



# **PROMOTORA DE INFORMACIONES, S.A.**

## **ANNUAL GENERAL SHAREHOLDERS MEETING**

**APRIL 20, 2015**

### **RESOLUTIONS**

*(Free translation from the original in Spanish language)*

## ONE

**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 2014 financial year, and the proposed distribution of profits.**

a) To approve the Annual Accounts (Balance sheet, income statement, statement of recognized income and expense, statement of changes in equity, statement of cash flows and Notes to the Financial Statements) and Management Reports for both the Company and the Consolidated Group for the financial year ending December 31, 2014, as audited by the company's account auditors.

b) To approve the following distribution of profits (Euros 000):

<b>Distribution basis-</b> Losses for the year	912,696
<b>Distribution-</b> To losses from previous years	912,696

*(Free translation from the original in Spanish language)*

## TWO

### **Approval of the Board of Directors' management of the company in the 2014 financial year.**

To approve, without reservations, the Board of Directors' management of the company during the past year.

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### **THREE**

**Adoption of the necessary resolutions regarding the auditors of the company and its consolidated group for the 2015 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 264 of the Companies Act.**

As provided in Article 264 of the Companies Act and Article 153 ff. of the Companies Register Regulation, to appoint DELOITTE, S.L., a Spanish company with registered offices in Madrid at Torre Picasso, Plaza Pablo Ruiz Picasso no. 1, 28020 Madrid, Tax ID No. recorded on the Madrid Companies Register on Page M-54414, Folio 188, Volume 13,650, Section 8, as the auditors of the Company and its consolidated group for the term of one (1) year, to audit the financial statements for the year ending December 31, 2015.

*(Free translation from the original in Spanish language)*

## **FOUR**

### **Ratification of the appointment by cooptation and election of Director Mr Jose Luis Sainz Díaz.**

After having received the report of the Nomination and Compensation Committee, the Board of Directors proposes ratifying the Board's appointment by cooptation of Mr. Jose Luis Sainz Díaz made on July 22, 2014 to fill one of the vacancies in the Board resulting from the resignation of Mr. Nicolas Berggruen and, at proposal of the Corporate Governance Committee, to appoint him as executive director of the Company, pursuant to Article 529 *duodecies* of the Capital Companies Act.

It is resolved that the Board's appointment by cooptation of Mr. Jose Luis Sainz Díaz on July 22, 2014 be ratified and that he be reelected director of the Company for the legal term of four years, effective on the date this resolution is passed.

*(Free translation from the original in Spanish language)*

## **FIVE**

**5- Amendment of the articles of the Bylaws set forth below to, as appropriate: (i) adapt them to the new wording of the Capital Companies Act given by Law 31/2014 of 3 December 2014; (ii) include certain measures in the area of good governance; and (iii) make some technical, formal, systematic or grammatical improvements.**

**5.1. Amendment of Articles 13, 14 and 15 (“General Meeting of Shareholders”), 17, 17 bis, 18, 20, 21, 21 bis, 21 ter, 21 quater, 22 and 23 (“The Board of Directors”) to adapt them to the new wording of the Capital Companies Act.**

- Renumbering of Article 13, which becomes Article 14, and adaptation of its wording to that of Article 495.2 of the Capital Companies Act, and replacement of the express reference to that provision with a general reference to the “Act”.

- Renumbering of Article 14, which becomes Article 15, adaptation of its wording to the provisions of Article 519 of the Capital Companies Act, and removal of the provision relating to universal general meetings.

- Renumbering of Article 15, which becomes Article 16, and amendment of its wording in order to: (i) move the provisions relating to majorities for the adoption of resolutions to the following Article; (ii) remove the reference to universal general meetings; (iii) supplement it with regard to the representation requirements in accordance with the terms of Article 187 of the Capital Companies Act; and (iv) include the special cases relating to reinforced quorums for the establishment of meetings envisaged in Article 194 of the said Act.

- Renumbering of Article 17, which becomes Article 19, and amendment of its wording to reflect the provisions of Article 529 septies of the Capital Companies Act in relation to the majority required for the appointment of the Chairman when he has executive functions, the fact that the Independent Liaising Director is necessary when the Chairman has executive functions, the requirements for his appointment and his functions.

- Renumbering of Article 17 bis, which becomes Article 20, which refers to the law applicable from time to time in relation to the definitions of the categories of Directors.

- Renumbering of Article 18, which becomes Article 21, and amendment of its wording to reduce the term of office of Directors from five to four years, in accordance with the provisions of Article 529 undecies of the Capital Companies Act.

- Renumbering of Article 20, which becomes Article 23, and amendment of its wording to: (i) remove the list of specific powers of the Board; and (ii) include the provisions of Articles 233.1, 234.1 and 249 of the Capital Companies Act in relation to the Board of Directors’ representative functions, and of Articles 249 bis, 529 ter and 529 nonies of the Capital Companies Act, in relation to powers that cannot be delegated and to the assessment of performance.

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- Renumbering of Article 21, which becomes Article 24, and amendment of its wording in order to: (i) include the Chairman of the Board's obligation to ensure that the Directors have the necessary information for the deliberation and adoption of resolutions sufficiently in advance, as established in Article 529 quinquies of the Capital Companies Act; and (ii) supplement the functions of the Secretary of the Board in accordance with Article 529 octies of the said Act.

- Renumbering of Article 21 bis, which becomes Article 25, and adaptation of its wording to the provisions on the composition of the Audit Committee set forth in Sections 1 and 2 of Article 529 quaterdecies of the Capital Companies Act.

- Renumbering of Article 21 ter, which becomes Article 26, and amendment of its wording in order to: (i) remove all references to the applicable law, as the establishment of this Committee is not compulsory; and (ii) include the same rules on composition as those applicable to the other Committees of the Board.

- Renumbering of Article 21 quater, which becomes Article 27, and adaptation of its wording to the provisions on the composition of the Appointment And Remuneration Committee set forth in Article 529 quindecies of the Capital Companies Act.

- Renumbering of Article 22, which becomes Article 28, and amendment of its wording in order to include Directors' duty to have, prior to Board meetings and sufficiently in advance, the necessary information for the deliberation and adoption of resolutions, in accordance with Article 529 quinquies of the Capital Companies Act, as well as to increase the minimum number of Directors that may request the holding of a Board meeting to one third of the members of the Board, removing the possibility of this being requested by the Delegated Commission or the Managing Director on their own.

- Renumbering of Article 23, which becomes Article 29, and amendment of its wording in order to: (i) include Directors' obligation to personally attend Board meetings and the provisions on granting proxies provided for in Article 529 quater of the Capital Companies Act; and (ii) replace the phrase "half plus one" with "majority" in relation to the valid establishment of Board meetings, and the phrase "majority" with "absolute majority" with regard to the adoption of resolutions, to adapt its wording to that of Articles 247.2 and 248.1 of the Capital Companies Act.

Articles 14, 15, 16, 19, 20, 21, 23, 24, 25, 26, 27, 28 and 29 will henceforth have the following wording:

***"Article 14.- Kinds of Meetings.***

- 1. General Meetings of shareholders may be ordinary or extraordinary. They will be called and held in the manner determined by law, these Articles and the General Meeting Regulation. The holding of an annual Ordinary Meeting on the date resolved by the Board of Directors, within the term established by law, is mandatory.*
- 2. The Extraordinary General Meeting will meet when so resolved by the Board of Directors of the Company, or when so requested by a number of shareholders owning at least three percent (3%) of capital, in the request stating the matters to be considered at the meeting. In this case the Meeting must be called to be held within*

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*the two (2) months following the date of notarial demand on the administrators to call it, with the agenda necessarily to include the matters covered by the request. ”*

**“Article 15.- Preparation of the General Meeting.**

- 1. Every General Meeting will be called at the time and in the manner determined by law, the Articles and the General Shareholders Meeting Regulation.*
- 2. The call will include references to the Company, the place, day and time of the meeting, the agenda including the matters to be considered, the position of the person or persons making the call and the other legally-required references.*
- 3. Shareholders representing at least three percent (3%) of capital may request the publication of a supplement to the call of the Ordinary General Meeting including one or more points on the agenda, provided that the new points are accompanied by a explanation or, if applicable, an explained proposed resolution. That right may in no case be exercised in respect of the call of an Extraordinary General Meeting. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call. The supplement to the call must be published at least fifteen (15) days before the scheduled Meeting date.*
- 4. Shareholders representing at least three percent (3%) of capital may, within the same term as indicated in the preceding subsection, present supported proposed resolutions regarding matters already on or that should be on the agenda for the Meeting called. The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the provisions of law and the General Meeting Regulation.*
- 5. The shareholders prior to or during the meeting may request such reports, documents and clarifications as they deem to be necessary, in accordance with the provisions of law. ”*

**“Article 16.- Holding the General Meeting.**

- 1. Place. The place of holding the Meeting will be as designated in the call, outside or within the location of the registered office, on the day and at the time indicated.*
- 2. Attendance. All shareholders owning at least sixty (60) shares, registered in the corresponding book entry accounting records five (5) days in advance of the date of holding the Meeting, and holding the corresponding attendance card, may attend the General Meeting.*

*The Board of Directors will attend the General Meeting. The Chairman of the General Meeting may authorise attendance of any other person he deems to be appropriate; however the Meeting may revoke that authorisation.*
- 3. Proxies. Shareholders may grant proxies to another person, complying with the requirements and formalities imposed by these Articles of Association, by the General Meeting Regulation and by law. The proxy will be specific to the meeting in question. This requirement will not apply when the representative is the spouse, ascendant or descendent of the represented shareholder. Nor will it apply 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. A proxy will evidenced in writing 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, and also may be granted by*

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*way of remote electronic means of communication. In the latter case the provisions for the voting using the aforesaid means will apply, to the extent not incompatible with the nature of the proxy.*

*The appointment of the representative by the shareholder and, if applicable, the revocation of that appointment, will be notified to the Company in the manner established in the General Meeting Regulation.*

- 4. Number of shareholders for quorum. Without prejudice to the provisions of law for special cases, the quorum for a General Shareholders Meeting on first call will be the presence, in person or by proxy, of shareholders holding at least twenty-five percent (25%) of the subscribed voting capital. On second call there will be a quorum for the Meeting whatever the capital in attendance.*

*Notwithstanding the provisions of the preceding paragraph, in order for the General Meeting to validly resolve on an increase or reduction of capital, or on any other amendment of the Articles of Association, on an issue of bonds, the disapplication or limitation of pre-emption rights in respect of new shares, transformation, merger splitup or bulk transfer of assets and liabilities, or relocation of the registered office outside of Spain, it will be necessary, on first call, for shareholders holding at least fifty percent (50%) of the subscribed voting capital to be present in person or by proxy. At second call, the presence of twenty five percent (25%) of said capital will be sufficient.*

- 5. Chairman of Meeting: The Chairman of the Meeting will be the person, if any, specified by the Board of Directors. In the absence of a specific decision by the Board, the Meeting will be chaired by the Chairman of the Board of Directors. In his absence, if any, it will be chaired by the Vice Chairman, and in the absence of both, by the attending Director with greatest seniority in the position and, in the absence of all of them, by the shareholder designated by the General Meeting.*

*The Chairman will submit the items on the agenda to deliberation and manage the discussions so that the meeting is held in an orderly manner. To that end he will have the appropriate powers of order and discipline.*

*The Chairman will be assisted by a Secretary, which will be the Secretary of the Board of Directors. In his absence, if any, the Deputy Secretary of the Board of Directors will act and, in his absence, the person designated by the Meeting.*

*The Meeting Officers will include the Chairman, the Secretary and the members of the Board of Directors in attendance.*

- 6. Voting by mail or remote electronic means of communication. Votes on proposals on matters on the Agenda of any kind of General Meeting may be cast by shareholders by mail or remote electronic means of communication. The identity of the person voting must be assured, in accordance with the requirements established in the General Meeting Regulation. Votes by e-mail will be cast using a recognised electronic signature or other form that the Board of Directors concludes will be suitable to ensure the authenticity and identity of the shareholder exercising the voting right. The shareholders who vote using remote methods must be counted as being present for the purpose of establishing the quorum. Votes cast using these methods must be in the possession of the Company, at its headquarters, at least twenty-four (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. In the call for each General Meeting the Board of Directors may determine a shorter advance term.*

*The Board of Directors has authority to develop the foregoing provisions, establishing rules, resources and procedures consistent with the state of the art to*

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*implement electronic voting and grant of proxies. In particular, the Board of Directors may, inter alia, regulate the use of alternative guarantees of electronic signatures for electronic voting.*

*The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.*

7. *Voting. The Chairman will give details of the voting, summarise the number of votes in favor of and against the proposed resolution submitted to the General Meeting and announce the result aloud.*

*The General Shareholders Meeting Regulation will establish the procedures and systems for counting votes on proposed resolutions.”*

**“Article 19.- Nature, Number of Members and Positions.**

1. *The Board of Directors is responsible for management, administration and representation of the Company, without prejudice to such authority as may correspond to the General Meeting in accordance with law and the Articles.*
2. *The Board will be comprised of a minimum of three (3) and a maximum of seventeen (17) Directors, with the Meeting being responsible for their appointment and determination of their number. For that purpose, the Meeting may fix the number by express resolution, or indirectly by creating or not creating vacancies or appointing or not appointing new Directors, within the aforesaid minimum and maximum.*
3. *From among its members, the Board will appoint a Chairman and, subject to the same condition, may appoint one or more Deputy Chairmen. From among its members it also may appoint a Delegated Commission or one or more Chief Executive Officers, to which it may give the power of representation, jointly and severally or jointly but not severally. It will also appoint a Secretary, who need not be a Director, and may appoint an Deputy Secretary, who also need not be a member of the Board.*
4. *When the position of Chairman is to be held by an executive Director, the appointment of the Chairman will require the favorable vote of two thirds of the members of the Board of Directors.*
5. *Also, if the Chairman is an executive Director, the Board of Directors, with the abstention of the executive Directors and on proposal of the Corporate Governance Committee, must appoint a Coordinating Director from among the independent Directors, who will be specifically empowered to request a call of the Board of Directors or inclusion of new points on the agenda for a Meeting already called, to coordinate and meet with the non-executive Directors and, if applicable, to lead the periodic evaluation of the Chairman of the Board of Directors.*
6. *The Board of Directors will approve a Regulation to govern its organisation and functioning.”*

**“Article 20.- Kinds of Directors.**

1. *The Board of Directors will be so comprised that proprietary and independent Directors represent a majority over executive Directors.*
2. *For purposes of the provisions of the preceding section, the Company will adjust the classes of Directors to the definitions and criteria set forth by the applicable laws from time to time.”*

**“Article 21.- Term of Office.**

*(Free translation from the original in Spanish language)*

*The term of a Director's office will be four (4) years. A Director may be a reelected indefinitely for terms of the same length".*

***"Article 23.- Representation of Company.***

- 1. The management, administration and representation of the Company, judicially and extrajudicially, as regards all acts included within the corporate purpose, is the responsibility of the Board of Directors, which will act jointly, without prejudice to such delegations and powers of attorney as it may grant.*
- 2. Authority that is non-delegable by law or in accordance with these Articles may not be delegated. Nor may such authority as the General Meeting has given to the Board without express authorisation of delegation. In any event the Board of Directors of the Company will reserve the following for its review and exclusive decision:*
  - a) Determination of the general policies and strategies of the Company, in particular:*
    - i) approval of the Strategic or Business Plan, as well as the annual budgets and management objectives;*
    - ii) determination of investment and financing policy;*
    - iii) definition of the structure of the Group of companies of which the Company is the controlling entity;*
    - iv) determination of the corporate governance policy of the Company and the Group of which it is the controlling entity;*
    - v) corporate social responsibility policy;*
    - vi) the policy for management and control of risks, including tax risks, and supervision of the internal information and control systems;*
    - vii) definition of the dividend policy; and*
    - viii) determination of the tax strategy of the Company.*
  - b) Approval of financial projections, as well as strategic alliances of the Company or its controlled companies, and the policy regarding treasury shares.*
  - c) Supervision of effective functioning of the committees it has constituted and the actions of the delegated bodies and executives it has appointed.*
  - d) Authorisation or waiver of the obligations deriving from the duty of loyalty.*
  - e) Any proposed amendment of the Company's corporate purpose.*
  - f) Its organisation and functioning and, in particular, approval and amendment of the Board of Directors Regulation.*
  - g) Preparation of the annual accounts and their presentation to the General Meeting.*
  - h) Approval of the financial information that listed companies must periodically disclose.*
  - i) Making any kind of report required by law to the Board of Directors, provided that the matter covered by the report is nondelegable.*
  - j) Appointment and removal of Managing Directors of the Company, delegation of authority, as well as establishment of the terms of their contracts.*
  - k) Appointment and removal of the executives reporting directly to the Board or to any of its members, as well as establishment of the basic terms of their contracts, including their compensation.*

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- l) Proposal of the general compensation policy, and decisions related to compensation of Directors, within the framework of the Articles and the compensation policy approved by the General Meeting.*
  - m) Calling general meetings and preparing the agenda and the proposed resolutions;*
  - n) Approval of investments or transactions of any kind that by reason of their high amount or special characteristics are strategic or pose a special tax risk for the Company or the investee or controlled companies in question, unless approval thereof corresponds to the General Meeting, inter alia including the assumption of financial risks or making of derivative financial commitments, including but not limited to loans, credits, guarantees or other security.*
  - o) Approval of the creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered to be tax havens, and any other transactions or operations of a comparable nature the complexity of which might impair the transparency of the Company or its Group.*
  - p) Those resolutions related to mergers, splitups and any relevant decision having to do with the status of the Company as a listed company, unless approval thereof corresponds to the General Meeting.*
  - q) Approval, after a report from the Audit Committee, of related party transactions, on the terms contemplated in the Board Regulation.*
  - r) Annual evaluation of the functioning of the Board of Directors, the functioning of its Committees, and proposal, based on the results, of an action plan correcting detected deficiencies.*
  - s) Powers the General Meeting has delegated to the Board of Directors, unless expressly authorised by it to subdelegate them.*
- 3. Resolutions related to the matters indicated in 2.n) and 2.o) above, the amount of which is not more than ten million (10,000,000) euros, may be adopted by the Delegated Commission in cases of urgency, duly justified, and must be ratified at the first Board meeting held after adoption of the resolution”.*

**“Article 24.- Authority of Board Positions.**

- 1. Judicial and extrajudicial representation of the Company is held by the Chairman of the Board, as is the exercise of such functions, if any, as may be delegated to the Chairman by the Board of Directors. The Chairman, with the collaboration of the Secretary, also is responsible for ensuring that the Directors have the information necessary for deliberation and the adoption of resolutions, sufficiently in advance and in appropriate format, ensuring the good order of meetings of the Board, their call and review and oversight of all corporate resolutions, whatever the body from which they originate.*
- 2. Any substitution for the Chairman as regards the functioning of the Board of Directors in the event of temporary absence, temporary disability or express delegation by the Chairman is the responsibility of the Deputy Chairmen.*
- 3. The Secretary is responsible for entering a record of the conduct of meetings in the minute books and certifying their content and the resolutions adopted, retaining the documentation of the Board, seeing to it that the actions of the Board are consistent with applicable regulations and in accordance with the Articles and other internal rules, assisting the Chairman of the Board as appropriate.”*

**“Article 25.- Audit Committee.**

*(Free translation from the original in Spanish language)*

1. *The Board of Directors will establish an Audit Committee. The Audit Committee will have the functions corresponding to it pursuant to applicable law, the Articles and the Company's internal Regulations, without prejudice to any other function that may be given to it by the Board of Directors.*
2. *The Audit Committee will be comprised of the number of Directors from time to time determined by the Board of Directors, with a minimum of three (3) and a maximum of five (5) members. All members of the Audit Committee will be non-executive Directors. They further must comply with the other requirements established by law. At least two (2) of the Audit Committee members will be independent, and at least one of them will be appointed considering his accounting and/or audit knowledge and experience.*  
*The members of the Committee will be appointed by the Board of Directors on proposal of the Chairman, and will leave office when they do so in respect of their status as Directors, or when so resolved by the Board of Directors.*
3. *The Chairman will be elected by the Board of Directors, from among the members of the Committee having the status of independent Directors, and further must satisfy the other legal requirements. The Chairman of the Committee must be replaced every four (4) years, and may be re-elected after one year elapses since he left office.*
4. *The Secretary of the Board of Directors and, in his absence, the Deputy Secretary, will act as Secretary of this Committee. The Secretary will issue minutes of the meetings of the Committee on the terms set by the Board of Directors.*
5. *The Committee will meet periodically based on need, and at least four (4) times per year, after call by its Chairman.*
6. *The operating rules established by the Articles of Association in respect of the Board of Directors will apply to the Audit Committee, provided that they are compatible with the nature and functions of this Committee."*

***"Article 26.- Corporate Governance Committee.***

1. *The Board of Directors will establish a Corporate Governance Committee, which will have the functions corresponding to it under the Articles and the Company's internal Regulations, without prejudice to any other function that may be assigned to it by the Board of Directors.*
2. *The Corporate Governance Committee will be comprised of a minimum of three (3) and a maximum of five (5) non-executive Directors, to be determined by resolution of the Board of Directors on proposal of its Chairman. At least two (2) of them must be independent Directors.*
3. *The Corporate Governance Committee may require the attendance of the Company's Managing Director at its meetings.*
4. *The members of the Corporate Governance Committee will leave office when they leave office as directors or when so resolved by the Board of Directors.*
5. *The Chairman of the Committee will be elected by the Board of Directors from among those members of the Committee that are independent Directors.*
6. *The Secretary of the Board of Directors and, in his absence, the Assistant Secretary, will act as Secretary of this Committee. The Secretary will issue minutes of the meetings of the Committee on the terms set by the Board of Directors.*

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7. *The operating rules established by the Articles of Association in respect of the Board of Directors will apply to the Committee, provided that they are compatible with the nature and functions of this Committee.*

***“Article 27.- Appointment and Remuneration Committee.***

1. *The Board of Directors will establish an Appointment and Remuneration Committee, which will have the functions legally corresponding to it under applicable law, the Articles and the Company’s internal Regulations, without prejudice to any other function that may be assigned to it by the Board of Directors.*
2. *The Appointment and Remuneration Committee will be comprised of a minimum of three (3) and a maximum of five (5) Directors. All members of the Committee will be non-executive Directors, to be determined by resolution of the Board of Directors on proposal of its Chairman. At least two (2) of the members of the Committee must be independent Directors.*
3. *The Appointment and Remuneration Committee may require the attendance of the Company’s Managing Director at its meetings.*
4. *The members of the Appointment and Remuneration Committee will leave office when they leave office as directors or when so resolved by the Board of Directors.*
5. *The Chairman of the Committee will be elected by the Board of Directors from among those members of the Committee that are independent Directors.*
6. *The Secretary of the Board of Directors and, in his absence, the Assistant Secretary, will act as Secretary of this Committee. The Secretary will issue minutes of the meetings of the Committee on the terms set by the Board of Directors.*
7. *The operating rules established by the Articles of Association in respect of the Board of Directors will apply to the Committee, provided that they are compatible with the nature and functions of this Committee.*

***“Article 28.- Board Meetings.***

1. *The Board will meet at least once each quarter, provided that the Chairman deems that to be appropriate or it is requested by a third of the members of the Board. In the latter two cases, the Chairman may not delay the sending of the call for more than five (5) days from the date the request is received.*
2. *The Board will be called by the Chairman or the person acting as such, indicating the agenda, by fax, telegram, email or certified letter addressed to each and every one of the Directors, at least seven (7) days before the day set for the meeting of the Board.*  
*In the discretion of the Chairman, and in cases of urgency, the Board may be called, indicating the matters to be dealt with, without applying the term indicated above.*
3. *Directors comprising at least one third of the members of the Board may call it, indicating the agenda, to be held at the location of the registered office, if the Chairman, after a request to do so, without just cause has not made the call within a term of one month.*
4. *The Directors, sufficiently in advance, must have the information necessary for deliberation and adoption of resolutions on the matters to be covered at the meeting, unless the Board of Directors meets or is called exceptionally by reason of urgency.*

***“Article 29.- Quorum for Board Meetings.***

*(Free translation from the original in Spanish language)*

1. *The Board will be validly constituted when the majority of its members attend the meeting, in person or by proxy.*
2. *Directors must attend meetings personally, preferably being physically present. However, if it is impossible for a Director to attend, the Director will grant a proxy to another Director. Non-executive Directors may do so only to another non-executive Director.*
3. *Resolutions will be adopted by majority vote of those present. In the case of a tie the Chairman will have a casting vote.*
4. *The Board may delegate approval of the minutes to two (2) Directors, who may be designated at the respective meeting.”*

**5.2. Amendment of Article 12 relating to the powers of the General Meeting of Shareholders, in order to adapt it to the new wording of the Capital Companies Act and include the provision stating that the General Meeting may not issue instructions to the Board or submit to it for its authorisation any decisions regarding management matters.**

Renumbering of Article 12, which becomes Article 13, adapting its wording to that of Articles 160, 219.1 and 511 bis of the Capital Companies Act, and expressly including a provision stating that the General Meeting may not issue instructions to the Board of Directors or submit to it for its authorisation any decisions regarding management matters, pursuant to Article 161 of the Capital Companies Act.

Article 13 will henceforth have the following wording:

**“Article 13.- Powers.**

1. *The General Shareholders Meeting is the supreme corporate authority. The General Meeting will decide on the matters attributed to it by these Articles of Association, its own Regulation or the law, in particular regarding the following:*
  - a) *Approval of the annual accounts, consolidated annual accounts, corporate management and allocation of profits*
  - b) *Determination of the number of members of the Board of Directors.*
  - c) *Appointment and removal of Directors, as well as ratification of Directors appointed by co-option by the Board of Directors.*
  - d) *Appointment, reelection and removal of the Statutory Auditors, as well as the liquidators.*
  - e) *Amendment of the Articles of Association.*
  - f) *Increase and reduction of the company’s capital.*
  - g) *Disapplication or limitation of pre-emption rights.*
  - h) *Issue of bonds and, in general, securities of any kind, including preferred shares.*
  - i) *Transformation, merger, splitup or bulk transfer of assets and liabilities and transfer of the registered office abroad.*
  - j) *Acquisition, disposition or contribution to another company of essential assets, as well as transfer to subsidiary entities of essential activities up to that time undertaken by the Company, even if it maintains full ownership thereof.*
  - k) *Authorisation to the Board of Directors to increase capital, in accordance with law, and to issue bonds of any kind, and delegation to the Board of Directors of any other powers in accordance with law and the Articles.*

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- l) Approval and amendment of the General Meeting Regulation, subject to the provisions of law and the Articles.*
  - m) Annual approval of compensation of the Board of Directors in accordance with article 22 of the Articles of Association.*
  - n) Approval of the policy on compensation of Directors, in accordance with the provisions of applicable law and these Articles.*
  - o) Authorisation of compensation of Directors consisting of the delivery of shares or options on shares or compensation indexed to the value of the shares.*
  - p) Winding-up and liquidation of the Company, as well as transactions the effect of which is equivalent to that of liquidation of the Company.*
  - q) Approval of the final liquidation balance sheet.*
  - r) Exercise of any other competence attributed to it by law or the Articles and being apprised of or deciding regarding any other matter that the Board of Directors resolves is to be reported to or resolved by the Meeting because it is of special relevance to the interests of the company.*
- 2. The Meeting may not give instructions to the Board of Directors or subject adoption by the Board of resolutions regarding management matters to its authorisation.”*

**5.3. Amendment of Article 15 bis, relating to special resolutions of the General Meeting of Shareholders, to replace the requirement for a reinforced majority for the adoption of certain resolutions with the rules set forth in Article 201 of the Capital Companies Act and to remove the reference to Class B shares, which have ceased to exist.**

Renumbering of Article 15 bis, which becomes Article 17, and amendment of its wording in order to replace the previous statutory rules regarding the 69% reinforced majority requirement for the adoption of certain resolutions with the rules set forth in Article 201 of the Capital Companies Act, and removal of the reference to Class B shares which, following their mandatory conversion to ordinary shares, have ceased to exist.

Article 17 will henceforth have the following wording:

***“Article 17.- Adoption of Resolutions.***

- 1. Each share with a right to vote present in person or by proxy at the General Meeting will be entitled to one vote.*
- 2. Corporate resolutions will be adopted by simple majority of the votes of shareholders present at the Meeting in person or by proxy, a resolution being understood to have been adopted when it obtains more favorable than unfavorable votes.*
- 3. Without prejudice to the provisions of law, the favorable vote of the absolute majority of the voting shares present in person or by proxy at the General Shareholders Meeting will be required if the capital present in person or by proxy is more than fifty percent (50%), or the favorable vote of two thirds of the capital present in person or by proxy at the Meeting when, on second call, shareholders are present that represent twenty-five percent (25%) or more of the subscribed voting capital without reaching fifty percent (50%), for approval of the following matters:*
  - a) Articles amendments, including increase or reduction of capital, unless the law otherwise provides.*

*(Free translation from the original in Spanish language)*



- b) *Issuance of bonds.*
- c) *Transformation, merger or splitup in any of their forms, as well as bulk assignment of assets and liabilities and transfer of the Company's registered office abroad.*
- d) *Disapplication or limitation of pre-emption rights for new shares."*

**5.4. Deletion of Articles 25 and 28 relating to directors' remuneration, and inclusion of their content in Article 19 ("Compensation of Directors"), which is amended for that purpose and for the purpose of adapting its wording to the Capital Companies Act.**

Renumbering of Article 19, which becomes Article 22, and amendment of its wording to include in a single Article all the provisions relating to Directors' remuneration, and inclusion of the contents of the current Articles 25 and 28 of the Articles of Association, which are deleted, and of Articles 217.3, 219, 249, 529 septdecies and 529 octodecies of the Capital Companies Act, as well as removal of the list of components of executive Directors' remuneration, as the changes to the Capital Companies Act expressly confer on the Board of Directors the power to establish such Directors' remuneration without the need to set it out in the Bylaws, notwithstanding that should be included and detailed in the remuneration policy of the company shall submit to the approval of the General Shareholders Meeting.

Article 22 will henceforth have the following wording:

***"Article 22.- Compensation of Directors.***

1. *The Directors may take any other position, with or without compensation, with the Company or any other company belonging to its Group, absent incompatibility, whether legal or found in the discretion of the Board.*
2. *The compensation of Directors will consist of a fixed annual amount. The maximum amount of annual compensation of all Directors in their capacities as such must be approved by the General Meeting and will remain in effect until modification thereof is approved.*
3. *The compensation of the various Directors may vary based on the positions, duties and responsibilities given to them, and their serving on Board Committees, and may be in addition to payment of meeting attendance fees.*
4. *The Board will be responsible for fixing the exact amounts of the fees, as well as the individual compensation that each Director is to receive, in any case respecting the limits established by the General Meeting and the categories of compensation contemplated in these Articles.*
5. *Without prejudice to the aforesaid compensation, the compensation of the Directors also may consist of the delivery of shares, or options on shares or compensation indexed to the value of the shares. Use of this form of compensation will require a resolution of the General Meeting stating, if applicable, the maximum number of shares that can be allocated to this compensation scheme in each financial year, the exercise price or the calculation system for the exercise price of the share options, the value of the shares taken by way of reference if applicable, and the term of duration of this compensation scheme.*
6. *The Company will secure civil liability insurance for its Directors.*

*(Free translation from the original in Spanish language)*

7. *In addition, Directors who are assigned executive functions will be entitled to receive compensation for the performance of those functions, which will be determined by the Board of Directors in accordance with the provisions of the compensation policy for Directors approved by the General Meeting, and which will be included in a contract to be entered into by the Director and the Company, which must contain all categories in which the Director may obtain compensation for the performance of executive functions.*

*This contract must be approved in advance by the Board of Directors with the favorable vote of two thirds of its members, and must be attached as an annex to the minutes of the meeting. The affected Director must refrain from attendance, deliberation and participation in voting.*

*The contract must contain all references required by law and be consistent with the Company's compensation policy."*

**5.5. Amendment of Article 26 on replacements and appointments to the Board of Directors, in order to remove the requirement that a person can only be appointed to the Board by cooptation if he or she is a shareholder, in accordance with the Capital Companies Act.**

Renumbering of Article 26, which becomes Article 31, adaptation of its wording to that of the proposed amendment of Article 24.2 of the Articles of Association, and removal of the requirement for a person who is appointed to the Board by cooptation to be a shareholder, in accordance with the provisions of Article 529 decies of the Capital Companies Act.

Article 31 will henceforth have the following wording:

***"Article 31.- Replacements and Appointments.***

1. *In the event of temporary absence, temporary disability of the Chairman, or express delegation from the Chairman, the Deputy Chairman, if any, will assume the functions of the Chairman. Otherwise they will be assumed by the Director designated by the Board. Under the same circumstances as regards the Secretary, its functions will be assumed by the Deputy Secretary, if any, and in the absence thereof, the Director designated by the Board. In the minutes prepared the replaced position will be stated, adding the word "interim", and the reason for acting on an interim basis.*
2. *Vacancies occurring on the Board may be filled temporarily by the persons the Board appoints by co-option, until the next General Meeting."*

**5.6. Amendment of Articles 1, 3, 4 and 5 (relating to "General Provisions"); Articles 6, 7, 8 and 9 (relating to "Share Capital and Shares"); Article 11 ("Bodies"); Article 16 ("Implementation of Corporate Resolutions"); Articles 29 bis and 29 ter ("Annual Corporate Governance Report and Website"); Articles 32, 33 and 34 ("The Company's Financial and Administrative Regime"); Articles 35, 36 and 38 (relating to "Winding Up and Liquidation"); and Article 39 ("Referral to the Act"), in order to make technical, formal, systematic or grammatical improvements.**

*(Free translation from the original in Spanish language)*

- Amendment of the wording of Articles 1 and 8 to replace the references to specific rules and provisions with a general reference to the laws or regulations applicable from time to time.
- Adaptation of the wording of Article 4 to that of Article 285.2 of the Capital Companies Act in relation to the acknowledgement of the Board of Directors' power to change the registered office within the same municipality.
- Amendment of the wording of Articles 3, 5 and 34 in order to make purely technical improvements. Article 34 is also renumbered and becomes Article 40.
- Amendment of Article 6 to remove the reference to Class A shares because, following the mandatory conversion of non-voting Class B shares, there is only one class of ordinary shares.
- Listing of the paragraphs of Article 7.
- Renumbering of Articles 9, 11 and 33, which become Articles 10, 12 and 39, respectively, and amendment of their wording in order to replace all references to the "Management Board" contained in those Articles with references to the "Board of Directors", on the basis that, under Article 529 bis of the Capital Companies Act, the management board of listed companies must in any event take the form of a Board of Directors, and to replace all references to specific rules and provisions with general references to the laws or regulations applicable from time to time.
- Renumbering of Articles 16, 29 bis, 29 ter, 32, 35, 38 and 39, which become, respectively, Articles 18, 34, 35, 38, 41, 44 and 45, and amendment of their wording to replace all references to specific rules and provisions with general references to the Act or to the laws or regulations applicable from time to time.
- Renumbering of Article 36, which becomes Article 42, and removal from its wording of the requirement for the number of liquidators to be an odd number, which was removed from Article 376 of the Capital Companies Act by Law 25/2011 of 1 August 2011.

The new wording of Articles 1, 3, 4, 5, 6, 7, 8, 10, 12, 18, 34, 35, 38, 39, 40, 41, 42, 44 and 45 will be as follows:

***"Article 1.- Name and Applicable Law.***

*The name of the Company is Promotora de Informaciones, S.A. (hereinafter "PRISA" or the "Company"). It is governed by the legal or regulatory provisions applicable from time to time and by these Articles."*

***"Article 3.- Duration of Company.***

*The Company commenced operations from the time of execution of the public deed of establishment. Its duration will be indefinite. If the law for commencement of any of the operations enumerated in the preceding article requires obtaining an administrative licence, registration in a public registry, or satisfaction of any other requirement, the Company may not initiate the aforesaid specific activity until the requirement has been satisfied."*

*(Free translation from the original in Spanish language)*

***“Article 4.- Nationality and Registered Office.***

*The Company is of Spanish nationality and has its registered office in Madrid at Gran Vía, no 32. The Board of Directors is the body having competence to establish, close or transfer such branches, agencies or offices as it may deem to be appropriate, and to change the registered office within the same municipality.”*

***“Article 5.- Submission to Jurisdiction***

*For all such disputed questions as may arise between the Company and the shareholders by reason of corporate matters, both the Company and the shareholders, waiving their own forums, expressly submit to the judicial forum for the location of the registered office of the Company, except in those cases in which another forum is legally imposed.”*

***“Article 6.- Share Capital.***

- 1. The capital is 215,807,875.30 €. It is represented by 2,158,078,753 ordinary shares, all of the same class and series, having a nominal value of TEN CENTS ON THE EURO (€0.10) each, consecutively numbered from 1 to 2,158,078,753.*
- 2. The capital is totally subscribed and paid up.*
- 3. The Company may issue various classes of shares. Each class may have a different nominal value. Where more than one series of shares is created within the same class, all the shares making up a series will have the same nominal value.”*

***“Article 7.- Representation of Shares.***

- 1. The shares are represented by book entries and exist as such by virtue of their registration in the corresponding accounting records, which will reflect the matters set forth in the deed of issuance and whether or not they are fully paid up.*
- 2. Standing to exercise the rights of a shareholder, if applicable including transfer, is obtained by registration in the book entry records, which establishes a presumption of lawful ownership and entitles the registered holder to demand that the Company recognise it as a shareholder. Such standing may be demonstrated by showing the appropriate certificates, issued by the entity responsible for the book entry records.*
- 3. If the Company confers any benefit on the one presumed to have standing, it will be released from the corresponding obligation, even if that person is not the actual owner of the share, provided that it does so in good faith and without gross negligence.*
- 4. If the person or entity appearing as having standing from the entries in the accounting records has said standing by virtue of a fiduciary relationship or another of a comparable nature, the Company may require it to disclose the identity of the actual owners of the shares, as well as the acts of transfer and encumbrance thereof.”*

***“Article 8.- Non-Voting Shares.***

- 1. The Company may issue non-voting shares for a nominal amount of no more than one half of paid-up capital. The legal scheme for non-voting shares will be as set forth in the applicable regulations, the Articles of Association and the resolution of the Board ordering the issue thereof.*
- 2. The holders of non-voting shares will be entitled to receive the annual minimum dividend established in the issue resolution. Once the minimum dividend is declared, the owners of non-voting shares will be entitled to the same dividend as that payable*

*(Free translation from the original in Spanish language)*

*on the ordinary shares. If there are distributable profits, the Company will be required to declare the minimum dividend referred to above.*

- 3. The non-voting shares will enjoy pre-emption rights on the same terms as voting shares. However, that right may be disapplied in accordance with the provisions of applicable law and these Articles.*
- 4. Subsequent issues of non-voting shares will require approval, by separate vote or special Meeting, of the existing non-voting shareholders.*
- 5. Until that minimum dividend has been paid, non-voting shares will have the same rights as ordinary shares and, in any event, maintain their economic advantages.*
- 6. The General Meeting may issue non-voting shares convertible at a fixed rate (determined or determinable) or a variable rate. The issue resolution will determine whether the authority to convert or exchange lies in the shareholders and/or the Company or, if applicable, the conversion will occur on a mandatory basis at a given time.”*

***“Article 10.- Issue, Subscription and Payment for Shares.***

- 1. The General Shareholders Meeting, complying with the legal requirements, may resolve to increase capital by issuing new shares or increasing the nominal value of those already existing. The General Shareholders Meeting will determine the terms and conditions of each new issue and the Board of Directors will have the authority necessary to implement the adopted resolutions, with the greatest breadth of discretion within the legal framework and the conditions established by the Meeting. If they have not been fixed by the Meeting, the Board of Directors may determine the form and the maximum term, which may not exceed five (5) years, in which pending payments on account of paid up capital, if any, are to be made, in accordance with law. In capital increases with issue of new shares, ordinary or preferred, against cash contributions, the shareholders, within the term given by the Board of Directors of the Company, which will not be less than fifteen (15) days after publication of the notice of the offer of subscription of the new issue in the Official Gazette of the Commercial Registry, will have a pre-emption right, proportional as legally provided, unless that right was disapplied in accordance with applicable regulations.*
- 2. The General Meeting, satisfying the requirements established for amendment of the Articles of Association, may delegate the legally contemplated authority regarding capital increases to the Board of Directors.”*

***“Article 12.- Bodies.***

*The Company will be governed by the General Shareholders Meeting and administered and represented by the Board of Directors.”*

***“Article 18.- Implementation of Corporate Resolutions.***

- 1. Competence. The Board of Directors will be responsible for implementation of all resolutions of the Meeting, without prejudice to such delegations or grants of powers of attorney as it may make in accordance with these Articles.*
- 2. Drafting and Approval of Minutes. The minutes of the Meeting may be drafted and approved in the manner determined in the applicable regulations, and signed by the Chairman and the Secretary. If the Meeting is held with the presence of a notary requested to prepare minutes by the Board of Directors, as provided by law, the notarial minutes will be deemed to be minutes of the Board, approval thereof therefore not being required.”*

*(Free translation from the original in Spanish language)*

***“Article 34.- Annual Corporate Governance Report.***

- 1. The Board of Directors, after a report from the Corporate Governance Committee, annually will approve a corporate governance annual report of the Company, covering the matters legally contemplated together with such others as it deems to be appropriate.*
- 2. The annual corporate governance report will be approved prior to publication of the notice of call of the ordinary General Meeting of the Company for the financial year in question, and will be made available to the shareholders together with the other documentation of the General Meeting.*
- 3. In addition, the annual corporate governance report will be publicised as required in the regulations applicable from time to time.”*

***“Article 35.- Website.***

*The Company will maintain a website for the information of shareholders and investors ([www.prisa.com](http://www.prisa.com)) on which the documents and information contemplated by law will be included, and at least the following:*

- a) The current Articles of Association.*
- b) The General Shareholders Meeting Regulation.*
- c) The Board of Directors Regulation.*
- d) The annual financial report and other financial reports the Company regularly publishes and disseminates.*
- e) The Internal Code for conduct on the securities markets.*
- f) The corporate governance reports.*
- g) The documents related to Ordinary and Extraordinary General Meetings, with information regarding the agenda, proposals made by the Board of Directors, and any other relevant information that may be needed by shareholders to cast their votes, as well as any other documentation required by applicable legislation.*
- h) The information regarding the conduct of General Meetings, in particular regarding attendance at the General Meeting at the time it was held, resolutions adopted stating the number of votes cast and the sense thereof for each of the proposals on the Agenda.*
- i) The communications channels existing between the Company and the shareholders, in particular the pertinent explanations regarding exercise of the shareholders' information right, indicating the postal and e-mail addresses to which the shareholders may address them.*
- j) The resources and procedures for granting proxies for the General Meeting.*
- k) The resources and procedures for exercising remote voting, if applicable including those established to evidence attendance and voting by remote means at General Meetings.*
- l) The material disclosures made to the National Securities Market Commission.”*

***“Article 38.- Allocation of Profits.***

- 1. The General Meeting will decide upon the allocation of the profits for the financial year, in accordance with the approved Balance Sheet.*
- 2. After covering the requirements established by law or the Articles, dividends may only be paid out of the profit for the financial year or unrestricted reserves, if net book value is not and will not become, as a result of the distribution, less than the company's capital.*

*(Free translation from the original in Spanish language)*

*When there are losses from previous financial years causing the value of the net assets of the Company to be less than the company's capital, the profit will be used to offset these losses.*

*In addition, profits may not be distributed unless the unrestricted reserves are at least equal to the amount of research and development expenses recorded under assets on the balance sheet.*

*In any event, an unrestricted reserve must be set aside equal to the goodwill recorded under assets in the balance sheet. For this purpose, a part of the profit representing at least five percent (5%) of the said goodwill figure will be allocated. If there are no profits, or if they are insufficient, unrestricted reserves will be used.*

- 3. The legal reserve will be constituted in accordance with the provisions of law. Another reserve also will be constituted by subtracting at least ten percent (10%) from profits, after reduction by taxes, until establishing a fund equivalent to at least twenty percent (20%) but not more than fifty percent (50%) of paid up capital to cover such allocations as may be resolved by the General Meeting. The General Meeting in addition may establish such voluntary reserves as it deems to be appropriate."*

***"Article 39.- Distribution of Profits.***

- 1. If there are distributable profits, the Company is required to resolve to distribute a minimum dividend if there are non-voting shares in accordance with the provisions of law or these Articles.*
- 2. The net profits obtained by the Company in each financial year will be distributed among the shareholders in proportion to their shares, after covering the corporate obligations, the legal, articles and voluntary reserves, if any, and the emoluments of the Board of Directors, without prejudice to the provisions of section 1 above. The General Meeting will determine the time and form of payment in the resolution to distribute dividends. The Board of Directors may resolve to distribute amounts on account of dividends, with the limitations and requirements established by law."*

***"Article 40.- Prescription of Dividends.***

*Dividends for a financial year not received by a shareholder within five (5) years after the date indicated for payment will prescribe in favor of the Company."*

***"Article 41.- Winding Up of Company.***

- 1. The winding up of the Company will occur in the cases indicated by law.*
- 2. If the Company is to be wound up because the Company's assets have been reduced to an amount less than half of capital, the winding up may be avoided by way of a resolution to increase or reduce capital, in accordance with the provisions of law."*

***"Article 42.- Form of Liquidation.***

- 1. The General Shareholders Meeting having resolved to wind up the Company, the General Shareholders Meeting, on proposal of the Board, will open the liquidation period and appoint one or more liquidators, fixing the powers thereof. This appointment extinguishes the powers of the Board.*
- 2. The General Meeting during the liquidation period will retain the same authority as during the normal life of the Company. In particular it will have the authority to approve accounts and the final liquidation balance sheet."*

***"Article 44.- Liquidation Rules.***

*(Free translation from the original in Spanish language)*

1. *Without prejudice to the provisions of law, on a general basis all shares (ordinary and non-voting) will be entitled to the same liquidation share, if any exists.*
2. *Notwithstanding the foregoing, the holders of non-voting shares will, on the terms set forth from time to time by applicable law, be entitled to receive repayment of the paid-up value, before any amount is distributed to the other shares in the event of liquidation of the Company, if the liquidation share of all shares is less than the paid-up value of the non-voting shares.*
3. *Otherwise the provisions of law regarding the matter will apply.”*

***“Article 45.- Remittance to Law***

*For all matters not contemplated in these Articles the provisions of regulations applicable from time to time will be observed and applied.”*

**5.7. Renumbering of the articles and approval of a consolidated text of the Bylaws as a result of the above amendments.**

- Renumbering of Articles 8 bis, 10, 24, 27, 29, 30, 31 and 37, which become, respectively, Articles, 9, 11, 30, 32, 33, 36, 37 and 43, all of them with the previous wording.

- Approval of the following consolidated text of the Articles of Association, solely for the purposes of including the Articles that have been amended pursuant to the above resolutions and so that all the provisions of the Bylaws are included in a single public instrument:

**ARTICLES OF ASSOCIATION  
PROMOTORA DE INFORMACIONES, S.A.**

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**CHAPTER I  
GENERAL PROVISIONS**

**Article 1.- Name and Applicable Law.**

The name of the Company is Promotora de Informaciones, S.A. (hereinafter "**PRISA**" or the "**Company**"). It is governed by the legal or regulatory provisions applicable from time to time and by these Articles.

**Article 2.- Purpose.**

1. The purpose of the Company is:
  - a) The management and exploitation of all kinds of information and social communications media, its own or those of others, whatever the technical medium, inter alia including the publication of printed newspapers.
  - b) The promotion, planning and implementation, on its own behalf or on behalf of others, directly or through third parties, of all kinds of communications, industrial, commercial or services projects, businesses or undertakings.

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- c) The constitution of companies, participation, even majority participation, in existing companies, and association with third parties in operations and businesses, by way of collaboration formulas.
  - d) The acquisition, direct or indirect holding, exploitation by way of lease or otherwise and disposition of all kinds of assets, personal and real properties and rights.
  - e) The engagement and rendering of consulting services, acquisitions and management of third party interests, whether by way of brokerage, representation or any other manner of collaboration, for its own account or for the account of others.
  - f) Acting in the capital and money markets by way of management thereof, purchase and sale of fixed income, equity or any other kind of securities, on its own behalf.
- 2. The described activities are understood to refer to companies and undertakings, operations or businesses, domestic or foreign, complying with the respective legal rules.
  - 3. The activities comprising the corporate purpose may be undertaken by the Company, in whole or in part, indirectly by way of interests in other companies having an analogous purpose.

#### **Article 3.- Duration of Company.**

The Company commenced operations from the time of execution of the public deed of establishment. Its duration will be indefinite. If the law for commencement of any of the operations enumerated in the preceding article requires obtaining an administrative licence, registration in a public registry, or satisfaction of any other requirement, the Company may not initiate the aforesaid specific activity until the requirement has been satisfied.

#### **Article 4.- Nationality and Registered Office.**

The Company is of Spanish nationality and has its registered office in Madrid at Gran Vía, no 32. The Board of Directors is the body having competence to establish, close or transfer such branches, agencies or offices as it may deem to be appropriate, and to change the registered office within the same municipality.

#### **Article 5.- Submission to Jurisdiction**

For all such disputed questions as may arise between the Company and the shareholders by reason of corporate matters, both the Company and the shareholders, waiving their own forums, expressly submit to the judicial forum for the location of the registered office of the Company, except in those cases in which another forum is legally imposed.

## **CHAPTER II**

### **CAPITAL AND SHARES**

#### **Article 6.- Share Capital.**

- 1. The capital is 215,807,875.30 €. It is represented by 2,158,078,753 ordinary shares, all of the same class and series, having a nominal value of TEN CENTS ON THE EURO (€0.10) each, consecutively numbered from 1 to 2,158,078,753.
- 2. The capital is totally subscribed and paid up.
- 3. The Company may issue various classes of shares. Each class may have a different nominal value. Where more than one series of shares is created within the same class, all the shares making up a series will have the same nominal value.

*(Free translation from the original in Spanish language)*

#### **Article 7.- Representation of Shares.**

1. The shares are represented by book entries and exist as such by virtue of their registration in the corresponding accounting records, which will reflect the matters set forth in the deed of issuance and whether or not they are fully paid up.
2. Standing to exercise the rights of a shareholder, if applicable including transfer, is obtained by registration in the book entry records, which establishes a presumption of lawful ownership and entitles the registered holder to demand that the Company recognise it as a shareholder. Such standing may be demonstrated by showing the appropriate certificates, issued by the entity responsible for the book entry records.
3. If the Company confers any benefit on the one presumed to have standing, it will be released from the corresponding obligation, even if that person is not the actual owner of the share, provided that it does so in good faith and without gross negligence.
4. If the person or entity appearing as having standing from the entries in the accounting records has said standing by virtue of a fiduciary relationship or another of a comparable nature, the Company may require it to disclose the identity of the actual owners of the shares, as well as the acts of transfer and encumbrance thereof.

#### **Article 8.- Non-Voting Shares.**

1. The Company may issue non-voting shares for a nominal amount of no more than one half of paid-up capital. The legal scheme for non-voting shares will be as set forth in the applicable regulations, the Articles of Association and the resolution of the Board ordering the issue thereof.
2. The holders of non-voting shares will be entitled to receive the annual minimum dividend established in the issue resolution. Once the minimum dividend is declared, the owners of non-voting shares will be entitled to the same dividend as that payable on the ordinary shares. If there are distributable profits, the Company will be required to declare the minimum dividend referred to above.
3. The non-voting shares will enjoy pre-emption rights on the same terms as voting shares. However, that right may be disapplied in accordance with the provisions of applicable law and these Articles.
4. Subsequent issues of non-voting shares will require approval, by separate vote or special Meeting, of the existing non-voting shareholders.
5. Until that minimum dividend has been paid, non-voting shares will have the same rights as ordinary shares and, in any event, maintain their economic advantages.
6. The General Meeting may issue non-voting shares convertible at a fixed rate (determined or determinable) or a variable rate. The issue resolution will determine whether the authority to convert or exchange lies in the shareholders and/or the Company or, if applicable, the conversion will occur on a mandatory basis at a given time.

#### **Article 9.- Redeemable Shares.**

The Company may issue redeemable shares for a nominal value not greater than a quarter of the share capital and in compliance with other legally established requirements.

#### **Article 10.- Issue, Subscription and Payment for Shares.**

1. The General Shareholders Meeting, complying with the legal requirements, may resolve to increase capital by issuing new shares or increasing the nominal value of those already existing. The General Shareholders Meeting will determine the terms and conditions of each new issue and the Board of Directors will have the authority necessary to implement the adopted resolutions, with the greatest breadth of discretion within the legal framework and  
*(Free translation from the original in Spanish language)*

the conditions established by the Meeting. If they have not been fixed by the Meeting, the Board of Directors may determine the form and the maximum term, which may not exceed five (5) years, in which pending payments on account of paid up capital, if any, are to be made, in accordance with law. In capital increases with issue of new shares, ordinary or preferred, against cash contributions, the shareholders, within the term given by the Board of Directors of the Company, which will not be less than fifteen (15) days after publication of the notice of the offer of subscription of the new issue in the Official Gazette of the Commercial Registry, will have a pre-emption right, proportional as legally provided, unless that right was disappplied in accordance with applicable regulations.

2. The General Meeting, satisfying the requirements established for amendment of the Articles of Association, may delegate the legally contemplated authority regarding capital increases to the Board of Directors.

#### **Article 11.- Free Transferability of Shares.**

The shares of the Company will be freely transferable by any legal means.

### **CHAPTER III**

#### **GOVERNANCE, ADMINISTRATION AND REPRESENTATION OF THE COMPANY**

##### **Article 12.- Bodies.**

The Company will be governed by the General Shareholders Meeting and administered and represented by the Board of Directors.

#### **GENERAL SHAREHOLDERS MEETING**

##### **Article 13.- Powers.**

1. The General Shareholders Meeting is the supreme corporate authority. The General Meeting will decide on the matters attributed to it by these Articles of Association, its own Regulation or the law, in particular regarding the following:
  - a) Approval of the annual accounts, consolidated annual accounts, corporate management and allocation of profits.
  - b) Determination of the number of members of the Board of Directors.
  - c) Appointment and removal of Directors, as well as ratification of Directors appointed by co-option by the Board of Directors.
  - d) Appointment, reelection and removal of the Statutory Auditors, as well as the liquidators.
  - e) Amendment of the Articles of Association.
  - f) Increase and reduction of the company's capital.
  - g) Disapplication or limitation of pre-emption rights.
  - h) Issue of bonds and, in general, securities of any kind, including preferred shares.
  - i) Transformation, merger, splitup or bulk transfer of assets and liabilities and transfer of the registered office abroad.
  - j) Acquisition, disposition or contribution to another company of essential assets, as well as transfer to subsidiary entities of essential activities up to that time undertaken by the Company, even if it maintains full ownership thereof.
  - k) Authorisation to the Board of Directors to increase capital, in accordance with law, and to issue bonds of any kind, and delegation to the Board of Directors of any other powers in accordance with law and the Articles.
  - l) Approval and amendment of the General Meeting Regulation, subject to the provisions of law and the Articles.

*(Free translation from the original in Spanish language)*

- m) Annual approval of compensation of the Board of Directors in accordance with article 22 of the Articles of Association.
  - n) Approval of the policy on compensation of Directors, in accordance with the provisions of applicable law and these Articles.
  - o) Authorisation of compensation of Directors consisting of the delivery of shares or options on shares or compensation indexed to the value of the shares.
  - p) Winding-up and liquidation of the Company, as well as transactions the effect of which is equivalent to that of liquidation of the Company.
  - q) Approval of the final liquidation balance sheet.
  - r) Exercise of any other competence attributed to it by law or the Articles and being apprised of or deciding regarding any other matter that the Board of Directors resolves is to be reported to or resolved by the Meeting because it is of special relevance to the interests of the company.
3. The Meeting may not give instructions to the Board of Directors or subject adoption by the Board of resolutions regarding management matters to its authorisation.

#### **Article 14.- Kinds of Meetings.**

- 1. General Meetings of shareholders may be ordinary or extraordinary. They will be called and held in the manner determined by law, these Articles and the General Meeting Regulation. The holding of an annual Ordinary Meeting on the date resolved by the Board of Directors, within the term established by law, is mandatory.
- 2. The Extraordinary General Meeting will meet when so resolved by the Board of Directors of the Company, or when so requested by a number of shareholders owning at least three percent (3%) of capital, in the request stating the matters to be considered at the meeting. In this case the Meeting must be called to be held within the two (2) months following the date of notarial demand on the administrators to call it, with the agenda necessarily to include the matters covered by the request.

#### **Article 15.- Preparation of the General Meeting.**

- 1. Every General Meeting will be called at the time and in the manner determined by law, the Articles and the General Shareholders Meeting Regulation.
- 2. The call will include references to the Company, the place, day and time of the meeting, the agenda including the matters to be considered, the position of the person or persons making the call and the other legally-required references.
- 3. Shareholders representing at least three percent (3%) of capital may request the publication of a supplement to the call of the Ordinary General Meeting including one or more points on the agenda, provided that the new points are accompanied by a explanation or, if applicable, an explained proposed resolution. That right may in no case be exercised in respect of the call of an Extraordinary General Meeting. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call. The supplement to the call must be published at least fifteen (15) days before the scheduled Meeting date.
- 4. Shareholders representing at least three percent (3%) of capital may, within the same term as indicated in the preceding subsection, present supported proposed resolutions regarding matters already on or that should be on the agenda for the Meeting called. The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the provisions of law and the General Meeting Regulation.
- 5. The shareholders prior to or during the meeting may request such reports, documents and clarifications as they deem to be necessary, in accordance with the provisions of law.

#### **Article 16.- Holding the General Meeting.**

*(Free translation from the original in Spanish language)*

1. Place. The place of holding the Meeting will be as designated in the call, outside or within the location of the registered office, on the day and at the time indicated.
2. Attendance. All shareholders owning at least sixty (60) shares, registered in the corresponding book entry accounting records five (5) days in advance of the date of holding the Meeting, and holding the corresponding attendance card, may attend the General Meeting.
3. The Board of Directors will attend the General Meeting. The Chairman of the General Meeting may authorise attendance of any other person he deems to be appropriate; however the Meeting may revoke that authorisation.
4. Proxies. Shareholders may grant proxies to another person, complying with the requirements and formalities imposed by these Articles of Association, by the General Meeting Regulation and by law. The proxy will be specific to the meeting in question. This requirement will not apply when the representative is the spouse, ascendant or descendent of the represented shareholder. Nor will it apply 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. A proxy will evidenced in writing 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, and also may be granted by way of remote electronic means of communication. In the latter case the provisions for the voting using the aforesaid means will apply, to the extent not incompatible with the nature of the proxy.
5. The appointment of the representative by the shareholder and, if applicable, the revocation of that appointment, will be notified to the Company in the manner established in the General Meeting Regulation.
6. Number of shareholders for quorum. Without prejudice to the provisions of law for special cases, the quorum for a General Shareholders Meeting on first call will be the presence, in person or by proxy, of shareholders holding at least twenty-five percent (25%) of the subscribed voting capital. On second call there will be a quorum for the Meeting whatever the capital in attendance.
7. Notwithstanding the provisions of the preceding paragraph, in order for the General Meeting to validly resolve on an increase or reduction of capital, or on any other amendment of the Articles of Association, on an issue of bonds, the disapplication or limitation of pre-emption rights in respect of new shares, transformation, merger splitup or bulk transfer of assets and liabilities, or relocation of the registered office outside of Spain, it will be necessary, on first call, for shareholders holding at least fifty percent (50%) of the subscribed voting capital to be present in person or by proxy. At second call, the presence of twenty five percent (25%) of said capital will be sufficient.
8. Chairman of Meeting: The Chairman of the Meeting will be the person, if any, specified by the Board of Directors. In the absence of a specific decision by the Board, the Meeting will be chaired by the Chairman of the Board of Directors. In his absence, if any, it will be chaired by the Vice Chairman, and in the absence of both, by the attending Director with greatest seniority in the position and, in the absence of all of them, by the shareholder designated by the General Meeting.
9. The Chairman will submit the items on the agenda to deliberation and manage the discussions so that the meeting is held in an orderly manner. To that end he will have the appropriate powers of order and discipline.
10. The Chairman will be assisted by a Secretary, which will be the Secretary of the Board of Directors. In his absence, if any, the Deputy Secretary of the Board of Directors will act and, in his absence, the person designated by the Meeting.
11. The Meeting Officers will include the Chairman, the Secretary and the members of the Board of Directors in attendance.

*(Free translation from the original in Spanish language)*

12. Voting by mail or remote electronic means of communication. Votes on proposals on matters on the Agenda of any kind of General Meeting may be cast by shareholders by mail or remote electronic means of communication. The identity of the person voting must be assured, in accordance with the requirements established in the General Meeting Regulation. Votes by e-mail will be cast using a recognised electronic signature or other form that the Board of Directors concludes will be suitable to ensure the authenticity and identity of the shareholder exercising the voting right. The shareholders who vote using remote methods must be counted as being present for the purpose of establishing the quorum. Votes cast using these methods must be in the possession of the Company, at its headquarters, at least twenty-four (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. In the call for each General Meeting the Board of Directors may determine a shorter advance term.
13. The Board of Directors has authority to develop the foregoing provisions, establishing rules, resources and procedures consistent with the state of the art to implement electronic voting and grant of proxies. In particular, the Board of Directors may, inter alia, regulate the use of alternative guarantees of electronic signatures for electronic voting.
14. The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.
15. Voting. The Chairman will give details of the voting, summarise the number of votes in favor of and against the proposed resolution submitted to the General Meeting and announce the result aloud.
16. The General Shareholders Meeting Regulation will establish the procedures and systems for counting votes on proposed resolutions.

#### **Article 17.- Adoption of Resolutions.**

1. Each share with a right to vote present in person or by proxy at the General Meeting will be entitled to one vote.
2. Corporate resolutions will be adopted by simple majority of the votes of shareholders present at the Meeting in person or by proxy, a resolution being understood to have been adopted when it obtains more favorable than unfavorable votes.
3. Without prejudice to the provisions of law, the favorable vote of the absolute majority of the voting shares present in person or by proxy at the General Shareholders Meeting will be required if the capital present in person or by proxy is more than fifty percent (50%), or the favorable vote of two thirds of the capital present in person or by proxy at the Meeting when, on second call, shareholders are present that represent twenty-five percent (25%) or more of the subscribed voting capital without reaching fifty percent (50%), for approval of the following matters:
  - a. Articles amendments, including increase or reduction of capital, unless the law otherwise provides.
  - b. Issuance of bonds.
  - c. Transformation, merger or splitup in any of their forms, as well as bulk assignment of assets and liabilities and transfer of the Company's registered office abroad.
  - d. Disapplication or limitation of pre-emption rights for new shares.

#### **Article 18.- Implementation of Corporate Resolutions.**

1. Competence. The Board of Directors will be responsible for implementation of all resolutions of the Meeting, without prejudice to such delegations or grants of powers of attorney as it may make in accordance with these Articles.
2. Drafting and Approval of Minutes. The minutes of the Meeting may be drafted and approved in the manner determined in the applicable regulations, and signed by the

*(Free translation from the original in Spanish language)*

Chairman and the Secretary. If the Meeting is held with the presence of a notary requested to prepare minutes by the Board of Directors, as provided by law, the notarial minutes will be deemed to be minutes of the Board, approval thereof therefore not being required.

## **BOARD OF DIRECTORS**

### **Article 19.- Nature, Number of Members and Positions.**

1. The Board of Directors is responsible for management, administration and representation of the Company, without prejudice to such authority as may correspond to the General Meeting in accordance with law and the Articles.
2. The Board will be comprised of a minimum of three (3) and a maximum of seventeen (17) Directors, with the Meeting being responsible for their appointment and determination of their number. For that purpose, the Meeting may fix the number by express resolution, or indirectly by creating or not creating vacancies or appointing or not appointing new Directors, within the aforesaid minimum and maximum.
3. From among its members, the Board will appoint a Chairman and, subject to the same condition, may appoint one or more Deputy Chairmen. From among its members it also may appoint a Delegated Commission or one or more Chief Executive Officers, to which it may give the power of representation, jointly and severally or jointly but not severally. It will also appoint a Secretary, who need not be a Director, and may appoint an Deputy Secretary, who also need not be a member of the Board.

When the position of Chairman is to be held by an executive Director, the appointment of the Chairman will require the favorable vote of two thirds of the members of the Board of Directors.

4. Also, if the Chairman is an executive Director, the Board of Directors, with the abstention of the executive Directors and on proposal of the Corporate Governance Committee, must appoint a Coordinating Director from among the independent Directors, who will be specifically empowered to request a call of the Board of Directors or inclusion of new points on the agenda for a Meeting already called, to coordinate and meet with the non-executive Directors and, if applicable, to lead the periodic evaluation of the Chairman of the Board of Directors.
5. The Board of Directors will approve a Regulation to govern its organisation and functioning.

### **Article 20.- Kinds of Directors.**

1. The Board of Directors will be so comprised that proprietary and independent Directors represent a majority over executive Directors.
2. For purposes of the provisions of the preceding section, the Company will adjust the clases of Directors to the definitions and criteria set forth by the applicable laws from time to time .

### **Article 21.- Term of Office.**

The term of a Director's office will be four (4) years. A Director may be a reelected indefinitely for terms of the same length.

### **Article 22.- Compensation of Directors.**

*(Free translation from the original in Spanish language)*

1. The Directors may take any other position, with or without compensation, with the Company or any other company belonging to its Group, absent incompatibility, whether legal or found in the discretion of the Board.
2. The compensation of Directors will consist of a fixed annual amount. The maximum amount of annual compensation of all Directors in their capacities as such must be approved by the General Meeting and will remain in effect until modification thereof is approved.
3. The compensation of the various Directors may vary based on the positions, duties and responsibilities given to them, and their serving on Board Committees, and may be in addition to payment of meeting attendance fees.
4. The Board will be responsible for fixing the exact amounts of the fees, as well as the individual compensation that each Director is to receive, in any case respecting the limits established by the General Meeting and the categories of compensation contemplated in these Articles.
5. Without prejudice to the aforesaid compensation, the compensation of the Directors also may consist of the delivery of shares, or options on shares or compensation indexed to the value of the shares. Use of this form of compensation will require a resolution of the General Meeting stating, if applicable, the maximum number of shares that can be allocated to this compensation scheme in each financial year, the exercise price or the calculation system for the exercise price of the share options, the value of the shares taken by way of reference if applicable, and the term of duration of this compensation scheme.
6. The Company will secure civil liability insurance for its Directors.
7. In addition, Directors who are assigned executive functions will be entitled to receive compensation for the performance of those functions, which will be determined by the Board of Directors in accordance with the provisions of the compensation policy for Directors approved by the General Meeting, and which will be included in a contract to be entered into by the Director and the Company, which must contain all categories in which the Director may obtain compensation for the performance of executive functions. This contract must be approved in advance by the Board of Directors with the favorable vote of two thirds of its members, and must be attached as an annex to the minutes of the meeting. The affected Director must refrain from attendance, deliberation and participation in voting.

The contract must contain all references required by law and be consistent with the Company's compensation policy.

#### **Article 23.- Representation of Company.**

1. The management, administration and representation of the Company, judicially and extrajudicially, as regards all acts included within the corporate purpose, is the responsibility of the Board of Directors, which will act jointly, without prejudice to such delegations and powers of attorney as it may grant.
2. Authority that is non-delegable by law or in accordance with these Articles may not be delegated. Nor may such authority as the General Meeting has given to the Board without express authorisation of delegation. In any event the Board of Directors of the Company will reserve the following for its review and exclusive decision:
  - a) Determination of the general policies and strategies of the Company, in particular:
    - i. approval of the Strategic or Business Plan, as well as the annual budgets and management objectives;
    - ii. determination of investment and financing policy;
    - iii. definition of the structure of the Group of companies of which the Company is the controlling entity;
    - iv. determination of the corporate governance policy of the Company and the Group of which it is the controlling entity;
    - v. corporate social responsibility policy;

*(Free translation from the original in Spanish language)*



- vi. the policy for management and control of risks, including tax risks, and supervision of the internal information and control systems;
  - vii. definition of the dividend policy; and
  - viii. determination of the tax strategy of the Company.
- b) Approval of financial projections, as well as strategic alliances of the Company or its controlled companies, and the policy regarding treasury shares.
  - c) Supervision of effective functioning of the committees it has constituted and the actions of the delegated bodies and executives it has appointed.
  - d) Authorisation or waiver of the obligations deriving from the duty of loyalty.
  - e) Any proposed amendment of the Company's corporate purpose.
  - f) Its organisation and functioning and, in particular, approval and amendment of the Board of Directors Regulation.
  - g) Preparation of the annual accounts and their presentation to the General Meeting.
  - h) Approval of the financial information that listed companies must periodically disclose.
  - i) Making any kind of report required by law to the Board of Directors, provided that the matter covered by the report is nondelegable.
  - j) Appointment and removal of Managing Directors of the Company, delegation of authority, as well as establishment of the terms of their contracts.
  - k) Appointment and removal of the executives reporting directly to the Board or to any of its members, as well as establishment of the basic terms of their contracts, including their compensation.
  - l) Proposal of the general compensation policy, and decisions related to compensation of Directors, within the framework of the Articles and the compensation policy approved by the General Meeting.
  - m) Calling general meetings and preparing the agenda and the proposed resolutions;
  - n) Approval of investments or transactions of any kind that by reason of their high amount or special characteristics are strategic or pose a special tax risk for the Company or the investee or controlled companies in question, unless approval thereof corresponds to the General Meeting, inter alia including the assumption of financial risks or making of derivative financial commitments, including but not limited to loans, credits, guarantees or other security..
  - o) Approval of the creation or acquisition of interests in special purpose vehicles or entities resident in countries or territories considered to be tax havens, and any other transactions or operations of a comparable nature the complexity of which might impair the transparency of the Company or its Group.
  - p) Those resolutions related to mergers, splitups and any relevant decision having to do with the status of the Company as a listed company, unless approval thereof corresponds to the General Meeting.
  - q) Approval, after a report from the Audit Committee, of related party transactions, on the terms contemplated in the Board Regulation.
  - r) Annual evaluation of the functioning of the Board of Directors, the functioning of its Committees, and proposal, based on the results, of an action plan correcting detected deficiencies.
  - s) Powers the General Meeting has delegated to the Board of Directors, unless expressly authorised by it to subdelegate them.
3. Resolutions related to the matters indicated in 2.n) and 2.o) above, the amount of which is not more than ten million (10,000,000) euros, may be adopted by the Delegated Commission in cases of urgency, duly justified, and must be ratified at the first Board meeting held after adoption of the resolution.

**Article 24.- Authority of Board Positions.**

*(Free translation from the original in Spanish language)*

1. Judicial and extrajudicial representation of the Company is held by the Chairman of the Board, as is the exercise of such functions, if any, as may be delegated to the Chairman by the Board of Directors. The Chairman, with the collaboration of the Secretary, also is responsible for ensuring that the Directors have the information necessary for deliberation and the adoption of resolutions, sufficiently in advance and in appropriate format, ensuring the good order of meetings of the Board, their call and review and oversight of all corporate resolutions, whatever the body from which they originate.
2. Any substitution for the Chairman as regards the functioning of the Board of Directors in the event of temporary absence, temporary disability or express delegation by the Chairman is the responsibility of the Deputy Chairmen.
3. The Secretary is responsible for entering a record of the conduct of meetings in the minute books and certifying their content and the resolutions adopted, retaining the documentation of the Board, seeing to it that the actions of the Board are consistent with applicable regulations and in accordance with the Articles and other internal rules, assisting the Chairman of the Board as appropriate.

#### **Article 25.- Audit Committee.**

1. The Board of Directors will establish an Audit Committee. The Audit Committee will have the functions corresponding to it pursuant to applicable law, the Articles and the Company's internal Regulations, without prejudice to any other function that may be given to it by the Board of Directors.
2. The Audit Committee will be comprised of the number of Directors from time to time determined by the Board of Directors, with a minimum of three (3) and a maximum of five (5) members. All members of the Audit Committee will be non-executive Directors. They further must comply with the other requirements established by law. At least two (2) of the Audit Committee members will be independent, and at least one of them will be appointed considering his accounting and/or audit knowledge and experience.  
The members of the Committee will be appointed by the Board of Directors on proposal of the Chairman, and will leave office when they do so in respect of their status as Directors, or when so resolved by the Board of Directors.
3. The Chairman will be elected by the Board of Directors, from among the members of the Committee having the status of independent Directors, and further must satisfy the other legal requirements. The Chairman of the Committee must be replaced every four (4) years, and may be re-elected after one year elapses since he left office.
4. The Secretary of the Board of Directors and, in his absence, the Deputy Secretary, will act as Secretary of this Committee. The Secretary will issue minutes of the meetings of the Committee on the terms set by the Board of Directors.
5. The Committee will meet periodically based on need, and at least four (4) times per year, after call by its Chairman.
6. The operating rules established by the Articles of Association in respect of the Board of Directors will apply to the Audit Committee, provided that they are compatible with the nature and functions of this Committee.

#### **Article 26.- Corporate Governance Committee.**

1. The Board of Directors will establish a Corporate Governance Committee, which will have the functions corresponding to it under the Articles and the Company's internal Regulations, without prejudice to any other function that may be assigned to it by the Board of Directors.
2. The Corporate Governance Committee will be comprised of a minimum of three (3) and a maximum of five (5) non-executive Directors, to be determined by resolution of the Board of Directors on proposal of its Chairman. At least two (2) of them must be independent Directors.

*(Free translation from the original in Spanish language)*

3. The Corporate Governance Committee may require the attendance of the Company's Managing Director at its meetings.
4. The members of the Corporate Governance Committee will leave office when they leave office as directors or when so resolved by the Board of Directors.
5. The Chairman of the Committee will be elected by the Board of Directors from among those members of the Committee that are independent Directors.
6. The Secretary of the Board of Directors and, in his absence, the Assistant Secretary, will act as Secretary of this Committee. The Secretary will issue minutes of the meetings of the Committee on the terms set by the Board of Directors.
7. The operating rules established by the Articles of Association in respect of the Board of Directors will apply to the Committee, provided that they are compatible with the nature and functions of this Committee.

**Article 27.- Appointment and Remuneration Committee.**

1. The Board of Directors will establish an Appointment and Remuneration Committee, which will have the functions legally corresponding to it under applicable law, the Articles and the Company's internal Regulations, without prejudice to any other function that may be assigned to it by the Board of Directors.
2. The Appointment and Remuneration Committee will be comprised of a minimum of three (3) and a maximum of five (5) Directors. All members of the Committee will be non-executive Directors, to be determined by resolution of the Board of Directors on proposal of its Chairman. At least two (2) of the members of the Committee must be independent Directors.
3. The Appointment and Remuneration Committee may require the attendance of the Company's Managing Director at its meetings.
4. The members of the Appointment and Remuneration Committee will leave office when they leave office as directors or when so resolved by the Board of Directors.
5. The Chairman of the Committee will be elected by the Board of Directors from among those members of the Committee that are independent Directors.
6. The Secretary of the Board of Directors and, in his absence, the Assistant Secretary, will act as Secretary of this Committee. The Secretary will issue minutes of the meetings of the Committee on the terms set by the Board of Directors.
7. The operating rules established by the Articles of Association in respect of the Board of Directors will apply to the Committee, provided that they are compatible with the nature and functions of this Committee.

**Article 28.- Board Meetings.**

1. The Board will meet at least once each quarter, provided that the Chairman deems that to be appropriate or it is requested by a third of the members of the Board. In the latter two cases, the Chairman may not delay the sending of the call for more than five (5) days from the date the request is received.
2. The Board will be called by the Chairman or the person acting as such, indicating the agenda, by fax, telegram, email or certified letter addressed to each and every one of the Directors, at least seven (7) days before the day set for the meeting of the Board. In the discretion of the Chairman, and in cases of urgency, the Board may be called, indicating the matters to be dealt with, without applying the term indicated above.
3. Directors comprising at least one third of the members of the Board may call it, indicating the agenda, to be held at the location of the registered office, if the Chairman, after a request to do so, without just cause has not made the call within a term of one month.

*(Free translation from the original in Spanish language)*

4. The Directors, sufficiently in advance, must have the information necessary for deliberation and adoption of resolutions on the matters to be covered at the meeting, unless the Board of Directors meets or is called exceptionally by reason of urgency.

#### **Article 29.- Quorum for Board Meetings.**

1. The Board will be validly constituted when the majority of its members attend the meeting, in person or by proxy.
2. Directors must attend meetings personally, preferably being physically present. However, if it is impossible for a Director to attend, the Director will grant a proxy to another Director. Non-executive Directors may do so only to another non-executive Director.
3. Resolutions will be adopted by majority vote of those present. In the case of a tie the Chairman will have a casting vote.
4. The Board may delegate approval of the minutes to two (2) Directors, who may be designated at the respective meeting.

#### **Article 30.- Minute Book.**

The resolutions of the Board will be entered in a Minute Book, which will be signed by the Chairman and the secretary or those replacing them. Certifications will be issued by the Secretary with the approval of the Chairman.

#### **Article 31.- Replacements and Appointments.**

1. In the event of temporary absence, temporary disability of the Chairman, or express delegation from the Chairman, the Deputy Chairman, if any, will assume the functions of the Chairman. Otherwise they will be assumed by the Director designated by the Board. Under the same circumstances as regards the Secretary, its functions will be assumed by the Deputy Secretary, if any, and in the absence thereof, the Director designated by the Board. In the minutes prepared the replaced position will be stated, adding the word "interim", and the reason for acting on an interim basis.
2. Vacancies occurring on the Board may be filled temporarily by the persons the Board appoints by co-option, until the next General Meeting.

#### **Article 32.- Removal and Termination.**

In addition to the legal grounds for termination, Directors will leave their positions by revocation of their appointments by the General Meeting or by their own resignation.

### **OTHER ATTORNEYS IN FACT**

#### **Article 33.- Attorneys in Fact for Specific Matters.**

The Board may grant powers of attorney for specific matters to other persons, in this regard executing the corresponding deeds of power of attorney.

### **D. ANNUAL CORPORATE GOVERNANCE REPORT AND WEBSITE**

#### **Article 34.- Annual Corporate Governance Report.**

*(Free translation from the original in Spanish language)*

1. The Board of Directors, after a report from the Corporate Governance Committee, annually will approve a corporate governance annual report of the Company, covering the matters legally contemplated together with such others as it deems to be appropriate.
2. The annual corporate governance report will be approved prior to publication of the notice of call of the ordinary General Meeting of the Company for the financial year in question, and will be made available to the shareholders together with the other documentation of the General Meeting.
3. In addition, the annual corporate governance report will be publicised as required in the regulations applicable from time to time.

#### **Article 35.- Website.**

The Company will maintain a website for the information of shareholders and investors ([www.prisa.com](http://www.prisa.com)) on which the documents and information contemplated by law will be included, and at least the following:

- a) The current Articles of Association.
- b) The General Shareholders Meeting Regulation.
- c) The Board of Directors Regulation.
- d) The annual financial report and other financial reports the Company regularly publishes and disseminates.
- e) The Internal Code for conduct on the securities markets.
- f) The corporate governance reports.
- g) The documents related to Ordinary and Extraordinary General Meetings, with information regarding the agenda, proposals made by the Board of Directors, and any other relevant information that may be needed by shareholders to cast their votes, as well as any other documentation required by applicable legislation.
- h) The information regarding the conduct of General Meetings, in particular regarding attendance at the General Meeting at the time it was held, resolutions adopted stating the number of votes cast and the sense thereof for each of the proposals on the Agenda.
- i) The communications channels existing between the Company and the shareholders, in particular the pertinent explanations regarding exercise of the shareholders' information right, indicating the postal and e-mail addresses to which the shareholders may address them.
- j) The resources and procedures for granting proxies for the General Meeting.
- k) The resources and procedures for exercising remote voting, if applicable including those established to evidence attendance and voting by remote means at General Meetings.
- l) The material disclosures made to the National Securities Market Commission.

### **CHAPTER IV**

#### **THE COMPANY'S ECONOMIC AND ADMINISTRATIVE SCHEME**

#### **Article 36.- Financial Year.**

The financial year begins on the first of January and ends on 31 December.

#### **Article 37.- Annual Accounts and Statutory Auditors.**

1. The Board of Directors, within the term established by law, will prepare the Annual Accounts, the Management Report and the Proposal for Allocation of Profits and, if applicable, the consolidated Accounts and Management Report.

*(Free translation from the original in Spanish language)*

2. The Company's Annual Accounts and Management Report, as well as the consolidated Annual Accounts and Management Report, must be reviewed by the Statutory Auditors.

#### **Article 38.- Allocation of Profits.**

1. The General Meeting will decide upon the allocation of the profits for the financial year, in accordance with the approved Balance Sheet.
2. After covering the requirements established by law or the Articles, dividends may only be paid out of the profit for the financial year or unrestricted reserves, if net book value is not and will not become, as a result of the distribution, less than the company's capital.

When there are losses from previous financial years causing the value of the net assets of the Company to be less than the company's capital, the profit will be used to offset these losses.

In addition, profits may not be distributed unless the unrestricted reserves are at least equal to the amount of research and development expenses recorded under assets on the balance sheet.

In any event, an unrestricted reserve must be set aside equal to the goodwill recorded under assets in the balance sheet. For this purpose, a part of the profit representing at least five percent (5%) of the said goodwill figure will be allocated. If there are no profits, or if they are insufficient, unrestricted reserves will be used.

3. The legal reserve will be constituted in accordance with the provisions of law. Another reserve also will be constituted by subtracting at least ten percent (10%) from profits, after reduction by taxes, until establishing a fund equivalent to at least twenty percent (20%) but not more than fifty percent (50%) of paid up capital to cover such allocations as may be resolved by the General Meeting. The General Meeting in addition may establish such voluntary reserves as it deems to be appropriate.

#### **Article 39.- Distribution of Profits.**

1. If there are distributable profits, the Company is required to resolve to distribute a minimum dividend if there are non-voting shares in accordance with the provisions of law or these Articles.
2. The net profits obtained by the Company in each financial year will be distributed among the shareholders in proportion to their shares, after covering the corporate obligations, the legal, articles and voluntary reserves, if any, and the emoluments of the Board of Directors, without prejudice to the provisions of section 1 above.
3. The General Meeting will determine the time and form of payment in the resolution to distribute dividends. The Board of Directors may resolve to distribute amounts on account of dividends, with the limitations and requirements established by law.

#### **Article 40.- Prescription of Dividends.**

Dividends for a financial year not received by a shareholder within five (5) years after the date indicated for payment will prescribe in favor of the Company.

### **CHAPTER V**

#### **WINDING UP AND LIQUIDATION**

#### **Article 41.- Winding Up of Company.**

1. The winding up of the Company will occur in the cases indicated by law.

*(Free translation from the original in Spanish language)*

2. If the Company is to be wound up because the Company's assets have been reduced to an amount less than half of capital, the winding up may be avoided by way of a resolution to increase or reduce capital, in accordance with the provisions of law.

#### **Article 42.- Form of Liquidation.**

1. The General Shareholders Meeting having resolved to wind up the Company, the General Shareholders Meeting, on proposal of the Board, will open the liquidation period and appoint one or more liquidators, fixing the powers thereof. This appointment extinguishes the powers of the Board.
2. The General Meeting during the liquidation period will retain the same authority as during the normal life of the Company. In particular it will have the authority to approve accounts and the final liquidation balance sheet.

#### **Article 43.- Compensation of Liquidators.**

The General Meeting, when providing for appointment of the liquidators, will determine the fees or compensation they are to receive for their management.

#### **Article 44.- Liquidation Rules.**

1. Without prejudice to the provisions of law, on a general basis all shares (ordinary and non-voting) will be entitled to the same liquidation share, if any exists.
2. Notwithstanding the foregoing, the holders of non-voting shares will, on the terms set forth from time to time by applicable law, be entitled to receive repayment of the paid-up value, before any amount is distributed to the other shares in the event of liquidation of the Company, if the liquidation share of all shares is less than the paid-up value of the non-voting shares.
3. Otherwise the provisions of law regarding the matter will apply.

### **CHAPTER VI REMITTANCE TO LAW**

#### **Article 45.- Remittance to Law**

For all matters not contemplated in these Articles the provisions of regulations applicable from time to time will be observed and applied.

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*(Free translation from the original in Spanish language)*

## **SIX**

**Amendment of the following articles of the General Shareholders Meeting Regulation to adapt them to the new wording of Capital Companies Act given by Act 31/2014 of 3 December 2014, and to make improvements and corrections of a purely technical, formal, systematic or grammatical nature: Article 1 (The General Meeting), Article 2 (Powers of the Board), Article 3 (Kinds of Meetings), Article 4 (Call), Article 5 (Publication of Call ), Article 6 (Shareholders' Right to Information Prior to Meeting), Article 7 ( Right of Attendance), Article 8 (Proxies), Article 9 ( Public Proxy Solicitation), Article 11 (Formal Requirements and Terms for Voting by Mail or Remote Electronic Means of Communication), Article 12 (Place of Meeting), Article 13 (Security and Logistics), Article 14 (Meeting Officers, Chairman and Secretary of the General Meeting), Article 15 (Required Presence of Notary), Article 17 (Quorum), Article 18 (Conduct of General Meeting), Article 19 ( Request for Information during General Meeting), Article 20 (Voting), Article 21 ( Scheme for Adoption of Resolutions), Article 23 ( Minutes of Meeting), Article 24 ( Publicity of Resolutions ), Article 25 (Dissemination of Meeting Regulation), Article 26 (Interpretation and Amendment), Article 27 (Approval and Effectiveness). Approval, if any, as a result of the above changes, a consolidated text of the General Shareholders Meeting Regulation.**

Amendment of the following articles of the General Shareholders Meeting Regulation, to adapt them to the new wording of the Capital Companies Act given by Act 31/2014 of 3 December 2014, and to make improvements and corrections of a purely technical, formal, systematic or grammatical nature, which shall read as follows:

### **Article 1. The General Meeting.**

The General Meeting is the supreme corporate authority. Its resolutions are binding on all shareholders.

### **Article 2. Powers of the Board.**

1. The following powers in particular are reserved to the General Meeting:
  - a) Approval of the annual accounts, the consolidated annual accounts, corporate management and allocation of profits.
  - b) Determination of the number of members of the Board of Directors.
  - c) Appointment and removal of Directors, as well as ratification of the Directors appointed by the Board of Directors by way of co-option.
  - d) Appointment, re-election and removal of the Statutory Auditors, as well as the liquidators.
  - e) Amendment of the Articles of Association.
  - f) Increase and reduction of the company's capital.
  - g) Disapplication or limitation of pre-emption rights.
  - h) Issuance of bonds and, in general, securities of any kind, including preferred shares.
  - i) Transformation, merger, splitup or bulk transfer of assets and liabilities and transfer of the registered office abroad.

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- j) Acquisition, disposition or contribution to another company of essential assets, as well as transfer to subsidiaries of essential activities theretofore undertaken by the Company, even if it maintains full ownership thereof.
  - k) Authorisation to the Board of Directors to increase capital, in accordance with law, and to issue bonds of any kind, and delegation to the Board of Directors of any other powers in accordance with law and the Articles.
  - l) Approval and amendment of the General Meeting Regulation, subject to the provisions of law and the Articles.
  - m) Annual approval of the compensation of the Board of Directors, in accordance with article 22 of the Articles of Association.
  - n) Approval of the compensation policy for Directors, in accordance with the provisions of applicable legislation and the Articles.
  - o) Authorisation of compensation of Directors consisting of delivery of shares or options on shares or compensation indexed to the value of the shares.
  - p) Winding-up and liquidation of the Company, as well as transactions the effect of which is equivalent to that of liquidation of the Company.
  - q) Approval of the final liquidation balance sheet.
  - r) The exercise of any other authority given to it by law or the Articles and being advised of or deciding any other matter the Board of Directors resolves to report to or have decided by the Meeting because it is of special relevance to the interests of the company.
2. The Meeting may not give instructions to the Board of Directors or submit adoption by it of resolutions regarding management matters to authorisation of the Meeting.
  3. The Board of Directors may interpret, correct, implement and develop the resolutions adopted by the General Meeting and appoint the persons that are to execute the corresponding public or private documents

### **Article 3. Kinds of Meetings**

1. General Shareholders' Meetings may be either Ordinary or Extraordinary.
2. The Ordinary General Meeting, which will necessarily meet within the first six months of each financial year, will be the one the purpose of which is, if applicable, to approve corporate management and the accounts for the preceding financial year and to resolve on allocation of profits, and to decide regarding any other matter appearing on the agenda.
3. The other Meetings held by the Company will be considered to be Extraordinary General Meetings.

### **Article 4. Call.**

1. The General Meetings will be called by the Board of Directors, which will establish the agenda therefor.  
The Board of Directors must call the Ordinary Meeting on the terms contemplated by law, and the Extraordinary Meeting whenever it has been requested through a notary by a number of shareholders holding at least three percent (3%) of capital. Under such circumstances the Board of Directors will call the Meeting to be held within the two (2) months following the date it is requested to do so through a notary, advising of this circumstance in the notice calling it, and will prepare an agenda that necessarily will include the matters included in the request.

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2. If the Ordinary or Extraordinary General Meeting is not called within the prescribed term, as contemplated in the preceding point, it may be called by the commercial judge having jurisdiction over the registered office, on the terms contemplated by law.

#### **Article 5. Publication of Call.**

1. The General Meetings, both Ordinary and Extraordinary, must be called by the Board of Directors by notice published in at least the following media: a) the Official Commercial Registry Gazette or one of the newspapers of broad circulation in Spain, b) the website of the National Securities Market Commission and c) the Company's website.

There must be a term of at least one month between the call and the date contemplated for holding the meeting. The date, if any, when the Meeting will be held on second call will be stated in the call. In this case, between the first and second meeting there must be a term of at least twenty-four (24) hours.

2. Shareholders representing at least three percent (3%) of capital may request the publication of a supplement to the call of the ordinary General Meeting, 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. That right may in no case be exercised in respect of the call of Extraordinary General Meetings. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call. The supplement to the call must be published at least fifteen (15) days before the scheduled Meeting date.
3. Shareholders representing at least three percent (3%) of capital may, within the same term as indicated in section 2 above, present supported proposed resolutions regarding matters already included or that should be included on the agenda for the Meeting called. The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the provisions of article 6.6 of this Regulation.
4. The notice of call will state the name of the Company, the place, date and time of the meeting on first and, if applicable, on second call, the agenda for the meeting (which will include the matters to be considered), the position of the person or persons issuing the call, the date a shareholder must have shares registered in its name in order to be able to participate and vote in the General Meeting, and the other requirements imposed by law, the Articles and this Regulation.
5. The notice of call of the General Meeting will state the right of the shareholders to obtain, from the date of its publication, immediately and without charge, the documentation required by law and the Articles of Association, and the address of the Company's website on which the information will be available.  
It also will include the necessary details on the Shareholder Services Office, indicating the telephone numbers, email address, offices and hours they are open.  
In addition, the notice will contain clear and accurate information on the steps shareholders must take to participate and cast votes in the General Meeting, in particular including the matters contemplated in the applicable regulations regarding procedures for remote or proxy voting.

#### **Article 6. Shareholders' Right to Information Prior to Meeting.**

*(Free translation from the original in Spanish language)*

1. The shareholders, in writing, until the fifth (5th) day prior to the day set for the Meeting, may request information or clarifications, or pose questions regarding the matters included on the agenda and the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and regarding the auditor's report.  
Valid requests for information or clarification or questions made in writing, and the Directors' answers provided in writing, will be included on the Company's website.
2. The information requested pursuant to the provisions of this article will be provided to the one requesting it by the Board of Directors or, by its delegation, by any of its members authorised to do so, by the Chief Executive Officer, by Its Secretary or by any employee or expert in the subject matter. The information will be provided in writing, within the term up to the day the General Meeting is held, through the Shareholder Services Office.
3. Nonetheless, the information requested may be denied in the cases contemplated in article 19.3 of this Regulation.
4. The person making the request must prove his identity in the case of a written request by means of a photocopy of his National Identity Document or Passport and, in the case of legal persons, a document that sufficiently proves his representative capacity.  
In addition the person making the request must prove his status as a shareholder or provide sufficient details (number of shares, custodian, etc.) to allow verification by the Company.
5. If the right to information is exercised by way of electronic correspondence or other online means of communication, a procedure similar to the one contemplated in article 11.2 of this Regulation will be used and the identity of the shareholder will be shown subject to the same requirements as established in the aforesaid article 11.2.
6. From the date of publication of the notice of call until the General Meeting is held, the following will be included on the Company's website, without interruption, in addition to any other required documentation:
  - a) The notice of call.
  - b) The total number of shares and voting rights on the date of the call, broken down by classes of shares, if any.
  - c) The documents that must be presented to the General Meeting, in particular the reports of administrators, statutory auditors and independent experts.
  - d) The complete texts of the proposed resolutions regarding each and every one of the points on the agenda or, as regards those points that are of a merely informative nature, a report of the competent bodies, commenting on each of those points. To the extent they have been received, proposed resolutions presented by shareholders also will be included.
  - e) In the event of appointment, ratification or re-election of members of the Board of Directors, the identity, résumé and category to which each of them belongs, as well as the required proposals and reports of the Appointment and Remuneration Committee. In the case of a legal person, the information must include information on the individual that is to be appointed for permanent exercise of the functions inherent in the position.
  - f) The forms that must be used for proxy and remote voting.

The documentation contemplated in a), c), d) and e) above also will be communicated to the National Securities Market Commission.

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The publication of the proposed resolutions will not exclude their modification prior to the General Meeting, if legally possible.

7. Upon call of the General Meeting, to the extent provided by applicable legislation, and on the terms upon which the legislation is technically and legally developed, on the Company's website there will be an Electronic Shareholder Forum, which may be accessed with the due guarantees by both individual shareholders and such voluntary associations as may be established, in order to facilitate their communication prior to the holding of General Meetings. Any supplementary proposals to the agenda announced in the notice of the general meeting may be posted on the Forum, together with requests for support for such proposals, initiatives to reach the percentage required to exercise statutory non-controlling shareholder rights and any offers or requests to act as a voluntary proxy. The Board of Directors of the Company will set the rules that from time to time will govern the functioning of the Forum established for the General Meeting, which will be publicised on the website.

#### **Article 7. Right of Attendance.**

1. Those holding at least sixty (60) shares may attend General Shareholders Meetings, provided that, five (5) days prior to the day the meeting is to be held, they are registered in the corresponding books and remain so until the meeting is held.  
The holders of a smaller number of shares may group together to reach sixty (60) shares, appointing their representative.
2. To exercise the right of attendance, a shareholder must be previously authorised by way of the corresponding attendance card issued by any of the affiliated participants in Iberclear, or in any other manner permitted by applicable legislation.
3. The Board of Directors will attend the Meeting, and the Officers, Managers and Technicians of the Company and the companies in which it holds interests may attend, as may any other person whose attendance is authorised by the Chairman of the Meeting, without prejudice to the right of the Meeting to revoke that authorisation.  
Nonetheless the attendance of the Board of Directors will not be required for the establishment of a quorum for the Meeting.
4. For purposes of showing the identity of the shareholders, or those validly representing them, at the entry to the premises where the General Meeting is held the National Identity Document or any other generally-accepted official document may be requested, together with presentation of the attendance card.  
Legal persons will act through those legally representing them, , which representation must be evidenced.

#### **Article 8. Proxies**

1. A shareholder may grant a proxy to another person. The proxy will be specific to the Meeting in question. A proxy will 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.  
The document evidencing the proxy must contain or attach the agenda.

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2. 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 contemplated in the first section of this article. However, the representative must attach the attendance card issued by the custodian participants in Iberclear in favour of the represented shareholder.
3. 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 Meeting.
4. If the represented shareholder has not given voting instructions, it will be understood that the representative may vote in the sense it deems to be most appropriate to the interests of the shareholder.
5. If the appointed representative is in a conflict of interests in voting on any of the proposals that, whether or not on the Agenda, are submitted for approval of the General Meeting, and the represented shareholder has not given precise voting instructions, the representative must refrain from voting on the matters that, having a conflict of interest, it is to vote on on behalf of the shareholder.

Without prejudice to the foregoing, if the designated representative is the Chairman of the Board or any member of the Board of Directors, is in a conflict of interests and has not received precise voting instructions, it will be replaced as representative by the Secretary of the Board of Directors.

If the Secretary also is in a conflict of interests, it must refrain from voting on the matters that, having a conflict of interest, it is to vote on on behalf of the shareholder.
6. A proxy granted to one who by law cannot act as such will not be valid or effective.
7. A proxy also may be granted by remote electronic means of communication. For this purpose the procedure contemplated in article 11.2 of this Regulation will be used, to the extent not incompatible with the nature of a proxy. The identity of the shareholder will be shown subject to the same requirements as established in the aforesaid article 11.2, with the term established in article 11.3 of this Regulation also being applicable to valid receipt of the proxy. For identification of the representative appointed by the shareholder, the identifying information required for such purposes must be entered in the electronic form.
8. Proxies are always revocable, and considered to be revoked by casting a remote vote or personal attendance at the Meeting by the represented shareholder.
9. The representative may represent more than one shareholder, with no limit regarding the number of shareholders represented. When a representative represents multiple shareholders, it may cast conflicting votes based on the instructions given by each shareholder.
10. In any event, the number of represented shares will be used in the calculation of a quorum for the Meeting.
11. The Board of Directors is authorised to develop the foregoing provisions, establishing the rules, resources and procedures appropriate to the state of the art to implement voting and grant of proxies using electronic means, if applicable in compliance with the rules issued in this regard and the Articles of Association.

*(Free translation from the original in Spanish language)*

In particular, the Board of Directors may (i) regulate the use of guarantees of electronic signatures for the grant of proxies by electronic correspondence and (ii) reduce the advance term established above for receipt by the Company of proxies granted by mail or email.

12. The Chairman and the Secretary of the General Meeting will have the broadest authority to accept the validity of the document or form of evidencing representation.
13. Also, entities having status as shareholders, by virtue of the share registry records, that act on behalf of multiple persons may, in any event, divide votes and exercise them in different senses, in compliance with differing voting instructions, if they have received them.

The intermediary entities referred to in the preceding paragraph may grant proxies to each of the indirect holders or the third parties designated by them, with no limitation on the number of proxies granted.

#### **Article 9. Public Proxy Solicitation**

1. A public proxy solicitation in all cases must be made in accordance with the rules in effect from time to time.
2. In addition to complying with the duties provided for that purpose by law, if a proxy is granted in response to a public solicitation and the represented shareholder has not given voting instructions, it will be understood that the proxy (i) refers to all points on the Agenda for the General Meeting, (ii) requires a favourable vote on all resolutions proposed by the Board of Directors and (iii) also extends to such matters as may arise apart from the agenda, in respect of which the representative will vote in the sense it deems to be most appropriate to the interests of the shareholder. If the Director is in a conflict of interests in voting on any of the proposals, whether or not on the Agenda, the provisions of article 8.5 of this Regulation will apply.

In any event, a Director will be deemed to have a conflict of interests in respect of the following decisions:

- His appointment, re-election or ratification as a Director.
- His removal, withdrawal or dismissal as a Director.
- Exercise of the corporate action for liability against the Director.
- Approval or ratification, when applicable, of transactions of the Company with the Director in question, companies controlled thereby or persons representing or acting on behalf thereof.

#### **Article 11. Formal Requirements and Terms for Voting by Mail or Remote Electronic Means of Communication.**

1. Voting by mail:
  - a) To cast votes by mail shareholders must complete and sign a standard form to be provided by the Company for these purposes, which will include the information necessary to evidence status as a shareholder, the signature of the shareholder being required to be attested by a notary or acknowledged by a custodian participating in Iberclear or shown by other means considered to be sufficient by the Board of Directors. 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.

*(Free translation from the original in Spanish language)*

- b) The form will be available on the Company's website from the date of publication of the notice of call of the General Meeting. Also, shareholders so wishing may, from the date of publication of the notice of call of the General Meeting, through the Shareholder Services Office, request that the aforesaid form be sent by mail.
  - c) The shareholder must send the duly completed form to the Company, for processing and computation.
2. Voting by way of remote electronic means of communication:
- a) To cast a vote by remote electronic means of communication, shareholders must complete a standard form to be provided by the Company for these purposes, which will include the information necessary to evidence status as a shareholder.
  - b) The form will be available on the Company's website from the date of publication of the notice of call of the General Meeting.
  - c) The shareholder must send the duly completed form to the Company, for processing and computation, by way of an electronic document that must include a recognised electronic signature, used by the shareholder, or another kind of electronic signature that the Board of Directors, based on the state of the art and the legal rules applicable from time to time, has declared to be sufficient by prior resolution adopted for that purpose, because it has adequate guarantees of authenticity and identification of the shareholder exercising its voting right.
3. A vote cast by any of the means contemplated in preceding sections 11.1 and 11.2 must be in the possession of the Company, at its headquarters, at least twenty-four (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. The Board of Directors in the call of each General Meeting may specify a shorter advance term.
4. It is the shareholder that must, if applicable, show that the vote was received by the Company within the indicated term and it complied with all requirements established for that purpose.
5. The casting by a shareholder of a remote vote will result in prior proxies issued by the shareholder being deemed to be revoked, and those granted subsequently being taken as not having been granted. A vote cast remotely will be of no effect if the shares the ownership of which gave the transferor voting rights are transferred, when that resulted in the appropriate registration in the accounting book entry record, at least five (5) days in advance of the holding of the Meeting, if the new holder of the shares exercises its voting right.
6. The Board of Directors is authorised to develop the foregoing provisions, establishing the rules, resources and procedures appropriate to the state of the art to implement voting and grant of proxies using electronic means, if applicable in compliance with the rules issued in this regard and the Articles of Association. In particular, the Board of Directors may (i) regulate the use of alternative guarantees of electronic signatures for the casting of electronic votes and (ii) reduce the advance term established above for receipt by the Company of votes cast by mail or email.
7. In any event, the Board of Directors will adopt the measures necessary to avoid possible duplication and ensure that one voting or granting a proxy by mail or electronically is duly authorised to do so in accordance with the provisions of the Articles of Association and this Regulation.
8. The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.

*(Free translation from the original in Spanish language)*

## **Article 12. Place of Meeting.**

1. General Meetings will be held in the location where the Company has its registered office, or the place resolved by the Board of Directors as provided in the Articles of Association, in the place and on the date indicated in the call. Sessions of the General Meeting may be postponed for one or more consecutive days on proposal of the General Meeting Officers, or on request of a number of shareholders representing at least one fourth of capital, present at the Meeting.
2. By way of exception, if anything occurs that substantially changes the proper order of the General Meeting, or there are other extraordinary circumstances preventing normal conduct thereof, the Chairman of the Board may order suspension thereof for such time as may be necessary to re-establish conditions permitting its continuation. If such circumstances persist the Meeting Officers will propose postponement of the General Meeting to the following day, as contemplated in the preceding paragraph.

## **Article 13. Security and Logistics.**

1. To ensure security and order in the conduct of the General Meeting, surveillance and protection measures will be established, including systems for control of access and the measures required to guarantee security, good order and conduct of the meeting.
2. There may be provisions for direct retransmission of the Meeting, audio-visual recording thereof, presence of the media and, in general, such measures as may contribute to publicity of the General Meeting.

## **Article 14. Meeting Officers, Chairman and Secretary of the General Meeting.**

1. The General Meeting Officers will be the Chairman and the Secretary of the General Meeting, as well as any members of the Board of Directors who may be in attendance.
2. The General Meeting will be chaired by the person, if any, determined by the Board of Directors. In the absence of a specific decision by the Board, the Meeting will be chaired by the Chairman of the Board of Directors. In his absence, if any, it will be chaired by the Deputy Chairman, and in the absence of both, by the attending Director with greatest seniority in the position and, in the absence of all of them, by the shareholder in each case chosen by the shareholders attending the meeting.
3. The Secretary of the Board of Directors of the Company or, in his absence, if any, the Deputy Secretary of the Board of Directors and, in his absence, the person chosen by the shareholders attending the Meeting will act as Secretary of the General Meeting.
4. It is the duty of the Chairman to open the meeting when a quorum is present; direct the discussion and establish the order of speakers; terminate discussions when a matter is deemed to have been sufficiently discussed; set time limits for speeches and, optionally, bring the debate to an end in respect of the resolution in question; set the order of voting; decide any questions that may be raised about the agenda; and, in general, exercise the powers vested in the office of Chairman to ensure that the meeting is conducted in an orderly manner, where necessary interpreting the provisions of this Regulation, with the assistance of the Secretary.

## **Article 15. Required Presence of Notary**

*(Free translation from the original in Spanish language)*



1. The Board of Directors may require the presence of a notary to prepare the Minutes of the Meeting, and will be required to do so if, five (5) days in advance of the date set for holding the General Meeting shareholders representing at least one percent (1%) of capital so request.
2. When the Meeting is held without having required the presence of a notary, references made thereto in this Regulation will be understood to be made to the Secretary of the Board.

#### **Article 16. List of Attendees**

1. At least a half-hour in advance of the time set in the call of the General Meeting, unless otherwise indicated in that notice, the shareholders and representatives will be given access to the facilities at the indicated place, in order for the Meeting organisation services to verify the attendance cards and proxies and, if applicable, the documents evidencing them.
2. Shareholders or their representatives who arrive late, once the doors have been closed, may enter the hall if the Company so decides, but under no circumstances may they be included in the attendance list nor may they vote.
3. The list of attendees will be prepared before commencing deliberation of matters on the agenda.
4. The Secretary of the General Meeting is responsible for preparing the list of attendees, subject to the judgment of the Chairman regarding recognition and admission of the shareholders to the General Meeting, as well as regarding admission of the votes cast by mail and electronic means and the representation of shareholders. For preparation of the list, the Secretary of the Board will have the assistance of the organisation services of the Company.
5. The list of attendees will be made available to the shareholders so requesting at the beginning of the General Meeting.
6. The list of those attending will be attached to the minutes of the General Meeting, as an annex signed by the Secretary with the approval of the Chairman.
7. The list of those attending may also be prepared as a file or placed on computer media. In these cases, the media used will be stated in the minutes, and the sealed cover of the file or media will bear the relevant identification note signed by the Secretary with the approval of the Chairman.

#### **Article 17. Quorum**

1. The quorum, on first call, for both Ordinary and Extraordinary General Meetings will be the presence in person or by proxy of shareholders holding at least twenty-five percent (25%) of the subscribed voting capital. On second call, the Meeting will be validly constituted whatever the percentage of capital in attendance.
2. The quorum, on first call, for resolutions of the Ordinary or Extraordinary General Meeting authorising the issue of bonds, increase or reduction of capital, transformation, merger, splitup or bulk assignment of assets and liabilities, transfer of domicile abroad, disapplication or limitation of pre-emption rights for new shares and, in general, any amendment of the Articles of Association, will be the presence in person or by proxy of shareholders owning at least fifty percent (50%) of the subscribed voting capital.

*(Free translation from the original in Spanish language)*

On second call, the presence of twenty-five percent (25%) of the said capital will be sufficient.

3. If the required capital is not in attendance on first call, the Meeting will be held on second call.
4. Shareholders who cast remote votes will be treated for purposes of constitution of a quorum for the General Meeting as being present, this Regulation being applicable as regards the requirements and guarantees imposed for their validity.
5. For purposes of determining the quorum for the General Meeting as provided by law, treasury shares of the Company will be included within capital for purposes of calculating the amounts necessary for establishment of a quorum and adoption of resolutions, although the exercise of voting rights and other political rights incorporated in the treasury shares of the Company will be in suspense.
6. Before considering the agenda, the Secretary will report the number of shareholders in attendance, both in person and by proxy, the number of shares, the nominal amount of capital and the percentage thereof present in person and by proxy.
7. This information having been publicly disclosed, the Chairman will declare the General Shareholders Meeting to have been duly and validly constituted, on first or second call, as applicable.
8. Shareholders present may state to the notary, for due reflection in the minutes of the Meeting, any reservation or protest they may have regarding the quorum for the Meeting or the general details of the list of attendees that have been read in public.

#### **Article 18. Conduct of General Meeting**

1. After such reports and communications to the Meeting as the Chair deems to be appropriate, presentations of shareholders regarding matters on the agenda will begin.
2. Shareholders wishing to speak at the Meeting will identify themselves to the notary or, at the direction of the notary, to the personnel assisting the notary, stating their names, the number of shares they hold and those they represent and the points of the agenda in respect of which they will speak. If they intend to request that their presentation be reflected literally in the minutes of the Meeting, they must deliver it in writing, at that time, to the notary, so that the notary will be in a position to check the shareholder's presentation against the written version when the presentation is made.
3. Once the Chairman or Secretary has the list of shareholders wishing to participate, and before the voting on the matters on the agenda, the presentations of shareholders will begin, with the shareholders appearing in the order in which they are called.
4. Considering the number of such requests and other circumstances, the Chairman will decide how much time to allocate to each speaker, each speaker being given the same amount of time.

The Chairman has the right to allow shareholders to speak beyond their allotted time or cut their presentations short; to take such measures or decisions as may be necessary in order to maintain or re-establish order at the General Meeting when participants flout the rules or abuse their rights; and, for the benefit of the General Meeting as a whole, even to ask unruly members to leave the premises and, if necessary, take the necessary steps to ensure that they do so.

#### **Article 19. Request for Information during General Meeting**

*(Free translation from the original in Spanish language)*

1. When it is their turn to speak, shareholders may verbally request such information or clarifications as they deem to be appropriate regarding the matters on the agenda as well as on the information available to the public that has been provided by the company to the National Securities Market Commission since the last General Meeting, and on the auditor's report.
2. The administrators will be required to provide the requested information, unless it is not available at the Meeting, in which case the administrators will be required to provide the information in writing within the seven (7) days following the end of the Meeting, without prejudice to the provisions of the following section.
3. Information need not be delivered when it is not necessary for the protection of the rights of the shareholder, or there are objective reasons to believe that it could be used other than for corporate purposes, or its disclosure would harm the Company or related companies. The request for information may not be refused for this reason if it is supported by shareholders representing at least twenty-five per cent (25%) of capital.

Also, when, prior to the request, the information requested is available in a clear, express and direct manner to all shareholders on the Company's website in question and answer format, the administrators may limit their answer to remitting to the information provided in that format.

4. The information or clarification requested of members of the Board will be provided by the Chairman, by the Chief Executive Officer, by the Secretary or, on direction of the Chairman, by a Director, by the Chairman of the Audit Committee or by any employee or expert in the subject matter.
5. The Chairman will decide the order of responses to shareholders and whether they will be given after each presentation, or collectively after the last of the presentations. Shareholders have no right of reply, unless the Chairman grants it based on the importance of the matter.

## **Article 20. Voting**

1. Once all shareholder questions and comments have concluded and answers have been provided as contemplated in this Regulation, the shareholders will vote on the resolutions proposed on the matters on the agenda, and such others as are not required by law to be included thereon.
2. The reading of proposed resolutions by the Secretary of the Meeting may be dispensed with, resumed or provided in extracted form, in the discretion of the Chairman, absent express opposition of shareholders representing at least one percent (1%) of capital.
3. Full reading of proposals will however be necessary if the text thereof has not been made available to shareholders at least fifteen days before the date set for holding the Meeting, on the terms set forth in this Regulation.
4. If any of the proposals made available or provided to the shareholders was modified by the Board of Directors, the aforesaid modification must be read before voting on the proposal.
5. Those matters that are substantially independent of each other must be voted on separately. In any event, the following must be voted on separately:
  - a) the appointment, ratification, re-election or separation of each Director, and
  - b) when amending the Articles of Association, each section or group of articles that are independent of the others.

*(Free translation from the original in Spanish language)*

6. The voting on proposals will be made, as regards votes cast at the Meeting, in accordance with the following procedure:
  - a) When dealing with resolutions proposed by the Board of Directors, regarding matters included on the agenda:
    - (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus affirmative votes cast remotely will be treated as votes in favour of the proposal.
    - (ii) the votes corresponding to shares the holders of or representatives for which state that they vote against, by communication or statement of their vote to the notary at the Meeting, for reflection in the minutes, as well as negative votes cast remotely will be treated as votes against the proposal.
  - b) When dealing with resolutions proposed other than by the Board of Directors, on matters included on the agenda:
    - (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus negative votes cast remotely will be treated as votes against the proposal.
    - (ii) the votes corresponding to shares the holders of or proxies for which state that they vote in favour, by communication or statement of their vote to the notary at the Meeting, for reflection in the minutes, plus affirmative votes cast remotely will be treated as votes in favour of the proposal.
  - c) In the case of proposed resolutions regarding matters not included on the agenda, the same scheme as established in b) above (excluding the reference to votes cast remotely) will be used.
7. Blank votes and abstentions also must be communicated to the notary for reflection in the minutes.
8. However, by decision of the Meeting Officers, other voting schemes may be established for the adoption of resolutions that allow evidencing the sense of votes and reflection of the results of voting in the minutes.
9. In any event, the proposed resolutions prepared by the Board of Directors will be voted on first. Once a proposed resolution is approved, the others in respect of to the same matter will fail, without, therefore, proceeding to vote on them.
10. Division of votes will be permitted so that entities having status as shareholders, by virtue of the share registry records, that act on behalf of multiple persons may, in any event, cast votes in different senses, in compliance with differing voting instructions, if they have received them. In particular, division of votes will be permitted by a custodian of shares issued by the Company within the framework of a programme of American Depositary Shares (ADS) represented by American Depositary Receipts (ADRs).

## **Article 21. Scheme for Adoption of Resolutions**

1. The General Meeting, whether ordinary or extraordinary, will adopt its resolutions with the majorities of votes present in person or by proxy as required by the Articles of Association or by law. Each share with a right to vote, present in person or by proxy at the General Meeting, gives the right to one vote.

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2. Corporate resolutions will be adopted by simple majority of the votes of shareholders present at the Meeting in person or by proxy, a resolution being understood to have been adopted when it obtains more favourable than unfavourable votes.
3. Without prejudice to the provisions of law, the favourable vote of the absolute majority of the voting shares present in person or by proxy at the General Meeting of shareholders will be required if the capital present in person or by proxy is more than fifty percent (50%), or the favourable vote of two thirds of the capital present in person or by proxy at the Meeting when, on second call, shareholders are present that represent twenty-five percent (25%) or more of the subscribed voting capital without reaching fifty percent (50%), for approval of the following matters:
  - a. Articles amendments, including increase or reduction of capital, unless the law otherwise provides.
  - b. Issuance of bonds.
  - c. Transformation, merger or splitup in any of their forms, as well as bulk assignment of assets and liabilities and transfer of the Company's registered office abroad.
  - d. Disapplication or limitation of pre-emption rights for new shares.

#### **Article 23. Minutes of Meeting**

1. If the Board of Directors has appointed a notary to prepare the minutes of the meeting, the notarial minutes will be considered to be an act of the Board, and its approval thereof will not be necessary.
2. Otherwise the Secretary of the Meeting will prepare minutes of the meeting, which will be entered in the Minute Book, and may be approved by the Meeting at the end thereof or, if not, within the term of fifteen (15) days, by the Chairman of the Meeting and two (2) participants, proposed by the Meeting Officers, one representing the majority and the other the minority. The minutes will be signed by the Secretary with the approval of the Chairman.

#### **Article 24. Publicity of Resolutions**

Without prejudice to registration of registrable resolutions in the Commercial Registry and such legal provisions regarding publicity of corporate resolutions as may be applicable, on the same day as the holding of the Meeting or the immediately following business day the Company will send the text of the approved resolutions to the National Securities Market Commission, by way of the corresponding material disclosure. The full text of the resolutions and results of votes will be published on the Company's website within the five (5) days following the end of the Meeting.

#### **Article 25. Dissemination of Meeting Regulation**

The Board of Directors will adopt the measures necessary to ensure dissemination of this Regulation among the shareholders, by communicating it to the National Securities

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Market Commission, registering it in the Commercial Registry and publishing it on the Company's website.

## **Article 26. Interpretation and Amendment**

1. This Regulation completes and develops the provisions of the Articles of Association regarding the General Meeting. It therefore must be interpreted by the Board of Directors consistently with the Articles and the applicable legal provisions. Such doubts as may arise during the holding of the General Meeting regarding interpretation of this Regulation will be resolved by the Chairman of the Meeting with the assistance of the Secretary of the Meeting.
2. Any amendment of this Regulation must be approved by the General Meeting, meeting with the quorum under article 17.1 above, with the required report of the administrators or shareholders making the amendment proposal, explaining it.

## **Article 27. Approval and Effectiveness**

This Regulation will apply once it is approved by the General Shareholders Meeting of the Company, communicated to the National Securities Market Commission and registered in the Commercial Registry.

The effectiveness of these amendments is conditional upon the approval of the amendments to the Bylaws proposed in item five on the agenda of this General Meeting and their registration in the Companies Register.

To approve the following consolidated text of the Regulation of the General Meeting of Shareholders, solely for the purposes of including the articles that have been amended in this resolution and ensuring that all the provisions of the Regulation of the General Meeting of Shareholders are incorporated into a single public document:

### **GENERAL MEETING REGULATION OF PROMOTORA DE INFORMACIONES, S.A. (PRISA)**

#### **Article 1. The General Meeting.**

The General Meeting is the supreme corporate authority. Its resolutions are binding on all shareholders.

#### **Article 2. Powers of the Board.**

1. The following powers in particular are reserved to the General Meeting:
  - a) Approval of the annual accounts, the consolidated annual accounts, corporate management and allocation of profits.
  - b) Determination of the number of members of the Board of Directors.
  - c) Appointment and removal of Directors, as well as ratification of the Directors appointed by the Board of Directors by way of co-option.
  - d) Appointment, re-election and removal of the Statutory Auditors, as well as the liquidators.

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- e) Amendment of the Articles of Association.
  - f) Increase and reduction of the company's capital.
  - g) Disapplication or limitation of pre-emption rights.
  - h) Issuance of bonds and, in general, securities of any kind, including preferred shares.
  - i) Transformation, merger, splitup or bulk transfer of assets and liabilities and transfer of the registered office abroad.
  - j) Acquisition, disposition or contribution to another company of essential assets, as well as transfer to subsidiaries of essential activities theretofore undertaken by the Company, even if it maintains full ownership thereof.
  - k) Authorisation to the Board of Directors to increase capital, in accordance with law, and to issue bonds of any kind, and delegation to the Board of Directors of any other powers in accordance with law and the Articles.
  - l) Approval and amendment of the General Meeting Regulation, subject to the provisions of law and the Articles.
  - m) Annual approval of the compensation of the Board of Directors, in accordance with article 22 of the Articles of Association.
  - n) Approval of the compensation policy for Directors, in accordance with the provisions of applicable legislation and the Articles.
  - o) Authorisation of compensation of Directors consisting of delivery of shares or options on shares or compensation indexed to the value of the shares.
  - p) Winding-up and liquidation of the Company, as well as transactions the effect of which is equivalent to that of liquidation of the Company.
  - q) Approval of the final liquidation balance sheet.
  - r) The exercise of any other authority given to it by law or the Articles and being advised of or deciding any other matter the Board of Directors resolves to report to or have decided by the Meeting because it is of special relevance to the interests of the company.
2. The Meeting may not give instructions to the Board of Directors or submit adoption by it of resolutions regarding management matters to authorisation of the Meeting.
3. The Board of Directors may interpret, correct, implement and develop the resolutions adopted by the General Meeting and appoint the persons that are to execute the corresponding public or private documents

### **Article 3. Kinds of Meetings**

1. General Shareholders' Meetings may be either Ordinary or Extraordinary.
2. The Ordinary General Meeting, which will necessarily meet within the first six months of each financial year, will be the one the purpose of which is, if applicable, to approve corporate management and the accounts for the preceding financial year and to resolve on allocation of profits, and to decide regarding any other matter appearing on the agenda.
3. The other Meetings held by the Company will be considered to be Extraordinary General Meetings.

### **Article 4. Call.**

1. The General Meetings will be called by the Board of Directors, which will establish the agenda therefor.

The Board of Directors must call the Ordinary Meeting on the terms contemplated by law, and the Extraordinary Meeting whenever it has been requested through a notary by a number of shareholders holding at least three percent (3%) of capital. Under such circumstances the Board of Directors will call the Meeting to be held within the two (2) months following the date it is

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requested to do so through a notary, advising of this circumstance in the notice calling it, and will prepare an agenda that necessarily will include the matters included in the request.

2. If the Ordinary or Extraordinary General Meeting is not called within the prescribed term, as contemplated in the preceding point, it may be called by the commercial judge having jurisdiction over the registered office, on the terms contemplated by law.

#### **Article 5. Publication of Call.**

1. The General Meetings, both Ordinary and Extraordinary, must be called by the Board of Directors by notice published in at least the following media: a) the Official Commercial Registry Gazette or one of the newspapers of broad circulation in Spain, b) the website of the National Securities Market Commission and c) the Company's website.

There must be a term of at least one month between the call and the date contemplated for holding the meeting. The date, if any, when the Meeting will be held on second call will be stated in the call. In this case, between the first and second meeting there must be a term of at least twenty-four (24) hours.

2. Shareholders representing at least three percent (3%) of capital may request the publication of a supplement to the call of the ordinary General Meeting, 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. That right may in no case be exercised in respect of the call of Extraordinary General Meetings. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call. The supplement to the call must be published at least fifteen (15) days before the scheduled Meeting date.

3. Shareholders representing at least three percent (3%) of capital may, within the same term as indicated in section 2 above, present supported proposed resolutions regarding matters already included or that should be included on the agenda for the Meeting called. The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the provisions of article 6.6 of this Regulation.

4. The notice of call will state the name of the Company, the place, date and time of the meeting on first and, if applicable, on second call, the agenda for the meeting (which will include the matters to be considered), the position of the person or persons issuing the call, the date a shareholder must have shares registered in its name in order to be able to participate and vote in the General Meeting, and the other requirements imposed by law, the Articles and this Regulation.

5. The notice of call of the General Meeting will state the right of the shareholders to obtain, from the date of its publication, immediately and without charge, the documentation required by law and the Articles of Association, and the address of the Company's website on which the information will be available.

It also will include the necessary details on the Shareholder Services Office, indicating the telephone numbers, email address, offices and hours they are open.

In addition, the notice will contain clear and accurate information on the steps shareholders must take to participate and cast votes in the General Meeting, in particular including the matters contemplated in the applicable regulations regarding procedures for remote or proxy voting.

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## **Article 6. Shareholders' Right to Information Prior to Meeting.**

1. The shareholders, in writing, until the fifth (5th) day prior to the day set for the Meeting, may request information or clarifications, or pose questions regarding the matters included on the agenda and the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and regarding the auditor's report.

Valid requests for information or clarification or questions made in writing, and the Directors' answers provided in writing, will be included on the Company's website.

2. The information requested pursuant to the provisions of this article will be provided to the one requesting it by the Board of Directors or, by its delegation, by any of its members authorised to do so, by the Chief Executive Officer, by Its Secretary or by any employee or expert in the subject matter. The information will be provided in writing, within the term up to the day the General Meeting is held, through the Shareholder Services Office.

3. Nonetheless, the information requested may be denied in the cases contemplated in article 19.3 of this Regulation.

4. The person making the request must prove his identity in the case of a written request by means of a photocopy of his National Identity Document or Passport and, in the case of legal persons, a document that sufficiently proves his representative capacity.

In addition the person making the request must prove his status as a shareholder or provide sufficient details (number of shares, custodian, etc.) to allow verification by the Company.

5. If the right to information is exercised by way of electronic correspondence or other online means of communication, a procedure similar to the one contemplated in article 11.2 of this Regulation will be used and the identity of the shareholder will be shown subject to the same requirements as established in the aforesaid article 11.2.

6. From the date of publication of the notice of call until the General Meeting is held, the following will be included on the Company's website, without interruption, in addition to any other required documentation:

- a) The notice of call.
- b) The total number of shares and voting rights on the date of the call, broken down by classes of shares, if any.
- c) The documents that must be presented to the General Meeting, in particular the reports of administrators, statutory auditors and independent experts.
- d) The complete texts of the proposed resolutions regarding each and every one of the points on the agenda or, as regards those points that are of a merely informative nature, a report of the competent bodies, commenting on each of those points. To the extent they have been received, proposed resolutions presented by shareholders also will be included.
- e) In the event of appointment, ratification or re-election of members of the Board of Directors, the identity, résumé and category to which each of them belongs, as well as the required proposals and reports of the Appointment and Remuneration Committee. In the case of

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a legal person, the information must include information on the individual that is to be appointed for permanent exercise of the functions inherent in the position.

f) The forms that must be used for proxy and remote voting.

The documentation contemplated in a), c), d) and e) above also will be communicated to the National Securities Market Commission.

The publication of the proposed resolutions will not exclude their modification prior to the General Meeting, if legally possible.

7. Upon call of the General Meeting, to the extent provided by applicable legislation, and on the terms upon which the legislation is technically and legally developed, on the Company's website there will be an Electronic Shareholder Forum, which may be accessed with the due guarantees by both individual shareholders and such voluntary associations as may be established, in order to facilitate their communication prior to the holding of General Meetings. Any supplementary proposals to the agenda announced in the notice of the general meeting may be posted on the Forum, together with requests for support for such proposals, initiatives to reach the percentage required to exercise statutory non-controlling shareholder rights and any offers or requests to act as a voluntary proxy. The Board of Directors of the Company will set the rules that from time to time will govern the functioning of the Forum established for the General Meeting, which will be publicised on the website.

#### **Article 7. Right of Attendance.**

1. Those holding at least sixty (60) shares may attend General Shareholders Meetings, provided that, five (5) days prior to the day the meeting is to be held, they are registered in the corresponding books and remain so until the meeting is held.

The holders of a smaller number of shares may group together to reach sixty (60) shares, appointing their representative.

2. To exercise the right of attendance, a shareholder must be previously authorised by way of the corresponding attendance card issued by any of the affiliated participants in Iberclear, or in any other manner permitted by applicable legislation.

3. The Board of Directors will attend the Meeting, and the Officers, Managers and Technicians of the Company and the companies in which it holds interests may attend, as may any other person whose attendance is authorised by the Chairman of the Meeting, without prejudice to the right of the Meeting to revoke that authorisation.

Nonetheless the attendance of the Board of Directors will not be required for the establishment of a quorum for the Meeting.

4. For purposes of showing the identity of the shareholders, or those validly representing them, at the entry to the premises where the General Meeting is held the National Identity Document or any other generally-accepted official document may be requested, together with presentation of the attendance card.

Legal persons will act through those legally representing them, , which representation must be evidenced.

#### **Article 8. Proxies**

*(Free translation from the original in Spanish language)*

1. A shareholder may grant a proxy to another person. The proxy will be specific to the Meeting in question. A proxy will 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.

The document evidencing the proxy must contain or attach the agenda.

2. 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 contemplated in the first section of this article. However, the representative must attach the attendance card issued by the custodian participants in Iberclear in favour of the represented shareholder.

3. 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 Meeting.

4. If the represented shareholder has not given voting instructions, it will be understood that the representative may vote in the sense it deems to be most appropriate to the interests of the shareholder.

5. If the appointed representative is in a conflict of interests in voting on any of the proposals that, whether or not on the Agenda, are submitted for approval of the General Meeting, and the represented shareholder has not given precise voting instructions, the representative must refrain from voting on the matters that, having a conflict of interest, it is to vote on on behalf of the shareholder.

Without prejudice to the foregoing, if the designated representative is the Chairman of the Board or any member of the Board of Directors, is in a conflict of interests and has not received precise voting instructions, it will be replaced as representative by the Secretary of the Board of Directors.

If the Secretary also is in a conflict of interests, it must refrain from voting on the matters that, having a conflict of interest, it is to vote on on behalf of the shareholder.

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

7. A proxy also may be granted by remote electronic means of communication. For this purpose the procedure contemplated in article 11.2 of this Regulation will be used, to the extent not incompatible with the nature of a proxy. The identity of the shareholder will be shown subject to the same requirements as established in the aforesaid article 11.2, with the term established in article 11.3 of this Regulation also being applicable to valid receipt of the proxy. For identification of the representative appointed by the shareholder, the identifying information required for such purposes must be entered in the electronic form.

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

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9. The representative may represent more than one shareholder, with no limit regarding the number of shareholders represented. When a representative represents multiple shareholders, it may cast conflicting votes based on the instructions given by each shareholder.

10. In any event, the number of represented shares will be used in the calculation of a quorum for the Meeting.

11. The Board of Directors is authorised to develop the foregoing provisions, establishing the rules, resources and procedures appropriate to the state of the art to implement voting and grant of proxies using electronic means, if applicable in compliance with the rules issued in this regard and the Articles of Association.

In particular, the Board of Directors may (i) regulate the use of guarantees of electronic signatures for the grant of proxies by electronic correspondence and (ii) reduce the advance term established above for receipt by the Company of proxies granted by mail or email.

12. The Chairman and the Secretary of the General Meeting will have the broadest authority to accept the validity of the document or form of evidencing representation.

13. Also, entities having status as shareholders, by virtue of the share registry records, that act on behalf of multiple persons may, in any event, divide votes and exercise them in different senses, in compliance with differing voting instructions, if they have received them.

The intermediary entities referred to in the preceding paragraph may grant proxies to each of the indirect holders or the third parties designated by them, with no limitation on the number of proxies granted.

#### **Article 9. Public Proxy Solicitation**

1. A public proxy solicitation in all cases must be made in accordance with the rules in effect from time to time.

2. In addition to complying with the duties provided for that purpose by law, if a proxy is granted in response to a public solicitation and the represented shareholder has not given voting instructions, it will be understood that the proxy (i) refers to all points on the Agenda for the General Meeting, (ii) requires a favourable vote on all resolutions proposed by the Board of Directors and (iii) also extends to such matters as may arise apart from the agenda, in respect of which the representative will vote in the sense it deems to be most appropriate to the interests of the shareholder. If the Director is in a conflict of interests in voting on any of the proposals, whether or not on the Agenda, the provisions of article 8.5 of this Regulation will apply.

In any event, a Director will be deemed to have a conflict of interests in respect of the following decisions:

- His appointment, re-election or ratification as a Director.
- His removal, withdrawal or dismissal as a Director.
- Exercise of the corporate action for liability against the Director.
- Approval or ratification, when applicable, of transactions of the Company with the Director in question, companies controlled thereby or persons representing or acting on behalf thereof.

#### **Article 10. Voting by Mail or Remote Electronic Means of Communication**

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Voting on proposals on points on the agenda of any kind of General Meeting may be exercised by the shareholder by mail or remote electronic means of communication, provided that the identity of the person exercising the voting right is duly guaranteed in accordance with the requirements established in article 11 of this Regulation.

**Article 11. Formal Requirements and Terms for Voting by Mail or Remote Electronic Means of Communication.**

1. Voting by mail:

a) To cast votes by mail shareholders must complete and sign a standard form to be provided by the Company for these purposes, which will include the information necessary to evidence status as a shareholder, the signature of the shareholder being required to be attested by a notary or acknowledged by a custodian participating in Iberclear or shown by other means considered to be sufficient by the Board of Directors. 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.

b) The form will be available on the Company's website from the date of publication of the notice of call of the General Meeting. Also, shareholders so wishing may, from the date of publication of the notice of call of the General Meeting, through the Shareholder Services Office, request that the aforesaid form be sent by mail.

c) The shareholder must send the duly completed form to the Company, for processing and computation.

2. Voting by way of remote electronic means of communication:

a) To cast a vote by remote electronic means of communication, shareholders must complete a standard form to be provided by the Company for these purposes, which will include the information necessary to evidence status as a shareholder.

b) The form will be available on the Company's website from the date of publication of the notice of call of the General Meeting.

c) The shareholder must send the duly completed form to the Company, for processing and computation, by way of an electronic document that must include a recognised electronic signature, used by the shareholder, or another kind of electronic signature that the Board of Directors, based on the state of the art and the legal rules applicable from time to time, has declared to be sufficient by prior resolution adopted for that purpose, because it has adequate guarantees of authenticity and identification of the shareholder exercising its voting right.

3. A vote cast by any of the means contemplated in preceding sections 11.1 and 11.2 must be in the possession of the Company, at its headquarters, at least twenty-four (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. The Board of Directors in the call of each General Meeting may specify a shorter advance term.

4. It is the shareholder that must, if applicable, show that the vote was received by the Company within the indicated term and it complied with all requirements established for that purpose.

5. The casting by a shareholder of a remote vote will result in prior proxies issued by the shareholder being deemed to be revoked, and those granted subsequently being taken as not

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having been granted. A vote cast remotely will be of no effect if the shares the ownership of which gave the transferor voting rights are transferred, when that resulted in the appropriate registration in the accounting book entry record, at least five (5) days in advance of the holding of the Meeting, if the new holder of the shares exercises its voting right.

6. The Board of Directors is authorised to develop the foregoing provisions, establishing the rules, resources and procedures appropriate to the state of the art to implement voting and grant of proxies using electronic means, if applicable in compliance with the rules issued in this regard and the Articles of Association.

In particular, the Board of Directors may (i) regulate the use of alternative guarantees of electronic signatures for the casting of electronic votes and (ii) reduce the advance term established above for receipt by the Company of votes cast by mail or email.

7. In any event, the Board of Directors will adopt the measures necessary to avoid possible duplication and ensure that one voting or granting a proxy by mail or electronically is duly authorised to do so in accordance with the provisions of the Articles of Association and this Regulation.

8. The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.

#### **Article 12. Place of Meeting.**

1. General Meetings will be held in the location where the Company has its registered office, or the place resolved by the Board of Directors as provided in the Articles of Association, in the place and on the date indicated in the call. Sessions of the General Meeting may be postponed for one or more consecutive days on proposal of the General Meeting Officers, or on request of a number of shareholders representing at least one fourth of capital, present at the Meeting.

2. By way of exception, if anything occurs that substantially changes the proper order of the General Meeting, or there are other extraordinary circumstances preventing normal conduct thereof, the Chairman of the Board may order suspension thereof for such time as may be necessary to re-establish conditions permitting its continuation. If such circumstances persist the Meeting Officers will propose postponement of the General Meeting to the following day, as contemplated in the preceding paragraph.

#### **Article 13. Security and Logistics.**

1. To ensure security and order in the conduct of the General Meeting, surveillance and protection measures will be established, including systems for control of access and the measures required to guarantee security, good order and conduct of the meeting.

2. There may be provisions for direct retransmission of the Meeting, audio-visual recording thereof, presence of the media and, in general, such measures as may contribute to publicity of the General Meeting.

#### **Article 14. Meeting Officers, Chairman and Secretary of the General Meeting.**

1. The General Meeting Officers will be the Chairman and the Secretary of the General Meeting, as well as any members of the Board of Directors who may be in attendance.

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2. The General Meeting will be chaired by the person, if any, determined by the Board of Directors. In the absence of a specific decision by the Board, the Meeting will be chaired by the Chairman of the Board of Directors. In his absence, if any, it will be chaired by the Deputy Chairman, and in the absence of both, by the attending Director with greatest seniority in the position and, in the absence of all of them, by the shareholder in each case chosen by the shareholders attending the meeting.

3. The Secretary of the Board of Directors of the Company or, in his absence, if any, the Deputy Secretary of the Board of Directors and, in his absence, the person chosen by the shareholders attending the Meeting will act as Secretary of the General Meeting.

4. It is the duty of the Chairman to open the meeting when a quorum is present; direct the discussion and establish the order of speakers; terminate discussions when a matter is deemed to have been sufficiently discussed; set time limits for speeches and, optionally, bring the debate to an end in respect of the resolution in question; set the order of voting; decide any questions that may be raised about the agenda; and, in general, exercise the powers vested in the office of Chairman to ensure that the meeting is conducted in an orderly manner, where necessary interpreting the provisions of this Regulation, with the assistance of the Secretary.

#### **Article 15. Required Presence of Notary**

1. The Board of Directors may require the presence of a notary to prepare the Minutes of the Meeting, and will be required to do so if, five (5) days in advance of the date set for holding the General Meeting shareholders representing at least one percent (1%) of capital so request.

2. When the Meeting is held without having required the presence of a notary, references made thereto in this Regulation will be understood to be made to the Secretary of the Board.

#### **Article 16. List of Attendees**

1. At least a half-hour in advance of the time set in the call of the General Meeting, unless otherwise indicated in that notice, the shareholders and representatives will be given access to the facilities at the indicated place, in order for the Meeting organisation services to verify the attendance cards and proxies and, if applicable, the documents evidencing them.

2. Shareholders or their representatives who arrive late, once the doors have been closed, may enter the hall if the Company so decides, but under no circumstances may they be included in the attendance list nor may they vote.

3. The list of attendees will be prepared before commencing deliberation of matters on the agenda.

4. The Secretary of the General Meeting is responsible for preparing the list of attendees, subject to the judgment of the Chairman regarding recognition and admission of the shareholders to the General Meeting, as well as regarding admission of the votes cast by mail and electronic means and the representation of shareholders.

For preparation of the list, the Secretary of the Board will have the assistance of the organisation services of the Company.

5. The list of attendees will be made available to the shareholders so requesting at the beginning of the General Meeting.

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6. The list of those attending will be attached to the minutes of the General Meeting, as an annex signed by the Secretary with the approval of the Chairman.

7. The list of those attending may also be prepared as a file or placed on computer media. In these cases, the media used will be stated in the minutes, and the sealed cover of the file or media will bear the relevant identification note signed by the Secretary with the approval of the Chairman.

#### **Article 17. Quorum**

1. The quorum, on first call, for both Ordinary and Extraordinary General Meetings will be the presence in person or by proxy of shareholders holding at least twenty-five percent (25%) of the subscribed voting capital. On second call, the Meeting will be validly constituted whatever the percentage of capital in attendance.

2. The quorum, on first call, for resolutions of the Ordinary or Extraordinary General Meeting authorising the issue of bonds, increase or reduction of capital, transformation, merger, splitup or bulk assignment of assets and liabilities, transfer of domicile abroad, disapplication or limitation of pre-emption rights for new shares and, in general, any amendment of the Articles of Association, will be the presence in person or by proxy of shareholders owning at least fifty percent (50%) of the subscribed voting capital.

On second call, the presence of twenty-five percent (25%) of the said capital will be sufficient.

3. If the required capital is not in attendance on first call, the Meeting will be held on second call.

4. Shareholders who cast remote votes will be treated for purposes of constitution of a quorum for the General Meeting as being present, this Regulation being applicable as regards the requirements and guarantees imposed for their validity.

5. For purposes of determining the quorum for the General Meeting as provided by law, treasury shares of the Company will be included within capital for purposes of calculating the amounts necessary for establishment of a quorum and adoption of resolutions, although the exercise of voting rights and other political rights incorporated in the treasury shares of the Company will be in suspense.

6. Before considering the agenda, the Secretary will report the number of shareholders in attendance, both in person and by proxy, the number of shares, the nominal amount of capital and the percentage thereof present in person and by proxy.

7. This information having been publicly disclosed, the Chairman will declare the General Shareholders Meeting to have been duly and validly constituted, on first or second call, as applicable.

8. Shareholders present may state to the notary, for due reflection in the minutes of the Meeting, any reservation or protest they may have regarding the quorum for the Meeting or the general details of the list of attendees that have been read in public.

#### **Article 18. Conduct of General Meeting**

1. After such reports and communications to the Meeting as the Chair deems to be appropriate, presentations of shareholders regarding matters on the agenda will begin.

*(Free translation from the original in Spanish language)*



2. Shareholders wishing to speak at the Meeting will identify themselves to the notary or, at the direction of the notary, to the personnel assisting the notary, stating their names, the number of shares they hold and those they represent and the points of the agenda in respect of which they will speak. If they intend to request that their presentation be reflected literally in the minutes of the Meeting, they must deliver it in writing, at that time, to the notary, so that the notary will be in a position to check the shareholder's presentation against the written version when the presentation is made.

3. Once the Chairman or Secretary has the list of shareholders wishing to participate, and before the voting on the matters on the agenda, the presentations of shareholders will begin, with the shareholders appearing in the order in which they are called.

4. Considering the number of such requests and other circumstances, the Chairman will decide how much time to allocate to each speaker, each speaker being given the same amount of time.

The Chairman has the right to allow shareholders to speak beyond their allotted time or cut their presentations short; to take such measures or decisions as may be necessary in order to maintain or re-establish order at the General Meeting when participants flout the rules or abuse their rights; and, for the benefit of the General Meeting as a whole, even to ask unruly members to leave the premises and, if necessary, take the necessary steps to ensure that they do so.

#### **Article 19. Request for Information during General Meeting**

1. When it is their turn to speak, shareholders may verbally request such information or clarifications as they deem to be appropriate regarding the matters on the agenda as well as on the information available to the public that has been provided by the company to the National Securities Market Commission since the last General Meeting, and on the auditor's report.

2. The administrators will be required to provide the requested information, unless it is not available at the Meeting, in which case the administrators will be required to provide the information in writing within the seven (7) days following the end of the Meeting, without prejudice to the provisions of the following section.

3. Information need not be delivered when it is not necessary for the protection of the rights of the shareholder, or there are objective reasons to believe that it could be used other than for corporate purposes, or its disclosure would harm the Company or related companies. The request for information may not be refused for this reason if it is supported by shareholders representing at least twenty-five per cent (25%) of capital.

Also, when, prior to the request, the information requested is available in a clear, express and direct manner to all shareholders on the Company's website in question and answer format, the administrators may limit their answer to remitting to the information provided in that format.

4. The information or clarification requested of members of the Board will be provided by the Chairman, by the Chief Executive Officer, by the Secretary or, on direction of the Chairman, by a Director, by the Chairman of the Audit Committee or by any employee or expert in the subject matter.

5. The Chairman will decide the order of responses to shareholders and whether they will be given after each presentation, or collectively after the last of the presentations. Shareholders have no right of reply, unless the Chairman grants it based on the importance of the matter.

#### **Article 20. Voting**

*(Free translation from the original in Spanish language)*

1. Once all shareholder questions and comments have concluded and answers have been provided as contemplated in this Regulation, the shareholders will vote on the resolutions proposed on the matters on the agenda, and such others as are not required by law to be included thereon.
2. The reading of proposed resolutions by the Secretary of the Meeting may be dispensed with, resumed or provided in extracted form, in the discretion of the Chairman, absent express opposition of shareholders representing at least one percent (1%) of capital.
3. Full reading of proposals will however be necessary if the text thereof has not been made available to shareholders at least fifteen days before the date set for holding the Meeting, on the terms set forth in this Regulation.
4. If any of the proposals made available or provided to the shareholders was modified by the Board of Directors, the aforesaid modification must be read before voting on the proposal.
5. Those matters that are substantially independent of each other must be voted on separately. In any event, the following must be voted on separately:
  - a) the appointment, ratification, re-election or separation of each Director, and
  - b) when amending the Articles of Association, each section or group of articles that are independent of the others.
6. The voting on proposals will be made, as regards votes cast at the Meeting, in accordance with the following procedure:
  - a) When dealing with resolutions proposed by the Board of Directors, regarding matters included on the agenda:
    - (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus affirmative votes cast remotely will be treated as votes in favour of the proposal.
    - (ii) the votes corresponding to shares the holders of or representatives for which state that they vote against, by communication or statement of their vote to the notary at the Meeting, for reflection in the minutes, as well as negative votes cast remotely will be treated as votes against the proposal.
  - b) When dealing with resolutions proposed other than by the Board of Directors, on matters included on the agenda:
    - (i) the votes corresponding to all shares physically present at the Meeting and represented (absent other instructions from the represented shareholder), plus negative votes cast remotely will be treated as votes against the proposal.
    - (ii) the votes corresponding to shares the holders of or proxies for which state that they vote in favour, by communication or statement of their vote to the notary at the Meeting, for reflection in the minutes, plus affirmative votes cast remotely will be treated as votes in favour of the proposal.

*(Free translation from the original in Spanish language)*

c) In the case of proposed resolutions regarding matters not included on the agenda, the same scheme as established in b) above (excluding the reference to votes cast remotely) will be used.

7. Blank votes and abstentions also must be communicated to the notary for reflection in the minutes.

8. However, by decision of the Meeting Officers, other voting schemes may be established for the adoption of resolutions that allow evidencing the sense of votes and reflection of the results of voting in the minutes.

9. In any event, the proposed resolutions prepared by the Board of Directors will be voted on first. Once a proposed resolution is approved, the others in respect of to the same matter will fail, without, therefore, proceeding to vote on them.

10. Division of votes will be permitted so that entities having status as shareholders, by virtue of the share registry records, that act on behalf of multiple persons may, in any event, cast votes in different senses, in compliance with differing voting instructions, if they have received them. In particular, division of votes will be permitted by a custodian of shares issued by the Company within the framework of a programme of American Depositary Shares (ADS) represented by American Depositary Receipts (ADRs).

#### **Article 21. Scheme for Adoption of Resolutions**

1. The General Meeting, whether ordinary or extraordinary, will adopt its resolutions with the majorities of votes present in person or by proxy as required by the Articles of Association or by law. Each share with a right to vote, present in person or by proxy at the General Meeting, gives the right to one vote.

2. Corporate resolutions will be adopted by simple majority of the votes of shareholders present at the Meeting in person or by proxy, a resolution being understood to have been adopted when it obtains more favourable than unfavourable votes.

3. Without prejudice to the provisions of law, the favourable vote of the absolute majority of the voting shares present in person or by proxy at the General Meeting of shareholders will be required if the capital present in person or by proxy is more than fifty percent (50%), or the favourable vote of two thirds of the capital present in person or by proxy at the Meeting when, on second call, shareholders are present that represent twenty-five percent (25%) or more of the subscribed voting capital without reaching fifty percent (50%), for approval of the following matters:

a) Articles amendments, including increase or reduction of capital, unless the law otherwise provides.

b) Issuance of bonds.

c) Transformation, merger or splitup in any of their forms, as well as bulk assignment of assets and liabilities and transfer of the Company's registered office abroad.

d) Disapplication or limitation of pre-emption rights for new shares.

#### **Article 22. Conclusion of Meeting**

*(Free translation from the original in Spanish language)*

Once the result of voting is announced the Chairman of the Meeting may close the proceedings, adjourning the meeting.

### **Article 23. Minutes of Meeting**

1. If the Board of Directors has appointed a notary to prepare the minutes of the meeting, the notarial minutes will be considered to be an act of the Board, and its approval thereof will not be necessary.
2. Otherwise the Secretary of the Meeting will prepare minutes of the meeting, which will be entered in the Minute Book, and may be approved by the Meeting at the end thereof or, if not, within the term of fifteen (15) days, by the Chairman of the Meeting and two (2) participants, proposed by the Meeting Officers, one representing the majority and the other the minority. The minutes will be signed by the Secretary with the approval of the Chairman.

### **Article 24. Publicity of Resolutions**

Without prejudice to registration of registrable resolutions in the Commercial Registry and such legal provisions regarding publicity of corporate resolutions as may be applicable, on the same day as the holding of the Meeting or the immediately following business day the Company will send the text of the approved resolutions to the National Securities Market Commission, by way of the corresponding material disclosure. The full text of the resolutions and results of votes will be published on the Company's website within the five (5) days following the end of the Meeting.

### **Article 25. Dissemination of Meeting Regulation**

The Board of Directors will adopt the measures necessary to ensure dissemination of this Regulation among the shareholders, by communicating it to the National Securities Market Commission, registering it in the Commercial Registry and publishing it on the Company's website.

### **Article 26. Interpretation and Amendment**

1. This Regulation completes and develops the provisions of the Articles of Association regarding the General Meeting. It therefore must be interpreted by the Board of Directors consistently with the Articles and the applicable legal provisions. Such doubts as may arise during the holding of the General Meeting regarding interpretation of this Regulation will be resolved by the Chairman of the Meeting with the assistance of the Secretary of the Meeting.
2. Any amendment of this Regulation must be approved by the General Meeting, meeting with the quorum under article 17.1 above, with the required report of the administrators or shareholders making the amendment proposal, explaining it.

### **Article 27. Approval and Effectiveness**

This Regulation will apply once it is approved by the General Shareholders Meeting of the Company, communicated to the National Securities Market Commission and registered in the Commercial Registry.

*(Free translation from the original in Spanish language)*

## SEVEN

**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. Revocation of the authorisation granted at the General Shareholders Meeting of 22 June 2013 under the point nine of the agenda thereof.**

1.- To revoke the unused part of the resolution adopted under item nine on the Agenda of the Ordinary General Meeting of Shareholders held on 22 June 2013 in relation to the delegation to the Board of Directors of the power to increase the share capital in accordance with the provisions of article 297.1.b) of the Capital Companies Act.

2.- To authorise the Board of Directors, in the broadest and most effective way possible in law and in accordance with the provisions of article 297.1.b) of the Capital Companies Act, within a period of no more than five years from the date of adoption of this resolution and without the need to hold a General Meeting or have a resolution adopted by it, to resolve on one or more occasions, if and to the extent that in the view of the Board the needs of the Company so require, up to the maximum amount of the equivalent of half of the share capital at the time when the increase is authorised, issuing and placing in circulation for this purpose the corresponding new shares, both ordinary shares and shares of any other kind and/or class permitted by the Act, ordinary or preference shares, including redeemable shares, with or without voting rights, with or without issue premium. The consideration must consist of cash contributions and the resolution must expressly provide for the possibility of an incomplete subscription of the shares issued in accordance with the provisions of article 311.1 of the Capital Companies Act and the Board of Directors may fix the terms and conditions of the increase, all in accordance with the provisions of article 297.1.b) of the Capital Companies Act. The powers attributed to the Board of Directors include the power to fix the terms and conditions of each capital increase and the characteristics of the shares, along with the power freely to offer the new shares not subscribed in the pre-emption period or periods, to redraft the article of the Bylaws dealing with capital, to take all necessary steps to enable the new shares that are the subject of the capital increase to be admitted for trading on the stock exchanges on which the Company's shares are quoted in accordance with the procedures of each of the said exchanges, and to request the inclusion of the new shares in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). This authorisation may be used to cover any remuneration scheme or agreement by means of the delivery of shares and share options for members of the Board of Directors and Company executives that may be in force from time to time. The Board also has the power totally or partly to exclude the pre-emption right in the terms of article 506 in conjunction with article 308 of the same Act. The Board is also authorised to substitute the powers that have been delegated to it by this General Meeting of Shareholders in relation to this resolution in favour of the Executive Committee, the Chairman of the Board of Directors or the Managing Director.

*(Free translation from the original in Spanish language)*

## **EIGHT**

**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 22 June 2013, under point ten of the agenda therefor.**

“I) To revoke the unused part of the resolution adopted under item 10 on the agenda of the General Meeting of Shareholders held on 22 June 2013 in relation to the delegation of powers to issue convertible and/or exchangeable debentures, along with warrants and other similar securities.

II) To delegate to the Board of Directors of Promotora de Informaciones, S.A. (“Prisa” or the “Company”), in accordance with the general regime for the issue of debentures, pursuant to the provisions of article 319 of the Companies Registry Regulation and applying by analogy the provisions of article 297.1.b) of the Capital Companies Act, the power to issue, on one or more occasions, both non-convertible and convertible and/or exchangeable fixed income securities, including warrants, along with promissory notes and preference shares or debt instruments of a similar kind, in accordance with the following conditions:

1. Securities being issued. The securities to which this delegation refers may be debentures, bonds and other fixed income securities of a similar kind, both non-convertible securities and securities convertible into newly issued shares of the Company and/or exchangeable for shares in the Company. This delegation may also be used to issue debentures that can be exchanged for shares in another company that are already in circulation, which may or may not be a company in the Prisa Group (the “Group”), for the issue of warrants or other similar securities that may give a direct or indirect right to subscribe or acquire newly issued shares or shares already in circulation of the Company or another company, whether or not a Group company, to be settled by means of the physical delivery of the shares, or, as the case may be, by net settlement, which may, where appropriate, be linked to or connected in any way with each issue of debentures, bonds and other non-convertible fixed income securities of a similar kind made pursuant to this delegation, or with other loans or financing instruments by which the Company acknowledges or creates a debt. The delegation may also be used to issue promissory notes or preference shares.

*(Free translation from the original in Spanish language)*

2. Duration. The issue of the securities may take place on one or more occasions at any time within the maximum period of five (5) years from the date on which this resolution is adopted.

3. Maximum amount. The maximum aggregate amount of the issue or issues of securities resolved pursuant to this delegation will be one thousand million euros (€1,000,000.000) or its equivalent in another currency.

For the purposes of calculating the above limit, in the case of warrants, the sum of the premiums and exercise prices of the warrants of each issue resolved pursuant to this delegation will be taken into account. In turn, in the case of promissory notes, the outstanding balance of the promissory notes issued pursuant to the delegation will be computed for the purposes of the above limit.

It is noted for the record that in accordance with the provisions of article 510 of the Capital Companies Act, the limit contemplated in article 405.1 of the Act does not apply to Prisa.

4. Scope of the delegation. When using the delegation of powers resolved here and by way of illustration and without limitation, the Board of Directors will be responsible for determining, for each issue, its amount, which must always be within the expressed global quantitative limit; the place of issue – domestic or foreign – and the currency and, in the case of a foreign issue, its equivalent in euros; the denomination, whether bonds or debentures – including subordinated ones – warrants (which in turn may be settled by the physical delivery of the shares or, where appropriate, by net settlement), promissory notes, preference shares or any other security acceptable in law; the issue date or dates; whether the securities are compulsorily or voluntarily convertible and/or exchangeable, including on a contingent basis, and in the event that they are voluntarily convertible, whether this is at the election of the holder of the securities or the issuer; if the securities are not convertible, the possibility that they may be fully or partly exchangeable for shares in the issuing Company itself or in another company, whether or not a Group company, or may incorporate a right to buy the aforementioned shares, the number of securities and their nominal value, which, in the case of convertible and/or exchangeable securities, will not be less than the nominal value of the shares; the interest rate, dates and procedures for payment of the coupon; whether they are perpetual (including, where appropriate, the possibility of retirement by the issuer) or redeemable and, in the latter case, the redemption period and the expiry date; the reimbursement rate, premiums and lots, the guarantees, the form of representation, by certificates or book entries; pre-emption right, if appropriate, and subscription regime; anti-dilution clauses; priority and, if appropriate, subordination regime; applicable legislation; to apply, where appropriate, for the securities issued to be admitted to trading on official or unofficial secondary markets, organised or unorganised, domestic or foreign, with the requirements laid down in each case by the current rules and regulations, and, in general, to fix any other condition of the issue (including its subsequent modification), and, where appropriate, to appoint the trustee and approve the basic rules that are to govern the legal relations between the Company and the syndicate of holders of the securities issued, in the event that this is necessary or if the constitution of that syndicate so decides. In relation to each specific issue made pursuant to this delegation, the Board of Directors may determine all matters not covered in this resolution. The delegation also includes the grant to the Board of Directors of the power

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to decide on the terms for redemption of the securities issued using this authorisation in each case, with the power to use the collection methods referred to in article 430 of the Capital Companies Act, to the extent that they are applicable, or any other methods that may be applicable. Likewise the Board of Directors has the power, if it deems fit and subject to obtaining the necessary official authorisations and, where appropriate, the approval of the assemblies of the corresponding syndicates or representative bodies of the holders of the securities, to modify the terms for the redemption of the securities issued and their respective duration and the rate of interest which, where appropriate, accrues on the securities in each of the issues made pursuant to this authorisation.

5. Bases and methods for the conversion and/or exchange. In the event of an issue of convertible and/or exchangeable debentures or bonds and for the purposes of determining the bases and methods for the conversion and/or exchange, it is resolved to establish the following criteria:

(i) The securities issued pursuant to this resolution may be convertible into new Prisa shares and/or exchangeable for shares already in circulation of the Company itself, any of the Group companies or any other company, in accordance with a determined or determinable conversion and/or exchange ratio, with the Board of Directors having the power to determine whether they are convertible and/or exchangeable and to determine whether they are compulsorily or voluntarily convertible and/or exchangeable and, in the event that they are voluntarily convertible and/or exchangeable, whether this is at the election of the holder or the issuer, with the frequency and during the period established in the issue resolution, which may not exceed fifteen (15) years from the issue date.

(ii) The Board may also establish, in a case where the issue is convertible and exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or exchange for shares already in circulation, specifying the type of shares to be delivered at the time when the conversion or exchange takes place, and it may even have the right to elect to deliver a combination of newly issued shares and pre-existing shares or a cash equivalent. In all cases the issuer must ensure equality of treatment between all the holders of the fixed income securities being converted and/or exchanged on a given date.

(iii) For the purposes of the conversion and/or exchange, the fixed income securities will be valued at their nominal value and the shares at the rate determined in the resolution of the Board of Directors in which use is made of this delegation, or at the rate determinable on the date or dates indicated in the Board resolution itself and by reference to the quoted price of Prisa shares on the stock exchange on the date/s or period/s taken as the reference in the resolution itself, with or without a premium or with or without a discount on that quoted price, and in any event with a minimum of the greater of (a) the average of the weighted average prices of Prisa shares on the Continuous Market of the Spanish stock exchanges during the period to be determined by the Board of Directors, not more than three (3) months or less than fifteen (15) calendar days prior to the date on which the resolution to issue the fixed income securities is adopted by the Board, and (b) the closing price of Prisa shares on the same Continuous Market on the stock exchange business day prior to the date on which the aforementioned issue resolution is adopted. The Board may determine that the share valuation for the purposes of the conversion and/or exchange may be different for each

*(Free translation from the original in Spanish language)*



conversion and/or exchange date. The same rules will be applied in the case of exchange for shares in another company (whether or not a Group company), to the extent that they are required and with such adaptations as may be necessary, albeit that they will be referable to the quoted price of the shares of that company on the corresponding market.

(iv) The Board may establish, in a case where the issue is convertible and exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or exchange for shares already in circulation, specifying the type of shares to be delivered at the time when the conversion or exchange takes place, and it may even have the right to elect to deliver a combination of newly issued shares and pre-existing shares. In any event the issuer must ensure equality of treatment between all the holders of the fixed income securities being converted and/or exchanged on a given date.

(v) Where the conversion or exchange occurs, any fractions of shares that may have to be delivered to the holder of the debentures will be rounded down to the whole number immediately below. It will be up to the Board to decide whether to pay each holder any difference that may arise in such a situation in cash.

(vi) In no case may the share value for the purposes of the conversion ratio of the debentures for shares be less than their nominal value. In accordance with the provisions of article 415.2 of the Capital Companies Act, debentures may not be converted into shares if the nominal value of the debentures is less than the nominal value of the shares. Likewise convertible debentures may not be issued for a figure below their nominal value.

At the time when it adopts a resolution for a convertible debenture issue pursuant to the authorisation conferred by the General Meeting, the Board of Directors will issue a report from the directors detailing and specifying the bases and methods for the conversion applicable to the issue in question, starting from the criteria described above. This report will be accompanied by the related report from the auditors as provided in article 414.2 of the Capital Companies Act.

6. Bases and form of the exercise of the warrants. In the case of an issue of warrants that are convertible into and/or exchangeable for shares, to which the provisions of the Capital Companies Act in respect of convertible debentures will apply by analogy, and for the purposes of the determination of the bases and methods for their exercise, it is resolved to establish the following criteria:

(i) The warrants issued pursuant to this resolution may give the right to subscribe new shares issued by the Company or to acquire shares in Prisa or another company, whether or not a Group company, that are already in circulation, or a combination of the two. In all cases the Company may reserve the right to choose, at the time of the exercise of the warrant, between delivering new shares, old shares or a combination of the two, and to proceed to a net settlement.

(ii) The time period for the exercise of the warrants will be determined by the Board of Directors and may not exceed fifteen (15) years starting from the issue date.

*(Free translation from the original in Spanish language)*

(iii) The exercise price of the warrants may be fixed or variable depending on the date/s or period/s taken as the reference. Thus the price will be determined by the Board of Directors at the time of issue or will be determinable at a later date in accordance with the criteria fixed in the resolution itself. In all cases the share price to be considered may not be less than the greater of (a) the average of the weighted average prices of Prisa shares on the Continuous Market of the Spanish stock exchanges during the period to be determined by the Board of Directors, not more than three (3) months or less than fifteen (15) calendar days prior to the date on which the issue resolution is adopted by the Board, and (b) the closing price of the Company's shares on the same Continuous Market on the stock exchange business day prior to the date on which the aforementioned issue resolution is adopted. In the case of a call option over existing shares in another company (whether or not a Group company) the same rules will be applied, to the extent that they are required and with such adaptations as may be necessary, albeit that they will be referable to the quoted price of the shares of that company on the corresponding market.

(iv) When warrants are issued with simple exchange ratios or at par – that is to say one share for each warrant – the sum of the premium or premiums paid for each warrant and its exercise price may not in any case be less than the value of the underlying share considered in accordance with the provisions of paragraph (iii) above, or less than its nominal value.

When warrants are issued with multiple exchange ratios – that is to say ratios other than one share for each warrant – the sum of the premium or premiums paid for the warrants issued as a whole and their aggregate exercise price may not in any case be less than the result of multiplying the number of shares underlying the total warrants issued by the value of the underlying shares considered in accordance with the provisions of paragraph (iii) above, or less than the nominal value as a whole at the time of issue.

When it adopts a resolution to issue warrants pursuant to this authorisation, the Board of Directors will issue a report developing and specifying the bases and methods for exercise specifically applicable to the issue in question, starting from the criteria described in the preceding paragraph. This report will be accompanied by the related report from the auditors as provided in article 414.2 of the Capital Companies Act.

7. Rights of the holders of convertible securities. While the conversion and/or exchange of any fixed income securities that may be issued or the exercise of the warrants is possible, their holders will have whatever rights the current legislation recognises and, in particular, where appropriate, the rights relating to the pre-emption right (in the case of convertible debentures or warrants over newly issued shares) and an anti-dilution clause in the circumstances provided by law, without prejudice to the provisions of paragraph 8 (i) below.

8. Capital increase and exclusion of the pre-emption right in the case of convertible securities. The delegation to the Board of Directors also includes, by way of illustration and without limitation, the following powers:

*(Free translation from the original in Spanish language)*

- (i) The power to enable the Board of Directors, pursuant to the provisions of article 308, 417 and 511 of the Capital Companies Act, totally or partly to exclude the pre-emption right of shareholders and holders of convertible debentures and, where appropriate, of warrants over newly issued shares if this is required in the context of a particular issue of convertible debentures or of warrants over newly issued shares in order to obtain funds on the international markets, to use bookbuilding techniques or to incorporate industrial or financial investors who may facilitate the creation of value and the attainment of the Group's strategic objectives, or if the Company's interests justify it in some other way. In any event, if the Board decides to exclude the pre-emption right in relation to a particular issue of convertible debentures or warrants that it may decide to make pursuant to this authorisation, when it approves the issue and in accordance with the applicable rules and regulations it will issue a report detailing the specific reasons why the Company's interests justify that measure, which will be the subject of the related report from the auditors in the terms established in article 417.2 and 511.3 of the Capital Companies Act. Those reports will be made available to the shareholders and holders of convertible debentures and warrants over newly issued shares and communicated to the first General Meeting held after the issue resolution is adopted.
- (ii) The power to increase the capital by the amount necessary to meet the requests for conversion or the exercise of warrants over newly issued shares. This power may only be exercised to the extent that the Board, when adding the capital being increased to meet the issue of convertible obligations or the exercise of warrants to any other capital increases that may have been resolved pursuant to the authorisations granted by the Board, does not exceed the limit of half of the amount of the share capital established in article 297.1.b) of the Capital Companies Act. This authorisation to increase the capital includes the authorisation to issue and place in circulation, on one or more occasions, the shares that represent it that are needed to give effect to the conversion or the exercise of the warrant, together with the authority to redraft the article of the Bylaws relating to the amount of the share capital and, where appropriate, to cancel the part of that capital increase that turned out not to be necessary for the conversion into shares or for the exercise of the warrant.
- (iii) The power to develop and specify the bases and methods of the conversion and/or exchange, bearing in mind the criteria established in paragraphs 5 and 6 above, including, among other matters, fixing the time of the conversion and/or exchange or exercise of the warrants and, in general and in the broadest possible terms, determining whatever matters and conditions may be necessary or advisable for the issue.

In the successive General Meetings that the Company holds, the Board of Directors will inform the shareholders of any use that has been made, as the case may be, of the delegation of the authority to issue securities to which this resolution refers up to that point in time.

*(Free translation from the original in Spanish language)*

9. Admission to trading. The Company will apply, where appropriate, for the admission of the debentures, bonds, preference shares, warrants and any other securities that may be issued pursuant to this delegation to trading on official or unofficial secondary markets, whether organised or unorganised, domestic or foreign, authorising the Board to take the necessary steps and actions to secure the admission to trading with the competent bodies of the different domestic or foreign stock markets.
10. Guarantee of issues of fixed income securities. The Board of Directors is also authorised, for a period of five years, to guarantee on behalf of the Company and within the limit indicated above, any issues that Group companies may make of fixed income securities, convertible and/or exchangeable as the case may be, including warrants, along with promissory notes and preference shares.
11. Substitution. The Board of Directors is authorised to delegate the powers conferred by this resolution which are capable of delegation to the Executive Committee, the Chairman or the Managing Director.

*(Free translation from the original in Spanish language)*

## NINE

**9º.- Capital Decrease for the sole purpose of permitting the adjustment of the number of shares for the reverse stock split and subsequent reverse stock split in a ratio of one (1) new share for every thirty old shares.**

**9.1. Capital Decrease for the sole purpose of permitting the adjustment of the number of shares for the reverse stock split proposed in item 9.2. on the agenda and amendment to Section 6.1. of the Company's Bylaws**

It was resolved to reduce the Company's share capital figure by the amount and in the manner set out below. The share capital reduction is prompted by a technical requirement to enable the consolidation of shares resulting from the reverse stock split proposed to the General Meeting as item 9.2 of the agenda, so as to comply with Section 90 of the Spanish Companies Act.

The share capital reduction amounts to:

- (i) One euro and sixty cents (€1.60), that is, from two hundred and twenty nine million nine hundred and fifty eight thousand eight hundred and eighteen euros and sixty cents (€229,958,818.60) to two hundred and twenty-nine million nine hundred and fifty-eight thousand eight hundred and seventeen (€229,958,817) by redeeming sixteen (16) shares with a par value of ten cents (€0.10). The share capital reduction in this amount is subject to the share capital increase addressed to the company International Media Group Ltd amounting to €74,999,999.49 and approved by this Board of Directors and announced in a significant event on 27 February 2015 (the “**Media Group Share Capital Increase**”) having been executed as at the date of this report (the “**Condition Precedent I**”). If on the date of the General Meeting the Media Group Share Capital Increase has not been executed and, therefore, Condition Precedent I has not been fulfilled, this option will not be effective; or alternatively
- (ii) One euro and thirty cents (€1.30), that is, from two hundred and fifteen million eight hundred and seven thousand eight hundred and seventy-five euros and thirty cents (€215,807,875.30) to two hundred and fifteen million eight hundred and seven thousand eight hundred and seventy four euros (€215,807,874) by redeeming thirteen (13) shares with a par value of ten cents (€0.10). The share capital reduction in this amount is subject to the Media Group Share Capital Increase not having been executed as at the date of this report (the “**Condition Precedent II**”). If on the date of the General Meeting the Media Group Share Capital Increase has been executed and, therefore, Condition Precedent II has not been fulfilled, this option will not be effective.

The proposed capital reduction shall proceed by redeeming treasury shares so as to increase the statutory reserve. Accordingly, and pursuant to Section 335.b) of the Spanish Companies Act, no creditors of the Company shall have a right to object to this transaction.

*(Free translation from the original in Spanish language)*

The balance sheet considered to approve the share capital reduction has been the Company's balance sheet closed on December 31, 2014, as reviewed by the Company's auditors, i.e., Deloitte, S.L. on March 2, 2015 and approved by the General Meeting of the Company in item 1 on the agenda.

Given its nature, this reduction shall take effect immediately upon execution hereof. Accordingly, it was resolved to amend Section 6.1 of the Company's By-Laws.

- (i) If as of the date of the General Meeting the Media Group Share Capital Increase has been executed and, therefore, Condition Precedent I has been fulfilled, this section shall hereinafter read as follows:

*The share capital is two hundred and twenty-nine million nine hundred and fifty-eight thousand eight hundred and seventeen EUROS (€229,958,817), and is represented by: two thousand two hundred and ninety-nine million five hundred and eighty-eight thousand one hundred and seventy (2,299,588,170) ordinary shares, all of the same class and series, having a nominal value of TEN CENTS ON THE EURO (€0.10) each, consecutively numbered from 1 to 2,299,588,170.*

- (ii) If as of the date of the General Meeting the Media Group Share Capital Increase has not been executed and, therefore, Condition Precedent II has been fulfilled, this section shall hereinafter read as follows:

*The share capital is two hundred and fifteen million eight hundred and seven thousand eight hundred and seventy-four EUROS (215,807,874 €), and is represented by: two thousand one hundred and fifty-eight million seventy-eight thousand seven hundred and forty (2,158,078,740) ordinary shares, all of the same class and series, having a nominal value of TEN CENTS ON THE EURO (€0.10) each, consecutively numbered from 1 to 2,158,078,740.*

Without prejudice to any other authority that may be available to the Board of Directors, it was resolved to delegate to the Board of Directors any and all authority –including the authority to delegate on the Executive Committee, the Chairman and the Managing Director– expressly granted to it in this resolution, as well as the authority to establish any terms and conditions not expressly provided for herein and to carry out any and all actions and proceedings necessary or convenient to ensure the implementation and completion of the share capital decrease and, specifically and without limitation:

- (a) To complete any relevant procedures before the Spanish *Comisión Nacional del Mercado de Valores*, the Governing Bodies (*Sociedades Rectoras*) of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, the *Sociedad de Bolsas*, the *Sociedad de Gestión de Sistemas de Registro, Compensación y Liquidación de Valores*, S.A. Unipersonal (Iberclear), the *Servicio de Liquidación y Compensación de Valores* or any other Spanish or foreign entity, authority, public and/or private registry, and to take any necessary measures to comply with all requirements in the Spanish Companies Act, the Securities Market Act, the Royal Decree governing securities in book-entry form and any other applicable regulations, including specifically to perform all acts necessary in respect of any American depositary shares issued by the Company;

*(Free translation from the original in Spanish language)*

- (b) To appear before any Spanish Notary to record the share capital reduction and amendment of the by-laws resolution as a public deed, and to perform any actions as may be required and approve and formalize any public and private documents as may be necessary or convenient to ensure full effectiveness thereof and, specifically, to correct any deficiencies, omissions or errors evidenced or disclosed as a result of any oral or written description (*calificación*) by the Commercial Registrar;
- (c) To draft and publish any required or appropriate notices.

This share capital reduction resolution, either in the amount of one euro and sixty cents (€1.60) or one euro and thirty cents (€1.30) is subject to resolution 9.2 below being passed.

## **9.2. Reverse stock split in a ratio of one (1) new share for every thirty old shares and amendment to Section 6.1. of the Company's Bylaws.**

It was resolved to approve a stock consolidation in respect of the outstanding shares in the Company, which shall proceed by consolidating every thirty (30) existing shares valued at par at ten Euro cents (€0.10) each into one (1) new share valued at par at three Euros (€3) each. The number of shares resulting from the stock consolidation will be the following:

- (i) if as a result of the share capital reduction proposed in item 9.1 on the agenda, the number of shares is set at 2,299,588,170 shares, the share capital will be composed of 76,652,939 shares without this entailing a change in the Company's share capital; or alternatively
- (ii) if as a result of the share capital reduction proposed in item 9.1 on the agenda, the number of shares is set at 2,158,078,740 shares, the share capital will be composed of 71,935,958 shares without this entailing a change in the Company's share capital.

The newly-issued shares shall be ordinary shares held in book-entry form and registered with the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) and its participating entities. The new shares shall be of the same class and series and have the same economic and voting rights as the existing shares, prorated to each new share's face value.

In accordance with Sections 26.1.b) and 41.1 a) of Royal Decree 1310/2005, of 4 November (implementing Spanish Act 24/1988, of 28 July, on the Securities Market in respect of the admission of securities to trading in official secondary markets, public offerings or subscriptions and the relevant prospectus), the Company shall not, as a result of this transaction, be required to publish such a prospectus, as the new shares shall be issued to replace older shares of the same class which have already been issued and thus there is no share capital increase.

*(Free translation from the original in Spanish language)*

## **1. EFFECTIVE DATE AND EXCHANGE PROCEDURE**

The share exchange shall be effective on the date determined by the Board of Directors, following registration of the reverse split resolution and the relevant amendment to the by-laws with the Commercial Registry. The exchange shall proceed from the date specified in the notices to be published in the Official Bulletin of the Commercial Registry, a national newspaper, on the Company's website and, where mandatory, in the Listing Bulletins of the Spanish Stock Exchanges. Such date shall also be disclosed by publishing the relevant notice of a significant event.

Any shareholders in the Company registered as such with the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (“**Iberclear**”) and Iberclear's participating entities on the effective day determined by the Board of Directors shall have a right to receive one (1) new share for every thirty (30) old shares. This exchange shall proceed automatically.

The exchange shall further proceed pursuant to the procedures established for securities in book-entry form, through the relevant participating entities, in accordance with the instructions issued by Iberclear and, if appointed, by the agent.

## **2. REMAINING SHARES**

Shareholders who, after applying the exchange ratio resulting from the reverse split, hold a number of shares that is not a multiple of thirty (30) may:

- (i) acquire or transfer any relevant number of shares necessary to own a multiple of the number fixed in the exchange ratio; or
- (ii) join other shareholders to reach a number of shares that is a multiple of the number fixed in the exchange ratio.

If, following the closing of the market session the day before that on which the share exchange is to take effect as described above, a shareholder still holds any number of shares that is not a multiple of the number fixed in the exchange ratio, such shares shall be purchased by the Company itself.

The purchase price shall be the closing price for that day, and the sale shall proceed at no cost to the selling shareholders, except for any charges and brokerage fees charged by their own custodian.

The price for such sale shall be paid by the Company to the relevant participating entities in Iberclear, to be credited to the accounts held with such entities by the selling shareholders. Payment shall proceed between the effective date of the exchange and the third following business day. The Board of Directors may, if it deems necessary, appoint an agent bank and give such bank a mandate to acquire, on behalf of the Company, any such remaining shares.

## **3. APPLICATION FOR ADMISSION TO TRADING**

It was resolved to apply –following registration with the Madrid Commercial Registry of the public deed recording the consolidation of the outstanding shares and the exchange thereof for the newly-issued shares and the amendment to their face value–

*(Free translation from the original in Spanish language)*



for the old shares and the new shares to be simultaneously excluded and admitted, respectively, from and to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (where the Company's shares are currently listed) on the Spanish Automated Quotation System (*Mercado Continuo*) and on any other Stock Markets where such shares are so listed; and further resolved to take any actions and complete any procedures before the relevant regulatory bodies required to have any new shares issued as a result of the foregoing resolution admitted to trading. The Company expressly submits to any applicable stock market regulations or future regulations, including without limitation any regulations governing securities trading, maintenance and exclusion from trading.

It is expressly noted that, if a delisting of the Company shares is subsequently applied for, any such delisting shall comply with any applicable rules and procedures and, in such a case, the rights of any shareholders opposing or voting against the delisting resolution shall be guaranteed as required by the Spanish Companies Act and related provisions, in accordance with Spanish Act 24/1988, of 28 July, on the Securities Market and any implementing regulations in force from time to time.

#### **4. CONDITION PRECEDENT**

This stock consolidation resolution is subject to a condition precedent that the resolution in 9.1 above is passed.

#### **5. DELEGATION OF POWERS TO THE BOARD OF DIRECTORS**

It was resolved to delegate to the Board of Directors any and all authority, as broadly as required in law –including the authority to delegate on the Executive Committee, the Chairman and the Managing Director– to implement the reverse stock split, including without limitation the authority:

- (i) to implement the reverse split resolution. The effective date of the share exchange shall be timely advised by notice to the Governing Bodies (*Sociedades Rectoras*) of the Stock Exchanges and the *Comisión Nacional del Mercado de Valores*, and announced on the Official Bulletin of the Commercial Registry;
- (ii) to prepare, notify and deal with any document, publication or certificate required in relation to the reverse split process;
- (iii) to determine the precise number of new shares, following completion of the reverse split process, and the effective date of the consolidation; and to declare such process duly completed;
- (iv) to draft the new wording for Section 6.1 of the Company by-laws regarding the Company's share capital, in order to adapt it to the outcome of the reverse split process;
- (v) to complete all required formalities so that the new shares are registered on the accounting records held by Iberclear in accordance with applicable regulatory procedures;
- (vi) to file, whenever deemed appropriate, with the CNMV, the Governing Bodies (*Sociedades Rectoras*) of the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges, the *Sociedad de Bolsas*, Iberclear and any other Spanish or foreign public or private authority, the relevant application to have all new shares in the Company admitted to trading on the Madrid, Barcelona, Valencia and Bilbao

*(Free translation from the original in Spanish language)*

Stock Exchanges and on the Automated Quotation System (*Mercado Continuo*) and, simultaneously, to have the old shares delisted from such markets; and to that end carry out any procedures, take any actions and issue any declarations as necessary or convenient, including without limitation for the purposes of obtaining the authorisation, verification and admission to trading of the new shares, and to draft and publish any announcements required or convenient for such purposes; and to take any measures required to comply with any and all obligations of the Company arising in respect of any American depositary shares issued by the Company;

- (vii) to take any actions as may be necessary or convenient to implement and formalise the reverse split transaction before any public and/or private Spanish and/or foreign bodies and entities, including without limitation in order to clarify, supplement or rectify any errors or omissions that may prevent or hinder full effectiveness of the foregoing resolutions;
- (viii) to select, where appropriate, any entities to be engaged in the process to coordinate the transaction (including without limitation to appoint an agent bank and to give a mandate to such bank under the terms stated above) and generally to determine any criteria to be followed in the process;
- (ix) to agree and sign any undertakings, commitments, agreements or any other documents with any entity related to the transaction, in whatever terms may be deemed appropriate;
- (x) to execute any public and/or private documents as may be appropriate to implement, wholly or in part, the reverse split; to carry out any actions as may be convenient in connection with the foregoing resolutions in order to have them duly registered with the Spanish Commercial Registry and any other registries including without limitation with authority to appear before a Spanish notary and execute any deeds necessary or convenient to that effect and to correct, rectify, ratify, construe or supplement such resolutions and execute any other public and/or private document necessary or convenient to ensure full registration thereof, without a need for a new resolution; and
- (xi) generally to take such actions and execute such public and/or private documents as required or deemed appropriate by the Board of Directors, the Executive Committee, the Chairman and the Managing Director or, where appropriate, by any delegating authority, to ensure full effectiveness of and compliance with the foregoing resolutions.

## **6. AMENDMENT TO SECTION 6.1 OF THE COMPANY'S BY-LAWS**

Following completion of the reverse stock split, Section 6.1 in the Company's by-laws shall be amended. This amendment shall be carried out as follows:

- (i) if the share capital prior to the execution of this stock combination resolution is composed of 2,299,588,170 shares, Section 6.1 of the Company's by-laws shall read as follows:

*The share capital is two hundred and twenty-nine million nine hundred and fifty-eight thousand eight hundred and seventeen EUROS (229,958,817 €), and is represented by: seventy-six million six hundred and fifty-two thousand nine hundred and thirty-nine (76,652,939) ordinary shares, all of the same class and series, having a nominal*

*(Free translation from the original in Spanish language)*

*value of THREE EUROS (€3) each, consecutively numbered from 1 to 76,652,939.*

- (ii) if the share capital prior to the execution of this stock combination resolution is composed of 2,158,078,740 shares, Section 6.1 of the Company's by-laws shall read as follows:

*The share capital is two hundred and fifteen million eight hundred and seven thousand eight hundred and seventy-four EUROS (€ 215,807,874), and is represented by: seventy-one million nine hundred and thirty-five thousand nine hundred and fifty-eight (71,935,958) ordinary shares, all of the same class and series, having a nominal value of THREE EUROS (€3) each, consecutively numbered from 1 to 71,935,958.*

*(Free translation from the original in Spanish language)*

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

In accordance with Article 541 of the Capital Companies Act and Article 12.2. of Order ECC/461/2013, approve in an advisory capacity, the Annual Report on Remuneration of Directors approved by the Board of Directors, on a proposal from the Nominations and Compensations Committee, regarding the remuneration policy of the Board of Directors for 2015, with information on how the remuneration policy applied during the year 2014, whose full text was made available to the shareholders along with the rest of the documentation of this general meeting.

By virtue of the terms of the Transitional Provision of Act 31/2014 of 3 December 2014, the Company's remuneration policy contained in the Annual Report on Remuneration of Directors will be deemed to have been approved for the purposes of the provisions of article 529 novodecies of the Capital Companies Act as well.

## **ELEVEN**

### **Information to the Shareholders on amendments to the Regulations of the Board of Directors.**

In accordance with Article 528 of Companies Act, the General Shareholders Meeting is informed that the Regulation of the Board of Directors of Promotora de Informaciones, SA has been amended by resolution of the Board of Directors held on February 27, 2015, in the terms explained in the report that the Board has made available to the shareholders when convened this Shareholders Meeting.

*(Free translation from the original in Spanish language)*

## TWELVE

### **Delegation of Powers**

Without prejudice to powers granted in other resolutions, it is hereby resolved to grant to the Board of Directors the broadest powers required by law to define, implement and interpret the preceding resolutions including, if necessary, powers to interpret, remedy and complete them, likewise delegating to the Chairman of the Board of Directors Mr Juan Luis Cebrián Echarri, the Chief Executive Officer Mr Jose Luis Sainz Díaz, the Secretary Mr Antonio García-Mon Marañes and the Deputy Secretary Mr. Xavier Pujol Tobeña joint and several powers for any of them to appear before a Notary Public to formalize and to reflect in a notarial document the resolutions adopted at the present Shareholders' Meeting, rectifying, if warranted, any material errors not requiring new resolutions that might preclude their being recorded in notarial instruments, and to issue the notarial or private documents necessary to record the adopted resolutions on the Companies Register, with powers to remedy or rectify them in view of the Registrar's written or oral comments and, in summary, to take any measures required to ensure that these resolutions are fully effective.

*(Free translation from the original in Spanish language)*