

## PROMOTORA DE INFORMACIONES, SOCIEDAD ANÓNIMA

### Call of Ordinary Meeting

By resolution of the Board of Directors of "Promotora de Informaciones, Sociedad Anónima", in fulfilment of the provisions of the Company's Bylaws and General Meeting Regulations, and in accordance with the current Capital Companies Act, the shareholders are called to the Ordinary General Meeting to be held at 12:30 p.m. on June 21, 2013, at auditorium 400 of the Nouvel building of the Museo Reina Sofia, access by Ronda de Atocha, no number, Madrid 28012, on first call, and if the necessary quorum is not achieved, at the same place and at the same time on June 22, 2013, on second call.

**It is expected that the General Meeting will be held on second call, that is, on June 22, 2013, at the place and time indicated above.**

For purposes of articles 173 and 516 of the Capital Companies Act, all shareholders are advised that this notice of call also will be published, inter alia, on the Company's website, the address of which is [www.prisa.com](http://www.prisa.com).

The matters to be considered at the Meeting will be as set forth in the following

### AGENDA

1º.- 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 2012 financial year, and the proposed distribution of profits.

2º.- Approval of the Board of Directors' management of the company during the 2012 financial year.

3º.- Adoption of the necessary resolutions regarding the auditors of the company and its consolidated group for the 2013 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Companies Act.

4º.- Fixing the number of Directors. Appointment of Directors.

4.1. Fixing the number of Directors.

4.2. Ratification of the appointment by cooptation and election of Director Ms. Arianna Huffington.

4.3. Ratification of the appointment by cooptation and election of Director Mr. Jose Luis Leal Maldonado.

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5°.- Amendment of Bylaws:

5.1. Amendment of article 15. e) of the Bylaws, to provide for the chairmanship of the shareholders' meeting.

5.2. Amendment of Article 15 bis of the Bylaws to modify the regime of supermajorities.

6°.- Amendment to the General Meeting Regulations:

6.1. Amendment of article 14 of the General Meeting Regulation to provide for the chairmanship of the Shareholders' Meeting.

6.2. Amendment of article 21.2 of the General Meeting Regulation to ratify the amendment of section a), approved by the Ordinary Shareholders' Meeting on June 30, 2012, under point nine in its agenda, as well as to modify the regime of supermajorities.

7°.- Payment of the Class B shares minimum annual dividend corresponding to the year 2012 and the proportional part of this dividend accrued for the conversion of Class B shares into Class A common shares during the eleven months following to June 2013. Approval of capital increases against Class B share premium reserve required to pay the Class B preferred dividend with Class A ordinary shares for the year 2012 and the dividend accrued for conversions during the eleven months following to June 2013. Request for admission to trading the Class A ordinary shares issued through the capital increases on the stock exchange markets of Madrid, Barcelona; Bilbao and Valencia. Delegation of powers to the Board of Directors to execute the capital increases.

8°.- Review and approval of the merger by absorption of Prisa Televisión, S.A.U by Promotora de Informaciones, S.A.

1. Information, if any, on any significant changes of the asset or liability of the companies involved in the merger occurred between the date of the common merger project and the holding of the General Meeting which is herein convened.
2. Approval of the merger project.
3. Approval of the merger balance sheet.
4. Approval of the merger by absorption according to the merger project.
5. Tax regime.

9°.- Delegation of authority to the Board of Directors to increase capital, on one or more occasions, with or without share premium (with the power to exclude pre-emption rights, if any), on the terms and conditions and at the times contemplated in Article 297(1)(b) of the Capital Companies Act, and for the revocation of the authorisation granted at the General Shareholders Meeting of 5 December 2008 under the second point of the agenda therefore.

10°.- Delegation of authority to the Board of Directors to issue fixed income securities, both straight and convertible into shares of new issuance and/or exchangeable for shares that have already been issued of Promotora de Informaciones, S.A. (Prisa) or other companies, warrants (options to subscribe

new shares or to acquire shares of Prisa or other companies), bonds and preferred shares. In the case of convertible and/or exchangeable securities or warrants, setting the criteria to determine the basis of and the methods of conversion, exchange or exercise; delegation of powers to the Board of Directors to increase capital by the amount required for the conversion of securities or for the exercise of warrants, as well as for the exclusion of pre-emption rights of shareholders and holders of convertible debentures or warrants on newly-issued shares.

Revocation, in the unused part, of the resolution delegating authority for issuance of convertible and/or exchangeable bonds adopted by the General Meeting of shareholders of 5 December 2008, under point third of the agenda therefor.

11°.- Authorization of a long-term incentives plan by delivery of cash and shares of the Company, as variable remuneration of its management team, including an executive director.

12°.- Authorization for direct or indirect derivative acquisition of treasury shares, within the legal limits and requirements.

Revocation of unused part of the authorization granted in this sense at the Ordinary General Meeting of 30 June 2012 under point eleventh of the agenda

13.º- Non-binding voting of Remuneration Policy Report.

14º.- Information to Shareholders on amendments to the Regulations of the Board of Directors.

15º.- Delegation of Powers

### **SUPPLEMENT TO CALL**

In accordance with article 519 of the Capital Companies Act, shareholders representing at least five percent of capital may: (i) request publication of a supplement to this call including one or more points on the Agenda, provided that the new points are accompanied by an explanation or, if applicable, an explained proposed resolution; and (ii) present supported proposed resolutions regarding matters already included or that should be included on the agenda of the meeting that is called. In either situation, if the proposed resolutions require approval by Class B shareholders, the supplement to call will provide for the separate voting of Class A and Class B shareholders. These rights must be exercised by certifiable notice that must be received at the registered office (Gran Vía 32, Madrid 28013) within the five days following publication of this call, identifying the shareholders exercising the right and the number of shares owned by them, and attaching such other documentation as may be appropriate. For these purposes, the shareholders must demonstrate to the Company, also in a certifiable manner, that they represent at least that percentage of capital. The foregoing is understood to be without prejudice to the right of any shareholder during the conduct of the General Meeting to make alternative proposals or proposals on points that are not included on the agenda, on the terms contemplated in the Capital Companies Act.

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## **RIGHT OF ATTENDANCE**

The General Meeting may be attended by all shareholders that, individually or collectively, own at least 60 shares, registered in the corresponding book-entry records five days in advance of the date of holding the Meeting, and are in possession of the corresponding attendance card issued by any of the custodians that are members of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), in accordance with the provisions of article 15 of the Bylaws, article 7 of the General Meeting Regulations and article 179 of the Capital Companies Act.

## **RIGHT OF REPRESENTATION**

Any shareholder entitled to attend may grant a proxy to another person, even if not a shareholder, to attend the General Meeting, by satisfying the requirements and formalities set forth in the Bylaws, the General Meeting Regulations and by law.

The proxy must contain or attach the Agenda.

A proxy may be evidenced 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, as indicated below in this call. The document evidencing the proxy may be sent by mail to the Company through the Shareholder Relations Office, at the registered office (Gran Vía 32, Madrid 28013) or at the address of the Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid) or delivered at the entrance to the general meeting site, to the Company's organisers, on the day it is held, before it commences.

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.

If the proxy grantor does not give voting instructions, it shall be understood that the proxy could vote in the sense most appropriate for the shareholder interest.

In the event the proxy is granted by a public request and the proxy grantor has not indicate voting instructions, it shall be understood that the proxy (i) refers all the points on the agenda of the General Meeting, (ii) the vote is in favour of all the proposed resolutions made by the Boards of Directors and (iii) extends to any off-agenda items that may arise in which case the proxy shall vote in the sense most appropriate for the shareholder interest.

If the appointed proxy has a conflict of interest when voting on any of the proposals that, whether or not on the Agenda, are submitted to the General Meeting, and the proxy grantor has not given precise voting instructions, the proxy should refrain from voting for the points on which, having a conflict of interest, have to vote on behalf of the shareholder.

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A proxy also may be granted by remote electronic communication by way of the Company's website ([www.prisa.com](http://www.prisa.com)), from May 30, 2013, by completing the standard electronic form available for these purposes on the Company's website. That electronic document must include an electronic signature recognised or provided by any of the certification service providers referred to in the following section on remote voting. A proxy granted by remote electronic means of communication must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Meeting on first call.

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that if the proxy appointed by a shareholder is the Chairman or any other director of the Company, they have a conflict of interest regarding point 13° of the Agenda (Non-binding voting on the Remuneration Policy Report). Also, the following directors have a conflict of interest: Ms. Arianna Huffington regarding point 4.2 of the agenda (Ratification of the appointment by cooptation and election of Director Ms. Arianna Huffington), Mr Jose Luis Leal Maldonado regarding point 4.3 of the agenda (Ratification of the appointment by cooptation and election of Director Mr. Jose Luis Leal Maldonado) and Mr Manuel Polanco Moreno regarding point 11° of the Agenda (Authorization of a long-term incentives plan by delivery of cash and shares of the Company, as variable remuneration of its management team, including an executive director).

Directors may likewise have a conflict of interest regarding the proposed resolutions, if any, presented apart from the Agenda, if, among other circumstances, they relate to removal of a director or imposition of liability thereon.

## **REMOTE VOTING**

A shareholder may cast its vote remotely, by complying with the requirements and formalities set forth in article 15 of the Articles of Association, in articles 10 and following of the General Meeting Regulations and by law.

To cast a vote by mail, a shareholder must complete and send to the Company, through the Shareholder Relations Office, at its registered office (Gran Vía 32, Madrid 28013) or at the address of the Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid) the standard form provided by the Company for these purposes (made available to shareholders as indicated in the following section on the "Information Right" in this call), which will include the information necessary to show status as a shareholder, with the signature of the shareholder being required to be attested by a notary or acknowledged by a custodian participating in Iberclear. 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.

The vote also may be cast by remote electronic means of communication, by way of the Company's website ([www.prisa.com](http://www.prisa.com)), from May 30, 2013, for that purpose completing the standard electronic form provided for these purposes on the

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Company's website. The electronic document sent by the shareholder must include an electronic signature recognised or provided 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.

A remote vote, whether sent by mail or by remote electronic means of communication, must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Meeting on first call. Otherwise, the vote will be deemed not to have been cast.

### **INFORMATION RIGHT**

From publication of this call, in compliance with the provisions of articles 272, 286, 287, 296, 297, 506, 511, 517, 518, 528 and 539 of the Capital Companies Act, article 61 ter of the Securities Market Act and articles 6 and 26 of the General Meeting Regulations, the shareholders may examine the following documents at the registered office of the Company (Gran Vía 32, Madrid 28013), at the address of the Shareholder Relations Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid), consult them on the Company's website ([www.prisa.com](http://www.prisa.com)) and request delivery or sending thereof without charge (through the Oficina de Atención al Accionista, from 8:00 a.m. to 16:30 p.m., on business days, telephone numbers 91-330.11.68 and 91-330.10.22, e-mail address [ia@prisa.com](mailto:ia@prisa.com)):

- Full text of the Annual Accounts (balance sheet, profit and loss account, statement of recognised revenue and expenses, statement of changes in equity, cash flow statement and notes thereon) and the Management Report for the 2012 financial year of the Company and its Consolidated Group, as well as the respective reports of the auditor (point First of the Agenda).
- Full text of the proposal of resolutions regarding all the Agenda items that the Board of Directors presents to the General Shareholders' Meeting and report on the amendments to the Regulations of the Board of Directors.
- Full text of Administrators Report related to the Bylaws amendments, for the purposes contemplated in article 286 of the Capital Companies Act (point five of the Agenda).
- Administrators Report related to the General Meeting Regulation amendments, for the purposes contemplated in article 26 of the Meeting Regulations (point six of the Agenda).
- Administrators Report related to the delegation of powers to the Board of Directors to increase share capital, with powers to exclude preemptive rights if deemed warranted, for the purposes contemplated in articles 286, 297.1.b), and 506 of the Capital Companies Act (point nine of the Agenda).

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- Administrators Report related to the delegation of authority to the Board of Directors to issue fixed income securities, both straight and convertible into shares of new issuance and/or exchangeable for shares that have already been issued, warrants, bonds and preferred shares, and delegation of powers to the Board of Directors to increase capital as well as for the exclusion of pre-emption rights, for the purposes contemplated in articles 286, 297.1.b), and 511 of the Capital Companies Act (point ten of the Agenda).
- Remuneration Policy Report, for the purposes contemplated in article 61 ter of the Securities Market Act (which is submitted to non-binding vote under point thirteen of the Agenda).
- Forms and terms for exercise of information, proxy and remote voting rights.
- Annual Corporate Governance Report for the 2012 financial year.
- Annual Reports for the 2012 financial year, prepared by the following Committees: Audit Committee, Corporate Governance Committee and Nominating and Compensation Committee.
- Information relating to the takeover merger of Prisa Televisión, S.A.U by Promotora de Informaciones, S.A (point eight of the Agenda). It is hereby noted for the record that, for the purposes of Articles 39 and 40.2 of the Spanish Law on Structural Modifications (*Ley de Modificaciones Estructurales*, LME), the following documents have been published on the company's website on May 7, 2013, with the ability to download and print them:
  - The joint merger proposal.
  - The annual accounts and the management reports for the last three years for Prisa Televisión, S.A.U. and Promotora de Informaciones, S.A., as well as the auditors' corresponding reports on the said accounts.
  - The merger balance sheets of Prisa Televisión, S.A.U. and Promotora de Informaciones, S.A., which correspond to the last annual balance sheets closed on 31 December 2012.
  - The current Articles of Association of Promotora de Informaciones, S.A. and Prisa Televisión, S.A.U.
  - The identities of the directors of the companies involved in the merger and the dates from which they have held office.

Until the seventh day prior to the date contemplated for holding the Meeting, the shareholders, in writing, may request information or clarifications from the administrators, or pose questions regarding the matters on the Agenda, regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting (30 June 2012) and regarding the audit report, in

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accordance with the provisions of articles 197 and 520 of the Capital Companies Act and article 6 of the General Meeting Regulations.

Information requests will comply with the rules established in article 6 of the General Meeting Regulations. To request information, shareholders may use the standard form made available to the shareholders by the Company for these purposes, as indicated at the beginning of this section on the "Information Right". The person making the request must prove his/her identity in the case of a written request by means of a photocopy of his/her National Identity Document or Passport and, in the case of legal persons, a document that sufficiently proves his/her representative capacity. In addition the person making the request must prove his/her status as a shareholder or provide sufficient details (number of shares, custodian, etc.) to allow verification by the Company.

The information right also may be exercised by remote electronic communication by way of the Company's website ([www.prisa.com](http://www.prisa.com)), from May 30, 2013, by completing the standard electronic form available for these purposes on the Company's website. That electronic document must include an electronic signature recognised or provided by any of the certification service providers referred to in the preceding section on remote voting.

In addition to as indicated above, from the date of publication of the notice of call all of the documentation and information related to the General Shareholders Meeting will be available for consultation on the Company's website ([www.prisa.com](http://www.prisa.com)). In accordance with the provisions of article 518 of the Capital Companies Act, such documentation and information will include this notice of call and the total number of shares and voting rights on the date of the call, broken down by classes of shares.

Also, during the holding of the meeting the shareholders verbally may request of the administrators such information and clarifications as they deem to be appropriate regarding the matters on the agenda, and regarding the information accessible to the public the Company has provided to the National Securities Market Commission since the holding of the most recent General Meeting (30 June 2012) and regarding the auditor's report.

#### **OTHER PROVISIONS ON THE ELECTRONIC MEANS TO EXERCISE THE INFORMATION, VOTING AND REPRESENTATION RIGHTS**

The Company reserves the right to amend, to suspend, to cancel or to restrict the electronic means that are at the disposal of the shareholders to exercise the information, voting and representation rights in the General Shareholders' Meeting when imposed or required by technical or security reasons. Should any of these events occur, it will be announced on the Company's website.

The Company will not be liable for any prejudice that the shareholder may suffer from any breakdown, overload, line failures, connection failures or any other eventuality similar or equal, that are outside the will of the Company, and that prevent the use of the electronic means to exercise the information, voting and

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representation rights. Therefore, these events will not constitute a deprivation of shareholders' rights.

### **SHAREHOLDERS' ELECTRONIC FORUM**

In order to comply with article 539(2) of the Capital Companies Act, from publication of this call a Shareholders Electronic Forum will be available on the Company's website ([www.prisa.com](http://www.prisa.com)). Both individual shareholders and such voluntary associations as may be established will be entitled to access it, in order to facilitate their communication prior to the holding of the general meeting. The operating rules of the Forum, and the form to be completed to participate therein, are available on the Company's website.

The Forum is not a channel for communications between the Company and its shareholders, and is provided solely for the purpose of facilitating communication among the Company's shareholders on the occasion of the holding of the Ordinary General Meeting of Shareholders.

### **MENTIONS RELATING TO THE PROPOSED TAKEOVER MERGER OF PRISA TELEVISIÓN, S.A.U BY PROMOTORA DE INFORMACIONES, S.A.**

In accordance with the provisions of Article 40.2 in conjunction with Article 31 LME, below are the minimum mentions required by law in relation to the joint merger proposal:

#### **One. Identification of the companies involved in the merger:**

The acquiring company is Promotora de Informaciones, S.A., with address at Calle Gran Vía, 32, Madrid (Spain), incorporated for an indefinite time in a deed executed before Madrid Notary Public Mr Felipe Gómez-Acebo Santos on 18 January 1972 under number 119 of his protocol, registered in Entry No. in General Volume 2,836, Volume 2,159 of Section 3 of the Companies Book, Folio 54, Sheet No. 19,511, of Madrid Commercial Register, with Corporate Tax Code (CIF) No. A-28297059.

The acquired company is Prisa Televisión, S.A.U., with address at Avenida de los Artesanos 6, Tres Cantos (Madrid), (Spain), incorporated for an indefinite time in a deed executed before Madrid Notary Public Mr José Aristónico García on 12 April 1989 under number 1,385 of his protocol, registered in Entry No. in General Volume 9,458, Volume 8,201 of Section 3 of the Companies Book, Folio 122, Sheet No. 87,787 of Madrid Commercial Register, with Corporate Tax Code (CIF) No. A-79114815.

#### **Two. Impact of the merger on labour contributions and ancillary benefits at the acquired company:**

The merger will have no impact on labour contributions or ancillary benefits at the acquired company, and no compensation is therefore appropriate.

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**Three. Rights to be granted to holders of special rights or holders of securities other than shares:**

There are no special shares or special rights other than shares in either Prisa Televisión, S.A.U. or in Promotora de Informaciones, S.A., and the granting of any special rights or the offer of any kind of options in the acquiring company is therefore not appropriate.

**Four. Benefits for the independent experts or directors of the merging companies:**

No benefits of any kind will be attributed to the directors of either of the companies involved in the merger. No independent expert has been involved in the merger.

**Five. Date from which the merger will take effect for accounting purposes:**

From 1 January 2013 (inclusive), Prisa Televisión, S.A.U.'s operations will be deemed to have been carried out for accounting purposes on behalf of Promotora de Informaciones, S.A.

**Six. Articles of Association of the merged company:**

As provided in the joint merger proposal, Promotora de Informaciones, S.A., in its capacity as the acquiring company, has no plans to modify its Articles of Association as a result of the merger. This is without prejudice to any changes thereto that may be approved at the General Meeting of Promotora de Informaciones, S.A. hereby being convened.

The full text of the Articles of Association of Promotora de Informaciones, S.A. can be consulted at its registered address, which is located at Calle Gran Vía, 32, Madrid (Spain), on the Company's website ( [www.prisa.com](http://www.prisa.com) ) and in Madrid Commercial Register.

**Seven. Possible consequences of the merger on employment, as well as its potential gender impact on the management bodies and any impact, if applicable, on the company's social responsibility:**

For the purposes of Article 31.11 LME, below are the considerations taken into account by the acquiring and acquired companies' respective Boards of Directors to assert that the merger does not cause any impact on employment, gender in the management bodies or the acquiring company's corporate social responsibility:

(i) Possible consequences of the merger on employment:

Promotora de Informaciones, S. A., in its capacity as the acquiring company, will take charge of all of Prisa Televisión, S.A.U.'s current human and material resources, as well as of the personnel management policies and procedures that the latter company has been observing until now.

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Therefore and in accordance with the provisions of Article 44 of the Workers' Statute, which governs business transfers, the acquiring company will assume all the labour rights and obligations of the acquired company's workers.

It is also hereby stated for the record that the merging companies will comply with their reporting obligations and, where applicable, with their obligation to consult with the legal representatives of the workers of each of the companies, in accordance with the provisions of the labour legislation. In addition, the proposed merger will be notified to those public bodies to which such notification is appropriate and, in particular, to the Social Security General Treasury (*Tesorería General de la Seguridad Social*).

(ii) Gender impact on the management bodies:

The merger is not expected to result in changes of special significance to the structure of Promotora de Informaciones, S.A.'s management body from the point of view of its gender distribution. Similarly, the merger will not affect the policy that the acquiring company has been following until now in relation to this matter.

(iii) Impact of the merger on corporate social responsibility:

Promotora de Informaciones, S.A.'s current corporate social responsibility policy is not expected to suffer any changes as a result of the merger.

#### **Eight. Tax Regime:**

The merger is covered by the tax regime laid down in Chapter VIII of Title VII and the Second Additional Provision of the Consolidated Text of the Spanish Corporate Tax Law (*Ley del Impuesto sobre Sociedades*) approved by Royal Legislative Decree 4/2004.

To that end and in accordance with Article 96 of the said Consolidated Law, the merger will be reported to the Ministry of Finance and Public Administrations (*Ministerio de Hacienda y Administraciones Públicas*) in the form stipulated by law.

### **DATA PROTECTION**

The personal information the shareholders provide to the Company in order to exercise their rights to attend, grant proxies or vote at the General Shareholders Meeting, and for use of the Shareholders Electronic Forum, or that is provided by banking institutions and Securities Companies and Agencies with which the shareholders have arranged for deposit or custody of their shares, or through the entity responsible for maintaining the book-entry records (Iberclear), will be included in a computer database owned by and the responsibility of the Company, the purpose of which is managing general shareholders meetings of

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the Company and undertaking statistical studies of the Company's shareholdings, as well as managing and supervising the functioning of the Shareholders Electronic Forum. The shareholders may exercise their rights of access, correction, suppression and opposition on the terms established in applicable legislation, in writing addressed to the Company's Shareholder Relations Office, at the registered office (Gran Vía 32, Madrid 28013) or at the address of the Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid).

Such information as is necessary for purposes of the notarial minutes of the general shareholders meeting will be provided to the notary.

#### **PRESENCE OF A NOTARY**

The Board of Directors has resolved to have a notary present at the Meeting, in accordance with the provisions of article 203 of the Capital Companies Act and article 15 of the General Meeting Regulations, to prepare the minutes of that Meeting.

Madrid, May 20, 2013

Mr. Antonio García-Mon Marañés

General Secretary and Secretary of the Board of Directors.