



GRANTING A PROXY FOR CLASS A SHARES

Form for granting a proxy for Ordinary Meeting of PROMOTORA DE INFORMACIONES, S.A. 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. **The General Meeting is expected to be held on second call.**

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 Board of Directors.
- 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.

Voting instructions for resolutions proposed by the Board of Directors

(Check the corresponding box with an X)

Item of the Agenda	1º	2º	3º	4.1	4.2	4.3	5.1	5.2	6.1	6.2	7º	8º	9º	10º	11º	12º	13º	14º	15º	
In favor																				
Against																				
Abstention																				
Blank																				

If the proxy grantor does not give voting instructions, 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 and, (ii) the vote is in favour of all the proposed resolutions made by the Boards 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 the shareholder will be understood to instruct the proxy to abstain), the proxy also extends to proposals regarding points not contemplated on the Agenda. In such case, the precise instruction of the shareholder to the proxy is to vote for the proposal in the sense most appropriate for the shareholder interest

NO

Shareholder Mr./Ms. _____ N.I.F./C.I.F: _____
Number of shares _____
Signature of shareholder granting proxy:
In _____, on _____ 2013

Conflict of interest

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).

Further, Directors may 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.

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.

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.
- 5º.- 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.
- 6º.- 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.
- 7º.- 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.
- 8º.- 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.
- 9º.- 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.
- 10º.- 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.
- 11º.- 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.
- 12º.- 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
- 13º.- 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

CONDITIONS FOR GRANTING PROXIES

PROMOTORA DE INFORMACIONES, S.A. ORDINARY MEETING June 22, 2013

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 proxy holds a notarized power of attorney to manage all of the shareholder's assets located in Spain it is not necessary that the proxy is granted specifically for a specific meeting, nor that the proxy is granted, with grantor's signature, in 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.

If the proxy grantor does not give voting instructions, 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) and it is understood that regarding the points out of the agenda, 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.

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). 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 "DNle") issued by the National 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 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 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 Meeting and on the Company's website (<http://www.prisa.com>) must be followed.

Proxies will always be revocable, and will be deemed to be revoked by personal attendance of the grantor of the proxy at the meeting.