

# **PROPOSED RESOLUTIONS**

## **ANNUAL GENERAL SHAREHOLDERS MEETING**

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

**March 23, 2006**

---

*At its meeting of February 16, 2006 the Board of Directors of PROMOTORA DE INFORMACIONES, S.A. resolved to submit the following PROPOSED RESOLUTIONS at the GENERAL SHAREHOLDERS' MEETING to be held on March 23, 2006.*

*At the same meeting the Board of Directors likewise passed a resolution to grant joint and several powers to the Chairman of the Board and the Chief Executive Officer to add other proposed resolutions, as well as to delete, amend or alter any of the proposals set forth below.*

**RESOLUTION NO. 1**

**One.- Review and, if warranted, approval of the Annual Accounts (Balance Sheets, Profit & Loss Accounts and Annual Reports) and Management Reports for both the Company and the Consolidated Group for the 2005 financial year, and a proposal regarding the distribution of profits.**

a) To approve the Annual Accounts (Balance Sheets, Profit & Loss Accounts and Annual Reports) and Management Reports for both the Company and the Consolidated Group for the financial year ending December 31, 2005, as audited by the company's account auditors.

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

**Basis for Distribution**

Profit for the Financial Year: 109,743

**Distribution**

- To dividends 0.14 €per share
- To directors' compensation 1,382
- To voluntary reserves all other profits for the year

=====

Shareholders entitled to dividend payments are those appearing on the Accounting Register of March 27, 2006. Dividends will be payable as from March 28, 2006 in the manner to be announced.

**RESOLUTION NO. 2**

**Two.- Approval of the Board of Directors' management of the company during the 2005 financial year.**

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

### **RESOLUTION NO. 3**

**Three.- To adopt the resolutions warranted with regard to the auditors of the Company and its consolidated group for the 2005 financial year, pursuant to the provisions of Article 42 of the Commercial Code and Article 204 of the Corporations Law.**

As provided in Article 204 of the Corporations Law and Article 153 ff. of the Companies Register Regulation, to appoint DELOITTE, S.L., a Spanish company with registered offices in Madrid at Torre Picasso, Plaza Pablo Ruiz Picasso nº1, 28020 Madrid, Tax ID No., recorded on the Madrid Companies Register on Page M-54414, Folio 188, Volume 13,650, Section 8, as the auditors of the Company and its consolidated group for the term of one (1) year, to audit the financial statements for the year ending December 31, 2006.

#### **RESOLUTION NO. 4**

#### **Four.- Determination of the number of Directors, and removal and appointment of Directors.**

In view of the fact that the terms of office of Messrs. Ramón Mendoza Solano, Manuel Polanco Moreno, Juan Salvat Dalmau and José Buenaventura Terceiro Lomba expire on April 19, 2006, they are hereby terminated and it is resolved to reelect them as Company Directors for the five-year term set forth in the Bylaws.

Messrs. Ramón Mendoza Solano, Manuel Polanco Moreno, Juan Salvat Dalmau and José Buenaventura Terceiro Lomba, present at the meeting, accept their appointments, indicating that there are no conflicts of interest defined in either state or Autonomous Community law that would apply to them.

## RESOLUTION NO. 5

### **Five.- Amendment of the following articles of the company bylaws: Article 6 (Share Capital) and Article 14 (Preparation of the General Shareholders Meeting).**

Amendment of Article 6 (Share Capital) and Article 14 (Preparation of the General Shareholders Meeting) of the Company Bylaws, so that they read as follows:

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

*Share capital totals TWENTY-ONE MILLION EIGHT HUNDRED EIGHTY-ONE THOUSAND TWO HUNDRED FIFTY (21,881,250) Euros, represented in TWO HUNDRED EIGHTEEN MILLION EIGHT HUNDRED TWELVE THOUSAND FIVE HUNDRED (218,812,500) shares having a face value of TEN EURO CENTS (0.10) each.*

*Share capital is totally subscribed and paid up.*

*The company may issue redeemable shares for a maximum face value of one-fourth of the share capital, complying with all other legal requirements.*

*With the requirements for amending the company bylaws, the General Shareholders Meeting may delegate powers to the Board of Directors with respect to capital increases pursuant to Article 153 of the Corporations Law”.*

#### ***“Article 14.- Preparation of the General Shareholders Meeting.***

*All General Shareholders Meetings shall be called within the time periods and in the manner set forth in the Law and these Bylaws.*

*The Notice of General Shareholders Meeting shall contain the company’s name, the place, date and time that the meeting is to be held, and the items on the agenda.*

*Shareholders representing a minimum of five percent of the total share capital may request that a supplement to the Notice of General Shareholders Meeting be issued including one or more additional items on the agenda. This right must be exercised by means of certified notice received at the company’s registered offices within five days following publication of the Notice of Meeting.*

*The supplement to the Notice of Meeting must be published at least fifteen days prior to the date on which the meeting is to be held.*

*Prior to or during the meeting, shareholders may request the reports, documents or clarification they deem warranted, as provided by law.*

*Nevertheless, the meeting shall be deemed to have been convened and called to order to discuss any matter, provided that shareholders representing all of the share capital are present and the attendees unanimously agree to hold the meeting, pursuant to Article 99 of the Law.”*

## **RESOLUTION NO. 6**

### **Six.- Amendment of Article 5 of the General Shareholders Meeting Regulations.**

Amendment of Article 5 of the General Shareholders Meeting Regulations so that it reads as follows:

#### ***“Article 5. Publication of the Notice of Meeting.***

*5.1. Both the Ordinary and Extraordinary General Meetings shall be called by the Board of Directors by means of an announcement published in the Official Bulletin of the Companies Register and in one of the daily papers of widest circulation in the locality of the company registered office, with at least a month notice prior to the date announced for the meeting. This announcement is to state the date, as applicable, on which the Meeting will be held at second call, as appropriate. In this case, there shall be a period of at least 24 hours between the first and the second meeting.*

*Shareholders representing a minimum of five percent of the total share capital may request that a supplement to the Notice of General Shareholders Meeting be issued including one or more additional items on the agenda. This right must be exercised by means of certified notice received at the company’s registered offices within five days following publication of the Notice of Meeting.*

*The supplement to the Notice of Meeting must be published at least fifteen days prior to the date on which the meeting is to be held.*

*5.2. The announcement of the meeting, which shall also be announced through the Company web page (www.prisa.es), shall be forwarded to the Spanish Securities and Exchange Commission and shall state the place, date and time of the meeting of the first call, and as appropriate, of the second one. It shall furthermore contain the agenda for the meeting and the other requirements demanded by the Law, the Bylaws and these Regulations.*

*The announcement for the call for the General Meeting shall state the right that corresponds to the shareholders, from the date of the publication thereof, immediately and free of charge, to obtain the documentation required by the Law and the Bylaws.*

*It shall likewise include the necessary data regarding the Shareholders’ Service Office, and state the telephone numbers, electronic mail address, offices and timetable for opening hours.”*

## RESOLUTION NO. 7

### **Seven.-Authorization of the direct or indirect derivative acquisition of treasury shares within the legal limits and requirements.**

#### **Revocation of any unexercised powers authorizing the derivative acquisition of treasury shares granted at the Annual Shareholders' Meeting on March 17, 2005.**

To authorize the derivative acquisition of treasury shares, either directly or through any of the company's subsidiaries, by means of purchase or by any other inter vivos act for valuable consideration, during a maximum term of eighteen months from the date on which the shareholders' meeting is held.

To revoke any unexercised powers in that regard granted at the Shareholders' Meeting of March 17, 2005.

To approve the following limits or requisites with regard to these acquisitions:

- When added to those that the Company and its subsidiaries already hold, the nominal value of the shares acquired cannot exceed the maximum legally permitted.
- The acquired shares must be free of all encumbrances and charges, fully paid in and not subject to compliance with any type of obligation.
- Non-distributable reserves equivalent to the price of the treasury shares reflected on the assets side should be added to the liabilities side of the Company balance sheet. This reserve must be maintained until the shares are alienated or amortized.
- The purchase price may not be lower than face value nor more than 20% higher than the quoted value. Transactions to acquire treasury shares must conform to the securities markets' standard rules and practices.

Express authorization is hereby granted to use all or part of the shares acquired by the Company or its subsidiaries by virtue of this power, as well as the shares that already belong to the Company on the date the Shareholders' Meeting is held for:

i) the Remuneration Package to grant stock options approved at the Annual Shareholders' Meeting held on April 15, 2004, when those entitled to exercise their stock options decide to do so.

ii) a plan to grant shares during the 2007 financial year which, as part of the Company's remuneration policy and up to a maximum of 0.5% of the present share capital, is intended for the following personnel categories: executive directors, directors general, communications media directors, secretaries of the boards of directors and other directors of the company and its group who carry out similar functions, and who meet the conditions set forth by the Board of Directors. The shares granted to each person in question shall be free-of-charge and shall not exceed 12,000 € annually, based on the average value of the shares on the Continuous Market during the seven trading days prior to their delivery. The Board of Directors is granted broad powers to further define and implement this share plan.



## RESOLUTION NO. 8

**Eight.- Capital increase by means of an emission of redeemable shares excluding any preemptive rights, with the resulting amendment of Article 6 of the company bylaws.**

- “A) To increase share capital in the maximum amount of one hundred fifty-eight thousand fifty (158,050) Euros per issue and in the maximum of one million five hundred eighty thousand five hundred (1,580,500) shares, each having a face value of ten Euro cents (0.10), redeemable and forming a new Class B numbered consecutively from 1B to a maximum of 1,580,500B.

The already-existing 218,812,500 ordinary shares, numbered consecutively from 1 to 218,812,500 shall thus form a new Class A numbered consecutively from 1A through 218,812,500A.

The new shares, which will be represented as book entries, will be issued with an issue premium of 13.30 Euros per share, an amount that added to the ten Euro cent (0.10) face value is higher than the net value of PRISA stock, which is worth 4.07 Euros, according to the consolidated balance sheet of December 31, 2005, audited and approved at this General Shareholders Meeting with respect to the first item on the agenda.

When issued, the new shares will entitle their holders to the same political and economic rights as those assigned to ordinary PRISA shares currently in circulation, with the exception of redemption rights regulated hereunder in Section B of this agreement.

This issue totally excludes the preemptive subscription rights of present PRISA shareholders, pursuant to the provisions of Article 159.1 of the Consolidated Corporations Law and is likewise justified for reasons of corporate interest, since its purpose is to cover the 1,580,500 options allotted in 2004 within the company's stock option plan, which grants rights to acquire 1,580,500 ordinary shares in the company, and which may be exercised from July 31, 2007 until January 31, 2008. The exercise price is 13.40 Euros per share.

Subscription of the new shares will be offered to a financial institution or institutions which, with a view to achieving the aforementioned coverage, shall be designated by the Board of Directors in the exercise of the delegated powers referred to in Section C) of this agreement.

The new shares shall be totally paid up when subscribed. The increase has been approved with the possibility of achieving only a partial subscription.

- B) The new shares shall be redeemable in accordance with the provisions of Articles 92 bis and 92 ter of the Consolidated Corporations Law, either at the request of the holders of the redeemable shares, or at the request of the Company, in either case in the conditions set forth hereunder.

Redemption rights may be exercised by written notice to the Company made by the holders of redeemable shares, within the following term: within the month following January 31, 2008, which is the expiration date of the term for exercising options for which coverage the issue was effected. In the same terms and conditions and within the necessary legal requisites, redeemable shares may also be redeemed by the Company. Upon expiration of the aforementioned term, shares for which redemption rights have not been exercised shall be converted into ordinary Class A shares, with their subsequent elimination from Class B.

Likewise by means of written notice to the Company, the holders of redeemable shares may at any time waive their redemption rights, in which case the shares in question shall be converted into ordinary Class A shares.

The redemption price shall be the same as the issue price, that is, 13.40 Euros, and shall be paid by the Company within the month following receipt of the notice of the intention to exercise the redemption rights, unless the mode of redemption requires a resolution of the General Shareholders Meeting, in which case it shall be paid within two months following the first General Meeting held after the aforementioned date.

- C) Pursuant to the provisions of Article 153.1.a) of the Consolidated Corporations Law, to empower the Board of Directors, with the power to delegate in its President, within the maximum term of one year from the date of this General Shareholders Meeting to determine the date on which this capital increase is to be effected or to be cancelled and, if effected, to determine the conditions not specifically set forth above, including but not limited to:
- a) Designating the financial institution or institutions which, to cover the options referred to in this agreement, shall subscribe and pay in the new shares, and to sign with them the contracts that may be warranted in that regard, in the terms and conditions deemed necessary;
  - b) To exercise, if warranted, the Company's redemption rights.
  - c) To redraft Article 6 of the Company Bylaws to adapt it to the new amount of share capital, both initially as a consequence of the subscription and payment of new shares, and subsequently as may become necessary as a consequence of their redemption or conversion into ordinary shares and the termination of those in Class B;
  - d) To draft and prepare the prospectuses required by securities law and to subsequently amend them as deemed necessary;
  - e) To request that the new shares and the ordinary shares into which they may be converted be listed on the securities exchanges, whenever that may become necessary, with all powers required in that regard, taking all of the requisite measures and issuing all documents as needed, and to designate the entity in charge of the share register and the depositary

issuers of deposit certificates representing those shares, issuing any documents required in that regard;

- f) To file the required requests for authorization or announcements with the competent authorities or agencies;
- g) To take any measures necessary and to draft and execute any public or private documents that may be required or warranted to fully implement any aspect of this capital increase agreement and, specifically, to cure any defects, omissions or errors that may arise in the Commercial Register's oral or written assessment thereof."

## **RESOLUTION NO. 9**

### **Ninth.- Delegation of Powers**

Without prejudice to powers granted in other resolutions, it is hereby resolved to grant to the Board of Directors the broadest powers required by law to define, implement and interpret the preceding resolutions including, if necessary, powers to interpret, remedy and complete them, likewise delegating to the Chairman of the Board of Directors Mr. Jesús de Polanco Gutierrez, the Chief Executive Officer Mr. Juan Luis Cebrián Echarri and the Secretary Mr. Miguel Satrustegui Gil- Delgado 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.