



**REPORT DRAFTED BY THE BOARD OF DIRECTORS OF PROMOTORA DE INFORMACIONES, S.A. REGARDING THE PROPOSED RESOLUTION TO AMEND THE GENERAL MEETING REGULATIONS INCLUDED IN ITEM 6<sup>TH</sup> OF THE AGENDA FOR THE GENERAL SHAREHOLDERS MEETING CALLED TO BE HELD ON 25 AND 26 APRIL 2018, AT THE FIRST AND SECOND CALL, RESPECTIVELY**

**I. Purpose of the report:**

After a favourable report from the Corporate Governance Committee, the Board of Directors of Promotora de Informaciones, S.A. (“**PRISA**” or the “**Company**”), has drafted this report to justify the proposed resolution to amend the Regulations of the Company’s General Meeting, included in item 6<sup>th</sup> of the agenda for the forthcoming General Shareholders Meeting called for 25 April 2018 at the first call or if the necessary quorum is not reached, for 26 April 2018 at the same venue at second call.

Specifically, the Board proposes to approve a new consolidated text of the Company’s General Meeting Regulations, where most of the articles are amended and the groups of articles which are independent are put to a separate vote.

For information purposes, this report contains the text of the proposed resolutions submitted to the General Meeting under this point on the agenda, including as the last subsection the consolidated text of the General Meeting Regulations, which includes all the proposed changes.

**II. Justifying the proposal:**

The amendment of the General Meeting Regulations which is submitted to the Annual General Meeting for approval, forms part of the project to update the Company's internal regulations so that they can be aligned with the best corporate governance practices, which is expected to be beneficial for the Company's organisation and administration.

The General Meeting Regulations may, in accordance with what is stipulated in the Spanish Capital Companies Law, cover any subjects concerning the General Meeting, respecting what is established in the Law and the Bylaws. In view of certain innovations in the field of corporate governance which have been taking place over the last few years and in the framework of the significant changes that have recently arisen in the capital and governing structure of the Company, the Board, after obtaining a report from the Corporate Governance Committee, has agreed to review its organisational structure and the operating system of its corporate bodies, as covered in its internal regulations, in order to introduce those innovations and update and technically enhance the aforementioned rules.

This updating project got under way by the Company also includes a review of the Corporate Bylaws and of the Board of Directors Regulations. In particular, as regards the General Meeting Regulations, the proposed amendment takes into account the changes introduced in

the Spanish Capital Companies Law by Law 5/2015 of 27 April on Fostering Business Financing; Law 31/2014 of 3 December, amending the Spanish Capital Companies Law to improve corporate governance; and Law 15/2015 of 2 July on Voluntary Jurisdiction. This amendment also includes certain technical improvements.

The Board of Directors justifies this proposal since it believes that it is appropriate and favourable for the Company's interests as it includes technical improvements and the Company's corporate governance system can adapt to the recent changes in the Company's capital and governing structure and to the best standards at present.

### **III. Structure of the proposed amendments:**

#### **A. Grouping the proposed amendments into blocks**

Although the proposal aims to amend the General Meeting Regulations as a whole, to enable the shareholders to appropriately exercise their voting rights, in line with the provisions of article 197 of the Spanish Capital Companies Law, the proposed amendments have been grouped into the following blocks for voting purposes:

- Item 6.1 on the agenda proposes to amend articles 2.1 (*General Meeting's Powers*), 17.1 and 17.2 (*Quorum*), 21 (*Adopting resolutions*) in order to establish, as laid down in the Spanish Capital Companies Law after the reform brought in by Law 5/2015 of 27 April, that —failing any provision otherwise in the bylaws— the power to issue debentures which are not convertible into shares and which do not entitle their holders to any share in profits pertains to the governing body, and to make corrections and introduce certain technical improvements.
- Item 6.2 on the agenda proposes to amend articles 4 (*Convening the General Meetings*), 5.1 (*Meeting announcement*), 8 (*Representation*), 18.2 and 18.3 (*Conduct of the General Meeting*) and 20.6 and 20.9 (*Voting*) and the removal of articles 17.5 (*Quorum*) and 20.10 (*Voting*), to bring in certain technical improvements connected with the operation of the General Meeting (in particular, on its convening, vote counting, representation at the General Meeting and its conduct and voting) as well as some corrections also of a technical nature.
- Item 6.3 on the agenda proposes to amend articles 5.2 and 5.3 (*Meeting announcement*), 6.1 (*Shareholders' right to information prior to the General Meeting*), 7.1 (*Attendance Right*), 11.3 and 11.5 (*Formal requirements and terms for voting by post or remote electronic means*), 15 (*Required presence of a notary public*), 19 (*Request for information during the General Meeting*), 20.2, 20.3 and 20.5 (*Voting*), 23.2 (*Minutes of the Meeting*), 24 (*Disclosure of the resolutions*). These changes are proposed with the aim of clarifying that the calculation of certain deadlines is based on calendar days and to make other corrections and bring in improvements of a technical kind.
- Item 6.4 on the agenda proposes to amend articles 9 (*Public proxy solicitation*), 12 (*Place of Meeting*), 13 (*Security and logistics*), 14.2 (*Panel, Chairperson and Secretary of the General Meeting*), 16 (*Attendance list*), 26 (*Interpretation*) and 27 (*Approval and*

effectiveness) in order to implement technical improvements in the way the General Meeting operates as well as some mere grammatical issues.

- Item 6.5 of the agenda proposes to approve, as a result of the previous amendments, a consolidated text of the General Meeting Regulations.

Without prejudice to the detailed exposition set forth below, the proposed changes include, amongst others: (i) establishing that the power to issue debentures which are not convertible into shares and do not entitle their holders to any share in the profits pertains to the governing body, as laid down by the Spanish Capital Companies Law after the reform introduced by Law 5/2015 of 27 April; (ii) the amendment of the reference to the authority competent to convene the Annual Meeting, in accordance with the reform of the Spanish Capital Companies Law brought in by Law 15/2015 on the Law for Voluntary Jurisdiction; and (iii) the clarification of the outcome of the vote which has to be understood as being cast by the principal at the General Meeting with regard to any points not included in the agenda, the system for conflicts of interest of the Secretary of the Meeting with regard to some of these points and the time when these proposals must be put forward.

#### **B. Amendment of articles 2.1, 17.1, 17.2 and 21**

The amendments included in this item on the agenda are proposed in order to establish, as laid down by the Spanish Capital Companies Law —after the reform brought in by Law 5/2015, of 27 April—, that the power to issue debentures which are not convertible into shares and do not entitle their holders to any share in the profits pertains to the governing body. Furthermore, this item on the agenda covers other minor grammatical modifications and some technical improvements.

#### **C. Amendment of articles 4, 5.1, 8, 18.2, 18.3, 20.6 and 20.9 and removal of articles 20.10 and 17.5**

The amendments set forth in this item on the agenda are proposed in order to introduce certain technical improvements connected with the way the General Meeting works.

In particular, article 4 is amended to adapt its wording to what is stipulated in the Corporate Enterprises Act after the reform brought in by Law 15/2015 on the Law for Voluntary Jurisdiction, in such a way that the authority stipulated by the current regime is competent to convene the Annual Meeting should this not be convened in the legally allowed period. The same thing would apply to Extraordinary Meetings, as stipulated in applicable regulations.

Article 5.1 includes a technical determination in order to establish, as the Spanish Capital Companies Law allows, that extraordinary general meetings can be convened with at least fifteen days advance notice when certain requisites are complied with.

In Article 8, it is stipulated with regard to representation of the shareholder at the General Meeting that the proxy should extend to proposals on points not included in the agenda and that in this case, the principal's instruction is to vote as may be understood to be most appropriate for their interests, unless the document granting the proxy expressly states otherwise. It is similarly pointed out that the secretary of the Board will be deemed to be in a situation of conflict of interest with regard to any proposals for dismissal of board members or for exercising corporate responsibility action brought as items not included in the agenda.

Article 18.2 stipulates that the time when shareholders may bring proposals for resolutions not on the agenda must be during their turn to speak.

Article 20.6 is modified to provide that resolutions proposed or completed by shareholders legally entitled to do so, shall be subject to the voting rules applicable to resolutions proposed by the Board of Directors with respect to the assumptions on the direction of the vote, in line with recommendation 10 c) of the Code of Good Governance for Listed Companies approved by the Spanish Securities Market Commission (CNMV) in February 2015. Additionally, it will be assumed that shareholders who have voted remotely shall abstain with regard to proposals for resolutions not on the agenda which are brought up, unless it is expressly indicated otherwise.

As for article 20.9, this specifies that when a resolution is adopted any proposals for resolutions not only concerning the same matter, but also any incompatible with the proposal approved, will lapse.

It is similarly proposed to remove: (i) the first part of article 20.10, on splitting of the vote, since this is already covered in article 8.14 —the reference to ADRs is transferred to article 8.14 for systematic reasons—; and (ii) article 17.5, on the calculation of the Company's own shares in calculating the quorum for the General Meeting, for which reason the system stipulated in applicable legislation will be applicable with regard to this matter.

Lastly, this point in the agenda considers other minor grammatical modifications and some technical enhancements.

**D. Amendment of articles 5.2, 5.3, 6.1, 7.1, 11.3, 11.5, 15, 19, 20.2, 20.3, 20.5, 23.2 and 24**

The modifications envisaged in this item on the agenda are put forward to specify that calendar days will be used in the calculation of the periods stipulated in the aforementioned articles of the Regulations, thus avoiding any possible conflicts in construal.

Hence, the periods given in the Regulations —concerning amongst others the request for publication of a supplement to the call and its publication deadline, requests for information, the advance notice with which shares must be registered in the relevant accounting records with regard to the right to attend the Meeting, the prior notice with which a notary public's presence at the Meeting may be requested to draw up a record, the approval of the Minutes of the Meeting and the publication of resolutions – will be worked out in terms of calendar days.

This item in the agenda also considers other minor grammatical amendments and some technical enhancements.

**E. Amendment of articles 9, 12, 13, 14.2, 16, 26 and 27**

The amendments envisaged in this point on the agenda are put forward to include certain grammatical improvements, such as replacing references to “partners” with “shareholders” (in articles 12 and 14.2, amongst others) or the use of upper and lower cases (in articles 9, 13, 16, 26 and 27, amongst others).

## **F. Approval of a new consolidated text of the General Meeting Regulations**

It is lastly proposed to approve a new consolidated text of the General Meeting Regulations.

### **IV. Full text of the proposed resolution**

***“Review and, where appropriate, approval of the amendment of the General Meeting Regulations, to incorporate improvements in corporate governance and technical nature.***

*Approve the amendments to certain articles of the General Meeting under the proposed terms included in the directors' report drafted for such purpose and made available to the shareholders from the moment that this General Meeting was convened. Specifically, the proposal is to amend the following articles of the General Meeting Regulations, grouped by independent amendments, and provide a consolidated text, all of this under the terms set out in the directors' report drafted for such purpose:*

#### **6.1 Amendment to articles 2.1 (The General Meeting's Powers), 17.1 and 17.2 (Quorum), 21 (Adopting resolutions)**

*It is resolved to amend the articles stated in the title of this resolution, which shall hereafter have the following wording:*

#### **Article 2. The General Meeting's powers**

1. *In particular, the following powers are reserved to the General Meeting:*
  - a) *Approving the financial statements, the consolidated financial statements, the corporate management and the earnings distribution.*
  - b) *Establishing the number of Board members.*
  - c) *Appointing, re-electing and removing the directors, and ratifying the directors designated by co-option by the Board of Directors itself.*
  - d) *Appointing, re-electing and removing the auditors as well as the liquidators.*
  - e) *Amending the Bylaws.*
  - f) *Increasing and decreasing of the share capital.*
  - g) *Cancelling or limiting the preferential subscription rights.*
  - h) *Issuing convertible bonds into shares or profit-sharing bonds.*
  - i) *Transforming, merging, spinning off or fully assigning the assets and liabilities and moving the registered office outside Spain.*
  - j) *Acquiring, divesting or contributing to another company the core assets and approving the transfer to subsidiaries of the core activities carried out until then by the Company, even if it fully owns them.*

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- k) Authorising the Board of Directors to increase the share capital, in accordance with the law, issue convertible bonds into shares or profit-sharing bonds and delegate any other powers to the Board of Directors in accordance with the law and the Bylaws.*
  - l) Approving and amending the General Meeting Regulations in accordance with the law and the Bylaws.*
  - m) Approving the director remuneration policy in accordance with the applicable legislation and the Bylaws.*
  - n) Authorising the director remuneration consisting of delivering shares or share options or share-based remuneration.*
  - o) Dissolving and liquidating the Company, and carrying out transactions whose effect is equivalent to liquidating the Company.*
  - p) Approving the final liquidation balance sheet.*
  - q) Exercising any other powers attributed to it by the law or the Bylaws and finding out and resolving any other matters that the Board of Directors decides that it should know or resolve because it is of special importance to the company.*
- 2. The General Meeting cannot give instructions to the Board of Directors or submit for the Board's authorisation the adoption of resolutions regarding management issues.*
  - 3. The Board of Directors can interpret, rectify, execute and implement the resolutions adopted by the General Meeting and designate the persons who must grant the corresponding public or private documents.*

#### **Article 17. Quorum**

- 1. Both the Annual General Meeting and Extraordinary General Meeting shall be quorate at first call when the shareholders owning at least 25% of the subscribed voting share capital attend in person or by proxy. They shall be declared quorate at second call whatever the share capital in attendance.*
- 2. To enable the Annual General Meeting and Extraordinary General Meeting to validly resolve the issuance of bonds whose powers have not been legally attributed to another company body, a share capital increase or decrease, the company transformation, merger, spin-off or full assignment of its assets and liabilities, the transfer of the registered office abroad, the cancellation or limitation of the pre-emption rights for new shares and, in general, any amendment to the Bylaws, at least 50% of the subscribed voting share capital must attend in person or by proxy at first call.*

*At second call, it will suffice for 25% of the share capital to attend.*

#### **Article 21. Adopting resolutions**

- 1. Both the Annual General Meeting and the Extraordinary General Meeting shall adopt their resolutions with the majorities of votes present in person or by proxy as required by the Bylaws or by law. Each share with a voting right attending the General Meeting in person or by proxy shall give the right to one vote.*

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2. *Corporate resolutions shall be adopted by simple majority of the votes of shareholders present at the Meeting in person or by proxy; a resolution being understood to have been adopted when it obtains more favourable than unfavourable votes.*
3. *Without prejudice to the provisions of the law, the favourable vote of the absolute majority of the voting shares present in person or by proxy at the General Meeting shall be required if the share capital present in person or by proxy is more than 50%, or the favourable vote of two-thirds of the share capital present in person or by proxy at the Meeting when, at second call, shareholders are present that represent 25% or more of the subscribed voting share capital without reaching 50%, for approval of the following matters:*
  - a) *Amendments to the Bylaws, including share capital increases or decreases, unless the law provides otherwise.*
  - b) *Issuance of convertible bonds into shares or profit-sharing bonds*
  - c) *Transformation, merger or spin-off in any form, as well as the full assignment of the assets and liabilities, and transfer of the registered office outside Spain.*
  - d) *Cancellation or limitation of the pre-emption rights for new shares.*

**6.2 *Amendment to articles 4 (Convening General Meetings), 5.1 (Meeting Announcement), 8 (Representation), 18.2 and 18.3 (Conduct of the General Meeting) and 20.6 and 20.9 (Voting) and the removal of articles 17.5 (Quorum) and 20.10 (Voting)***

*It is resolved to amend the articles stated in the title of this resolution, which shall hereafter have the following wording:*

**Article 4. *Call***

1. *The General Meeting shall be called by the Board of Directors, which shall establish its agenda.*

*The Board of Directors must call the Annual General Meeting under the terms envisaged in the law and the Extraordinary General Meeting when a number of shareholders owning at least 3% of the share capital requests this by notarial means. In the latter case, the Board of Directors shall call the Meeting to be held within two months of the date on which it was requested by notarial means, stating this circumstance in the meeting announcement, and draft the agenda which must necessarily include the items stated in the request.*

2. *In the event that the Annual General Meeting is not called within the legal deadline, the competent authority can call it in accordance with the system legally envisaged at any given time and will also designate the person who will chair the Meeting. The competent authority can also call the Extraordinary General Meeting when this is requested by the number of shareholders stated in the preceding paragraph.*

## **Article 5. Publication of Call**

1. *The Annual General Meeting and the Extraordinary General Meeting must be called by the Board of Directors in an announcement published at least in the following media: a) the Business Register's Official Gazette or in one of the newspapers with the largest circulation in Spain; b) the website of the CNMV (Spanish Securities Market Commission); and c) the Company's website.*

*There must be at least one month between the date on which the meeting is called and the date on which it is expected to be held, without prejudice to, where applicable, the possibility of reducing that period when the requirements envisaged in the law are met. The announcement must include, where applicable, the date on which the meeting will be held at second call; in this case, there must be at least 24 hours between the first and second call.*

## **Article 8. Representation**

1. *Shareholders can grant representation to another person. The representation shall be specific to the Meeting in question. The representation shall be stated in any of the following documents, in all cases with a handwritten signature: (i) the attendance card issued by the custodians participating in Iberclear, (ii) a letter or (iii) the standard form made available by the Company for these purposes to the shareholders.*

*The document stating the representation must contain or attach the agenda.*

2. *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 the property that 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 envisaged in the first section of this article. However, the representative must attach the attendance card issued by the custodian participants in Iberclear in favour of the represented shareholder.*
3. *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 Chairperson of the Board of Directors, or, where applicable, to the person chairing the General Meeting.*
4. *If the represented shareholder has not given voting instructions, it will be understood that the representative may vote in the sense he/she deems to be most appropriate to the interests of the shareholder.*
5. *Unless otherwise stated by the represented shareholder in the document granting the representation, the delegation of power also includes the proposals regarding the items not envisaged in the agenda.*

*If, in accordance with that stated above, the delegation of power includes the proposals regarding the items not envisaged in the agenda, the precise instructions from the represented shareholder shall be understood as the proxy voting in the sense that he/she*

*deems to be most appropriate to the corporate interest, unless other express instructions are stated by the represented shareholder in the document granting the representation.*

- 6. If the appointed representative is in a conflict of interest in voting on any of the proposals that, whether or not on the agenda, are submitted for approval of the General Meeting, and the represented shareholder has not given precise voting instructions, the representative must refrain from voting on the matters that, having a conflict of interest, he/she must vote on behalf of the shareholder.*

*Without prejudice to the foregoing, if the designated representative is the Chairperson of the Board or any member of the Board of Directors, is in a conflict of interest and has not received precise voting instructions, he/she will be replaced as representative by the Secretary of the Board of Directors.*

*If the Secretary is also in a conflict of interest, he/she must refrain from voting on the matters that, having a conflict of interest, he/she must vote on behalf of the shareholder. The Secretary of the Board of Directors is understood to be in a conflict of interest regarding the proposals for removing directors or for exercising corporate liability action made as items outside the agenda.*

- 7. A proxy granted to a person who by law cannot act as such shall not be valid or effective.*
- 8. A proxy may also be granted by remote electronic means of communication. For this purpose, the procedure envisaged in article 11.2 of these Regulations shall be used, to the extent not incompatible with the nature of a proxy. The identity of the shareholder will be shown subject to the same requirements as established in the aforesaid article 11.2, with the term established in article 11.3 of these Regulations also being applicable to valid receipt of the proxy. To identify the representative appointed by the shareholder, the identifying information required for such purposes must be entered in the electronic form.*
- 9. Proxies are always revocable, and considered to be revoked by casting a remote vote or personal attendance at the Meeting by the represented shareholder.*
- 10. The proxy can represent more than one shareholder and there is no limit to the number of represented shareholders. When a proxy represents several shareholders, he/she can cast different votes based on the instructions given by each shareholder.*
- 11. In any case, the number of represented shares will be calculated for the meeting quorum.*
- 12. The Board of Directors is empowered to implement the preceding provisions and establish the appropriate rules, means and procedures so that they can conform to the state of the art with the aim of granting the representation by electronic means, conforming, where applicable, to the rules issued for such purpose.*

*In particular, the Board of Directors may (i) regulate the use of guarantees of electronic signatures for the granting of proxies by electronic correspondence and (ii) reduce the advance term established above for receipt by the Company of proxies granted by post or email.*

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- 13. The Chairperson and the Secretary of the General Meeting shall have the broadest authority to accept the validity of the document or form of evidencing representation.*
- 14. Likewise, the institutions which are legitimated as shareholders by virtue of the accounting record of the shares but act on behalf of several persons may, in any case, split the vote in opposing ways to comply with the different voting instructions if they receive them. In particular, the fractioning of the votes will be allowed to the depository of the shares issued by the Company within the framework of the American Depositary Share (ADS) programme represented by the American Depositary Receipts (ADRs).*

*The intermediaries referred to in the preceding paragraph may grant proxies to each of the indirect holders or the third parties designated by them, with no limitation on the number of proxies granted.*

#### **Article 18. Conduct of the General Meeting**

- 2. Shareholders wishing to speak at the Meeting will identify themselves to the Notary Public or, at the Notary Public's indication, to the personnel assisting the notary, stating their full names, the number of shares they own and those they represent and the items on the agenda in respect of which they will speak. Shareholders who wish to propose resolutions not on the agenda, in accordance with the law, must do this when they speak. If they intend to request that their speech is drafted in the minutes of the Meeting, they must deliver it in writing, at that time, to the Notary Public, so that the Notary Public will be in a position to cross-check the shareholder's presentation with the written version when the presentation is made.*
- 3. Once the Chairperson or Secretary has the list of shareholders wishing to participate, and before the voting on the items on the agenda, the presentations of shareholders will begin, with the shareholders appearing in the order in which they are called.*

#### **Article 20. Voting**

- 6. The voting on proposals will be made, as regards votes cast at the Meeting, in accordance with the following procedure:*
  - a) When dealing with resolutions regarding items included in the agenda of the Meeting, irrespective of whether such resolutions have been proposed by the Board or not:
    - (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus affirmative votes cast remotely will be treated as votes in favour of the proposal.*
    - (ii) the votes corresponding to shares whose holders or representatives state that they vote against, by communication or statement of their vote to the Notary Public at the Meeting, for recording in the minutes, as well as negative votes cast remotely will be treated as votes against the proposal.**
  - b) When dealing with proposed resolutions regarding items not included in the agenda:*

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- (i) *the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus negative votes cast remotely will be treated as votes against the proposal.*
- (ii) *the votes corresponding to shares the holders of or proxies for which state that they vote in favour, by communication or statement of their vote to the notary at the Meeting, for recording in the minutes, plus affirmative votes cast remotely will be treated as votes in favour of the proposal.*

*Nevertheless, it is understood that the shareholders who vote by remote means abstain from the proposed resolutions regarding items not included in the agenda, unless expressly stated otherwise.*

- 9. *In any event, the proposed resolutions drafted by the Board of Directors will be voted on first. Once the proposed resolution is approved, all the others regarding the same matter which are incompatible with it shall automatically lapse and, therefore, they shall not be put to a vote.*

*It is also resolved to remove articles 17.5 and 20.10.*

- 6.3** ***Amendment to articles 5.2 and 5.3 (Meeting Announcement), 6.1 (Shareholders' right to information prior to the General Meeting), 7.1 (Attendance Right), 11.3 and 11.5 (Formal requirements and terms for voting by post or remote electronic means), 15 (Required presence of a notary), 19 (Request for information during the General Meeting), 20.2, 20.3 and 20.5 (Voting), 23.2 (Minutes of the Meeting), 24 (Disclosure of the resolutions)***

*It is resolved to amend the articles stated in the title of this resolution, which shall hereafter have the following wording:*

**Article 5. Publication of Call**

- 2. *The shareholders representing at least 3% of the share capital can request the publication of a supplement to the announcement of the Annual General Meeting, including one or more items on the agenda, provided that the new items include a justification or, where applicable, a proposed resolution with justification. That right cannot be exercised in any case with regard to the Extraordinary General Meeting. That right must be exercised by notifying it in a reliable way and which must be received at the registered office within five calendar days of the publication of the announcement. The supplement to the announcement must be published at least fifteen calendar days before the date scheduled for the meeting.*
- 3. *The shareholders representing at least 3% of the share capital can, within the same deadline stated in section 2 above, submit proposed resolutions with justification regarding matters already included or which must be included in the agenda of a General Meeting that has been called. The Company shall ensure that the proposed resolutions and the documentation which, where applicable, is attached are disseminated among the shareholders, in accordance with the provisions of article 6.6 of these Regulations.*

**Article 6. Shareholders' right to information prior to the General Meeting**

1. The shareholders can request the directors by written means, until the fifth calendar day before the date expected for the Meeting, information or clarifications or ask questions regarding the items on the agenda, the information accessible to the public which was provided by the Company to the CNMV from the previous General Meeting, and about the audit report.

*The valid requests for information and clarifications and the questions made in writing, and the answers provided in writing by the directors, shall be included on the Company's website.*

**Article 7. Right of Attendance**

1. Shareholders owning at least 60 shares can attend the Company's General Meeting, provided that, five calendar days prior to the day the meeting is to be held, they are registered in the corresponding accounting books and remain so until the meeting is held.

**Article 11. Formal requirements and terms for voting by post or remote electronic means**

3. A vote cast by any of the means envisaged in sections 11.1 and 11.2 above must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time envisaged for holding the General Meeting at first call. Otherwise, the vote will be deemed not to have been cast. The Board of Directors may specify a shorter advance term in each General Meeting's announcement.
5. A remote vote cast by a shareholder will result in prior proxies issued by the shareholder being deemed to be revoked, and those granted subsequently being taken as not having been granted. A vote cast remotely will be of no effect if the shares whose ownership gave the transferor voting rights are transferred, when that resulted in the appropriate registration in the book-entry register, at least five calendar days before the Meeting, if the new holder of the shares exercises its voting right.

**Article 15. Required presence of a notary public**

1. The Board of Directors can require the presence of a Notary Public to issue the minutes of the General Meeting and shall be obligated to do this provided that, five calendar days before the date scheduled for the General Meeting, this is requested by shareholders representing at least 1% of the share capital.
2. When the Meeting is held without having required the presence of a Notary Public, references made thereto in these Regulations will be understood to be made to the Secretary of the Board.

**Article 19. Request for information during the General Meeting**

1. When it is their turn to speak, shareholders may verbally request such information or clarifications as they deem to be appropriate regarding the items on the agenda as well as

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*the information available to the public that has been provided by the Company to the CNMV since the previous General Meeting, and regarding the audit report.*

- 2. The directors will be required to provide the requested information, unless it is not available at the Meeting, in which case the directors will be required to provide the information in writing within seven days of the end of the Meeting, without prejudice to the provisions of the next section.*
- 3. Information need not be delivered when it is not necessary for the protection of the rights of the shareholder, or there are objective reasons to believe that it could be used other than for corporate purposes, or its disclosure would harm the Company or related parties. The request for information may not be refused for this reason if it is supported by shareholders representing at least 25% of the share capital.*

*Also, when, prior to the request, the information requested is available in a clear, express and direct manner to all shareholders on the Company's website in question and answer format, the directors may limit their answer to referring to the information provided in that format.*

- 4. The information or clarification requested of members of the Board will be provided by the Chairperson, by the Chief Executive Officer, by the Secretary or, upon the indication of the Chairperson, by a Director, by the Chairperson of the Audit and Compliance Committee or by any employee or expert in the subject matter.*
- 5. The Chairperson will decide the order of answers to shareholders and whether they will be given after each presentation, or collectively after the last of the presentations. Shareholders have no right of reply, unless the Chairperson grants it based on the importance of the matter.*

## **Article 20. Voting**

- 2. The reading of the proposed resolutions by the Secretary of the Meeting may be dispensed with, summarised or provided in extracted form, at the discretion of the Chairperson, unless there is express opposition from the shareholders representing at least one percent of the share capital.*
- 3. Full reading of proposals will however be necessary if the text thereof has not been made available to shareholders at least fifteen calendar days before the date set for holding the Meeting, under the terms set forth in these Regulations.*
- 5. The matters that are substantially independent must be voted on separately. In any event, the following must be voted on separately:*
  - a) the appointment, ratification, re-election or separation of each director, and*
  - b) the amendment to the Bylaws, to an article or to a group of articles that are independent of each other.*

### **Article 23. Minutes of the General Meeting**

2. *Otherwise the Secretary of the Meeting will draft minutes of the meeting, which will be entered into the Minute Book, and may be approved by the Meeting at the end thereof or, if not, within fifteen calendar days, by the Chairperson of the Meeting and two auditors, proposed by the Meeting Panel, one representing the majority and the other the minority. The minutes shall be signed by the Secretary and countersigned by the Chairperson.*

### **Article 24. Disclosure of the resolutions**

*Without prejudice to filing the resolutions which can be filed at the Business Register and the applicable legal provisions regarding the disclosure of the applicable corporate resolutions, on the same day as Meeting is held or on the immediately following business day the Company shall send the approved resolutions to the CNMV in the corresponding relevant event communiqué. The full text of the resolutions and results of votes will be published on the Company's website within the five calendar days following the end of the Meeting.*

### **6.4 Amendment to articles 9 (Public proxy solicitation), 12 (Place of Meeting), 13 (Security and logistics), 14.2 (Panel, Chairperson and Secretary of the General Meeting), 16 (Attendance list), 26 (Interpretation) and 27 (Approval and effectiveness)**

*It is resolved to amend the articles stated in the title of this resolution, which shall hereafter have the following wording.*

### **Article 9. Public proxy solicitation**

1. *The public proxy solicitation must be made, in any case, in accordance with the regulations applicable at any given time.*
2. *In addition to complying with the duties provided for that purpose by law, if a proxy is granted in response to a public solicitation and the represented shareholder has not given voting instructions, it will be understood that the proxy (i) refers to all the items on the General Meeting's agenda, (ii) requires a favourable vote on all resolutions proposed by the Board of Directors and (iii) also extends to such matters as may arise apart from the agenda, in respect of which the representative will vote in the sense deemed to be most appropriate to the interests of the shareholder. If the director is in a conflict of interest when voting on any of the proposals, whether or not on the agenda, the provisions of article 8.5 of these Regulations shall apply.*

*In any case, it is understood that directors are in a conflict of interest regarding the following resolutions:*

- *Their appointment, re-election or ratification as directors.*
- *Their removal, withdrawal or dismissal as directors.*
- *The exercise corporate liability action against them.*

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- *The approval or ratification, where applicable, of Company transactions with the directors in question, companies controlled by them or which they represent or persons acting on their behalf.*

**Article 12. Place of Meeting**

1. *General Meetings will be held in the location where the Company has its registered office, in the place and on the date stated in the announcement. Sessions of the General Meeting may be postponed for one or more consecutive days at the proposal of the General Meeting Panel, or at the request of a number of shareholders representing at least one-quarter of the share capital present at the Meeting.*
2. *As an exception, if anything occurs that substantially changes the proper order of the General Meeting, or there are other extraordinary circumstances preventing normal conduct thereof, the Board Chairperson may order suspension thereof for such time as may be necessary to re-establish the conditions permitting its continuation. If such circumstances persist, the Meeting Panel will propose postponement of the General Meeting to the following day, as envisaged in the preceding paragraph.*

**Article 13. Security and logistics**

1. *To ensure security and order in the conduct of the General Meeting, surveillance and protection measures will be established, including systems for control of access and the measures required to guarantee security, good order and conduct of the meeting.*
2. *There may be provisions for a live broadcast of the Meeting, the audiovisual recording thereof, presence of the media and, in general, such measures as may contribute to disseminating the General Meeting.*

**Article 14. Panel, Chairperson and Secretary of the General Meeting**

2. *The General Meeting shall be chaired by the person, if any, determined by the Board of Directors. In the absence of a specific decision by the Board, the Meeting shall be chaired by the Chairperson of the Board of Directors. In his/her absence, if any, it will be chaired by the Deputy Chairperson, and in the absence of both, by the attending director with greatest seniority in the position and, in the absence of all of them, by the shareholder in each case chosen by the shareholders attending the meeting.*

**Article 16. Attendance list**

1. *At least a half-hour in advance of the time established for the General Meeting, unless otherwise indicated in the announcement, the shareholders and representatives will be given access to the facilities at the indicated place, in order for the Meeting organisation services to verify the attendance cards and proxies and, where applicable, the documents evidencing them.*
2. *Shareholders or their representatives who arrive late, once the doors have been closed, may enter the hall if the Company so decides, but under no circumstances may they be included in the attendance list nor may they vote.*

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3. *The attendance list will be drafted before the items on the agenda are discussed.*
4. *The Secretary of the General Meeting is responsible for drafting the attendance list, subject to the judgment of the Chairperson regarding the acknowledgement and admission of the shareholders to the General Meeting, as well as regarding admission of the votes cast by post and electronic means and the representation of shareholders.*

*To draft the list, the Meeting Secretary shall have the assistance of the Company's organisation services.*

5. *The attendance list shall be made available to the shareholders who request this at the start of the General Meeting.*
6. *The attendance list shall be attached to the minutes of the General Meeting, as an annex signed by the Secretary and countersigned by the Chairperson.*
7. *The attendance list can also be drawn up in a file or included in a computer file. In such cases, the means used shall be stated in the minutes themselves and the corresponding identification certificate signed by the Secretary and countersigned by the Chairperson shall be stated on the sealed cover of the file or computer file.*

#### **Article 26. Interpretation and amendments**

1. *These Regulations complete and implement the provisions of the Bylaws regarding the General Meeting. They must therefore be interpreted by the Board of Directors consistently with the Bylaws and the applicable legal provisions. Such doubts as may arise during the holding of the General Meeting regarding interpretation of these Regulations will be resolved by the Meeting Chairperson with assistance from the Meeting Secretary.*
2. *Any amendments to these Regulations must be approved by the General Meeting, declared to be quorate under article 17.1 above, with the mandatory report from the directors or shareholders making the amendment proposal, explaining it.*

#### **Article 27. Approval and effectiveness**

*These Regulations shall apply once they are approved by the Company's General Meeting, notified to the CNMV and filed at the Business Register.*

#### **6.5 Approval, as a result of the above amendments, of a consolidated text of the Company's General Meeting Regulations**

*It is resolved to approve a new consolidated text of the General Meeting Regulations of the Company, which shall hereafter have the following wording. On the occasion of the drafting of this consolidated text, the names of the Board Committees are adapted in line with the amendments of the Bylaws proposed to the same General Meeting.*

**GENERAL MEETING REGULATIONS OF  
PROMOTORA DE INFORMACIONES, S.A. (PRISA)**

**Article 1. The General Meeting**

*The General Meeting is the highest governing body and its resolutions are mandatory for all the shareholders.*

**Article 2. The General Meeting's powers**

1. *In particular, the following powers are reserved to the General Meeting:*

- a) *Approving the financial statements, the consolidated financial statements, the corporate management and the earnings distribution.*
- b) *Establishing the number of Board members.*
- c) *Appointing, re-electing and removing the directors, and ratifying the directors designated by co-option by the Board of Directors itself.*
- d) *Appointing, re-electing and removing the auditors as well as the liquidators.*
- e) *Amending the Bylaws.*
- f) *Increasing and decreasing of the share capital.*
- g) *Cancelling or limiting the preferential subscription rights.*
- h) *Issuing convertible bonds into shares or profit-sharing bonds.*
- i) *Transforming, merging, spinning off or fully assigning the assets and liabilities and moving the registered office outside Spain.*
- j) *Acquiring, divesting or contributing to another company the core assets and approving the transfer to subsidiaries of the core activities carried out until then by the Company, even if it fully owns them.*
- k) *Authorising the Board of Directors to increase the share capital, in accordance with the law, issue convertible bonds into shares or profit-sharing bonds and delegate any other powers to the Board of Directors in accordance with the law and the Bylaws.*
- l) *Approving and amending the General Meeting Regulations in accordance with the law and the Bylaws.*
- m) *Approving the director remuneration policy in accordance with the applicable legislation and the Bylaws.*
- n) *Authorising the director remuneration consisting of delivering shares or share options or share-based remuneration.*
- o) *Dissolving and liquidating the Company, and carrying out transactions whose effect is equivalent to liquidating the Company.*
- p) *Approving the final liquidation balance sheet.*
- q) *Exercising any other powers attributed to it by the law or the Bylaws and finding out and resolving any other matters that the Board of Directors decides that it should know or resolve because it is of special importance to the company.*

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- 2. The General Meeting cannot give instructions to the Board of Directors or submit for the Board's authorisation the adoption of resolutions regarding management issues.*
- 3. The Board of Directors can interpret, rectify, execute and implement the resolutions adopted by the General Meeting and designate the persons who must grant the corresponding public or private documents.*

**Article 3. Types of General Meetings**

- 1. The General Meeting can be annual or extraordinary.*
- 2. The Annual General Meeting, which must necessarily be held within six months of the end of the financial year, is aimed at approving, where applicable, the conduct of business and the previous year's financial statements and resolving the distribution of earnings, and must also resolve the other items on the agenda.*
- 3. The other meetings held by the Company shall be considered Extraordinary General Meetings.*

**Article 4. Call**

- 1. The General Meeting shall be called by the Board of Directors, which shall establish its agenda.*

*The Board of Directors must call the Annual General Meeting under the terms envisaged in the law and the Extraordinary General Meeting when a number of shareholders owning at least 3% of the share capital requests this by notarial means. In the latter case, the Board of Directors shall call the Meeting to be held within two months of the date on which it was requested by notarial means, stating this circumstance in the meeting announcement, and draft the agenda which must necessarily include the items stated in the request.*

- 2. In the event that the Annual General Meeting is not called within the legal deadline, the competent authority can call it in accordance with the system legally envisaged at any given time and will also designate the person who will chair the Meeting. The competent authority can also call the Extraordinary General Meeting when this is requested by the number of shareholders stated in the preceding paragraph.*

**Article 5. Publication of Call**

- 1. The Annual General Meeting and the Extraordinary General Meeting must be called by the Board of Directors in an announcement published at least in the following media: a) the Business Register's Official Gazette or in one of the newspapers with the largest circulation in Spain; b) the website of the CNMV (Spanish Securities Market Commission); and c) the Company's website.*

*There must be at least one month between the date on which the meeting is called and the date on which it is expected to be held, without prejudice to, where applicable, the possibility of reducing that period when the requirements envisaged in the law are met. The announcement must include, where applicable, the date on which the meeting will be held at second call; in this case, there must be at least 24 hours between the first and second call.*

- 2. The shareholders representing at least 3% of the share capital can request the publication of a supplement to the announcement of the Annual General Meeting, including one or more items on the agenda, provided that the new items include a justification or, where applicable, a proposed resolution with justification. That right cannot be exercised in any case with*

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*regard to the Extraordinary General Meeting. That right must be exercised by notifying it in a reliable way and which must be received at the registered office within five calendar days of the publication of the announcement. The supplement to the announcement must be published at least fifteen calendar days before the date scheduled for the meeting.*

- 3. The shareholders representing at least 3% of the share capital can, within the same deadline stated in section 2 above, submit proposed resolutions with justification regarding matters already included or which must be included in the agenda of a General Meeting that has been called. The Company shall ensure that the proposed resolutions and the documentation which, where applicable, is attached are disseminated among the shareholders, in accordance with the provisions of article 6.6 of these Regulations.*
- 4. The meeting announcement shall include the Company's name, the place, time and date of the meeting at first call and, where applicable, at second call, the meeting's agenda with the items to be dealt with, the position of the person(s) making the announcement, the date on which the shareholders must have registered the shares in their name so that they can participate in and vote at the General Meeting, and the other requirements in accordance with the law, the Bylaws and these Regulations.*
- 5. The meeting announcement shall state the shareholders' right to obtain, from the date of publication and immediately and free of charge, the documentation required by the law and the Bylaws, as well as the Company's website where the information will be available.*

*It must also include the necessary details of the Shareholder Office, stating its telephone numbers, email address, offices and business hours.*

*The announcement must also include clear and accurate information about the formalities that the shareholders must carry out so that they can participate and cast their vote at the General Meeting, including, in particular, the points envisaged in the applicable regulations in relation to the procedures for voting by remote means or by proxy.*

#### **Article 6. Shareholders' right to information prior to the General Meeting**

- 1. The shareholders can request the directors by written means, until the fifth calendar day before the date expected for the Meeting, information or clarifications or ask questions regarding the items on the agenda, the information accessible to the public which was provided by the Company to the CNMV from the previous General Meeting, and about the audit report.*

*The valid requests for information and clarifications and the questions made in writing, and the answers provided in writing by the directors, shall be included on the Company's website.*

- 2. The information requested in accordance with the provisions of this article shall be provided to the shareholder by the Board of Directors or, if it delegates this, by any of its members empowered for this purpose, by the Chief Executive Officer, by its Secretary or by any employees or experts on the matter. The information shall be provided in writing until the day of the General Meeting and through the Shareholder Office.*
- 3. Nevertheless, the requested information can be refused in the cases envisaged in article 19.3 of these Regulations.*
- 4. The shareholders must accredit their identity, if they request the information in writing, with a photocopy of their identity document or passport and, if they are legal persons, with a document providing sufficient accreditation of their representation.*

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*The shareholders must accredit their status and provide sufficient details (number of shares, depository, etc.) so that this can be verified by the Company.*

5. *In the event that the right to information is exercised through electronic or other telematic means, a similar procedure to that envisaged in article 11.2 of these Regulations shall be used and the shareholder's identity shall be accredited with the same requirements as those established in that article 11.2.*
6. *In addition to any other mandatory documentation, the following shall also uninterruptedly be included on the Company's website from the date on which the meeting announcement is published until the date on which the General Meeting takes place:*
  - a) *The meeting announcement.*
  - b) *The total number of shares and voting rights at the date of the announcement, broken down by class of shares, where applicable.*
  - c) *The documents which must be submitted to the General Meeting and, in particular, the reports from the directors, the auditors and the independent experts.*
  - d) *The full texts of the proposed resolutions regarding all the items on the agenda or, with respect to the informative ones only, a report from the competent bodies, commenting each item. The proposed resolutions submitted by the shareholders shall also be included as they are received.*
  - e) *In the event that Board members are appointed, ratified or re-elected, the identity, résumé and category of the directors as well as the proposals and mandatory reports from the Nominations, Compensation and Corporate Governance Committee. If it is a legal person, the information must include the details of the individual who will be appointed to permanently carry out the position's functions.*
  - f) *The forms which must be used for voting by proxy or by remote means.*

*The documentation envisaged in sections a), c), d) and e) above shall also be provided to the CNMV.*

*The publication of the proposed resolutions does not exclude their amendment before the General Meeting if this is legally possible.*

7. *Once the General Meeting is called, to the extent provided by the applicable legislation and under the terms in which it is technically and legally carried out, the Company's website will provide an Electronic Shareholder Forum, which can be accessed with the pertinent guarantees by the individual shareholders and the voluntary associations that may be created, with the aim of facilitating communication before each General Meeting is held. The proposals to be submitted as a supplement to the agenda announced for the meeting, the requests for accepting such proposals, the initiatives for reaching a sufficient percentage to exercise the minority's rights envisaged in the law, and the offers or requests for voluntary representation can be published on the Forum. The Company's Board of Directors shall establish the rules which will govern at any given time the Forum established for the General Meeting, which will be published on the website.*

#### **Article 7. Right of Attendance**

1. *Shareholders owning at least 60 shares can attend the Company's General Meeting, provided that, five calendar days prior to the day the meeting is to be held, they are registered in the corresponding accounting books and remain so until the meeting is held.*

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*The holders of a smaller number of shares may group together to reach 60 shares, appointing their representative.*

- 2. To exercise their attendance right, the shareholders must be previously authorised by way of the corresponding attendance card issued by any of the Iberclear institutions, or in any other way allowed by the applicable legislation.*
- 3. The Board of Directors shall attend the Meeting, and the managers, officers and experts of the Company and of its investees can also attend, as well as any other person whose attendance is authorised by the Meeting's Chairperson, without prejudice to the Meeting's right to revoke that authorisation.*

*Nevertheless, the Board of Directors does not have to attend to declare the Meeting to be quorate.*

- 4. To accredit the identity of the shareholders or of their valid proxies, at the entrance of the meeting venue, apart from showing their attendance card, the attendees can be requested to show their identity card or any other official document that is generally accepted.*

*The legal persons shall act through the individuals legally representing them, which must be accredited.*

#### **Article 8. Representation**

- 1. Shareholders can grant representation to another person. The representation shall be specific to the Meeting in question. The representation shall be stated in any of the following documents, in all cases with a handwritten signature: (i) the attendance card issued by the custodians participating in Iberclear, (ii) a letter or (iii) the standard form made available by the Company for these purposes to the shareholders.*

*The document stating the representation must contain or attach the agenda.*

- 2. 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 the property that 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 envisaged in the first section of this article. However, the representative must attach the attendance card issued by the custodian participants in Iberclear in favour of the represented shareholder.*
- 3. 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 Chairperson of the Board of Directors, or, where applicable, to the person chairing the General Meeting.*
- 4. If the represented shareholder has not given voting instructions, it will be understood that the representative may vote in the sense he/she deems to be most appropriate to the interests of the shareholder.*
- 5. Unless otherwise stated by the represented shareholder in the document granting the representation, the delegation of power also includes the proposals regarding the items not envisaged in the agenda.*

*If, in accordance with that stated above, the delegation of power includes the proposals regarding the items not envisaged in the agenda, the precise instructions from the represented shareholder shall be understood as the proxy voting in the sense that he/she deems to be most appropriate to the corporate interest, unless other express instructions are stated by the represented shareholder in the document granting the representation.*

- 6. If the appointed representative is in a conflict of interest in voting on any of the proposals that, whether or not on the agenda, are submitted for approval of the General Meeting, and the represented shareholder has not given precise voting instructions, the representative must refrain from voting on the matters that, having a conflict of interest, he/she must vote on behalf of the shareholder.*

*Without prejudice to the foregoing, if the designated representative is the Chairperson of the Board or any member of the Board of Directors, is in a conflict of interest and has not received precise voting instructions, he/she will be replaced as representative by the Secretary of the Board of Directors.*

*If the Secretary is also in a conflict of interest, he/she must refrain from voting on the matters that, having a conflict of interest, he/she must vote on behalf of the shareholder. The Secretary of the Board of Directors is understood to be in a conflict of interest regarding the proposals for removing directors or for exercising corporate liability action made as items outside the agenda.*

- 7. A proxy granted to a person who by law cannot act as such shall not be valid or effective.*
- 8. A proxy may also be granted by remote electronic means of communication. For this purpose, the procedure envisaged in article 11.2 of these Regulations shall be used, to the extent not incompatible with the nature of a proxy. The identity of the shareholder will be shown subject to the same requirements as established in the aforesaid article 11.2, with the term established in article 11.3 of these Regulations also being applicable to valid receipt of the proxy. To identify the representative appointed by the shareholder, the identifying information required for such purposes must be entered in the electronic form.*
- 9. Proxies are always revocable, and considered to be revoked by casting a remote vote or personal attendance at the Meeting by the represented shareholder.*
- 10. The proxy can represent more than one shareholder and there is no limit to the number of represented shareholders. When a proxy represents several shareholders, he/she can cast different votes based on the instructions given by each shareholder.*
- 11. In any case, the number of represented shares will be calculated for the meeting quorum.*
- 12. The Board of Directors is empowered to implement the preceding provisions and establish the appropriate rules, means and procedures so that they can conform to the state of the art with the aim of granting the representation by electronic means, conforming, where applicable, to the rules issued for such purpose.*

*In particular, the Board of Directors may (i) regulate the use of guarantees of electronic signatures for the granting of proxies by electronic correspondence and (ii) reduce the advance term established above for receipt by the Company of proxies granted by post or email.*

- 13. The Chairperson and the Secretary of the General Meeting shall have the broadest authority to accept the validity of the document or form of evidencing representation.*

14. *Likewise, the institutions which are legitimated as shareholders by virtue of the accounting record of the shares but act on behalf of several persons may, in any case, split the vote in opposing ways to comply with the different voting instructions if they receive them. In particular, the fractioning of the votes will be allowed to the depository of the shares issued by the Company within the framework of the American Depositary Share (ADS) programme represented by the American Depositary Receipts (ADRs).*

*The intermediaries referred to in the preceding paragraph may grant proxies to each of the indirect holders or the third parties designated by them, with no limitation on the number of proxies granted.*

#### **Article 9. Public proxy solicitation**

1. *The public proxy solicitation must be made, in any case, in accordance with the regulations applicable at any given time.*
2. *In addition to complying with the duties provided for that purpose by law, if a proxy is granted in response to a public solicitation and the represented shareholder has not given voting instructions, it will be understood that the proxy (i) refers to all the items on the General Meeting's agenda, (ii) requires a favourable vote on all resolutions proposed by the Board of Directors and (iii) also extends to such matters as may arise apart from the agenda, in respect of which the representative will vote in the sense deemed to be most appropriate to the interests of the shareholder. If the director is in a conflict of interest when voting on any of the proposals, whether or not on the agenda, the provisions of article 8.5 of these Regulations shall apply.*

*In any case, it is understood that directors are in a conflict of interest regarding the following resolutions:*

- *Their appointment, re-election or ratification as directors.*
- *Their removal, withdrawal or dismissal as directors.*
- *The exercise corporate liability action against them.*
- *The approval or ratification, where applicable, of Company transactions with the directors in question, companies controlled by them or which they represent or persons acting on their behalf.*

#### **Article 10. Voting by post or remote electronic means**

*Voting on proposals regarding the items on the agenda of any kind of General Meeting may be exercised by the shareholder by post or remote electronic means of communication, provided that the identity of the person exercising the voting right is duly guaranteed in accordance with the requirements established in article 11 of these Regulations.*

#### **Article 11. Formal requirements and terms for voting by post or remote electronic means**

1. *Voting by post:*
  - a) *To cast votes by post, shareholders must complete and sign a standard form to be provided by the Company for these purposes, which will include the information necessary to evidence status as a shareholder, the signature of the shareholder being required to be attested by a notary or acknowledged by a custodian participating in Iberclear or shown by other means considered to be sufficient by the Board of Directors. In the case of legal persons, the form must be accompanied by the corresponding document sufficiently showing the representative capacity in which the signatory acts.*

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- b) The form will be available on the Company's website from the date of publication of the General Meeting's announcement. Also, shareholders so wishing may, from the date of publication of the General Meeting's announcement, through the Shareholder Office, request that the aforesaid form be sent by post.*
  - c) The shareholder must send the duly completed form to the Company, for processing and computation.*
- 2. Voting by remote electronic means:*
- a) To cast votes by remote electronic means of communication, shareholders must complete a standard form to be provided by the Company for these purposes, which will include the information necessary to evidence status as a shareholder.*
  - b) The form will be available on the Company's website from the date of publication of the General Meeting's announcement.*
  - c) The shareholder must send the duly completed form to the Company, for processing and computation, by way of an electronic document that must include a recognised electronic signature, used by the shareholder, or another kind of electronic signature that the Board of Directors, based on the state of the art and the applicable regulations at any given time, has declared to be sufficient by prior resolution adopted for that purpose, because it has adequate guarantees of authenticity and identification of the shareholder exercising its voting right.*
- 3. A vote cast by any of the means envisaged in sections 11.1 and 11.2 above must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time envisaged for holding the General Meeting at first call. Otherwise, the vote will be deemed not to have been cast. The Board of Directors may specify a shorter advance term in each General Meeting's announcement.*
- 4. It is the shareholder that must, if applicable, show that the vote was received by the Company within the indicated term and it complied with all requirements established for that purpose.*
- 5. A remote vote cast by a shareholder will result in prior proxies issued by the shareholder being deemed to be revoked, and those granted subsequently being taken as not having been granted. A vote cast remotely will be of no effect if the shares whose ownership gave the transferor voting rights are transferred, when that resulted in the appropriate registration in the book-entry register, at least five calendar days before the Meeting, if the new holder of the shares exercises its voting right.*
- 6. The Board of Directors is empowered to implement the preceding provisions and establish the appropriate rules, means and procedures so that they can conform to the state of the art with the aim of casting the vote and granting the representation by electronic means, conforming, where applicable, to the rules issued for such purpose and the Bylaws.*
- In particular, the Board of Directors may (i) regulate the use of alternative guarantees of electronic signatures for the casting of electronic votes and (ii) reduce the advance term established above for receipt by the Company of votes cast by post or email.*
- 7. In any case, the Board of Directors shall adopt the specific measures to avoid duplicity and ensure that the parties casting a vote or delegating representation by post or electronic means are duly legitimised to do this in accordance with the provisions of the Bylaws and of these Regulations.*

8. *The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.*

**Article 12. Place of Meeting**

1. *General Meetings will be held in the location where the Company has its registered office, in the place and on the date stated in the announcement. Sessions of the General Meeting may be postponed for one or more consecutive days at the proposal of the General Meeting Panel, or at the request of a number of shareholders representing at least one-quarter of the share capital present at the Meeting.*
2. *As an exception, if anything occurs that substantially changes the proper order of the General Meeting, or there are other extraordinary circumstances preventing normal conduct thereof, the Board Chairperson may order suspension thereof for such time as may be necessary to re-establish the conditions permitting its continuation. If such circumstances persist, the Meeting Panel will propose postponement of the General Meeting to the following day, as envisaged in the preceding paragraph.*

**Article 13. Security and logistics**

1. *To ensure security and order in the conduct of the General Meeting, surveillance and protection measures will be established, including systems for control of access and the measures required to guarantee security, good order and conduct of the meeting.*
2. *There may be provisions for a live broadcast of the Meeting, the audiovisual recording thereof, presence of the media and, in general, such measures as may contribute to disseminating the General Meeting.*

**Article 14. Panel, Chairperson and Secretary of the General Meeting**

1. *The General Meeting Panel shall comprise the Chairperson and the Secretary of the General Meeting, as well as any members of the Board of Directors who may be in attendance.*
2. *The General Meeting shall be chaired by the person, if any, determined by the Board of Directors. In the absence of a specific decision by the Board, the Meeting shall be chaired by the Chairperson of the Board of Directors. In his/her absence, if any, it will be chaired by the Deputy Chairperson, and in the absence of both, by the attending director with greatest seniority in the position and, in the absence of all of them, by the shareholder in each case chosen by the shareholders attending the meeting.*
3. *The Secretary of the Board of Directors of the Company or, in his/her absence, if any, the Deputy Secretary of the Board of Directors and, in his absence, the person chosen by the shareholders attending the Meeting will act as Secretary of the General Meeting.*
4. *It is the duty of the Chairperson to declare the Meeting to be quorate; direct the discussion and establish the order of speakers; terminate discussions when a matter is deemed to have been sufficiently discussed; set time limits for speeches, with the power to bring the debate to an end in respect of the resolution in question; set the order of voting; decide any questions that may be raised about the agenda; and, in general, exercise the powers vested in the office of Chairperson to ensure that the meeting is conducted in an orderly manner, where necessary interpreting the provisions of these Regulations, with the assistance of the Secretary.*

**Article 15. Required presence of a notary public**

1. *The Board of Directors can require the presence of a Notary Public to issue the minutes of the General Meeting and shall be obligated to do this provided that, five calendar days before*

*the date scheduled for the General Meeting, this is requested by shareholders representing at least 1% of the share capital.*

- 2. When the Meeting is held without having required the presence of a Notary Public, references made thereto in these Regulations will be understood to be made to the Secretary of the Board.*

**Article 16. Attendance list**

- 1. At least a half-hour in advance of the time established for the General Meeting, unless otherwise indicated in the announcement, the shareholders and representatives will be given access to the facilities at the indicated place, in order for the Meeting organisation services to verify the attendance cards and proxies and, where applicable, the documents evidencing them.*
- 2. Shareholders or their representatives who arrive late, once the doors have been closed, may enter the hall if the Company so decides, but under no circumstances may they be included in the attendance list nor may they vote.*
- 3. The attendance list will be drafted before the items on the agenda are discussed.*
- 4. The Secretary of the General Meeting is responsible for drafting the attendance list, subject to the judgment of the Chairperson regarding the acknowledgement and admission of the shareholders to the General Meeting, as well as regarding admission of the votes cast by post and electronic means and the representation of shareholders.*

*To draft the list, the Meeting Secretary shall have the assistance of the Company's organisation services.*

- 5. The attendance list shall be made available to the shareholders who request this at the start of the General Meeting.*
- 6. The attendance list shall be attached to the minutes of the General Meeting, as an annex signed by the Secretary and countersigned by the Chairperson.*
- 7. The attendance list can also be drawn up in a file or included in a computer file. In such cases, the means used shall be stated in the minutes themselves and the corresponding identification certificate signed by the Secretary and countersigned by the Chairperson shall be stated on the sealed cover of the file or computer file.*

**Article 17. Quorum**

- 1. Both the Annual General Meeting and Extraordinary General Meeting shall be quorate at first call when the shareholders owning at least 25% of the subscribed voting share capital attend in person or by proxy. They shall be declared quorate at second call whatever the share capital in attendance.*
- 2. To enable the Annual General Meeting and Extraordinary General Meeting to validly resolve the issuance of bonds whose powers have not been legally attributed to another company body, a share capital increase or decrease, the company transformation, merger, spin-off or full assignment of its assets and liabilities, the transfer of the registered office abroad, the cancellation or limitation of the pre-emption rights for new shares and, in general, any amendment to the Bylaws, at least 50% of the subscribed voting share capital must attend in person or by proxy at first call.*

*At second call, it will suffice for 25% of the share capital to attend.*

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3. *If the required share capital is not in attendance at first call, the Meeting shall be held at second call.*
4. *Shareholders who cast remote votes will be treated for the purpose of declaring the quorum of the General Meeting as being present; these Regulations shall be applicable as regards the requirements and guarantees imposed for their validity.*
5. *Before considering the agenda, the Secretary will report the number of shareholders in attendance, both in person and by proxy, the number of shares, the nominal amount of the share capital and the percentage thereof present in person and by proxy.*
6. *Once that information has been publicly disclosed, the Chairperson shall then declare the General Meeting to be quorate at first or second call, where applicable.*
7. *Shareholders present may state to the Notary Public, for due reflection in the minutes of the Meeting, any reservation or protest they may have regarding the quorum for the Meeting or the general details of the attendance list that has been read in public.*

**Article 18. Conduct of the General Meeting**

1. *After such reports and communications to the Meeting as the Chairperson deems to be appropriate, presentations of shareholders regarding matters on the agenda will begin.*
2. *Shareholders wishing to speak at the Meeting will identify themselves to the Notary Public or, at the Notary Public's indication, to the personnel assisting the notary, stating their full names, the number of shares they own and those they represent and the items on the agenda in respect of which they will speak. Shareholders who wish to propose resolutions not on the agenda, in accordance with the law, must do this when they speak. If they intend to request that their speech is drafted in the minutes of the Meeting, they must deliver it in writing, at that time, to the Notary Public, so that the Notary Public will be in a position to cross-check the shareholder's presentation with the written version when the presentation is made.*
3. *Once the Chairperson or Secretary has the list of shareholders wishing to participate, and before the voting on the items on the agenda, the presentations of shareholders will begin, with the shareholders appearing in the order in which they are called.*
4. *Considering the number of such requests and other circumstances, the Chairperson, exercising his/her power on how the Meeting is conducted, shall decide how much time to allocate to each speaker, each speaker being given the same amount of time.*

*The Chairperson has the right to allow shareholders to speak beyond their allotted time or cut their presentations short; to take such measures or decisions as may be necessary in order to maintain or re-establish order at the General Meeting when participants flout the rules or abuse or obstruct their rights; and, for the benefit of the General Meeting as a whole, even to ask unruly members to leave the premises and, if necessary, take the necessary steps to ensure that they do so.*

**Article 19. Request for information during the General Meeting**

1. *When it is their turn to speak, shareholders may verbally request such information or clarifications as they deem to be appropriate regarding the items on the agenda as well as the information available to the public that has been provided by the Company to the CNMV since the previous General Meeting, and regarding the audit report.*
2. *The directors will be required to provide the requested information, unless it is not available at the Meeting, in which case the directors will be required to provide the information in*

*writing within seven days of the end of the Meeting, without prejudice to the provisions of the next section.*

- 3. Information need not be delivered when it is not necessary for the protection of the rights of the shareholder, or there are objective reasons to believe that it could be used other than for corporate purposes, or its disclosure would harm the Company or related parties. The request for information may not be refused for this reason if it is supported by shareholders representing at least 25% of the share capital.*

*Also, when, prior to the request, the information requested is available in a clear, express and direct manner to all shareholders on the Company's website in question and answer format, the directors may limit their answer to referring to the information provided in that format.*

- 4. The information or clarification requested of members of the Board will be provided by the Chairperson, by the Chief Executive Officer, by the Secretary or, upon the indication of the Chairperson, by a Director, by the Chairperson of the Audit and Compliance Committee or by any employee or expert in the subject matter.*
- 5. The Chairperson will decide the order of answers to shareholders and whether they will be given after each presentation, or collectively after the last of the presentations. Shareholders have no right of reply, unless the Chairperson grants it based on the importance of the matter.*

#### **Article 20. Voting**

- 1. Once all shareholder questions and comments have concluded and answers have been provided as envisaged in these Regulations, the shareholders will vote on the resolutions proposed on the items on the agenda, and such others as are not required by law to be included thereon.*
- 2. The reading of the proposed resolutions by the Secretary of the Meeting may be dispensed with, summarised or provided in extracted form, at the discretion of the Chairperson, unless there is express opposition from the shareholders representing at least one percent of the share capital.*
- 3. Full reading of proposals will however be necessary if the text thereof has not been made available to shareholders at least fifteen calendar days before the date set for holding the Meeting, under the terms set forth in these Regulations.*
- 4. If any of the proposals made available or provided to the shareholders are modified by the Board of Directors, the aforesaid modification must be read before voting on the proposal.*
- 5. The matters that are substantially independent must be voted on separately. In any event, the following must be voted on separately:*
  - c) the appointment, ratification, re-election or separation of each director, and*
  - d) the amendment to the Bylaws, to an article or to a group of articles that are independent of each other.*
- 6. The voting on proposals will be made, as regards votes cast at the Meeting, in accordance with the following procedure:*
  - a) When dealing with resolutions regarding items included in the agenda of the Meeting, irrespective of whether such resolutions have been proposed by the Board or not:*

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- (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus affirmative votes cast remotely will be treated as votes in favour of the proposal.*
- (ii) the votes corresponding to shares whose holders or representatives state that they vote against, by communication or statement of their vote to the Notary Public at the Meeting, for recording in the minutes, as well as negative votes cast remotely will be treated as votes against the proposal.*

*b) When dealing with proposed resolutions regarding items not included in the agenda:*

- (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus negative votes cast remotely will be treated as votes against the proposal.*
- (ii) the votes corresponding to shares the holders of or proxies for which state that they vote in favour, by communication or statement of their vote to the notary at the Meeting, for recording in the minutes, plus affirmative votes cast remotely will be treated as votes in favour of the proposal.*

*Nevertheless, it is understood that the shareholders who vote by remote means abstain from the proposed resolutions regarding items not included in the agenda, unless expressly stated otherwise.*

- 7. Blank votes and abstentions must also be notified to the Notary Public for recording in the minutes.*
- 8. However, by decision of the Meeting Panel, other voting systems may be established for the adoption of resolutions that allow evidencing the sense of votes and recording the voting results in the minutes.*
- 9. In any event, the proposed resolutions drafted by the Board of Directors will be voted on first. Once the proposed resolution is approved, all the others regarding the same matter which are incompatible with it shall automatically lapse and, therefore, they shall not be put to a vote.*

#### **Article 21. Adopting resolutions**

- 1. Both the Annual General Meeting and the Extraordinary General Meeting shall adopt their resolutions with the majorities of votes present in person or by proxy as required by the Bylaws or by law. Each share with a voting right attending the General Meeting in person or by proxy shall give the right to one vote.*
- 2. Corporate resolutions shall be adopted by simple majority of the votes of shareholders present at the Meeting in person or by proxy; a resolution being understood to have been adopted when it obtains more favourable than unfavourable votes.*
- 3. Without prejudice to the provisions of the law, the favourable vote of the absolute majority of the voting shares present in person or by proxy at the General Meeting shall be required if the share capital present in person or by proxy is more than 50%, or the favourable vote of two-thirds of the share capital present in person or by proxy at the Meeting when, at second call, shareholders are present that represent 25% or more of the subscribed voting share capital without reaching 50%, for approval of the following matters:*
  - a) Amendments to the Bylaws, including share capital increases or decreases, unless the law provides otherwise.*

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- b) Issuance of convertible bonds into shares or profit-sharing bonds.*
- c) Transformation, merger of spin-off in any form, as well as the full assignment of the assets and liabilities, and transfer of the registered office outside Spain.*
- d) Cancellation or limitation of the pre-emption rights for new shares.*

**Article 22. Conclusion of the General Meeting**

*Once the result of voting is announced, the Chairperson of the Meeting may close the proceedings, adjourning the meeting.*

**Article 23. Minutes of the General Meeting**

- 1. If the Board of Directors has appointed a notary to draft the minutes of the meeting, the notarial minutes will be considered to be an act of the Meeting, and its approval thereof will not be necessary.*
- 2. Otherwise the Secretary of the Meeting will draft minutes of the meeting, which will be entered into the Minute Book, and may be approved by the Meeting at the end thereof or, if not, within fifteen calendar days, by the Chairperson of the Meeting and two auditors, proposed by the Meeting Panel, one representing the majority and the other the minority. The minutes shall be signed by the Secretary and countersigned by the Chairperson.*

**Article 24. Disclosure of the resolutions**

*Without prejudice to filing the resolutions which can be filed at the Business Register and the applicable legal provisions regarding the disclosure of the applicable corporate resolutions, on the same day as Meeting is held or on the immediately following business day the Company shall send the approved resolutions to the CNMV in the corresponding relevant event communiqué. The full text of the resolutions and results of votes will be published on the Company's website within the five calendar days following the end of the Meeting.*

**Article 25. Dissemination of the General Meeting Regulations**

*The Board of Directors shall adopt the measures necessary to ensure dissemination of these Regulations among the shareholders, by communicating it to the CNMV, filing it at the Business Register and publishing it on the Company's website.*

**Article 26. Interpretation and amendments**

- 1. These Regulations complete and implement the provisions of the Bylaws regarding the General Meeting. They must therefore be interpreted by the Board of Directors consistently with the Bylaws and the applicable legal provisions. Such doubts as may arise during the holding of the General Meeting regarding interpretation of these Regulations will be resolved by the Meeting Chairperson with assistance from the Meeting Secretary.*
- 2. Any amendments to these Regulations must be approved by the General Meeting, declared to be quorate under article 17.1 above, with the mandatory report from the directors or shareholders making the amendment proposal, explaining it.*

**Article 27. Approval and effectiveness**

*These Regulations shall apply once they are approved by the Company's General Meeting, notified to the CNMV and filed at the Business Register."*

In Madrid, on 22 March 2018