



REPORT ISSUED BY THE BOARD OF DIRECTORS OF PROMOTORA DE INFORMACIONES, S.A. CONCERNING THE PROPOSED AMENDMENTS TO THE BYLAWS REFERRED TO AS ITEM FIVE ON THE AGENDA OF THE GENERAL ORDINARY SHAREHOLDERS MEETING TO BE HELD ON JUNE 23 AND 24, 2011, IN AN INITIAL AND SECOND QUORUM CALL, RESPECTIVELY

I. Object of the Report

The Board of Directors of PROMOTORA DE INFORMACIONES, S.A. (hereinafter, **Prisa** or the **Company**) is issuing this report to justify, pursuant to article 286 of the Capital Corporations Act, the proposed amendments to the Company Bylaws included as item five on the Agenda, to be submitted for approval at the General Ordinary Shareholders Meeting to be held on June 23, 2011 at 12,30 am in an initial quorum call, or on June 24, 2011 at the same time, in a second quorum call.

II. Objective and justification for the proposal

The proposed amendments to the Company Bylaws to be submitted for approval at the General Ordinary Shareholders Meeting, reflects the intention of strengthening the corporate governance system of the Company, by splitting the current Corporate Governance, Appointment and Remuneration Committee into two separate Committees, one of Corporate Governance (Article 21 *ter*), dedicated exclusively to the functions of corporate governance and an Appointment and Remuneration Committee (Article 21 *quater*), which assumes the powers relating to the appointments and remunerations of directors and members of the management team.

It is also proposed the amendment of Article 29 *bis* of the Company Bylaws to its adaptation to the aforementioned amendment to the Bylaws, so that in future, the Annual Report on Corporate Governance of the Company is competence of the Corporate Governance Committee.

III. Proposed resolution to be submitted for approval at the shareholders meeting

“Fifth.- Amendment of the Bylaws in order to break down the current Corporate Governance, Nomination and Remuneration Committee into two separate committees, one on Corporate Governance and the other on Nominations and Remunerations and defining the responsibilities of the Committees. To this end:

5.1. Amendment of article 21 *ter* to provide for the Corporate Governance Committee:

Article 21 *ter* of the Bylaws shall read as follows:

(Free translation from the original in Spanish language)

“Article 21 ter.- Corporate Governance Committee

The Board of Directors shall appoint a Corporate Governance Committee that shall exercise the functions attributed it under applicable legislation, the Bylaws and internal Company Regulations, without prejudice to any other functions that may be attributed it by the Board of Directors.

The Corporate Governance Committee shall have a minimum of three (3) and a maximum of (5) external directors, to be determined by resolution of the Board of Directors upon a motion from its Chairman.

The Corporate Governance Committee may request the attendance of the Company’s Chief Executive Officer at its meetings.

Members of the Corporate Governance Committee shall cease in their functions when they are no longer Board members or when so decided by the Board of Directors.

The Chairman shall be selected by the Board of Directors from among its independent directors.

The Secretary to the Board of Directors shall act as Secretary of this Committee, and the Deputy Secretary shall act in his absence. The Secretary shall take the minutes of the Committee meetings in accordance with the terms set forth by the Board of Directors.

This Committee shall be governed by the same regulations established in the Bylaws for the Board of Directors, provided that they are compatible with the functions of this Committee.”

5.2. Inclusion of a new Article 21 quáter to provide for the Appointments and Remuneration Committee.

A new article 21 *quáter* is included in the Bylaws and it shall read as follows:

“Article 21 quater.- Appointments and Remuneration Committee.

The Board of Directors shall appoint an Appointments and Remuneration Committee which shall exercise the functions attributed it under applicable legislation, the Bylaws and internal Company Regulations, without prejudice to any other functions that may be attributed it by the Board of Directors

The Appointments and Remuneration Committee shall have a minimum of three (3) and a maximum of (5) external directors, to be determined by resolution of the Board of Directors upon a motion from its Chairman.

(Free translation from the original in Spanish language)

The Appointments and Remuneration Committee may request the attendance of the Company's Chief Executive Officer at its meetings.

Members of the Appointments and Remuneration Committee shall cease in their functions when they are no longer Board members or when so decided by the Board of Directors.

The Chairman shall be selected by the Board of Directors from among its independent directors.

The Secretary to the Board of Directors shall act as Secretary of this Committee, and the Deputy Secretary shall act in his absence. The Secretary shall take the minutes of the Committee meetings in accordance with the terms set forth by the Board of Directors.

This Committee shall be governed by the same regulations established in the Bylaws for the Board of Directors, provided that they are compatible with the functions of this Committee.”

5.3. Amendment of article 29 bis to adapt it to the above modifications.

Article 29 bis of the Bylaws shall read as follows:

“Article 29 bis.- Annual Corporate Governance Report

After receiving the opinion of the Corporate Governance Committee, the Board of Directors will approve each year the Company's annual corporate governance report with the legally-established content and any other deemed appropriate.

The annual corporate governance report will be approved prior to issuing the notice of the Annual General Shareholders Meeting for the fiscal year in question and will be made available to shareholders together with the other shareholders meeting information.

The annual corporate governance report shall likewise be made public pursuant to the provisions of the Securities Market Act.”