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RELATED-PARTY TRANSACTIONS REPORT

AUDIT, RISKS AND COMPLIANCE COMMISSION

2018

Pursuant to Recommendation 6 of the Code of Good Practices for Listed Companies, approved by the Spanish Securities Market Commission (CNMV), the Audit, Risks and Compliance Commission of PROMOTORA DE INFORMACIONES, S.A. (hereinafter, PRISA, the Company or, when mentioning its consolidated Group, GRUPO PRISA) has prepared this related-party transactions report for 2018, which will be posted on the PRISA website (www.prisa.com) when the next ordinary general shareholders' meeting is called.

In accordance with Article 529 ter of the Corporate Enterprises Act, and Article 5 of PRISA's Board of Directors Regulation, it is the responsibility of the Board of Directors, among other non-delegable powers, to approve, following a report from the Audit, Risks and Compliance Committee, related party transactions as defined by currently applicable legislation.

1. Internal procedure for the authorization of related operations (article 40 of the Board of Directors Regulations of PRISA):

Any transaction conducted by the Company with directors and shareholders who are considered major shareholders under securities market regulations applicable at any time or that have proposed the appointment of any of the Company's directors, or with related parties, defined as any of the persons described in applicable regulations, shall require the authorization of the Board of Directors – or the Delegated Committee with the subsequent confirmation of the Board of Directors if it constitutes an emergency, as long as the emergency exists – in all events following a report by Audit, Risks and Compliance Committee.

The Audit, Risks and Compliance Committee and the Board of Directors or the Delegated Committee, before disclosing or authorizing transactions conducted by the Company of this nature, shall assess the operation from a perspective of equal treatment of shareholders and considering market conditions.

Notwithstanding the provisions of the previous paragraph, authorization corresponds to the General Meeting if the transaction exceeds a value of 10% of the corporate assets.

For transactions of a recurring nature conducted during the ordinary course of the Company's business under standard market conditions for customers or suppliers, and of minor importance, defined in this case as being those transactions with information that is not necessary to provide a true picture of the assets, the financial

situation and the results of the company, the prior authorization of the Board for the generic line of transactions is sufficient.

The authorization provided for in the previous paragraphs shall not be required, however, if the related transactions involved meets all of the following conditions simultaneously:

- (i) they are conducted under contracts with standard terms and are applied en masse to a significant number of customers or suppliers;
- (ii) they are conducted at prices or rates generally established by the party acting as supplier of the product or service involved; and
- (iii) the amount of the transaction does not exceed 1% of the Company's annual income.

For the Company to be able to identify potential related transactions in advance, the directors shall keep the Board informed about direct or indirect interests or significant influenced in companies or entities that maintain commercial or business relationships with the Company.

The directors who are affected by the associated transactions or who represent or are associated with the affected shareholders, in addition to not casting or delegating their vote, shall not attend the meeting while the Board or the relevant Committee deliberate and vote on them.

The Board of Directors shall include in its annual public information a summary of the transactions conducted by the company with its directors and major shareholders.

The aim of the information shall be the total volume of the transactions and the nature of the most significant ones.

2. Related-party transactions in 2018

Transactions with significant shareholders:

- i. In February 2018 PRISA has increased its share capital, with preemption rights, for an amount of EUR 441,189,130.66, through the issuance and subscription of 469,350,139 new ordinary shares of the Company, at a nominal value of EUR 0.94 each, of the same class and series as the shares outstanding. The issue price of the shares was EUR 1.20 each (EUR 0.94 nominal value and 0.26 share premium each).
- ii. This capital increase was subscribed, among others, by some significant shareholders of PRISA as it is detailed in their statements to the CNMV
- iii. As part of this capital increase and as stated in Significant Event Disclosure 260988 of January 25, 2018, the Company authorized the signing of an underwriting and placement agreement with Banco Santander, S.A. (a significant shareholder of PRISA) and Morgan Stanley & C. International plc – banks appointed by the Board of Directors as global coordinators and underwriters of the capital increase. Banco Santander was also appointed as

agent bank for the capital increase; its duties included acting as intermediary with the participants in the capital increase.

- iv. Authorization was also given for Banco Santander to act as financial advisor vis-à-vis a transaction of the PRISA Group in Latin America.
- v. A transaction was also signed off between Santillana (PRISA Group subsidiary) and Telefónica, S.A. (a significant shareholder of PRISA) to publish books on Movistar+ series and programs.
- vi. Lastly, in 2018 the Company reached an agreement with its lender banks to refinance and modify the terms of its borrowings. Some of PRISA's significant shareholders are among these creditors.

Regardless of the above-mentioned transactions, PRISA and its Group companies did not perform any transactions with their significant shareholders which, according to prevailing legislation or the provisions of the Board of Directors Regulation, require prior authorization from the Board of Directors during 2018.

According to PRISA's 2018 Consolidated Financial Statements and Annual Corporate Governance Report, PRISA and its Group companies have performed certain transactions with some of its significant shareholders that did not require authorization.

Transactions with directors:

In 2018, no transactions were performed with PRISA directors that required the Board of Directors' approval. Nonetheless, the following is noted:

- i. According to information published on the website of the CNMV, the capital increase carried out in February 2018 was subscribed by the following PRISA directors:

Directors' Name	Number of Direct Voting Rights subscribed	Number of Indirect Voting Rights Subscribed
Manuel Mirat Santiago	65,879	0
Manuel Polanco Moreno	45,580	126,405 (through Olnacasco, S.L.)
Francisco Javier Monzón de Cáceres	60,049	0
Joseph Oughourlian	0	131,022,714 (through Amber Capital UK LLP, significant shareholder of PRISA)
Francisco Javier Gómez Navarro-Navarrete	7,102	0
Shk. Dr. Khalid bin Thani bin Abdullah Al-Thani	0	33,920,000 (through International Media Group, S.A.R.L., significant shareholder of PRISA)

- ii. The director Shk. Dr. Khalid bin Thani bin Abdullah Al Thani is Vice-Chairman of the Dar Al-Sharq media group, which in 2017 entered into a strategic

alliance with Diario As (a PRISA Group company), for the launch of AS Arabia. This transaction was already disclosed in the report for the year 2017.

Other related-party transactions:

During 2018, the PRISA Group performed transactions with other companies in which it holds a direct or indirect stake but not control. Board approval was not required in 2018 with regard of these transactions.

3. Information on related-party transactions

PRISA's Consolidated Annual Accounts and Annual Corporate Governance Report for 2018 provide additional disclosures on the Company's related-party transactions.

In accordance with applicable legislation in force, transactions between companies in the same consolidated group (i.e. between PRISA Group companies) eliminated during the preparation of the consolidated financial statements and which are part of the companies' normal business in terms of their purpose and conditions, have not been included herein.

Information is also provided aggregate with regard to items with similar content.

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