

#### CONSOLIDATED NON- FINANCIAL INFORMATION INCLUDED IN THE CONSOLIDATED MANAGEMENT REPORT OF PROMOTORA DE INFORMACIONES, S.A. AND ITS SUBSIDIARIES FOR THE YEAR 2018.

The current non-financial information statement was drawn up in line with the requirements set out in Spanish Law 11/2018, of 28 December, which amends the Code of Commerce, the revised text of Spanish Capital Companies Law, passed by Spanish Royal Legislative Decree 1/2010, of 2 July, and Spanish Law 22/2015, of 20 July, on Account Auditing, on the subject of non-financial information and diversity. The provisions of the Global Reporting Initiative (GRI Standards) guide on the drawing up sustainability reports was also taken into account.

In this context, the purpose of the Prisa non-financial information statement is to report on environmental, social and personnel matters and in relation to human rights as relevant to the company in the performance of its business activities.

# **1.1.** Business model

The object of the Prisa Group is to create and distribute cultural, educational, informational and entertainment content for markets where Spanish and Portuguese are spoken.

With a presence in 24 countries, it reaches its users through the main media brands, including El País, Santillana, Moderna, Compartir, UNO, Ser, Los40, WRadio, Radio Caracol and As. 40% of total Group revenue is generated in Spain and 45% is generated in America.

The Group strategies, organisation and business model are described below in this non-financial information statement. Business performance, market context and the main factors and trends that might affect its performance are described in Sections 1 and 2 of the *Management Report on the Consolidated Statement*.

# 1.1.1. Businesses: organisation and markets

The Group is divided into four business areas (equivalent to the operational segments as stated in Section 6 of the *Consolidated Statement*): Education (Santillana), Radio, Press (Noticias) and Media Capital.

# Education (Santillana)

Education includes Prisa's activities in the training and education markets through its publishing company Santillana, which involves publishing schoolbooks, publishing language books and providing digital learning systems. Santillana focusses on the creation of educational content for all levels of education from ages 3 to 18 (especially primary and secondary school) published in Spanish, Portuguese and English, in multiple formats and adapted to the educational standards and approaches of each country.

The business is organisationally structured by country, with the main markets being Spain, Mexico and Brazil, which together represent 61% of total revenue, according to data in December 2018.

The business model is focussed on education through traditional books and digital education systems, providing all-round educational content not just for students, but also for teachers.

#### Radio

Radio covers national and international spoken and musical radio. It has a presence in 13 countries, both directly and through brand and content franchises. The business is organisationally structured by country, with the main markets being Spain and Colombia, which together represent 91% of total consolidated revenue.

Prisa Radio reaches 22 million Spanish-speaking listeners, according to aggregated audience data in the countries where it operates.

Radio also has 40.5 million unique internet browsers (Source: Adobe Omniture, Jan.–Dec. 2018).

The management model for Radio (as regards both spoken radio and musical radio) is aimed at renewing radio formats for analogue and also digital use, achieving a greater presence for its content on all digital platforms for all listeners.

#### Press (Noticias)

Noticias covers the activities of newspaper and magazine sales, advertising, promotions and printing. The business is organisationally structured by business, with the main publications being El País and Diario As, which together represent 90% of total revenue for Prisa Noticias. The revenue is essentially generated in Spain (97% of the total).

It encompasses several news brands, including El País, AS, Cinco Días, El Huffington Post, Smoda, Buena Vida, Retina and Meristation. The lead publications have an online readership of 125.9 million unique browsers from all over the world (Source: Adobe Omniture, Jan.–Dec. 2018).

El País is the newspaper with the highest hard-copy circulation in Spain, according to OJD December 2018, at 137,552 issues. Digital readership amounts to 83.2 million users in December 2018 (Source: Adobe Omniture, Jan.–Dec. 2018), of which 43.3% are unique browsers from the American continent and 52.1% are from Spain.

Diario As is the sports newspaper with the second-highest hard-copy circulation, at 99,346 issues (OJD December 2018). In terms of digital readership, it has 45.8 million unique browsers all around the world (Source: Adobe Omniture, Jan.–Dec. 2018). Currently, 51.9% of the web users are international.

The Noticias business model is focussed on advancing the digital model, providing users with news and entertainment content on different digital devices.

# Media Capital

Media Capital mainly comprises the activities of television, audio-visual production, radio and internet in Portugal. The business is organisationally structured by business, with television being the main one of these, operated through its subsidiary TVI.

TVI is the open television channel with the largest audience in Portugal, according to data from GFK in December 2018. Its programming is based around news, national fiction and entertainment and also includes films, foreign series, football and children's programmes. In

addition to the general TVI channel, Media Capital runs audio-visual operations through its themed channels: TVI Internacional, TVI Ficçao, TVI Reality, TVI 24 and TVI África.

The current business model centres on advertising and the distribution of themed channels.

# 1.1.2. Goals and strategies

The main strategic cornerstones for the Group are:

- Growth of the Education business thanks to market expansion and the development of the technological education platform.
- Digital development at Media.
- Resources aimed at the businesses with most added value and efficiency plans that maintain a structure of sustainable debt.

# 1.2. Risk management

Prisa permanently monitors the most significant risks that could affect the main companies in its Group.

The risk management system works comprehensively by business unit, consolidating that management at corporate level. The Group continuously monitors the most significant risks, including tax risk, that could affect the business units. To do this, it has a risk map as a tool for graphic representation of the Group's inherent risks, which is used to identify and assess the risks that affect the performance of the different business units' activities.

The risks and the processes that manage each of the risks considered are identified by the General Management Departments in the business units and at the corporate centre, and aggregated and standardised by the Group's Internal Audit Department, which periodically reports results to the Audit Committee. The respective business departments identify the parties responsible for managing each risk and the associated action plans and controls.

Section 3 of the *Management Report* gives details of the Group's main risks.

We should also note that the Group has an internal control model for financial reporting (ICFR), initially developed from the COSO 1992 Framework and adapted to the COSO 2013 Framework in FY 2014.

In the context of the Group's crime prevention model in Spain, the environmental, occupational and corruption and bribery risks associated with the Group's different activities and operations are analysed for the different businesses. For each of these risks, depending on its impact on the different businesses, the Group has defined control activities to mitigate the businesses' exposure to risk.

For more information on risk management, see Sections E and F of the *Annual Report on Corporate Governance*.

# 1.2.1. Materiality analysis

To draw up this non-financial information statement, we have adhered to the provisions set out in the Global Reporting Initiative (GRI) SRS – Sustainability Report Standard, which also serves as a reference for drawing up Prisa's Sustainability and Social Responsibility Report, published every year. Prisa's materiality analysis has also been taken into account in this case. It has identified the environmental, social and economic factors that are relevant for its stakeholders and for the Group according to their impact on the value chain. The Ten Principles of the UN Global Compact on matters of human rights, labour regulations, environment and anticorruption have also been considered. Pursuant to the materiality analysis, material matters for Prisa in these areas would be:

Financial performance
User satisfaction and quality
Ethics and Good Governance
Company strategy
Digital transformation and innovation
Communication with stakeholders
Brand management
Employee acknowledgement and motivation
Responsible environmental management
Freedom of expression and pluralism
Communities
Responsible supply chain
Professional development and training
Equal opportunities and diversity
Attracting and retaining talent

Prisa's Corporate Social Responsibility Policy, approved by its Board of Directors in December 2018, establishes the benchmark framework for guaranteeing responsible behaviour in these areas in relation to its main stakeholders. The document containing this is available on Prisa's corporate website: www.prisa.com.

# 1.3. Responsible environmental management

Prisa is committed to respecting the environment and the environmental impact of its operations in the performance of its business activities.

Whether through direct management by Prisa or indirect management (acting on its supply chain) and following the practices recommended in the Group's Corporate

Social Responsibility Policy, the basic principles applied in order to provide products and services that respect the environment during their life cycle, contributing to the continuous improvement of its activities, are:

- To perform its activities in such a way as to minimise negative environmental impact, complying with the standards set out in applicable environmental regulations, in addition to actively helping to raise awareness regarding the effects of climate change.
- To pay special attention to responsible management of the production cycle for the Group's printed products, use of paper, ink and other printing

materials, use of energy, water consumption, emission control and waste, as the main resources with an environmental impact used in its activities.

Monitoring of these measures is structured into the following action levels:

- Consumption control.
- Emission control.
- Waste control.

The data collected shows that the Group does not, in any case, have any responsibilities, expenditure, assets, provisions or contingencies of an environmental nature that could be significant with respect to its equity, financial position or results.

#### *1.3.1. Consumption control*

#### Consumption of materials-

Most of the consumption is associated with printing activities, specifically paper, cardboard and plates, as reflected in the following table.

Type of material	Total consumption of material (t)	% Recycled/recovered material consumed
Paper <sup>1</sup>	89,786	41%
Ink <sup>2</sup>	10	0%
Cardboard <sup>3</sup>	316	100%
Adhesive	0	0%
Solvent	0	0%
Plastics <sup>4</sup>	301	6%
Toner <sup>5</sup>	1	34%
Plates <sup>6</sup>	243	55%
Other	0	0%

Group suppliers are required to comply with environmental and legal criteria regarding the manufacturing of paper. Practically all suppliers can manufacture PEFC or FSC certified paper, which guarantees control over the paper chain.

Santillana requires Forest Stewardship Council (FSC) and Sustainable Forestry Initiative (SFI) certification from all of their suppliers in the USA. In addition, its main logistics provider (Pilot) is certified by the Environment Protection Agency (EPA) as part of the SmartWay Transport Partnership.

<sup>&</sup>lt;sup>1</sup> Consumed at Santillana (Spain, Argentina, Brazil, Chile, Colombia, Mexico, Guatemala, El Salvador, Honduras, Ecuador, Peru, Puerto Rico, Dominican Republic), Prisa Radio, Prisa Noticias, Media Capital Group (Portugal), PGS, PBS, Prisa Tecnología, Prisa Corporativo and Prisa Video.

<sup>&</sup>lt;sup>2</sup> Consumed at Bidasoa and Distasa (Prisa Noticias), Santillana (Ecuador, Puerto Rico), Media Capital Group (Portugal).

<sup>&</sup>lt;sup>3</sup> Consumed at Prisa Noticias Santillana (Spain, Argentina, Colombia, Guatemala, El Salvador, Ecuador, Peru). 4 Consumed at Santillana (Spain, Colombia, Guatemala, El Salvador, Honduras) and Media Capital Group (Portugal).

<sup>&</sup>lt;sup>5</sup> Purchased as expendable supplies at Prisa Noticias, Santillana (Colombia, Guatemala, El S<u>a</u>lvador, Peru).

<sup>&</sup>lt;sup>6</sup> Consumed at Distasa and Bisadoa (Prisa Noticias), Media Capital Group (Portugal).

Prisa is committed to responsibly managing the paper consumption cycle from start to finish. In the case of Spain and Portugal, this consumption is managed centrally. In these countries, 77.9% of paper consumption comes from recycled raw materials obtained from recovery operations run by authorised managers, with a 9% rate of return on purchased paper.

# Power consumption 7-8

The data is obtained from the bills issued by suppliers:

Electricity c	onsumption	Natural gas	Diesel	Total	Energy intensity
Renewable source (GJ)	Non- renewable source (GJ)	consumpti on (GJ)	consumptio n (GJ)	energy consumptio n (GJ)	(GJ/€MM invoicing)
28.465	185,456	14,405	56,975	285,302	213.98

We should note:

- In 2018, the Group's total energy consumption was 285,302 GJ, mainly associated with fuel and electricity, of which almost 10% comes from renewable sources.
- According to the information provided by the different paper suppliers, the carbon intensity—expressed in kg of CO2 equivalent per tonne of paper consumed—was 481.54 in Spain.
- Within the sector-wide process of digitalising content and media, Prisa is taking action to gradually reduce paper consumption. 2018 saw notable optimisation programmes at Santillana Argentina, Colombia, Peru, Guatemala, Honduras, El Salvador and Media Capital in Portugal.

# Water consumption

In 2018, Prisa's water consumption has amounted to 146,683 m<sup>3,</sup> mostly from municipal mains.

# 1.3.2. Emission control

The main source of emissions linked to Prisa activity is in relation to employee travel, which is measured by mode of transport and monitored by the Corporate Purchasing Department.

The information on 2018 emissions is reported in accordance with the scope of emissions as defined by the GHG Protocol standard.

To note:

- Initiatives have been put in place in several countries for replacing lamps with more efficient technology.
- The energy saving achieved in comparison with last year was 6,275 GJ, meaning a reduction in emissions of  $CO_2eq$  of 881.95 t.
- For every million euros invoiced in 2018, the CO<sub>2</sub> emissions intensity is 81.28 t.

Below is a breakdown of the information in relation to Scope 3 emissions, obtained using data on employee travel and on paper consumption.

<sup>&</sup>lt;sup>7</sup> Not including Santillana Venezuela

<sup>&</sup>lt;sup>8</sup> The source used for obtaining the conversion factor was DEFRA (Department for Environment, Food & Rural Affairs – GOV.UK).

			Total emissions for 2018 (t CO <sub>2</sub> eq)
		Short-haul flights	3,791.79
	Air	Medium-haul flights	1,056.43
Business		Long-haul flights	2,615.60
travel <sup>9</sup>	Rail		207.64
	Deed	Diesel	4,932.82
	Road	Petrol	5,120.62
Product <sup>10</sup>	Paper		43,233.97
	ТОТА	L Scope 3 Emissions (*)	60,958.87

(\*) Does not include Santillana Venezuela

Emissions derived from fuel consumption and electricity consumption (*Scope* 1 and 2) would amount to 5,468 and 14,852 tonnes of CO2 equivalent (without including Santillana Venezuela).

# 1.3.3. Waste control

Within the activities performed by Prisa, printing is the activity that generates the most waste, with plates, ink, varnish, paper and cardboard the most significant types.

There has been a decrease in waste generation, derived mainly from a reduction in the consumption of paper and cardboard within the Group in comparison with last year. Content digitalisation is one of the factors that favour the decrease in paper-waste generation.

Danger	Type of waste	Tonnes produced last year	Destination
	Ink and varnish	19.21	Authorised manager
	Hazardous WEEE	0	-
	Plate developer	5.76	Authorised manager
Hazardous waste	Construction and demolition waste containing hazardous substances	9.76	Authorised manager
	Wood containing hazardous substances	0	-
	Plastics and containers containing remains of hazardous waste	14,000.9	Authorised manager

<sup>&</sup>lt;sup>9</sup> Not including Santillana (Puerto Rico)

<sup>&</sup>lt;sup>10</sup> Consumed at Santillana (Spain, Argentina, Brazil, Chile, Colombia, Mexico, Guatemala, El Salvador, Honduras, Ecuador, Peru, Puerto Rico, Dominican Republic), Prisa Radio (Spain), Prisa Noticias, Media Capital Group (Portugal), PGS, PBS, Prisa Tecnología, Prisa Corporativo and Prisa Video.

Danger	Type of waste	Tonnes produced last year	Destination
	Metallic containers containing remains of hazardous waste	28.58	Authorised manager
	Used oil	0.12	Authorised manager
	Contaminated cloths and tissues	8.48	Authorised manager
	Batteries	0.22	Authorised manager
	Other	220.23	Authorised manager/recycling
	Paper and cardboard	2,983.94	Authorised manager/recycling
	WEEE	0.88	Recycling
	Construction and demolition waste	18.44	Authorised manager
	Plastics and containers	8.77	Recycling
Non-	Metallic containers	21.5	Recycling
hazardous	MSW	315.96	Authorised manager/recycling
waste	Glass	4.16	Recycling
	Wood	220.36	Recycling
	Plates	190.64	Recycling
	Water for use in cleaning	76.97	-
	IBCs	0	-
	Other	46,247	Authorised manager/recycling

Beyond the waste generated and processed in connection with its printed products (paper, ink...), Prisa plans to design a pilot action plan for Spain to analyse the end destination of all of its waste in detail and study measures that allow that waste to be reintegrated more efficiently from a circular economy perspective.

# **1.4.** Information on social matters in relation to personnel

# 1.4.1. Employment

The number of people employed by the Group at year end 2018—by country, gender and contract type—is:

	Permanent Contract + PTR (**)		Variable, Temporary Contract and TTR (**)		Total				
	Men	Women	Total	Men	Women	Total	Men	Women	Total
Argentina	194	264	458	21	15	36	215	279	494
Bolivia	22	19	41	-	-	-	22	19	41
Brazil	367	455	822	-	-	-	367	455	822
NTCA (*)	74	69	143	-	-	-	74	69	143
Chile	207	130	337	9	1	10	216	131	347
Colombia	731	519	1,250	31	10	41	762	529	1,291
CR	28	26	54	10	1	11	38	27	65
Ecuador	71	54	125	-	-	-	71	54	125
Spain	1,542	1,275	2,817	61	83	144	1,603	1,358	2,961
Mexico	273	265	538	-	-	-	273	265	538
P. Rico	13	22	35	1	1	2	14	23	37
Panama	11	9	20	-	-	-	11	9	20
Paraguay	17	14	31	-	-	-	17	14	31
Peru	74	85	159	82	66	148	156	151	307
Portugal	508	356	864	129	90	219	637	446	1,083
Dom. Rep.	74	45	119	-	-	-	74	45	119
Uruguay	10	12	22	-	-	-	10	12	22
USA	20	14	34	-	-	-	20	14	34
Total (***)	4,236	3,633	7,869	344	267	611	4,580	3,900	8.,480

(\*) Northern Triangle of Central America: includes the following countries: Guatemala, Honduras and El Salvador

(\*\*) TTR = Temporary trade representative, PTR = Permanent trade representative

From the above breakdown, we can see that 93% of Prisa's total staff have a permanent contract and 7% have a temporary contract. 54% of the total staff are men, in comparison with 46% of women.

97% of the staff are working full-time at year end (this ratio is 95% in Spain).

Distribution by gender and professional category is as follows:

	31.12		
	Women	Men	TOTAL
Executives	30%	70%	100%
Middle management	43%	57%	100%
Other employees	47%	53%	100%
Total	46%	54%	100%

The average age for men is 2.8% older than the average for women, and the Group average is 42.5 years of age.

	Men	Women	Total
Average Group age	43.1	41.9	42.5

The main business areas in terms of staff are Santillana (45%) and Radio (28%), taking into account the following gender distribution:

	Men	Women	Total
Santillana	1,847	1,994	3,841
Radio	1,441	930	2,371
Noticias	460	294	754
Media Capital	634	441	1,075
ROW	198	241	439
Total	4,580	3,900	8,480

The variation in the Group's final staff between 2018 and 2017 is -3% (distributed in similar terms between Spain and the other countries: -3% and -4% respectively). The rate of voluntary turnover (measured as voluntary resignations out of the total staff) was 6%, mainly centred in Latin America, whereas the dismissal rate is 5.5% (measured as dismissals with severance pay out of the total staff), mainly associated with dismissals due to staff renewal in most countries and Group restructuring processes.

Dismissals measured as Group dismissals with severance pay were 49% men and 51% women, and 69% of them were employees between 30 and 50 years of age.

The staff reduction is centralised at Santillana Internacional (sale of Santillana USA and restructuring at Santillana Portugal). In Spain, the staff has been reduced due to the closure of the Video business and part of the Group's printing process.

Given the distribution of genders between professional categories, the average salary for the Group is EUR 32 thousand (company perks not included), the average salary for men is 10% higher than average and for women it is -12%:

	Men	Women
Prisa Group	10%	-12%

The information relating to remuneration for directors and management is specified in notes 20 - *Transactions with related parties* and 21- *Remuneration and other benefits for the board of directors* included in the statement for 2018.

As regards integrating people with disabilities into employment with the Prisa Group, with regard to Spain, there are agreements in place with special job centres for the provision of certain services (cleaning), and other collaboration mechanisms set out in our legal precepts (donations to job centre). In addition, there are 37 Group employees with disabilities of 33% or more, 24 of whom are men and 13 are women, distributed geographically as follows:

	Spain	ROW
Prisa Group	25	12

# 1.4.2. Work organisation

The Group companies provide company perks that allow them to attract and retain the best professionals.

In Spain, the staff generally get company perks, life and accident insurance, cover for disability or invalidity and maternity or paternity bonuses. In general terms, companies in Spain do not distinguish between full-time and part-time, or permanent and temporary contracts, for accessing these company benefits.

The flexible payment plan designed in 2012 is still in place for 2018 for companies in Spain, with the entire catalogue of products allowed by regulations.

In Spain, practically all collective bargaining agreements applicable by the different companies contain working hours that are below the legal maximum (40 working hours a week) and, in addition, overtime is only worked as an exception.

Working hours include flexible work practices as regards the start and end of the working day and may be adapted to intensive working hours and times at certain times of year (summer, Christmas and Easter). These irregular working hours are established by agreement between the different departments and/or the workers' legal representatives.

For some companies in Spain, the plan to promote a better work-life balance has been kept in place:

- Special voluntary leave with a guaranteed job to return to, financial allowance and social security contributions.
- Extension of paid annual holidays with social security contributions.
- Extension of weekly rest days (4-day week) with maintenance of social security contributions.
- Permission to attend training, help with expenses and social security contributions.
- Reduction of working day without having to be a legal guardian.

Thanks to these policies and actions that have been taken within the Group, 88% of staff have returned after maternity or paternity leave: 100% of the men and 78% of the women.

The hours and rate of absenteeism within the Group are as follows:

Rate of absenteeism <sup>(1)</sup>	0.55%
Total hours of absenteeism	86,324

# (1) Index of absenteeism: (Total no. of absenteeism hours/ Total no. of hours worked) x $100\,$

# 1.4.3. Health and safety

Driving a preventive culture among all the companies that make up the Group is still a priority goal. There is an outstanding commitment to integrating occupational health and risk prevention into the general management system for the companies.

The Joint Prevention Service works continuously within Group companies to identify psychosocial risk factors that may entail a risk to people's health.

- Regulatory audits on prevention have been satisfactorily run at relevant companies.
- Quarterly meetings with all health and safety committees have continued.
- Emergency evacuation measures have been implemented as required by regulations.

In this way, we have continued to strive towards continuous improvement in working conditions at all times.

- 97% of the staff in Spain are represented on formal joint health and safety committees.
- 100% of them are covered by the joint prevent service.
- 60% of the total Group staff is represented at this type of health and safety committee.

In 2018, there were 72 occupational accidents (20 men and 52 women). Given the Group's activity, there have been no cases of professional illness during 2018.

The main measurement indexes for the Group's health and safety are:

	Seriousness Index <sup>(2)</sup>	Incidence Index <sup>(3)</sup>	Frequency Index <sup>(4)</sup>
Men	0.06	6.11	3.29
Women	0.10	10.77	5.73
Total	0.08	8.25	4.42

Seriousness

Index: (No. days missed/No. hours worked) x 1,000;

(3) Incidence Index: (No. accidents with time off work/ Average no. of workers) x 100;

(4) Frequency Index: (Total no. of accidents with time off/Total no. of hours worked) x 1,000,000;

# 1.4.4. Social relations

(2)

The collective bargaining agreements currently in effect involve improvements in employment and working conditions in relation to the minimum rights required by legislation. In general, information, representation and consultation procedures for employees are contained and regulated in the different collective bargaining agreements and are structured through the labour representation bodies regulated in the same. Except for certain management positions and taking local legislation into account, 56% of staff is adhered to each company's agreements (spain: 97%).

There is trade union freedom in all the companies and the group encourages the social dialogue necessary for the development of its business. Prisa sets minimum notice periods for putting structural or organisational changes in place, in accordance with the time limits set out in applicable legislation or collective bargaining agreements.

# 1.4.5. Training

The staff has access to a range of training, both online via Prisa Campus (own online platform) and in-person.

The training actions taught at the different companies are available on the training platform.

In 2018, more than 33,000 in-person tuition hours have been taught with an average of 16 hours per person trained. 39% of the training hours were invested in management personnel and middle management and 61% in the remaining staff.

# 1.4.6. Equality

The collective bargaining agreements applicable to the different companies in Spain contain specific sections on equal treatment and opportunities for men and women, protocols for action in the event of harassment and other measures to drive equality in all areas.

Specifically in the Prisa Radio collective bargaining agreement, there is a section called "Prisa Radio Group Equality Plan", which includes measures aimed at promoting equal treatment and opportunities between men and women in terms of recruitment, promotion and professional development, training, work and family life balance. The Ediciones el País collective bargaining agreement also contains a section called "Equality and Reconciliation Plan", which includes, among other things, the objectives of achieving a balanced representation of women in the workplace and women's access to positions of responsibility. In turn, Santillana is preparing an equality plan applicable to workers in this business in Spain, which will come into force in 2019.

In terms of harassment, the Group has a procedure for communicating and acting on psychosocial damages applicable to workers; likewise, the Santillana agreement also includes a harassment protocol.

The Prisa is diverse as regards geography, culture, gender and age.

- Employee presence in 21 countries.
- Local hires, with 88% of senior management in each country being local people.
- There are 39 different nationalities in the Prisa Group.
- At year end, the staff is 54% male and 46% female.
- The average age for the Group is 42.5 years of age: 43 for men and 42 for women.

# 1.4.7. Diversity in the composition of the Board of Directors

Note 4 of this *Management Report* and the *Annual Report on Corporate Governance*, which forms part of this Management Report, provides details of the composition of the Board of Directors, which was made up of 13 directors on 31 December 2018: one executive director, six proprietary directors, five independent directors and one external director, all with different academic backgrounds and outstanding professional careers (see profile and bio at <u>www.prisa.com</u>).

The company has a Directors' Selection Policy, the principles and objectives of which can be summarised as follows: i) diversity in the composition of the Board, ii) right balance in the Board as a whole, looking for the appointment of persons that help pursue diversity of knowledge, experience, origin and gender and iii) in 2020 the number of women directors represents, at least, 30% of total Board members.

The Board of Directors is composed of highly qualified professionals and good professional and personal repute, with capacities and competences in various fields and sectors that are of interest to the Company and coming from different countries. At its meeting on 26 February 2019, the Appointments, Remuneration and Corporate Governance Committee performed its annual verification of the compliance of the Director Selection Policy and it considers that the composition of the Board is reasonably diverse as regards the profile, training, professional qualifications and experience, skills, age and geographical origin of the directors, with a positive balance as a whole. Nonetheless, the Appointments, Remuneration and Corporate Governance Committee considers that there is an insufficient degree of gender diversity and has, therefore, put forward a proposal and targets in that regard in order to achieve an appropriate level by 2020.

The *Annual Report on Corporate Governance* provides details of the results of this analysis and future actions for improving the situation in specific areas and, in particular, in relation to gender diversity.

In the review of the *Director Selection Policy* that the Appointments, Remuneration and Corporate Governance Committee plans to run in FY 2019, it will study in depth and make progress as necessary on diversity policies in order to have them meet demanding standards and the targets set in this area for coming years.

# 1.5. Respect for Human Rights and the Fight against Corruption and Bribery

# 1.5.1. Compliance: Code of Ethics, Compliance Unit, Whistleblower's Channel

Prisa's Code of Ethics, referred to in section F.1.2. of the *Annual Report on Corporate Governance* contains the catalogue of principles and rules of behaviour that govern the actions of the companies that make up the Prisa Group and of all of its employees in order to ensure ethical, responsible behaviour in the performance of their activity.

The Code includes some general ethical principles regarding human rights and public freedoms, professional development, equal opportunities, non-discrimination and respect for people, health and safety at work and environmental protection.

The company also has a compliance unit, as described in section F.1.2 of the *Annual Report on Corporate Governance*.

The Compliance Unit also assumes the functions of the Criminal Prevention Body, as provided for in the Criminal Code.

The Group's main business units also have their respective compliance units, which report to and act in coordination with the Prisa Compliance Unit. In turn, due to their relevance or because of legislative requirements in the countries in which they operate, some Group companies have created specific compliance units or have a designated compliance officer. In this regard, there are compliance units or officers in companies in Brazil, Portugal, Mexico, Ecuador, Colombia and El Salvador.

In addition, as described in section F.1.2 of the *Annual Report on Corporate Governance*, Prisa has a Whistleblower's Channel.

For making queries related to the Code of Ethics and other topics in the area of internal regulations and compliance, company employees also have a compliance mailbox (<u>cumplimiento@prisa.com</u>) managed by the Compliance Unit.

There are also compliance mailboxes associated with each business's compliance units, which are redirected to the company's compliance mailbox, through which doubts can be raised regarding the Code of Ethics and other topics and inappropriate behaviour can be reported. Reports are handled following a procedure similar to the one defined for those received through the Whistleblower's Channel.

30 reports were received in 2018, which were addressed and resolved completely during the financial year. Of the reports analysed, it was concluded that 16 of them were unfounded.

# 1.5.2. Respect for Human Rights

Prisa's Code of Ethics, also included in section F.1.2 of the *Annual Report on Corporate Governance*, contains general ethical principles on human rights, amongst other items. Prisa undertakes to respect and protect human rights and public freedom. As part of this commitment, it highlights respect for human dignity as its main goal.

# 1.5.3. Fight against corruption and bribery

The Code of Ethics contains the basic principles regarding internal control and prevention of corruption, regulating aspects such as reliability of information and record control, bribes, measures against corruption, prevention of money laundering, and payment irregularities.

During FY 2018, all Group employees in Spain have received the Compliance Guide, which reminds us of some principles and rules of behaviour set out in the Code of Ethics, including those relating to fair labour practices and other aspects relating to action in the fight against corruption, such as fraudulent payments, money laundering and relationships with the Administration and suppliers.

Principles in the area of internal control and prevention of corruption are strengthened by policies that the company has developed, such as its Anti-Corruption Policy, which states its commitment to the fight against corruption in all forms, in all areas of action and in all the countries in which it has operations, and it understands that corrupt practices pose a serious legal and reputational risk for the companies in its business group. This Policy establishes some guidelines, precautions and procedures that must be observed by all professionals and businesses of the Group in the exercise of their business activity.

The company has also issued some specific guidelines that aim to reinforce the measures to prevent and avoid, on behalf of the businesses of Prisa Group, any money laundering from criminal or unlawful activities.

As one more measure to prevent bribes and fight against corruption, the Company also has a Gifts Policy that aims to guide professionals and responsible bodies of the Prisa Group to make

correct decisions as regards offering or accepting gifts, services or other favours within the framework of the Prisa Group's business relationships.

In addition, the company also has an Investment and Financing Policy that aims to establish an appropriate framework in relation to the analysis, approval and control of investment or divestment projects applicable to the businesses of the Prisa Group and that covers the financial, control and financial risk management needs of the businesses of the Prisa Group.

# **1.6.** Social information

# 1.6.1. The company's commitment to sustainable development

Prisa is committed to the cultural development of the people and the advancement of society in the countries in which it operates, providing top-quality content in education, information and entertainment. Permanent dialogue with the community allows the Group to discover the expectations and interests of societies where it has operations and to be able to get involved in their development.

Santillana	32 million students 94 million books		
Prisa Noticias	126 million unique browsers		
Prisa Radio	40 million unique browsers 22 million listeners		
Media Capital	24h audience 23.8%	Prime-time audience	
		26.7%	

Measuring performance

Since its beginnings, the Group has championed integrity, independence, quality and innovation as the main premises for the continuous improvement of the content it offers to society.

# Management approach and risks

A lack of integrity, independence, quality and innovation could cause a loss of credibility within the community and the company's reputation and image could be damaged.

To avoid these risks, Prisa adopts a series of mechanisms or professional ethical standards, contained in the Group's Social Responsibility Policy, such as the *Copy Statute* for **El País**, which describes its commitment to independence, integrity and journalistic quality, *The Style Book* for El País, which details the principles of coherency, ethics and professional humility that have not only marked the passage of El País, but which are still in effect and are periodically reviewed to ensure maximum integrity in the Group's informational work. In 2018, *The Style Book* for El País was used by its 372 writers. In addition, it has the independent figure of the Reader's Ombudsman, created to defend the interests of readers and ensure compliance with the codes set out in *The Style Book* for El País.

All of these rules have also been followed over the years by the other Prisa media. In 2018, **Diario AS**, the Group's sports publication, drew up the *Style Guide* for AS, which defines its statutory principles and an internal copy code for unifying forms of expression that provide the publication with a personality and make reading easier.

In the same way, the *Style Guide for Spoken Journalism* for **Cadena SER** was drawn up in 2017, detailing the habits required for expressing yourself and dealing with information as the best

radio journalist and, ultimately, for providing efficient, ethical journalism with integrity. 100% of the professionals at Cadena SER are bound to comply strictly with these principles. The general management of Cadena SER are responsible for supervision and coordination and the news department and the broadcast department report directly to them.

In addition to these standards, the Group has an editorial committee, which reports to the Prisa Board of Directors, and their mission is to support and advise the editorial and feature teams and management of the Prisa media to ensure that they perform their work after the appropriate comparison and discussion when selecting the subject matters to be tackled. This committee is governed by "Principles of Working and Organisation" approved by the Board of Directors.

With regard to **Media Capital**, editorial independence is protected by law in Portugal regarding matters that affect the work of journalists and the information they produce (not content of any other nature). This is established and guaranteed by the Constitution, in legislation for the sector (TV, press, radio) and in the Editorial Statutes, controlled by a sector watchdog for social media (ERC). Television law prohibits managers or members of the Board of Directors from interfering with editorial work or with journalistic content, as these matters are reserved for the news director, responsible for guiding and supervising the journalistic content created by the writers. Fines are heavy and are set by law. Therefore, in the area of Media Capital, in relation to informational content, there is no committee that can deal with journalistic content or content from the news area, outside the News or Copy Department of TVI/Radio/Prensa.

With regard to **Santillana**, the content of the books published all around the world is conditioned by the curriculums determined by the government of each country or administration for each of the school subjects. The content taught and the manner of teaching and learning at school are key to the educational process.

Anywhere that educational materials and books are published, there are corporate, global and national committees that meet regularly and continuously to make decisions with reference to building the editorial process.

In the area of education, the 32 million users that learn with Santillana's educational services and content in Latin America and Spain and the 2.2 million that use its digital ecosystems recurrently are a live observatory of trends and experiences for the company and monitoring them through data visualisation and analysis systems allows Santillana to become more familiar with the real needs of students and create more effective content.

These mechanisms and standards can be seen in more detail in Prisa's Sustainability and Social Responsibility Report.

Simply exercising Prisa's business activity involves a significant contribution to the development of a democratic, sustainable society. The Group assumes responsibility not only in the way it manages and runs its businesses, but also through its content and activities, in order to raise awareness and drive and disseminate knowledge.

It continued to work hand-in-hand and in coordination with UN, UNESCO, FAO and UNICEF agencies in 2018. These partnerships support the Group's commitment to defending human rights and spreading information on sustainable development, education, quality journalism and childhood.

Prisa collaborates with the Food and Agriculture Organisation of the United Nations (FAO) on covering, addressing and disseminating information on sustainable development, hunger, food and poverty. It does so from its headquarters in Rome with a journalist for *Planeta Futuro*, the space that El País dedicates to sustainable development. In this way, the newspaper has direct access to the organisation's publications so it can write news pieces with more integrity.

It also works with the United Nations Educational, Scientific and Cultural Organisation (UNESCO) to support common values, such as freedom of expression, freedom of the press and safety for journalists, and education, in particular teacher training. In the field of education, the agreement especially centres around driving expansion and improving education in Latin America through teacher training, and also around the appropriate use of learning resources, the use of technologies and improved educational management and assessment.

Prisa also collaborates with UNICEF to strengthen how matters of childhood are addressed and raise visibility of the work it does, which strengthens the Group's position through its total rejection of child labour and forced labour.

#### Social, cultural and environmental action

Prisa runs intense social, cultural and environmental actions through different initiatives and own projects, and it participates on relevant social platforms and in organisations that promote these same values in the communities where it has operations.

As an example of this, it is an active member of the United Nations Global Compact through its Spanish network and it forms part of its executive committee, committed to the ten principles through which this global organisation drives human rights, anti-corruption, labour rights and environmental care.

Prisa is, likewise, one of the group of companies that form the SERES Foundation. In 2018, it was actively involved in raising awareness of the work that the foundation does and in disseminating its SERES Awards, an acknowledgement of the best strategic and innovative actions that generate value for society and the company.

In the field of education and culture, Prisa maintains a network of agreements with cultural, scientific and educational institutions and entities, both in Spain and in Latin America, including the Organisation of Ibero-American States, the Inter-American Development Bank, the Pro Real Academia Española Foundation, the Instituto Cervantes, the Barcelona Museum of Contemporary Art, the Carolina Foundation, the Spanish-Brazilian Cultural Foundation, the Institute of Design (IED) and the Teatro Real Foundation, amongst others.

In 2018, it extended its sponsorship of the Teatro Real bicentenary event—which is gaining exceptional public interest—involving an increase in its usual collaboration and it has also continued to support the Botín Centre in Santander, as part of its commitment to culture and education, helping to raise awareness of its activities.

In the area of university education, the Group collaborates with the Autonomous University of Madrid, the Complutense University of Madrid and Tec Monterrey (TEC), amongst other institutions of higher education. The offices of the Santillana Foundation in America (Colombia, Brazil, Argentina and Peru) run similar activity programmes in the fields of education and culture in collaboration with numerous institutions and with the ministries of education and culture in the respective countries. Prisa also has a presence as a sponsor of the Fundación Conocimiento y Desarrollo (CYD), which drives excellence at university through reports and *rankings*.

It collaborates with the Fundación de Ayuda contra la Drogadicción (FAD)—of which it is a sponsor and member of its media committee—on increasing its messages of awareness and prevention regarding drug use and other risk behaviours that prevent the personal and social development of adolescents.

It has also been a supporter of the World Wildlife Fund (WWF) since 2008, through Planet Hour, the largest worldwide initiative for citizen mobilisation against climate change.

Prisa forms part of the Emergency Committee, which brings together different NGOs (Acción contra el Hambre, ACNUR Spanish Committee, Médicos del Mundo, Oxfam Intermón, Plan International and World Vision) to jointly address the citizen response to the situation of humanitarian crisis. In 2018, the Emergency Committee was activated to channel solidarity in the face of the earthquake and the tsunami in Indonesia, and the Group media collaborated in raising funds to help deal with those human needs.

In the field of innovation, research and development, Prisa is a founding patron of Fundación Pro CNIC (National Centre for Cardiovascular Research) and disseminates its campaigns. Once again this year, Prisa supported *VIVE 2018*, organised by the VIVE initiative, a common project run jointly by the SHE Foundation and the Pro CNIC Foundation to encourage habits for a healthy lifestyle amongst small children. In that way, the children of Prisa employees also learn to lead a healthy life as they play.

In 2018, Prisa was *media partner* for *EnlightED, reinventing education in a digital world,* organised by Fundación Telefónica, IE University and South Summit, the world summit that brings together experts in education, technology and innovation to drive the big discussion on education in the digital era.

The media advertising contribution made by Prisa to raise awareness about the initiatives run by some of the entities with which the Group collaborated in 2018, such as the aforementioned Pro CNIC Foundation, SERES Foundation, Botín Centre or the World Wildlife Fund (WWF) amounted to a value of approximately EUR 1,150 thousand.

Prisa also does great work driving journalism, culture, innovation and sport by awarding some prestigious prizes. In Journalism, the Premios Ondas and the Premios Ortega y Gasset acknowledge the work of the best professionals and work done on radio and television and in music and advertising. In innovation, the Premios Cinco Días and the Premios #StartMeApp acknowledge initiatives in the area of business, universities, social responsibility and entrepreneurship. Lastly, the Premios As acknowledge the sporting achievements of the main figures in Spanish sport.

<u>**Prisa Noticias**</u> has a clearly global vocation and aims to give visibility to the defence of human rights, education, equality, immigration and the environment. It drives of participates in different debates, events and actions in line with this.

In education, Prisa Noticias has run two successful projects again this year: *El País con tu futuro*, which provides guidance and stimulation for young people when it comes to their professional future, and *El País de los estudiantes*, which aims to incentivise students to look more closely at journalism, awarding the most notable work.

The UAM-El País School of Journalism, created in 1986, belongs to a non-profit foundation integrated by the Autonomous University of Madrid and El País. The school's main activity is its *Master's in Journalism*, through which it has already trained more than 1,200 journalists who now work at more than one hundred publications around the world.

The Master's is a degree belonging to the Autonomous University of Madrid, specialising in training quality journalism in the Spanish language. In 2018, El País contributed EUR 220 thousand to this project.

**Prisa Radio** ran or participated in a group of actions in 2018 to drive social awareness campaigns in different areas or to benefit different NGOs.

Through its fundraising events—LOS40 Music Awards, Premios Dial 2018, Vive Dial-La igualdad necesita ritmo, LOS40 Primavera Pop and Premios Radiolé—it managed to disseminate messages from the different social causes and donate more than EUR 50 thousand to: UNICEF, the St Vincent de Paul Soup Kitchen and the Nuestra Señora de la Candelaria Home for the Elderly, the Fundación Mujeres Soledad Cazorla Grants Fund, the Aspadir Foundation and Diabetes Cero.

**Santillana** provides educational content and quality services and focusses on a continuous discussion about education with a special interest in reading as a tool for social improvement, key to reinforcing children's imagination and creativity in response to the challenge of creating a freer and more equal society.

The Santillana Foundation continued its educational forums in different countries in and the *Vivalectura* Contest in 2018, both initiatives that are acknowledged and valued within the sector.

Cultural activity is also represented by milestones such as *Conversaciones Literarias de Formentor*, a festival that is in its 11th year and brings together writers, editors, critics and teachers, in collaboration with the Guadalajara International Book Fair (Mexico). It is also worth noting the *Foro de Industrias Culturales*, a meeting point for professionals and experts, who tackle the challenges in the cultural sector; the *Congress on Cultural Journalism*, which brings together professionals from the press, radio, television and digital media responsible for writing up on Spanish cultural news; and the *II Festival de Filosofía*, arranged jointly by the Madrid City Council and the Complutense University with talks by philosophers and essayists.

We should also highlight the *Master's in Governance and Human Rights*, from the Jesús de Polanco Academic Chair for Ibero-American Studies, created by the Autonomous University of Madrid and the Santillana Foundation, which contributed EUR 60 thousand to this project in 2018, and the *Creative Industries Network*, which runs training courses through which young businesspeople in the cultural industry learn to develop their capacity for innovation and acquire new competitive skills.

<u>Media Capital</u> runs different actions in the areas of social inclusion or training and gets involved in any social aspect through the participation of the main figures in its business units in order to increase the scope of the messages and initiatives, paying special attention to minority communities or anything relating to natural, social or economic disasters.

# 1.6.2. Responsible supplier management

#### 1.6.2.1. Goals and policies

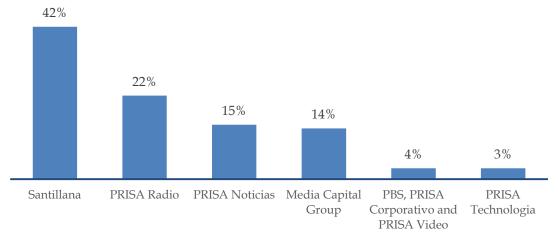
The goal of Prisa's purchasing policy is to build a solid base of suppliers and collaborators to make it easier for all the companies to purchase goods and services using criteria of efficiency, cover and technical and productive capacity, in addition to guaranteeing integrity and respect for human rights and environmental protection. The Purchasing Department channels relationships with all of the Group companies through a procedure that is consistent with the principles contained in the Code of Ethics and is based on objectivity, transparency and non-discrimination.

It always acts under the following premises:

- The information provided in any purchasing process will be identical for all suppliers in order to drive legitimate competition.
- No supplier will be invited to participate in a process to cover formal aspects.
- The supplier will be informed of both the decision-making criteria and the result. Continuous improvement plans will be put in place to increase quality and benefit for both parties.

# 1.6.2.2. Impact of purchases

Supplier transactions generated expenditure of more than EUR 765 million in 2018. This figure highlights the importance of managing our value chain and the indirect impact associated with it.



1.6.2.3. Local development

Prisa is committed to the local development of suppliers in the countries where it has operations. 86.45% of the purchase budget goes to local suppliers (with a registered address for tax purposes in the country where the purchase and payment for the product or service is made).

# 1.6.2.4. Impact on social and environmental matters

No significant impact on social and human rights matters has been identified in the value chain through the communications channels established for suppliers.

As regards the environment, there is an impact associated with paper consumption (Santillana and Prisa Noticias combine 57% of our volume of payments to suppliers). To mitigate this, the Group follows the initiatives described in the section on consumption control, in addition to the sector being immersed in a process for conversion to digital content production.

# 1.6.2.5. Supplier assessment and monitoring

For the Group suppliers that are most representative due to their invoicing volume and for each business unit, periodic assessment and monitoring is run in seven areas (QA surveys<sup>11</sup>), including ethics and good governance, environmental and quality management, and occupational risk prevention.

The suppliers assessed on environmental aspects, work practices, human rights and other social factors in 2018 are listed below:

No. of suppliers assessed regarding	No. of suppliers assessed	No. of suppliers assessed	No. of suppliers assessed regarding
the environment	regarding work practices	regarding human rights	social factors
308	459	459	459

# 1.6.3. Consumers, users, readers and listeners

Prisa's businesses, activities and investments in the area of television, education, radio and press are subject to a regulatory framework that is specific to the sector where these businesses are run. Except for press business or some activities in the area of education, where there is a direct relationship with the consumer and/or user, the General Spanish Law in Defence of Users and Consumers (Spanish Royal Legislative Decree 1/2007 of 16 November, as revised by Spanish Law 3/2014 of 27 March) is not applicable.

In relation to consumer complaint systems, apart from the Whistleblower's Channel for third parties, accessible on the corporate website, the business units have specific channels for dealing with all kinds of complaints and queries from third parties including readers or listeners, even when they are not legally considered consumers and/or users.

Some of the channels used in Spain for dealing with users, readers and listeners are listed below. For press, both the hard-copy and digital versions of El País, Diario As and Cinco Días provide readers with a customer service number, and a contact form is also provided in the digital version.

El País, Diario As and Cinco Días have a Customer Service Centre, which dealt with a total of 5,671 calls and managed 2,946 emails in April 2018, for example, as a typical month (not affected by seasonality). Of the calls, 86% were in relation to subscriptions, 9% to promotions and 5% to other miscellaneous. Of the emails managed, 65% referred to subscriptions, 11% to promotions, 5% to sales information, 3% to content and the remaining 16% to other. In addition, El País has a Reader's Ombudsman.

For Radio in Spain, there are two listener mailboxes, which are <u>promoser@cadenaser.com</u> and <u>privacidad@prisa.com</u>. As regards education, specifically for the santillanatiendaonline.es shop, there is a contact form, an email and a free contact telephone number, and Santillana's BeJob has email contact details on its website.

<sup>&</sup>lt;sup>11</sup>QA (Quality Assurance) Survey: quality assurance forms that suppliers complete on the Supplier Portal.

# 1.6.4. Tax information

Below are details of EBIT country by country, calculated as the sum of individual results for the subsidiaries—except in relation to Editora Moderna, Ltda., GLR Chile, Ltda. and Grupo Media Capital, SGPS, S.A., which are consolidated—located in each country, without any deletions.

	Thousands of
Country	euros
Spain	917,269
Portugal	47,822
Brazil	25,094
Colombia	14,995
Chile	12,240
Guatemala	9,159
Argentina	6,258
Ecuador	5,808
Mexico	4,228
Other countries	16,712
Total	1,059,585

The sum of income tax paid in 2018 amounts to EUR 29,077 thousand.

There were no significant subsidies received by the Group.



# REPORT ON THE VERIFICATION OF THE NON-FINANCIAL INFORMATION STATEMENT INCLUDED ON THE MANAGEMENT REPORT ISSUED BY AN INDEPENDENT VERIFIER

To GRUPO PRISA shareholders:

Pursuant to paragraph 6 of Article 49 of the Code of Commerce, approved by Real Decreto dated 22 August 1885, amended by Law 11/2018, dated 28 December, amending the Code of Commerce, in relation to non-financial information and diversity, we have verified the information non-financial included in the management report of the consolidated annual accounts for the year 2018 of the GRUPO PRISA.

We believe that the non-financial information included in point 5 of the management report of the consolidated annual accounts for 2018 of GRUPO PRISA is adequate in accordance with the requirements of paragraph 6 of Article 49 of the Code of Commerce, amended by Law 11/2018 to understand the progress, results, and the situation of GRUPO PRISA and the impact of its activity at least in relation to environmental and social issues, respect for human rights and the fight against corruption and bribery, as well as to staff, including measures that favour the principle of equal treatment and equal opportunities between men and women, non-discrimination and inclusion of people with disabilities and universal accessibility. As a result of the tests carried out, described in the following section, on the non-financial information included in the management report of the consolidated annual accounts for the year 2018 of GRUPO PRISA, no significant errors have been detected in said information.

#### Methodology and Verifier team

SGS' methodology for the verification of non-financial information consists of audit procedures and mechanisms to verify information and indicators, commonly accepted within the scope of the Conformity Assessment Bodies (as defined by Regulation (EC) no. 765/2008), such as the audit guidelines contained in standard ISO 19011, and particularly:

- Interviews with staff responsible for obtaining and preparing data
- Review of the non-financial information of the consolidated management report and its inclusion or not in accordance with the requirements set forth in section 6 of article 49 of the Commercial Code, as amended by Law 11/2018
- Review of the materiality analysis
- Review consisting of sampling of documents and records (both internal and public)
- Check consisting of checking the reliability and traceability of data
- Assessment of systems for the collection, management and handling of the information and indicators
- Contrast of the non-financial information with the information included in the annual accounts audited by a third party

The verifier team was composed of staff trained by SGS International Certification Services Ibérica, S.A.U (hereinafter referred to as "SGS ICS").



# REPORT ON THE VERIFICATION OF THE NON-FINANCIAL INFORMATION STATEMENT INCLUDED ON THE MANAGEMENT REPORT ISSUED BY AN INDEPENDENT VERIFIER

#### Independence

We are an independent entity to GRUPO PRISA in accordance with the ethics requirements, including those related to independence that are applicable to our activities.

#### The administrators' responsibility in relation to non-financial information

The administrators of the parent company are responsible for the formulation of the consolidated management report and the non-financial information detailed in it accordance with paragraph 6 of Article 49 of the Code of Commerce, approved by Real Decreto dated 22 August 1885, amended by Law 11/2018, dated 28 December, amending the Code of Commerce.

# The independent verifier's responsibility

The purpose of the mission that we have been entrusted is limited to obtaining reasonable assurance whether the non-financial information is free of any material inaccuracies due to fraud or mistake and to issuing a verification report on the non-financial information included in the Management Report of 2018 annual consolidated accounts of GRUPO PRISA containing our opinion.

While reasonable assurance means a high degree of assurance, it does not always guarantee the detection of material misstatement whenever it may exist, due to the fact that it may result from fraud or error.

SGS INTERNATIO 5 th 2019 SERVICES Signed: Esther Martínez Pardo

SGS International Certification Services Ibérica, S.A.U

**NOTE:** "This document has been originally drafted in Spanish, which will therefore prevail over the English language version in the event of any discrepancy."

SGS International Certification Services Ibérica, S.A.U.