



Promotora de Informaciones, S.A. (“**PRISA**” or the “**Company**”) announces the following relevant information, under the provisions of article 228 of the consolidated text of the Securities Market Act (“**Ley del Mercado de Valores**”), approved by the Royal Legislative Decree 4/2015, of 23 October

RELEVANT INFORMATION

The Board of Directors of PRISA in its meeting held today, has resolved to call a General Extraordinary Shareholders Meeting in Madrid, **expected to be held at the first call**, on October 30, 2017, at 1:30 pm, at Teatro Real de Madrid, Plaza de Oriente s/n, Madrid 28013.

We are attaching the announcement of the call that tomorrow will be publish through the other legally required means and the proposal of resolutions regarding all the Agenda items that the Board of Directors submits to the General Shareholders Meeting. The announcement includes the agenda of the General Shareholders Meeting and indicates the documentation that, from tomorrow, shareholders may examine on the Company's website (www.prisa.com) or request the free delivery.

Madrid, September 29, 2017

PROMOTORA DE INFORMACIONES, S.A

Call of Extraordinary Meeting

By resolution of the Board of Directors of "Promotora de Informaciones, Sociedad Anónima" (the "Company"), in fulfilment of the provisions of the Company's Bylaws and General Meeting Regulations, and in accordance with the current Capital Companies Act, the shareholders are called to the Extraordinary General Shareholders Meeting to be held at 1:30 pm on October 30, 2017, at Teatro Real de Madrid, Plaza de Oriente s/n, Madrid, on first call, and if the necessary quorum is not achieved, at the same place and at the same time on October 31, 2017, on second call.

It is expected that the General Shareholders Meeting will be held on first call, that is, October 30, 2017, at the place and time indicated above.

For purposes of articles 173 and 516 of the Capital Companies Act, all shareholders are advised that this notice of call also will be published, inter alia, on the Company's website, the address of which is www.prisa.com.

The Meeting will be held in accordance with the following,

AGENDA

- 1°.- Ratification of the appointment by co-option of Mr. Manuel Mirat Santiago as Company director.
- 2°.- Approval of the disposal of Vertex SGPS, S.A., for the purposes of section 160.f) of the Spanish Companies Act.
- 3°.- Review and, if applicable, approval of the audited balance sheet as at 31 August 2017.
- 4°.- Share capital and reserves reductions aimed at adapting Company's equity structure:
 - 4.1. Offset of losses against the voluntary reserves in an amount of EUR 1,578,746,088.64 and the legal reserves in an amount of EUR 5,335,316.94. Delegation of powers.
 - 4.2. Share capital reduction by an amount of EUR 154,321,837.26 to offset losses, by decreasing the par value of shares by EUR 1.97, to EUR 1.03 per share, based on Company's balance sheet as at 31 August 2017. Amendment of Section 6.1 of the Bylaws. Delegation of Powers.
 - 4.3. Reduction of the share capital by an amount of EUR 7,050,236.22 to increase the legal reserves account, by decreasing the par value of the shares by EUR 0.09, to EUR 0.94 per share, based on Company's balance sheet as at 31 August 2017. Amendment of Section 6.1 of the Bylaws. Delegation of Powers.

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5°.- Delegation of Powers

RIGHT TO PRESENT PROPOSALS OF RESOLUTIONS

As it is an Extraordinary Shareholders Meeting, in accordance with article 519.3 of the Capital Companies Act shareholders representing at least three percent of capital may present supported proposed resolutions regarding matters already included on the agenda of the meeting that is called. The Company shall ensure the dissemination of these proposed resolutions and documentation that may be attached thereto.

This right must be exercised by certifiable notice that must be received at the registered office (Gran Vía 32, Madrid 28013) within the five days following publication of this call. The identity of the shareholders exercising the right and the number of shares owned by them – representing at least three percent of the share capital – will be stated in the mentioned notice, and attaching such other documentation as may be appropriate. The foregoing is understood to be without prejudice to the right of any shareholder during the conduct of the General Shareholders Meeting to make alternative proposals or proposals on points that are not included on the Agenda, on the terms contemplated in the Capital Companies Act.

RIGHT OF ATTENDANCE

The General Shareholders Meeting may be attended by all shareholders that, individually or collectively, own at least 60 shares, registered in the corresponding book-entry records five days in advance of the date of holding the Meeting, and present the corresponding attendance card issued by any of the custodians that are members of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), in accordance with the provisions of article 16 of the Bylaws, article 7 of the General Meeting Regulations and article 179 of the Capital Companies Act.

RIGHT OF REPRESENTATION

Any shareholder may grant a proxy to another person, even if not a shareholder, to attend the General Shareholders Meeting, by satisfying the requirements and formalities set forth in the Bylaws, the General Meeting Regulations and by law.

The proxy must contain or attach the Agenda.

A proxy may 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, as indicated in the section “Information Right” of the present call. The document evidencing the proxy may be sent by mail to the Company through the Shareholder Relations Office, at the registered office (Gran Vía 32, Madrid 28013) or at the address of the Office

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(Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid) or delivered at the entrance to the General Shareholders Meeting site, to the Company's organisers, on the day it is held, before it commences.

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 Shareholders Meeting, as set forth in article 16.5 of the Bylaws.

If the proxy is exercised by the directors of the Company, in the event of a public request for representation and the proxy grantor has not expressly indicated voting instructions, it shall be understood that (i) the proxy refers to all the points on the Agenda of the General Shareholders Meeting, (ii) the vote is in favour of all the proposed resolutions made by the Boards of Directors and (iii) the proxy extends to any off-agenda items that may arise in the course of the General Shareholders Meeting, being understood that the proxy holder shall vote in the sense it deems to be most appropriate to the interests of the shareholder.

A proxy also may be granted by remote electronic communication by way of the Company's website (www.prisa.com) from October 2, 2017, by completing the standard electronic form available for these purposes on the Company's website. That electronic document must include an electronic signature recognised or provided by any of the certification service providers referred to in the following section on remote voting. A proxy granted by remote electronic means of communication must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Shareholders Meeting on first call.

For purposes of articles 523 and 526 of the Capital Companies Act, it is noted that the director Mr Manuel Mirat Santiago has a conflict of interest regarding first point of the Agenda, in which the ratification of his appointment through co-optation is proposed.

The directors may also have a conflict of interest regarding the proposed resolutions, if any, presented regarding matters not-included in the Agenda (when relating to the removal of a director or to the imposition of liability).

REMOTE VOTING

A shareholder may cast its vote remotely, by complying with the requirements and formalities set forth in article 16 of the Bylaws, in articles 10 and following of the General Meeting Regulations and by law.

To cast a vote by mail, a shareholder must complete and send to the Company, through the Shareholder Relations Office, at its registered office (Gran Vía 32, Madrid 28013) or at the address of the Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid) the standard form provided by the Company for these purposes (made available to shareholders as indicated in the following section on the "Information Right" in this call), which will include the information

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necessary to show status as a shareholder, with the signature of the shareholder being required to be attested by a notary or acknowledged by a custodian participating in Iberclear. 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.

The vote also may be cast by remote electronic means of communication, by way of the Company's website (www.prisa.com) from October 2, 2017, completing the standard electronic form provided for these purposes on the Company's website. The electronic document sent by the shareholder must include an electronic signature recognised or provided by any of the following certification service providers: CERES (Fábrica Nacional de Moneda y Timbre - Real Casa de la Moneda); CAMERFIRMA; or ANCERT (Agencia Notarial de Certificación). The electronic National Identity Document (Documento Nacional de Identidad electrónico, or "DNIe") issued by the General Police Directorate of the Spanish Ministry of the Interior may also be used.

A remote vote, whether sent by mail or by remote electronic means of communication, must be in the possession of the Company, at its headquarters, at least 24 hours in advance of the time contemplated for holding the General Shareholders Meeting on first call. Otherwise, the vote will be deemed not to have been cast.

INFORMATION RIGHT

Documents available to shareholders:

From publication of this call, in compliance with the provisions of articles 287, 318, 517, 518 and 539 of the Capital Companies Act, and article 6 of the General Meeting Regulations, the shareholders may examine the following documents at the registered office of the Company (Gran Vía 32, Madrid 28013), or at the address of the Shareholder Relations Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid), consult them on the Company's website (www.prisa.com) and request delivery or sending thereof without charge (through the Oficina de Atención al Accionista, from 8:00 a.m. to 16:30 p.m., on business days, telephone numbers 91-330.11.68 and 91-330.10.22, e-mail address ia@prisa.com):

- This announcement of the call of the meeting.
- The total number of shares and voting rights on the date of publication of this announcement.
- Full text of the proposal of resolutions regarding all the Agenda items that the Board of Directors presents to the General Shareholders Meeting.
- Reports issued by the Board of Directors and by the Appointments and Remuneration Committees, for the purposes required under articles 518.e) and 529 decies of the Capital Companies Act, concerning the proposal of

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ratification of the appointment by co-optation of a director (Item 1 of the Agenda).

- Report issued by the Board of Directors concerning the approval of the disposal of Vertex SGPS, S.A. (Item 2 of the Agenda).
- Balance sheet as at 31 August 2017, as well as the respective report of the auditor (Item 3 of the Agenda).
- Report issued by the Board of Directors concerning the proposals of offset of losses against reserves and share capital reduction to offset losses (Items 4.1. and 4.2 of the Agenda).
- Report issued by the Board of Directors concerning the proposal of share capital reduction to increase the legal reserves account (Item 4.3 of the Agenda).
- Forms and terms for exercise of information, proxy and remote voting rights.

Right to information prior to the General Shareholders Meeting:

In accordance with the provisions of articles 197 and 520 of the Capital Companies Act and article 6 of the General Meeting Regulations, until the fifth day prior to the date contemplated for holding the Meeting on first call, the shareholders, in writing, may request information or clarifications from the directors regarding the matters on the Agenda or pose questions in writing regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the most recent General Shareholders Meeting (30 June 2017) and regarding the audit report.

Valid requests for information, clarifications or inquiries made in writing by shareholders and the answers provided in writing by the directors will be included on the website of the Company, provided that shareholders have processed such requests in accordance with the formal procedures described below for the right of information.

Information requests will comply with the rules established in article 6 of the General Meeting Regulations. To request information, shareholders may use the standard form made available to the shareholders by the Company for these purposes, as indicated in this section on the "Information Right". The person making the request must prove his/her identity in the case of a written request by means of a photocopy of his/her National Identity Document or Passport and, in the case of legal persons, a document that sufficiently proves his/her representative capacity. In addition the person making the request must prove his/her status as a shareholder or provide sufficient details (number of shares, custodian, etc.) to allow verification by the Company.

The information right also may be exercised by remote electronic communication by way of the Company's website (www.prisa.com) from October 2, 2017, by

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completing the standard electronic form available for these purposes on the Company's website. That electronic document must include an electronic signature recognised or provided by any of the certification service providers referred to in the preceding section on remote voting.

In addition to as indicated above, from the date of publication of the notice of call all of the documentation and information related to the General Shareholders Meeting will be available for consultation on the Company's website (www.prisa.com). In accordance with the provisions of article 518 of the Capital Companies Act, such documentation and information will include this notice of call and the total number of shares and voting rights on the date of the call.

Right to information during the holding of the General Shareholders Meeting:

Also, during the holding of the meeting the shareholders verbally may request of the administrators such information and clarifications as they deem to be appropriate regarding the matters on the Agenda, and regarding the information accessible to the public the Company has provided to the National Securities Market Commission since the holding of the most recent General Shareholders Meeting (30 June 2017) and regarding the auditor's report.

OTHER PROVISIONS ON THE ELECTRONIC MEANS TO EXERCISE THE INFORMATION, VOTING AND REPRESENTATION RIGHTS

The Company reserves the right to amend, to suspend, to cancel or to restrict the electronic means that are at the disposal of the shareholders to exercise the information, voting and representation rights in the General Shareholders Meeting when imposed or required by technical or security reasons. Should any of these events occur, it will be announced on the Company's website.

The Company will not be liable for any prejudice that the shareholder may suffer from any breakdown, overload, line failures, connection failures or any other eventuality similar or equal, that are outside the will of the Company, and that prevent the use of the electronic means to exercise the information, voting and representation rights. Therefore, these events will not constitute a deprivation of shareholders' rights.

SHAREHOLDERS' ELECTRONIC FORUM

In order to comply with article 539(2) of the Capital Companies Act, from publication of this call a Shareholders Electronic Forum will be available on the Company's website (www.prisa.com). Both individual shareholders and such voluntary associations as may be established will be entitled to access it, in order to facilitate their communication prior to the holding of the General Shareholders Meeting. The operating rules of the Forum, and the form to be completed to participate therein, are available on the Company's website.

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The Forum is not a channel for communications between the Company and its shareholders, and is provided solely for the purpose of facilitating communication among the Company's shareholders on the occasion of the holding of the Extraordinary General Shareholders Meeting.

DATA PROTECTION

The personal information the shareholders provide to the Company in order to exercise their rights to attend, grant proxies or vote at the General Shareholders Meeting, and for use of the Shareholders Electronic Forum, or that is provided by banking institutions and Securities Companies and Agencies with which the shareholders have arranged for deposit or custody of their shares, or through the entity responsible for maintaining the book-entry records (Iberclear), will be included in a computer database owned by and the responsibility of the Company, the purpose of which is managing General Shareholders Meetings of the Company and undertaking statistical studies of the Company's shareholdings, as well as managing and supervising the functioning of the Shareholders Electronic Forum. The shareholders may exercise their rights of access, correction, suppression and opposition on the terms established in applicable legislation, in writing addressed to the Company's Shareholder Relations Office, at the registered office (Gran Vía 32, Madrid 28013) or at the address of the Office (Avda. de los Artesanos 6, Tres Cantos, 28760 Madrid).

Such information as is necessary for purposes of the notarial minutes of the General Shareholders Meeting will be provided to the notary.

PRESENCE OF A NOTARY

The Board of Directors has resolved to require the presence of a notary at the Meeting, in accordance with the provisions of article 203 of the Capital Companies Act and article 15 of the General Meeting Regulations, to prepare the minutes of that Meeting.

Madrid, September 30, 2017.

Mr. Xavier Pujol Tobeña

General Secretary and Secretary of the Board of Directors.



PROMOTORA DE INFORMACIONES, S.A.

EXTRAORDINARY SHAREHOLDERS MEETING

OCTOBER 30, 2017

PROPOSED RESOLUTIONS

The Board of Directors of PROMOTORA DE INFORMACIONES, S.A. has resolved to submit the following PROPOSED RESOLUTIONS at the EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING to be held on first call, on October 30, 2017.

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ONE

Ratification of the appointment by co-option of Mr. Manuel Mirat Santiago as Company director.

Following a report from the Appointments and Remuneration Committee, the Board of Directors proposes the ratification of the appointment by co-option of Mr Manuel Mirat Santiago as executive director, issued by the Board of Directors' meeting of 30 June 2017, to fill the vacancy generated on the Board following the resignation of the director Ms. Blanca Hernández Rodríguez, who had been appointed by the General Shareholders' Meeting held on 1 April 2016 for a period of four (4) years.

It is resolved to ratify the appointment by co-option of Mr. Manuel Mirat Santiago as executive director, made by the Board of Directors meeting of 30 June 2017.

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TWO

Approval of the disposal of Vertix SGPS, S.A., for the purposes of section 160.f) of the Spanish Companies Act.

On July 13, 2017, Promotora de Informaciones, S.A. (as Seller) entered into a share purchase agreement with MEO – Serviços de Comunicações e Multimedia, S.A. (as Purchaser) for 100% of the shares into which Vertix, SGPS, S.A.'s capital is divided, which entails the indirect transfer of 94.69% of the share capital of Grupo Media Capital, SGPS, S.A., a company listed on the regulated market of Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A. Such share purchase agreement is subject to the fulfilment of certain conditions precedent, including its approval by the General Shareholders' Meeting of Promotora de Informaciones, S.A.

The main terms and conditions of the transaction have been detailed in the report issued by the Board of Directors on September 29, 2017, which has been made available to the shareholders as from the date of publication of the call notice for the General Shareholders' Meeting.

To the effects of art. 160.f) of the Capital Companies Act, as well as to comply with the mentioned condition precedent and make the share purchase agreement effective once the fulfilment of other conditions precedent are verified, the sale by Promotora de Informaciones, S.A. of 100% of the share capital of Vertix, SGPS, S.A. to MEO – Serviços de Comunicações e Multimedia, S.A. is hereby approved, delegating to the Board of Directors all those authorities required or expedient for the execution of the transaction.

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THREE

Review and, as the case may be, approval of the audited balance sheet as at 31 August 2017.

Within the context of the share capital and reserves reductions aimed at restoring Company's equity structure, which has been submitted for approval by the General Meeting under the following fourth item of the agenda, the General Shareholders Meeting resolves to approve Company's balance sheet as at 31 August 2017, which has been prepared by the Board of Directors and verified by the Company's statutory auditor, namely, Deloitte, S.L., pursuant to Section 323.1 of the Spanish Companies Act.

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FOUR

Share capital and reserves reductions aimed at adapting Company's equity structure.

4.1. Offset of losses against the voluntary reserves in an amount of EUR 1,578,746,088.64 and the legal reserves in an amount of EUR 5,335,316.94. Delegation of powers.

- I. Application of "share premium", "statutory reserves", "other updating reserves", "voluntary reserves", "corporation taxes reserves", "redeemed capital reserves", "first application of the general accounting plan reserves" and "legal reserve" to offset losses

In view of Company's individual balance sheet as at 31 August 2017, approved under the Third item of the agenda, the Company has, among others, the following reserves amounting to EUR 1,584,081,405.58:

- (i) "share premium" in the amount of EUR 1,371,298,760.21;
- (ii) "statutory reserves", in the amount of EUR 11,884,980.65;
- (iii) "other updating reserves", in the amount of EUR 13,939,053.92;
- (iv) "voluntary reserves", in the amount of EUR 173,203,255.42;
- (v) "corporate tax reserves", in the amount of EUR 51,690.50;
- (vi) "redeemed capital reserves", in the amount of EUR de 1,495,458.40;
- (vii) "first application of the general accounting plan reserves" EUR 6,872,889.54; and
- (viii) "legal reserve" in the amount of EUR 5,335,316.94;

According to the referred balance sheet the "negative results of prior periods" amounts to EUR -2,201,523,638.56. Company's total reserves (including those which are not available), without prejudice to the Company's results application to be approved by the next ordinary shareholders meeting, amount to EUR 1,499,246,331.02.

The General Meeting resolves to apply:

- (i) the entirety of the aforesaid "share premium" in the amount of EUR 1,371,298,760.21;
- (ii) the entirety of the aforesaid "statutory reserves", in the amount of EUR 11,884,980.65;
- (iii) the entirety of the aforesaid "other updating reserves", in the amount of EUR 13,939,053.92;
- (iv) the entirety of the aforesaid "voluntary reserves", in the amount of EUR

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173,203,255.42;

- (v) the entirety of the aforesaid “corporate tax reserves”, in the amount of EUR 51,690.50;
- (vi) the entirety of the aforesaid “redeemed capital reserves”, in the amount of EUR de 1,495,458.40;
- (vii) the entirety of the aforesaid “first application of the general accounting plan reserves” EUR 6,872,889.54; and
- (viii) the entirety of the aforesaid “legal reserve” in the amount of EUR 5,335,316.94;

to partially offset the “negative results of prior periods” of the Company. It is stated for the record that once the former accounts have been applied to offset losses, (i) the “negative results of prior periods” account shall amount to EUR –617,442,232.98; and (ii) according to article 322.2 of the Spanish Companies Act, the Company will not have any voluntary reserves and the legal reserve, once the capital reductions proposed under items 4.2 and 4.3 of the agenda are carried out, if approved, do not exceed 10% of the share capital.

II. Delegation of powers

Notwithstanding the specific delegations of powers comprised in separate items of the agenda (which are to be understood to have been granted with express powers to in turn delegate said powers to the bodies and persons specified herein), it is resolved to empower the Board of Directors, as broadly as required by law, with express powers to be substituted by the Chairman, the Chief Executive Officer, one or more directors, and the Secretary, so that any of them interchangeably may implement this resolution and, in particular, without limitation, being empowered as follows:

- (i) To expand and develop this resolution.
- (ii) To carry out all actions necessary in order to comply with the requirements set forth in the Spanish Companies Act and other applicable rules, including the offset of other voluntary reserves, if applicable, which are not envisaged in this resolution.
- (iii) To carry out all actions and take all the steps necessary to obtain the consents and approvals required for this resolution to become fully effective, including, as the case may be, the consent of Company’s bondholders’ syndicates’ approval in conformity with the article 411 of the Spanish Companies Act.
- (iv) To carry out on behalf of the Company any action, make any statement or take any step that may be required before the Spanish National Securities Market Commission (the “CNMV”), Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), the Governing Bodies of the Stock Markets, the Securities Clearing and Settlement Service and any other agency or entity or public or private Registry, Spanish or foreign, related to this resolution
- (v) To execute on behalf of the Company such public or private documents as may be necessary or appropriate and, in general, to carry out such actions as may be

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necessary for this resolution to become fully effective.

- (vi) To correct, clarify, interpret, specify or supplement the resolutions adopted by the General Shareholders Meeting, or those appearing in such public deeds or documents as may be executed in implementation thereof and, in particular, such defects, omissions or errors, either substantive or formal, the may prevent the resolutions and the consequences thereof from registering with the Commercial Registry, the Official Registries of the CNMV, or any others.
- (vii) In general, to carry out such actions as may be necessary or appropriate for this resolution to become fully effective.

4.2. Share capital reduction by an amount of EUR 154,321,837.26 to offset losses, by decreasing the par value of shares by EUR 1.97, to EUR 1.03 per share, based on Company's balance sheet as at 31 August 2017. Amendment of article 6.1 of the Articles of Association. Delegation of powers.

I. Company's share capital reduction to offset losses

Following the offset of losses to be carried out in accordance with item 4.1 above, and after having applied all of the voluntary reserves and legal reserves to offset losses, the General Meeting resolves to reduce the share capital in the amount of EUR 154,321,837.26, that is, from the current amount of EUR 235,007,874 to EUR 80,686,036.74, through the reduction of the par value of each of the 78,335,958 ordinary voting shares currently comprising Company's share capital, from the current amount of three euros per share to EUR 1.03 per share.

The purpose of the share capital reduction is to restore the balance between Company's share capital and equity, which has decreased as a consequence of the accumulation of losses from prior periods. The total amount of the share capital reduction shall thereby be applied to offset the negative reserves registered in the "negative results of prior periods" account in an amount of EUR 154,321,837.26. After the proposed share capital reduction, Company's "negative results of prior periods" account shall be reduced to EUR -463,120,395.72.

The adoption of this resolution shall equally affect all of the Company's shares comprising its share capital.

In accordance with the provisions set forth in article 323 of the Spanish Companies Act, this share capital reduction is based on Company's individual balance sheet as at 31 August 2017, approved by the General Meeting under the First item of the agenda, and submitted to verification of the Company's statutory auditor, namely, Deloitte, S.L., as reflected in the audit report. The aforesaid balance sheet and audit report will be attached to the public deed of share capital decrease.

By virtue of article 335.a) of the Spanish Companies Act the creditors have no right of opposition to this reduction of capital. As a result, the reduction will be immediately effective by simple decision of the General Meeting, without prejudice to the provisions stated below regarding the condition precedent to which the resolution is subject.

As a result of the reduction of the par value of the shares no excess of assets or liabilities will

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be generated that should be allocated to the legal reserve.

II. Amendment of article 6.1 of the Articles of Association related to the share capital

To amend article 6.1 of the Articles of Association, that will hereinafter read as follows:

“Article 6.- Share Capital.

1. The Share Capital amounts to EUR EIGHTY MILLION, SIX HUNDRED EIGHTY-SIX THOUSAND THIRTY-SIX WITH SEVENTY FOUR CENTS (€80,686,036.74) and it is represented by: seventy-eight million, three hundred thirty-five thousand, nine hundred fifty-eight (78.335.958) ordinary shares of the same class and series, with a face value of EUR ONE WITH THREE CENTS (€1.03) each and correlatively numbered from 1 to 78.335.958.”

III. Delegation of powers

Notwithstanding the specific delegations of powers comprised in separate items of the agenda (which are to be understood to have been granted with express powers to in turn delegate said powers to the bodies and persons specified herein), it is resolved to empower the Board of Directors, as broadly as required by law, with express powers to be substituted by the Chairman, the Chief Executive Officer, one or more directors, and the Secretary, so that any of them interchangeably may implement this resolution and, in particular, without limitation, being empowered as follows:

- (i) To expand and develop this resolution by setting the terms and conditions of the share capital reduction in respect of all matters not covered herein.
 - (ii) To carry out all actions necessary in order to comply with the requirements set forth in the Spanish Companies Act and other applicable rules, the consolidated text of the Spanish Securities Market Act, the Royal Decree 878/2015, of October 2, on clearing, settlement and registration of securities represented in book-entry form, on the legal framework of central depositaries and central counterparties, and on the transparency requirements for securities admitted to trading on a secondary market (Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial) and other applicable rules, including the publication of any mandatory notices.
 - (iii) To carry out all actions and take all the steps necessary to obtain the consents and approvals required for this resolution to become fully effective, including, as the case may be, the consent of Company’s bondholders’ syndicates’ approval in conformity with the article 411 of the Spanish Companies Act.
 - (iv) To carry out on behalf of the Company any action, make any statement or take any step that may be required before the National Securities Market Commission (the “CNMV”), Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), the Governing Bodies of the Stock
- (Free translation from the original in Spanish language)*

Markets, the Securities Clearing and Settlement Service and any other agency or entity or public or private Registry, either Spanish or foreign, in connection with the share capital reduction covered by this resolution and, in particular, effective from the beginning of the trading session determined by the latter, and after the public deed of share capital reduction has been executed and registered with the Commercial Registry, in order for the 78.335.958 shares of the Company with a par value of three euros each currently outstanding to be excluded from trading, and the same number of shares with a par value of EUR 1.03 to be subsequently admitted to listing in the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges for trading through the Automated Quotation System (*Sistema de Interconexión Bursátil (Mercado Continuo)*).

- (v) To amend the article of the Articles of Association corresponding to the share capital, so as to adapt it to the new share capital figure.
- (vi) To draft and publish such notices as may be necessary or appropriate in connection with this share capital reduction.
- (vii) To execute on behalf of the Company such public or private documents as may be necessary or appropriate to carry out the share capital reduction and, in general, to carry out such actions as may be necessary for the this resolution to become fully effective.
- (viii) To correct, clarify, interpret, specify or supplement the resolutions adopted by the General Shareholders Meeting, or those appearing in such deeds or documents as may be executed in implementation thereof and, in particular, such defects, omissions or errors, either substantive or formal, that may prevent the resolutions and the consequences thereof from registering with the Commercial Registry, the Official Registries of the CNMV, or any others.
- (viii) In general, to carry out such actions as may be necessary or appropriate in order for the share capital reduction to become fully effective.

IV. Condition Precedent

The effectiveness of this resolution is subject to the resolution 4.1 above being approved.

4.3. Reduction of the share capital by an amount of EUR 7,050,236.22 to increase the legal reserves account, by decreasing the par value of the shares by EUR 0.09, to EUR 0.94 per share, based on Company's balance sheet as at 31 August 2017. Amendment of article 6.1 of the Articles of Association. Delegation of powers.

I. Share capital reduction

Following (i) the offset of losses carried out in accordance with item 4.1 above under which all of the voluntary reserves and the legal reserve have been applied to offset losses, as well as (ii) the share capital reduction to offset losses carried out in accordance with item 4.2 above, the General Meeting resolves to reduce the share capital in the amount of EUR 7,050,236.22, that is, from the current amount of EUR 80,686,036.74 to EUR 73,635,800.52, through the reduction of the par value of each of the 78,335,958 ordinary voting shares

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comprising Company's outstanding share capital in the amount of EUR 0.09, from the current amount of one EUR 1.03 per share to EUR 0.94 per share.

The purpose of the share capital reduction is to increase Company's legal reserves, without prejudice to the provisions set forth below regarding the unavailability of the amount by which the share capital has been reduced to increase the legal reserve.

The share capital reduction is carried out through the reduction of the par value of all of the outstanding shares of the Company representing its share capital, currently amounting to EUR 1.03, to EUR 0.94 per share. Therefore, the par value of each share is reduced by EUR 0.09, while the total amount of the share capital reduction reaches EUR 7,050,236.22.

The adoption of this resolution shall equally affect all of the Company's shares comprising its share capital.

In accordance with the provisions set forth in article 323 of the Spanish Companies Act, this share capital reduction is based upon Company's individual balance sheet as at 31 August 2017, approved by the General Meeting under the First item of the agenda, and submitted to verification of the Company's statutory auditor, namely, Deloitte, S.L., as reflected in the audit report. The aforesaid balance sheet and audit report are to be attached to the public deed of share capital decrease.

By virtue of article 335.a) of the Spanish Companies Act the creditors have no right of opposition to this reduction of capital. As a result, the reduction will be immediately effective by simple decision of the General Meeting, without prejudice to the provisions stated below regarding the condition precedent to which the resolution is subject.

The resulting amount of the legal reserve does not exceed the 10% of the Company's share capital.

II. Amendment of article 6.1 of the Articles of Association related to the share capital

To amend article 6.1 of the Articles of Association, that will hereinafter read as follows:

“Article 6.- Share Capital.

1. The Share Capital amounts to EUR SEVENTY-THREE MILLION, SIX HUNDRED THIRTY-FIVE, EIGHT HUNDRED WITH FIFTY-TWO CENTS (€73,635,800.52) and it is represented by: seventy-eight million, three hundred thirty-five thousand, nine hundred fifty-eight (78,335,958) ordinary shares of the same class and series, with a face value of EUR NINETY-FOUR CENTS (€0.94) each and correlatively numbered from 1 to 78.335.958.”

III. Delegation of powers

Notwithstanding the specific delegations of powers comprised in separate items of the agenda (which are to be understood to have been granted with express powers to in turn delegate said powers to the bodies and persons specified herein), it is resolved to empower the Board of Directors, as broadly as required by law, with express powers to be substituted by the Chairman, the Chief Executive Officer, one or more directors, and the Secretary, so that any of them interchangeably may implement this resolution and, in particular, without

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limitation, being empowered as follows:

- (i) To expand and develop this resolution by setting the terms and conditions of the share capital reduction in respect of all matters not covered herein.
- (ii) To carry out all actions necessary in order to comply with the requirements set forth in the Spanish Companies Act and other applicable rules, the consolidated text of the Spanish Securities Market Act, the Royal Decree 878/2015, of October 2, on clearing, settlement and registration of securities represented in book-entry form, on the legal framework of central depositaries and central counterparties, and on the transparency requirements for securities admitted to trading on a secondary market (Real Decreto 878/2015, de 2 de octubre, sobre compensación, liquidación y registro de valores negociables representados mediante anotaciones en cuenta, sobre el régimen jurídico de los depositarios centrales de valores y de las entidades de contrapartida central y sobre requisitos de transparencia de los emisores de valores admitidos a negociación en un mercado secundario oficial) and other applicable rules, including the publication of any mandatory notices.
- (iii) To carry out all actions and take all the steps necessary to obtain the consents and approvals required for this resolution to become fully effective, including, as the case may be, the consent of Company's bondholders' syndicates' approval in conformity with the article 411 of the Spanish Companies Act.
- (iv) To carry out on behalf of the Company any action, make any statement or take any step that may be required before the National Securities Market Commission (the "CNMV"), Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), the Governing Bodies of the Stock Markets, the Securities Clearing and Settlement Service and any other agency or entity or public or private Registry, either Spanish or foreign, in connection with the share capital reduction covered by this resolution and, in particular, effective from the beginning of the trading session determined by the latter, and after the public deed of share capital reduction has been executed and registered with the Commercial Registry, in order for the 78.335.958 shares of the Company with a par value of EUR 1.03 each currently outstanding to be excluded from trading, and the same number of shares with a par value of EUR 0.94 to be subsequently admitted to listing in the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges for trading through the Automated Quotation System (*Sistema de Interconexión Bursátil (Mercado Continuo)*).
- (v) To amend the article of the Articles of Association corresponding to the share capital, so as to adapt it to the new share capital figure.
- (vi) To draft and publish such notices as may be necessary or appropriate in connection to this share capital reduction.
- (vii) To execute on behalf of the Company such public or private documents as may be necessary or appropriate to carry out the share capital reduction and, in general, to carry out such actions as may be necessary for this resolution to become fully effective.

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- (viii) To correct, clarify, interpret, specify or supplement the resolutions adopted by the General Shareholders Meeting, or those appearing in such deeds or documents as may be executed in implementation thereof and, in particular, such defects, omissions or errors, substantive or formal, as may prevent entry of the resolutions and the consequences thereof in the Commercial Registry, the Official Registries of the CNMV, or any others.
- (ix) In general, to carry out such actions as may be necessary or appropriate in order for the share capital reduction to become fully effective.

IV. Condition precedent

The effectiveness of this resolution is subject to the resolutions 4.1 and 4.2 above being approved.

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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 the resolutions. Likewise it is resolved to grant to the Chairman of the Board of Directors Mr Juan Luis Cebrián Echarri, the Chief Executive Officer Mr Manuel Mirat Santiago, the 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.

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