legislation and the Company's Board of Directors Regulation.

#### **Related-party transactions in 2017**

##### ***Transactions with significant shareholders:***

PRISA and its Group companies did not perform any transactions with their significant shareholders which, according to prevailing legislation or the provisions of the Board of Directors Regulation, require prior authorisation from the Board of Directors during 2017.

Notwithstanding the foregoing, it is noted the early conversion of the bonds necessarily convertible into Prisa shares that were issued in 2016. The holders of such bonds, among which were HSBC, Caixabank and several companies of Grupo Santander, significant shareholders of the Company on December 31, 2017, exercised the option of early conversion to which they were entitled in accordance with the bases and conditions of conversion. This conversion resulted in the execution, on November 17, 2017, of a capital increase for an effective amount of 9,861,920.70 euros, through the issuance of 10,491,405 new ordinary shares of the Company, and the consequent early amortization of all the bonds.

The participation of the aforementioned significant shareholders was as follows:

	<i>Amount (in thousand euros)</i>
HSBC	1,256
Caixabank	148
Grupo Santander	148

***Transactions with directors:***

In 2017, Mr. Gregorio Marañón and Bertrán de Lis, who was director of Prisa until November 15, 2017, received € 90,000 for legal advice services. Mr. Marañón has been rendering said services to the Company for several years, as disclosed in the Company's financial reporting and the corporate governance report in the relevant years.

The director Mr. Dominique D'Hinnin has provided advisory services to the Chairman and the CEO, in relation to the Company's Refinancing Plan, for €50,000 per half-year (a total of €100,000 in 2017).

The director Shk. Dr. Khalid bin Thani bin Abdullah Al Thani is Vice-Chairman of the Dar Al-Sharq media group, which in 2017 entered into a strategic alliance with Diario As (a PRISA group company), for the launch of AS Arabia.

***Other related-party transactions:***

During 2017, the PRISA Group performed transactions with other companies in which it holds a direct or indirect stake but not control. Board approval was not required in 2017.

**Information on related-party transactions**

PRISA's Consolidated Annual Accounts and Annual Corporate Governance Report for 2017 provide additional disclosures on the Company's related-party transactions.

In accordance with applicable legislation in force, transactions between companies in the same consolidated group (i.e. between PRISA Group companies) eliminated during the preparation of the consolidated financial statements and which are part of the companies' normal business in terms of their purpose and conditions, have not been included herein.

Information is also provided aggregate with regard to items with similar content.