

FREE TRANSLATION FROM THE ORIGINAL IN SPANISH LANGUAGE



Information requested by the CNMV to all listed companies in relation to compliance with certain provisions of the Capital Companies Act and notification of home member State

At the request of the Comisión Nacional del Mercado de Valores (“CNMV”) by letter dated November 12, 2015 and received on November 18, 2015, the Secretary of the Board of Directors of PRISA, with the approval of the President, has certified the compliance with the following provisions of the Capital Companies Act:

I. The General Shareholders Meeting held on April 20, 2015, resolved to amend the General Shareholders Meeting Regulation to adapt it to the new wording of Capital Companies Act given by Act 31/2014 of 3 December 2014 (“LSC”), being registered at the Commercial Registry and communicated to the CNMV through relevant information No. 221555, in accordance with Article 513 of LSC.

II. In accordance with Article 514 of LSC, the Company guarantees, at all times, equal treatment of all shareholders who are in the same position, in relation to the exercise of information, attendance and voting rights at the general meeting, by guaranteeing them the same rights in the notice of the General Shareholders Meeting, which was communicated to the CNMV through relevant information No. 223251.

III. The call of the last General Shareholders Meeting held on April 20, 2015, was published in accordance with the provisions of Article 516 of LSC (having been published in the newspapers El País and Cinco Días, on the website of the CNMV and on the website of the Company, www.prisa.com). The announcement, which included the provisions of Article 517 of LSC, was communicated to the CNMV through relevant information No. 22325.

IV. The company has published on its web www.prisa.com the resolutions passed and the results of votes of the last general meeting, within the period established in Article 525.2 of LSC.

V. In the last General Shareholders Meeting held on April 20, 2015, the Chairman of the Board of Directors, Mr. Juan Luis Cebrián Echarri, was appointed proxy of more than three shareholders of the Company and under Articles 186 and 526 of LSC, it is understood as a public request of voting. Specifically Mr. Cebrián received the proxy of 395 shareholders of the Company, for a total of 620,511,583 voting rights.

The proxy voting was exercised according to the following rules set out in the notice of such general meeting:

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

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

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“.....For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that the Chairman as well as the other directors of the Company may have a conflict of interest regarding point 10º (Non-binding voting on the Annual Report on Remuneration of the Directors) of the Agenda..”.

VI. Amendment to the Board of Directors Regulation for its adaptation to the LSC was approved by the Board, registered in the Commercial Registry and communicated to the CNMV in accordance with Article 529 of LSC (see relevant information No. 221556).

VII. In accordance with Article 539.2 of LSC, the average payment period to suppliers and the measures mentioned in the last paragraph of Article 262.1 of the LSC, are available on www.prisa.com.

VIII. There is no evidence of any shareholder agreement of those regulated in Articles 530 and following of LSC, apart from those that have already been communicated to the CNMV and published on its website.

IX. Prior to the holding of the last general meeting and to comply with article 539(2) of LSC, a Shareholders Electronic Forum was available on the Company's website (www.prisa.com).

It is also announced that the company has already notified the home member State through relevant information dated November 23, 2015, No. 231314.

Madrid, December 3, 2015