



**PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING  
June 3, 2019**

**GRANTING A PROXY**

Form for granting a proxy for Ordinary Shareholders Meeting of PROMOTORA DE INFORMACIONES, S.A. to be held at 1:00 pm on June 3, 2019, at the headquarters of *Diario El País*, calle de Miguel Yuste, 40, Madrid 28037, on first call, and if the necessary quorum is not achieved, at the same place and at the same time on June 4, 2019, on second call. **The General Shareholders Meeting is expected to be held on first call, that is, on June 3, 2019, at the place and time indicated above.**

**Shareholders wishing to grant proxies**

The shareholder grants a proxy for this Meeting to:

(Check only one of the following boxes and appoint the proxy).

1. The Chairman of the General Shareholders Meeting.
2. Mr./Ms. \_\_\_\_\_, with N.I.F./C.I.F: \_\_\_\_\_.

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 Chairman of the Board of Directors or, if applicable, to the person chairing the General Shareholders Meeting.

**Voting instructions for resolutions proposed by the Board of Directors**

(Check the corresponding box with an X)

Item of the Agenda	1	2	3	4	5.1	5.2	6.1	6.2	6.3	7	8	9	10
In favor													
Against													
Abstention													
Blank													

In the event of a public request for representation, if the proxy is exercised by a director of the Company and if the proxy grantor has not completed any of the aforementioned boxes, it shall be understood that (i) the proxy refers to all the items on the Agenda of the General Shareholders Meeting and (ii) the accurate instruction vote is in favour of all the resolutions proposed by the Board of Directors.

**Proposals regarding points not contemplated on the Agenda in the call**

Unless otherwise indicated by checking the following NO box (in which case it shall be understood that the proxy granted by the shareholder does not extend to the off-agenda items – as a consequence, the proxy shall not be allowed to vote on those items), the proxy also extends to proposals regarding off-agenda items.

NO

If, according to the previous paragraph, the proxy includes the off-agenda items, the accurate instruction of the shareholder to the proxy is to vote in the sense it deems to be most appropriate to the corporate interest , except if other instructions are set forth in the following box:

Shareholder Mr./Ms. \_\_\_\_\_ N.I.F./C.I.F.: \_\_\_\_\_

Number of shares \_\_\_\_\_

Signature of shareholder granting proxy:

In \_\_\_\_\_, on \_\_\_\_\_

### **Conflict of interest**

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that: (i) directors Mr Dominique Marie Philippe D’Hinnin and Mr Roberto Lázaro Alcántara Rojas have a conflict of interest regarding items 6.2. and 6.3 of the Agenda, each of them with respect to the point of the Agenda in which their re-election is proposed, (ii) the Chairman as well as the other directors of the Company have a conflict of interests regarding points 5.1 and 5.2 of the Agenda.

In the event that off-agenda items are presented to the General Shareholders Meeting in the limits set forth by the Law, such items referring to article 526, b. (dismissal, separation or termination) or c. (exercise of the social action on liability) of the Capital Companies Act, the director(s) affected by proposals on those items shall be considered as having a conflict of interest for their vote.

In the cases referred to in the preceding paragraphs, if the the represented shareholder has not given precise voting instructions, the Director who is affected will be replaced as representative by the Secretary of the Board of Directors, unless otherwise indicated by checking the following NO (in which case it shall be understood that the the shareholder instructs the representative director to abstain).

**NO**

## AGENDA

1<sup>o</sup>.- Review and, if applicable, approval of the annual accounts (balance sheet, profit and loss account, statement of recognized income and expense, statement of changes in equity, of cash flow statement and notes to the financial statements) and management reports for both the company and the consolidated group for the 2018 financial year, and the proposed distribution of profits.

2<sup>o</sup>.- Approval of the consolidated non-financial information for the year 2018.

3<sup>o</sup>.- Approval of the Board of Directors' management of the company in the 2018 financial year.

4<sup>o</sup>.- Adoption of the resolution for appointing the auditor of the company and its consolidated group for the 2019 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Capital Companies Act.

5<sup>o</sup>.- Remuneration of the Board of Directors.

5.1. Amendment of the directors' remuneration policy relating to fiscal years 2018, 2019 and 2020.

5.2. Non-binding voting on the Annual Report on Remuneration of the Directors.

6<sup>o</sup>.- Appointment and re-election of directors:

6.1. Appointment of Ms Béatrice de Clermont-Tonnerre as a director, with the category of independent director.

6.2. Re-election of Mr. Dominique Marie Philippe D'Hinnin as a director, with the category of independent director.

6.3. Re-election of Mr Roberto Lázaro Alcántara Rojas as a director, with the category of proprietary director.

7<sup>o</sup>.- Amendment to article 11.1. (Attendance and representation at the General Meeting) of the Bylaws.

8<sup>o</sup>.- Amendment to article 7.1. (Right of Attendance) of the General Shareholders Meeting Regulations.

9<sup>o</sup>.- Delegation of authority to the Board of Directors, with express powers of substitution, to increase capital, on one or more occasions, with or without share premium (with the power to exclude pre-emption rights, if any, up to a limit of 20% of the share capital), on the terms and conditions and at the times contemplated in Article 297(1)(b) of the Capital Companies Act. Revocation, in the unused part, of the authorisation granted in this same sense at the General Shareholders Meeting of 25 April 2018 under the point eight of the agenda therefore.

10<sup>o</sup>.- Delegation of Powers.



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## CONDITIONS FOR GRANTING PROXIES

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### PROMOTORA DE INFORMACIONES, S.A. ORDINARY SHAREHOLDERS MEETING June 3, 2019

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#### SHAREHOLDERS WISHING TO GRANT VOTING PROXIES

A shareholder may grant a proxy to another person. Grant of proxy shall be valid for a specific meeting. Grant of proxy shall be indicated on any of the following documents that in any case shall bear the grantor's signature: i) the attendance card issued by any of the entities participating in Iberclear, ii) a letter or iii) this standard form.

The proxy form shall contain or have annexed thereto the Agenda for the meeting.

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 property 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 above mentioned. However, the proxy must accompany the attendance card, issued in favor of the shareholder represented, by any of the entities participating in Iberclear.

A proxy granted to one who by law cannot act as such will not be valid or effective.

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 Chairman of the Board of Directors or, if applicable, to the person chairing the General Shareholders Meeting, as set forth in article 12.2 of the Bylaws.

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.

If the proxy is exercised by a director of the Company, in the event of a public request for representation, and if the proxy grantor has not expressly indicated voting instructions, it shall be understood that (i) the proxy refers all the points on the Agenda of the General Shareholders Meeting, (ii) the vote is in favour of all the proposed resolutions made by the Boards of Directors and (iii) the proxy shall be deemed extended to any off-agenda items that may arise in the course of the General Shareholders Meeting, (except if the proxy grantor has expressly indicated the opposite) and the representative shall vote in the sense it deems to be most appropriate to the interests of the shareholder.

The proxy may be communicated to the Company by way of:

- i) Remote electronic means of communication, through the Company's website ([www.prisa.com](http://www.prisa.com)). In this case it must include an electronic signature of the shareholder recognised, provided or issued by any of the following certification service providers: CERES (Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda); CAMERFIRMA; or ANCERT (Agencia Notarial de Certificación). The electronic National Identity Document (Documento Nacional de Identidad electrónico, or "DNIe") issued by the General Police Directorate of the Spanish Ministry of the Interior may also be used.
- ii) Physical delivery or mail (in this case there must be a handwritten signature of the shareholder): The document reflecting the proxy may be sent by mail addressed to Shareholder Relations Office of

Promotora de Informaciones, SA, to the registered office of the Company (Gran Vía 32, 28013 Madrid) or to the address of the Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid) or delivered at the entrance to the General Shareholders Meeting site, to the Company's organisers, on the same day it is held, before it commences.

If the proxy is granted using remote electronic means of communication, the proxy form, duly completed, must be in the possession of the Company at least 24 hours before the time contemplated for holding the General Shareholders Meeting on first call, or such shorter term, if any, as may be determined by the Board of Directors. Otherwise, the proxy will be deemed not to have been granted.

All of the foregoing in accordance with the provisions of the Bylaws and General Meeting Regulations of Promotora de Informaciones, S.A. Also, the rules included in the notice of call of the General Shareholders Meeting and on the Company's website (**<http://www.prisa.com>**) must be followed.

Proxies are always revocable, and considered to be revoked by casting a remote vote or personal attendance at the Meeting by the represented shareholder.