



Ordinary General Shareholders' Meeting 2019
Javier Monzón, Chairman

Madrid, 3rd June 2019

Good morning ladies and gentlemen shareholders.

Welcome to this new General Meeting of Prisa, which this year we have sought to keep both efficient and simple, focusing specifically on the issues that are on the agenda.

All of the company directors are present here for this Meeting, except two who couldn't make it and have justified their absence.

I am joined here at this table by all the other directors who hold positions on the Board, as well as Mr. Manuel Polanco, who served as our Chair over the course of the year for which we are accountable to you today.

The remaining directors are seated in the first row.

We are all at your complete disposal during this event.

You have all had in-depth information on the matters on the agenda to be addressed here today, prepared by this Board with the utmost transparency and greatest detail in order to enable the active and informed participation of our shareholders in this General Meeting.

Our CEO Manuel Mirat, will soon be giving us an overview of the most important aspects with regard to the performance of our businesses, he'll be looking at what has been done to improve short-term results and the financial situation, as well as the ongoing efforts to strengthen our future potential and our development in the medium and long term.

I, meanwhile, in addition to the items on today's agenda, shall be referring briefly to the work of the Board in matters that fall to it as part of its remit.

As you know, the Board is charged with the management of the businesses and all necessary actions to this end, which it logically oversees and supervises attentively.

But what constitutes – and must increasingly constitute – the central mission of the Board can best be summarized in two concepts: strategy and team.

Firstly, we must ensure that the company is equipped with the appropriate strategy, by analyzing and debating all the different options with all the necessary depth and scope they deserve. We have been increasingly active in this area, and we will be even more so in the future; which, as you know, not only harbors significant and extremely complex challenges but also very significant opportunities and high potential value.

Secondly, the Board must give equal priority to creating the necessary conditions that will attract, motivate, retain and develop the talent and teams we need to successfully carry out that strategy and realize that future potential. We must place at the head of that team a strong, executive, one who leads, with a strong entrepreneurial spirit, one who's capable of conceptualizing the necessary actions and, at

the same time, executing them effectively.

There can be no business without a businessperson. In a company like ours, with wide and diverse ownership, that businessperson must also be the chief executive. The Board, while it supervises, mentors and advises, cannot also be the one who directly exercises this role.

I can assure you that Prisa is today a company with such a businessperson. And I have to say that Manuel Mirat has the skill and the potential, and the necessary ambition, the purpose and the determination to fulfill this role exceedingly well.

It is our job to make our demands of him, to supervise him. But, above all, to motivate him and ensure that he gets the results we all hope for.

This is what we have done over this past financial year and that's what we will continue to do, confidently, in the future.

The Board has also especially focused, as you know, on improving our corporate governance and our decision-making processes, which are the necessary tools for carrying out seamlessly and effectively our chief task, which I have referred to previously.

The current functioning of this Board is based on an agenda that addresses all matters relevant to the Company, which are debated openly and in depth, as we strive to ensure that all decisions are adopted with the broadest possible support and may be executed clearly and quickly.

All the proposals submitted by the Board today for your consideration have been formulated unanimously by its members, among whom are, as you know, representatives of significant shareholders of the Company who make up close to 50% of the share capital.

Likewise, we have confirmed that these proposals also have the backing of practically all of the remaining significant shareholders that are not directly represented on the Board.

Similarly, the proxy advisors who issue their recommendations to our investment community – which, in our case, are Glass Lewis and ISS (Institutional Shareholders Services) – fully endorse the proposals made by the Board, except for the second of these on two specific points, which the Board does not consider to be of particular importance.

Ever since this Board, which is accountable to you today, has had its current composition, we have been carrying out an in-depth review and reform of our governance rules. Here we have seen substantial improvements, as has been publicly reported and reflected in the Annual Report of Corporate Governance for 2018. There, it will be seen that there is not a single recommendation with which we have not complied. Of the 59 recommendations that apply to us, 56 have been fully met and three partially (in all three cases due to circumstances that transpired in 2017 that are reflected in this year's report, but which will not be the case in the subsequent report).

During the past year we have carried out a full evaluation of the functioning of the Board. We have reported on the main conclusions in a timely manner.

One of those conclusions involves the very limited and clearly insufficient presence of women on the Board. To address this issue we have agreed on and committed to reaching a figure of at least 30% in the next financial year.

The appointment of Béatrice de Clermont-Tonnerre, whom we welcome here today, as a new Board Member, is a response to this commitment.

During her selection process we have also ensured that she matches the profiles that the Board has considered to be in need of reinforcing, after a careful study of skills and criteria carried out this year.

Finally, we have reinforced and promoted actions and initiatives in the areas of risk control and supervision as well as compliance, both at a Board level and at the executive level and that of operational organization, where new investment and financing as well as corporate social responsibility policies have been implemented.

It is our hope, ladies and gentlemen shareholders, that our management and the proposals that we submit to you today are deserving of your approval and that both are occasion for your renew of your trust in us.

Thank you.



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Manuel Mirat, CEO

Madrid, 3rd June 2019

Ladies and gentlemen shareholders, good morning:

A little over a year ago I stood here before you to make an initial assessment of the first measures we'd then adopted. Today I am going to go into greater detail and explain the results obtained over the course of financial year 2018 – the accounts of which we submit to you for your approval – as well as give an overview of where we are today and where the Group is headed in the medium term.

Between January 2018 and today, PRISA has undergone a thorough and wide-ranging overhaul at many levels.

- As the Chairman has explained, we have promoted best practice in corporate governance, which, in turn, we have implemented across all the companies managed by our businesses.
- We have executed two capital increases for a total value of 763 million euros. Both operations had broad support from shareholders and the market, and have strengthened the company's balance sheet.
- We have closed a debt restructuring agreement, which includes the extension of the maturity of the same until the end of 2022.
- We have acquired the 25% stake of Santillana that we did not control. This operation reinforces our Education strategy and also offers enormous potential for increased value for shareholders.
- With a view to improving financial transparency, we have obtained credit ratings from the main ratings agencies. Our rating improved after the aforementioned operation involving Santillana, which in turn opens the door to new opportunities in the debt market.
- We have completed an efficiency plan that has generated savings of 48.5 million in a single year, surpassing in a just one year the target of 40 million set for three years.
- We have executed one third of the plan for divestment in non-strategic assets, quantified at 60 million euros over three years.
- We have signed several collective labor agreements and established a positive climate of social harmony across the Group.
- And we have made improvements to all our editorial products, all of which have proved successful as can be seen from a range of audience indicators.

I'd now like to detail the economic results of 2018, the annual accounts of which we are submitting to you for your approval.

- PRISA closed 2018 with growth across all businesses, exceeding the targets the Group had committed to with the markets. This resulted in revenues of 1,280 million euros and an EBITDA of 276 million – representing an increase of 10% in local currency with respect to the previous year.

- Positive cash generation was 42 million euros.
- Exchange rates had a negative impact on revenues of 81 million and of 19.6 million on EBITDA.
- Net debt at the end of the year 2018 stood at 929 million compared to 1,422 million in December 2017.
- PRISA proceeded to review the value of various financial assets and of Media Capital – for a total value of 281 million euros. This revision negatively affected the net result (-269 million), although this had no impact on cash.
- Ordinary net income, excluding these impairments, is positive at EUR 45 million, representing an increase of 56% over the previous year.

By business areas, the most important figures were:

- Education showed an increase in comparable EBITDA of 3.4%, and an increase in revenue of 4.8% – this despite being a year without major new developments in the Spanish market and a down cycle in terms of public education sales in the Brazilian market. Overall, Santillana’s campaigns performed well, despite the negative impact of exchange rates in Argentina, Brazil and Mexico.
- PRISA Radio showed an operating improvement of 33% driven by robust performance in Spain (where revenue was up by 5% and EBITDA grew by 53%) and in Latin America (where revenue was up by 5% in local currency).
- PRISA Noticias continues to enjoy digital growth and development as it forges ahead towards a scalable digital model. Revenues from digital advertising already account for 53% of total advertising revenue. The company reported an improvement in operating performance in the fourth quarter of 30%. Adjusted EBITDA was up by 9.5% compared to the previous year.
- Media Capital continued to lead the Portuguese market, and saw advertising revenue growth of 3%. There was a significant increase in cash generation. In addition, it was audience share leader, both during prime time and round the clock.

That, then, was 2018. Let us now look at how we are facing the present and how we intend to approach the future.

I am convinced that we have a unique opportunity if we take advantage of the opportunities offered by digital transformation and the positioning and reputation of our products in Spain and Latin America.

These are the key levers for developing PRISA's strategy, which envisages creating a unique, far-reaching, transversal and global project in the areas of education, entertainment and news (general-interest, business and finance and sports).

At Santillana we are committed to the development of digital learning and subscription systems in Latin America.

The strong presence of Santillana in the private market, and the very loyal customer base we have built up over many years, offers us enormous opportunities for the growth of our learning systems, which are transforming the education sector from a product industry to a service industry.

This evolving business model has great potential for growth and increased profitability – and has the advantage of being highly predictable.

We are particularly eager to accelerate our growth in Brazil, without losing sight of other countries in the region. Santillana has been the only big player in Latin America capable of developing learning systems outside Brazil, building a scalable platform that is now present in 15 countries and that has more than 1,400,000 students across more than 3,000 schools.

This new business model based on digital learning systems offers more reliable revenue streams, with contracts signed for an average term of between 3 and 4 years and an income per student of 120 euros, well above the average revenue per student (60 euros) under the traditional model.

PRISA NOTICIAS, meanwhile, will work to continue expanding its audiences and will strive to consolidate its position as the main generator and provider of rigorous and quality content in Spanish and Portuguese in all formats, and with innovation and new narratives as key levers.

In a turbulent environment, in which misinformation and fake news proliferate, PRISA Noticias news media will redouble their commitment, especially in Latin America, to strengthening our model, based on quality news and information in Spanish and Portuguese, rigor, truthfulness and journalistic ethics. This remains our chief commitment: to offer our readers independent news and quality content.

Building on the work of recent years, the main objectives of PRISA NOTICIAS and EL PAÍS, in particular, will focus on strengthening the digital advertising business model, as well as on doing the groundwork for the implementation of a subscription model. Our focus is and always will be our readers, who demand

rigor and truth, and whom we respect and listen to. Because journalism is not just about data, audiences and unique users. Journalism is so much more. It is the championing of a fairer, freer and more independent model of society, which puts people and their values centre stage.

With regard to PRISA RADIO, its keys to growth are innovation and its commitment to Latin America.

PRISA RADIO aspires to become the world's largest producer and distributor of audio in Spanish. It's clear that audio is finally having its day – it is the only format that is truly compatible with a world that's short on time and the one that's best placed to leverage the advantages offered by new technologies. The proliferation of podcasts and the boom in voice assistants are just two examples that illustrate how the radio business is very quickly becoming part of a much more complete business, that of audio.

Meanwhile, Media Capital remains a very solid asset, a leader in the very competitive Portuguese TV market. It continues to generate income, EBITDA and cash.

As you can see, ladies and gentlemen shareholders, in recent months we have undertaken far-reaching reforms, laid solid foundations for growth, and, looking to the future, I believe we now have a clear and exciting roadmap, from all points of view, especially in terms of generating value for you, our shareholders.

I am aware of the extraordinary effort and the prolonged sacrifices that you are all making to guarantee the future of PRISA, to keep this education and media business project on firm footing. That's why I offer you here my firm commitment, and that of all the professionals of the Group, to reward your inexhaustible support with results.

I believe that the market is failing to recognize the real potential for creating value that PRISA has now built up. I am convinced that the set of measures that we have undertaken during these past months, together with the expectations that are set to be generated by our plans for the future, will come to be appropriately valued by the markets in the near future.

But also, as a company, it is our obligation to look at society responsibly. Beyond short-term outlooks, our strategy must integrate non-financial goals such as the welfare of our workers and the sustainable growth of our company in the long term.

What's more, we today face enormous global challenges, which are frequently cause for great concern.

It is at times like these, times of transformation and confusion, that society needs a true touchstone. A guide. A path.

And that is the mission of a Group such as PRISA.

As a group, we are committed to education and quality, truthful, independent and responsible news and information.

As a group, we are committed to meeting the challenge of contributing to the development and progress of people and society in each and every one of the countries in which we are present.

We are only the business group that we are today thanks to the values that guide us: independence, pluralism, the defense of democracy, freedom and equality; creativity; attention to the demands of society; and sustainability.

Thank you.