

# **ANNUAL CORPORATE GOVERNANCE REPORT**

## **LISTED CORPORATIONS**

### **IDENTIFYING DATA OF THE ISSUER**

**YEAR ENDING ON: 31/12/2012 Taxpayer ID No.: A-78839271**

**Company name: ANTENA 3 DE TELEVISIÓN, S.A.**

## ANNUAL CORPORATE GOVERNANCE REPORT FORM OF LISTED CORPORATIONS

For enhanced understanding of the form and its subsequent preparation, it is necessary to read the instructions for its completion included at the end of this report.

### A - OWNERSHIP STRUCTURE

A. 1 Complete the following table on the Company's share capital:

Date last modified	Share capital (€)	Number of shares	Number of voting rights
10/31/2012	169,299,600.00	225,732,800	225,732,800

#### YES

Class	Number of shares	Par value each	Number of voting rights per share	Different rights
A	211,112,800	0.75	1	Ordinary shares. (Except 1,181,296 of these shares with economic rights restricted in the same way as B shares). For further information, see section 1.1 of the Exhibit to this Report
B	13,438,704	0.75	1	Such shares do not grant entitlement to dividends with a charge to profit generated until the registration in the Madrid Mercantile Register of the merger of Antena 3 and La Sexta (until 10/31/12).

If there are different classes of shares with different associated rights, indicate as follows

Class	Number of shares	Par value each	Number of voting rights per share	Different rights
C	1,181,296	0.75	1	Such shares do not grant entitlement to dividends with a charge to profit generated during the 24 months following the registration in the Madrid Mercantile Register of the merger of Antena 3 and La Sexta (until 10/31/14).

Name or company name of shareholders	Number of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
GRUPO PLANETA- DE AGOSTINI, S.L.	94,123,471	0	41.697
UFA FILM UND FERNSEH, GMBH	43,264,558	0	19.166

**A. 2 Detail the direct and indirect owners of significant holdings and the amount owned at year-end, excluding directors indicate the most significant movements in the shareholder structure occurring during the year:**

Name or company name of shareholders	Transaction date	Description of the transaction
IMAGINA MEDIA AUDIOVISUAL. S.L.	10/31/2012	It exceeded 5% of the share capital.

**A. 3 Complete the following tables on members of the Company's Board of Directors who own voting rights on Company shares:**

Name or company name of the director	Number of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
MR. JOSÉ MANUEL LARA BOSCH	0	749,000	0.332
IMAGINA MEDIA AUDIOVISUAL, S.L.	6,442,188	8,213,514	6.492

Name or company name of indirect shareholder	Through: Name or company name of direct shareholder	Number of direct voting rights	% of total voting rights
MR. JOSÉ MANUEL LARA BOSCH	LABOGAR, S.A.	592,000	0.262
MR. JOSÉ MANUEL LARA BOSCH	CENCAL, S.L.	157,000	0.070
IMAGINA MEDIA AUDIOVISUAL, S.L.	GAMP AUDIOVISUAL, S.A.	8,213,514	3.639

Total % of voting rights held by the Board of Directors.

6.824

**Complete the following tables on members of the Company's Board of Directors who own rights on company shares:**

**A. 4** Indicate, if appropriate, relationships of a family, commercial, contractual or corporate nature existing between the owners of significant holdings, to the extent they are known by the company, unless they are of little significance or derive from the ordinary course of business or trade:

Type of relationship:

Corporate

Brief description:

GAMP AUDIOVISUAL, S.A. is an IMAGINA GROUP company and is controlled by IMAGINA MEDIA AUDIOVISUAL, S.L. in accordance with art. 4 of the Securities Market Law, through the company MEDIAPRODUCCIÓN, S.L.

Related name or company name

GAMP AUDIOVISUAL, S.A.

IMAGINA MEDIA AUDIOVISUAL, S.L.

**A. 5** Indicate, if appropriate, relationships of a commercial, contractual or corporate nature existing between the owners of significant holdings, and the company and/or its Group, unless they are of little significance or derive from the ordinary course of business or trade:

**A. 6 Indicate if any shareholders agreements have been disclosed to the Company that affect it under art. 112 of the Securities Market Act. Where applicable, briefly describe them and list the shareholders bound by such agreement:**

YES

% of share capital affected

41,697

Brief description of agreement:

On May 25, 2005, Kort Geding, S.L. granted notification of the agreement entered into by its shareholders regarding the merger by absorption of Grupo Planeta- De Agostini, S.L. and DeA Multicom, S.L. by Kort Geding, S.L., and of its intention to change the latter's company name to the current name of Grupo Planeta de Agostini, S.L. On that same date, the shareholders of Kort Geding, S.L. granted notification of the full wording of the agreement entered into by Planeta Corporación, S.R.L., De Agostini Invest, S.A., De Agostini International, B.V. and DeA Multicom, S.L. in relation to the Group's business restructuring in Spain. In the aforesaid agreement, the parties:- Ratify the agreements they had signed in May 2003 with RTL (now UFA Film).- State their intention of not altering the representation thereof in the Board of Directors of Antena 3 and of not acquiring further shareholdings in the latter individually.- Establish certain rules for taking decisions in respect of Antena 3 (proposals for appointing posts and representatives, non-competition agreement, measures to be taken in the event of disagreement between the parties, etc.). On 20 December, 2005, De Agostini Communications, S.A. states, in relation to the agreement signed on May 25, 2005 (mentioned above), that De Agostini Invest, S.A. has been spun off and dissolved and that, as a result, the shares of Grupo Planeta- De Agostini, S.L. (direct holder of the Antena 3 shares owned by De Agostini Invest, S.A.), were allocated to the Luxembourg-based company, De Agostini Communication, S.A.

Participants in the shareholders agreement

PLANETA CORPORACIÓN, S.R.L.

DE AGOSTINI COMMUNICATION, S.A.

% of share capital affected

60,863

Brief description of the agreement:

The agreement described in this section in relation to the shareholder RTL Group Communication, S.L.U. now relates to the company UFA FILM UND FERNSEH GMBH SOLE-SHAREHOLDER COMPANY. RTL Group Communication, S.L.U., which was the previous owner of Antena 3's shares, was absorbed in 2009 through a merger by absorption by UFA FILM UND FERNSEH GMBH SOLE-SHAREHOLDER COMPANY. As a result of this operation, UFA FILM UND FERNSEH GMBH SOLE-SHAREHOLDER COMPANY became the owner of the shares of Antena 3 de Televisión, S.A. Description of the agreement: Following the admission to listing of the Company's shares, on October 29, 2003, Grupo Planeta- de Agostini, S.L. (then called Kort Geding, S.L.) granted notification of the agreements entered into by the latter, Planeta Corporación, S.R.L. and DeA Multicom, S.L. with RTL Group Communications, S.R.L. and RTL Group, S.A. on June 30 2003, under which the parties adopted, in relation to Antena 3, agreements relating to: - The Company's shareholder stability and the granting of reciprocal acquisition rights on its holdings. - Commitment of non-control or control by a third party of Antena 3. - Company management agreements, variable remuneration program and loyalty-building of executives. On June 27, 2007, the signatories of the aforesaid agreement signed an extension supplement, granting the agreement an indefinite duration, with the possibility of termination by any one of the parties from June 30, 2009, onwards, ratifying its content, except for clauses which had become invalid due to the time elapsed or because the circumstances which prompted their inclusion had changed.

Participants in the shareholders agreement

UFA FILM UND FERNSEH, GMBH SOLE-SHAREHOLDER COMPANY

GRUPO PLANETA- DE AGOSTINI, S.L.

% of share capital affected

**6,492**

Brief description of the agreement:

Under the integration agreement entered into on December 14, 2011, by Antena 3 with Inversiones Audiovisuales La Sexta S.A. (La Sexta) and the shareholders of the latter company, two of them, Gamp Audiovisual, S.A. (Gamp) and Imagina Media Audiovisual S.L. (Imagina), which are currently shareholders of Antena 3 with a joint holding of 6.492% of the share capital, entered into a minimum stay covenant at Antena 3 during the period of one year from the date of registration in the Mercantile Register of the merger between Antena 3 and la Sexta (the Merger), which took place on 31 October 2012. Under this agreement, both shareholders are obliged not to transfer nor dispose of in any way, be it for consideration or for free, permanently or temporarily, the shares of Antena 3 received by them during the Merger (except in the case of a takeover bid on all the capital of Antena 3).

Participants in the shareholders agreement

ANTENA 3 DE TELEVISIÓN, S.A.

GAMP AUDIOVISUAL, S.A.

IMAGINA MEDIA AUDIOVISUAL, S.L.

**Indicate whether the company knows of the existence of concerted actions amongst its shareholders. If so, describe them briefly:**

NO

**If there has been any alteration or breakdown of said pacts, agreements or concerted actions, please expressly indicate them:**

A new pact was notified: that entered into between the shareholders IMAGINA MEDIA AUDIOVISUAL, S.L., GAMP AUDIOVISUAL, S.A. and ANTENA 3 DE TELEVISIÓN, S.A.

**A. 7 Indicate whether there is any individual or legal entity who exercises or may exercise control over the Company pursuant to art. 4 of the Securities Market Law. If so, identify them:**

NO

**A. 8 Fill in the following tables regarding the Company's treasury shares:**

**At year-end:**

Number of direct shares	Number of indirect shares (*)	% total share capital
15,818,704	0	7.008

**(\*) Through:**

Total:

**Detail of significant changes occurring during the year, pursuant to Royal Decree 1362/2007:**

Notification date	Total direct shares acquired	Total indirect shares acquired	Total % of share capital
01/04/2012	2,153,861	0	1.015
03/8/2012	2,235,941	0	1.059
05/28/2012	2,054,558	0	0.973

Capital gains/(losses) on own shares divested during the period (thousands of Euros). -3,446

**A. 9 Detail the conditions and term of office in force of the Board of Directors to buy or transfer own shares.**

The resolution in force in this area was that adopted by the 2010 General Shareholders' Meeting, applicable until 2015, which is transcribed as follows:

To authorize the Company so that, directly or through any of its Group companies, it may acquire own shares, and that such shares can subsequently be disposed of, establishing the limits and requirements of these transactions, while granting the Board of Directors the powers necessary to execute the agreements reached by the Shareholders' Meeting in this regard.

To authorize the Company so that, either directly or through any of its subsidiaries, it may acquire shares of Antena 3 de Televisión, S.A. by any means allowed by Law, even charged to the year's profits and/or unrestricted reserves, as well as their subsequent disposal, in accordance with art. 75 and related articles of the Corporations Law, while granting the Board of Directors the powers necessary to execute the agreements reached by the Shareholders' Meeting in this regard.

The system for the acquisition of these own shares will be as follows:

. The par value of the acquired shares, which will be added to those already owned by Antena 3 de Televisión, S.A. and its subsidiaries, should not exceed the legal limit allowed by law at any given time.

. The acquisition, including all the shares that the Company or anyone who acts in on its behalf may have previously

acquired or held in a portfolio, should not cause the equity of the Company to be less than the amount of the share capital plus the restricted legal or bylaw reserves. For this purpose, the equity will be considered to be the amount deemed so in accordance with the criteria used to prepare the financial statements, minus the profits allocated directly to said equity, increased by the amount of uncalled share capital, and by the nominal amount and the amount of the share premiums of the share capital that is being recorded as a liability.

. The shares acquired must be paid in full.

. The acquisition price will neither be less than the par value nor exceed the market value by 20 percent (20%), and the acquisition transactions must abide by the regulations and customs of the stock markets.

It is expressly authorized that the shares acquired by the Company or its subsidiaries by virtue of this authorization may be allocated, wholly or partially, for their delivery to beneficiaries of future remuneration schemes, or that they are the consequence of the exercise of share options in favor of Company workers, employees or administrators. The aim of this authorization is expressly stated for the purposes set out in art. 75, section 1, of the Corporations Law.

The Board of Directors is authorized, in the broadest sense, to use the authorization that is the subject matter of this resolution and to fully execute and develop it. Furthermore, the Board of Directors is authorized to delegate such powers in favor of the Executive Committee, the Chief Executive Officer or any other person expressly empowered by the Board in this respect and to the extent considered appropriate.

This authorization will have a term of five years from the date of this General Meeting, and the unexecuted authorization granted to the Board of Directors by the Ordinary General Shareholders' Meeting held on March 25, 2009, will have no effect.

The content of the precepts of the former Corporations Act mentioned in this General Shareholders' Meeting resolution is now contained in arts.146 and 509 of the Capital Companies Law.

**A. 10 Indicate, where applicable, any legal or bylaw restrictions on the exercise of voting rights, and any legal restrictions on the acquisition or transfer of holdings in the share capital. Indicate whether there are any legal restrictions on the exercise of voting rights:**

**NO**

<b>Maximum percentage of voting rights that a shareholder may exercise under the legal restrictions.</b>	<b>0</b>
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**Indicate whether there are any by-law restrictions on the exercise of voting rights:**

**NO**

<b>Maximum percentage of voting rights that a shareholder may exercise under the bylaw restrictions.</b>	<b>0</b>
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**Indicate whether there are legal restrictions on the acquisition or transfer of holdings in the share capital:**

**YES**

<b>Description of the legal restrictions on the acquisition or transfer of holdings in the share capital</b>

Description of the legal restrictions on the acquisition or transfer of holdings in the share capital

In the current by-laws there are no restrictions of this kind. Art. 36 Pluralism in the Television Audiovisual



Market of the Audiovisual Media Law (Law 7/2010 of 31 March) establishes:

1. Natural and legal persons may hold shares or voting rights simultaneously in different television audiovisual service providers.
2. However, no natural or legal person may acquire significant holdings in more than one television audiovisual media service provider with national coverage when the average audience of all the channels of the considered providers with national coverage exceeds 27% of the total audience for the twelve consecutive months prior to the acquisition.
3. If the average audience exceeds 27% of the total audience after the acquisition of new significant holdings, this shall have no effect on the holder.
4. The shares or voting rights of natural or legal persons from countries that are not members of the European Economic Area are subject to compliance with the principle of reciprocity. In the event of an increase in the shares held by natural and legal persons from countries that are not members of the European Economic Area, on the entry into force of this Law, the total percentage held in the share capital of the television audiovisual media service provider must be less than 50% at all times.
5. No natural or legal person may acquire significant holdings or voting rights in more than one television audiovisual media service provider:
  - a) When national audiovisual media service providers accumulate rights of use over the radioelectric public domain which together are greater than the technical capacity of two multiplex channels.
  - b) When autonomous community audiovisual media service providers accumulate rights of use over radioelectric public domain which together are greater than the technical capacity of a multiplex channel.
  - c) No natural or legal person or participant in the share capital of a national television audiovisual media service provider may acquire significant holdings or voting rights in the capital of another provider of the same service, where this would prevent the existence of at least three different private national television audiovisual media service providers, thus ensuring respect for pluralism of information.

**A. 11 Indicate whether the Shareholders' Meeting has resolved to adopt neutralization measures with regard to a takeover bid under Law 6/2007.**

NO

**If so, explain the measures approved and the terms and conditions under which the restrictions would become inefficient:**

## **B COMPANY MANAGEMENT STRUCTURE**

### **B.1 Board of Directors**

**B.1.1 Detail the maximum and minimum number of directors stipulated in the bylaws:**

Maximum number of directors	15
Minimum number of directors	5

**B.1.2 Fill in the following table on the Board members:**

Name or company name of the director	Representative	Position held on the Board	Date first appointed	Date last appointed	Election procedure
MR. JOSÉ MANUEL LARA BOSCH	-	CHAIRMAN	6/16/2003	3/25/2009	VOTE AT SHAREHOLDERS ' MEETING
Mr. MAURIZIO CARLOTTI	--	DEPUTY CHAIRMAN	6/16/2003	3/25/2009	VOTE AT SHAREHOLDERS ' MEETING
Mr. SILVIO GONZÁLEZ MORENO	--	CHIEF EXECUTIVE OFFICER	4/25/2007	4/25/2007	VOTE AT SHAREHOLDERS ' MEETING
MS. AURORA CATA SALA	"	DIRECTOR	3/25/2009	3/25/2009	VOTE AT SHAREHOLDERS ' MEETING
MR. ELMAR HEGGEN		DIRECTOR	12/21/2005	4/25/2012	VOTE AT SHAREHOLDERS ' MEETING
GAMP AUDIOVISUAL, S.A.	JOSEP MARIA BENET FERRÁN	DIRECTOR	4/25/2012	4/25/2012	VOTE AT SHAREHOLDERS ' MEETING
IMAGINA MEDIA AUDIOVISUAL, S.L.	JOSÉ MIGUEL CONTRERAS TEJERA	DIRECTOR	4/25/2012	4/25/2012	VOTE AT SHAREHOLDERS ' MEETING
MR. JOSÉ CREUHERAS MARGENAT	--	DIRECTOR	6/16/2003	3/25/2009	VOTE AT SHAREHOLDERS ' MEETING

Name or company name of the director	Representative	Position held on the Board	Date first appointed	Date last appointed	Election procedure
Mr. MARCO DRAGO	-	DIRECTOR	6/16/2003	3/25/2009	VOTE AT SHAREHOLDERS ' MEETING
MS. MARIA ENTRECANALES FRANCO	—	DIRECTOR	3/25/2009	3/25/2009	VOTE AT SHAREHOLDERS ' MEETING
MAURICIO CASALS ALDAMA	-	DIRECTOR	3/25/2009	3/25/2009	VOTE AT SHAREHOLDERS ' MEETING
Mr. NICOLAS ABEL BELLET DE TAVERNOST	-	DIRECTOR	10/29/2003	3/25/2009	GSM
MR. PEDRO RAMÓN Y CAJAL AGÚERAS	-	DIRECTOR	29/08/2003	25/03/2009	GSM

Total number of directors

13

Indicate the dismissals and resignations from the Board of Directors that took place during the period:

**B.1.3** Fill in the following tables on the Board members and their different kinds of directorship:

**EXECUTIVE DIRECTORS**

Name or company name of director	Committee proposing his/her appointment	Post within Company organization
MR. JOSE MANUEL LARA BOSCH	APPOINTMENTS AND REMUNERATION COMMITTEE	CHAIRMAN
MR MAURIZIO CARLOTTI	APPOINTMENTS AND REMUNERATION COMMITTEE	DEPUTY CHAIRMAN
MR. SILVIO GONZALEZ MORENO	APPOINTMENTS AND REMUNERATION COMMITTEE	CEO

Total number of executive directors	3
% of total directors	23.077

Name or company name of director	Committee proposing his/her appointment	Name or company name of significant shareholder being represented or proposer of appointment
MR. ELMAR HEGGEN	APPOINTMENTS AND REMUNERATION COMMITTEE	UFA FILM UND FERNSEH, GMBH
GAMP AUDIOVISUAL, SA.	APPOINTMENTS AND REMUNERATION COMMITTEE	IMAGINA MEDIA AUDIOVISUAL, S.L.
IMAGINA MEDIA AUDIOVISUAL, S.L.	APPOINTMENTS AND REMUNERATION COMMITTEE	IMAGINA MEDIA AUDIOVISUAL, S.L.
MR. JOSE CREUHERAS MARGENAT	APPOINTMENTS AND REMUNERATION COMMITTEE	GRUPO PLANETA- DE AGOSTINI, S.L.
MR. MARCO DRAGO	APPOINTMENTS AND REMUNERATION COMMITTEE	GRUPO PLANETA- DE AGOSTINI, S.L.
MR. MAURICIO CASALS ALDAMA	APPOINTMENTS AND REMUNERATION COMMITTEE	GRUPO PLANETA- DE AGOSTINI, S.L.
MR. NICOLAS ABEL BELLET DE TAVERNOST	APPOINTMENTS AND REMUNERATION COMMITTEE	UFA FILM UND FERNSEH, GMBH

Total number of significant-shareholder appointed directors	7
% of total directors	53,846

#### **SIGNIFICANT-SHAREHOLDER APPOINTED NON-EXECUTIVE DIRECTORS**

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

Name or company  
name of the director MS. MS.  
AURORA CATA SALA  
Profile

Aurora is an Industrial Engineer and has an MBA from the Institute of Higher Business Studies (IESE). She began her professional

career in the financial sector, first at Bank of America and, subsequently, as Chief Financial Officer at Nissan Motor Ibérica until 1996, when she assumed the

General Management of RTVE in Catalonia.

Following this stage, she occupied the post of Chief Executive Officer of Planeta 2010, and was the Chief Executive Officer of Recoletos Grupo de Comunicación from 2003 until the acquisition of Recoletos by RCS, at which time she assumed the General Management of Unidad Editorial Sociedad de Revistas and the Development Area of the RCS Group in Latam. She has been a member of various Boards of Directors linked to the telecommunications and audiovisual industries.

She joined Seeliger & Conde in 2008 as a Partner, responsible for the Media and Entertainment Practice Group.

She is currently an independent director at ABANTIA. She has had a seat on the Executive Committees of various institutions in economic and social fields, the Institute of Higher Business Studies (IESE) and the Círculo de Economía, among others.

Name or company name of director

MS. MARIA ENTRECANALES FRANCO

Profile Chairwoman and co-founder of the Balia Foundation for Infancy formed in 2001, which was awarded the IMPULSA prize in 2011, granted by the Girona Prince Foundation, and the UNICEF Spain 2010 prize for its volunteer network. María has a Law degree from the Complutense University, a Master's Degree in International Law from the London School of Economics (with Honours) and a Master's Degree in the functional management of NGOs from ESADE obtained in 2000. She worked for four years in the law firm 'Araoz Rueda' and has experience in the business field. She currently combines her work in the Balia Foundation with business initiatives. She is the co-founder of the Lateral chain.

She is a member of the Advisory Committee of the Barcelona Contemporary Art Museum and of the Advisory Board of SOS Kinderdorf Spain.

She sat on the panel of judges of the Codespa Foundation prizes in 2005, 2006 2007, 2008. 2009 and 2010, and on the panel of judges of the Company and Society Foundation prizes in 2007, and on the panel of judges of the Madrid Autonomous

Community Infancy prizes in 2008.

She is a patron of the Antonio Nebrija University. She frequently takes part in round tables and conferences related with the world of the third sector in institutions such as La Caixa, Esade, Carrefour, the Eduardo Baneiros Foundation, etc. En 2011, she received the Spanish national executive woman's prize in the category of Solidarity and Humanitarian Action delivered by Estrategia Directiva.

Name or company name of director

MR. PEDRO RAMÓN Y CAJAL AGÚERAS

Profile Chairman of Partners' Board of the Ramón y Cajal law firm. He is a State Attorney on leave of absence, and is currently the Secretary to the Board of Directors of Indra Sistemas, S.A. and Renta 4 Servicios de Inversión, S.A.

Total number of independent directors	3
% of total directors	23.077

#### OTHER NON-EXECUTIVE DIRECTORS

**Detail the reasons why they cannot be considered to be shareholder-appointed or independent directors, and their affiliations with the Company, its management or its shareholders.**

**Indicate the changes, if any, that may have occurred during the period in the type of directorship of each director:**

B.1.4 Explain, where applicable, the reasons why significant-shareholder appointed directors have been appointed at the behest of the shareholder whose holding is less than 5% of the capital.

Name or company name of shareholders

IMAGINA MEDIA AUDIOVISUAL, S.L.

Justification

IMAGINA MEDIA AUDIOVISUAL, S.L. (IMAGINA) and GAMP AUDIOVISUAL, S.A. (GAMP) were appointed directors at the request of IMAGINA, which is the direct holder of 2.85%, and the indirect holder, through GAMP, of 3.63%, giving rise to a shareholding of 6.49%.

Indicate whether formal petitions for presence on the Board have been ignored from shareholders whose holding is equal to or higher than that of others at whose behest significant-shareholder appointed directors were nominated. Where applicable, explain why these petitions have been ignored.

NO

B.1.5 Indicate if any director has stood down before the end of his/her term in office, if the director has explained his/her reasons to the Board and through which channels, and if the director sent a letter of explanation to the entire Board, explain below at least the reasons that he/she gave:

NO

B.1.6 Indicate the powers, if any, delegated to the Chief Executive Officer(s):

Name or company name of director

MR. SILVIO GONZÁLEZ MORENO

Brief description

Delegated with all powers of the Board of Directors, except those which cannot be delegated.

B.1.7 Identify, where appropriate, the members of the Board who assume director or executive posts in other companies forming part of the listed company's group:

Name or company name of director	Company name of the Group entity	Position
MR. SILVIO GONZALEZ MORENO	ANTENA 3 DE TELEVISION COLOMBIA, LTDA	Member of the Board of Directors
MR. SILVIO GONZALEZ MORENO	ANTENA 3 DE TELEVISIÓN DIGITAL TERRESTRE DE CANARIAS, S.A.U.	Repr. Sole Director (Uniprex)

Name or company name of director	Company name of the Group entity	Position
MR. SILVIO GONZALEZ MORENO	ANTENA 3 EVENTOS, S.L.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	ANTENA 3 FILMS. S.L.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	ANTENA 3 JUEGOS, SA.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	ANTENA 3 MULTIMEDIA, S.L.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	ANTENA 3 NOTICIAS, S.L.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	ATRES ADVERTISING, S.L.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	GUADIANA PRODUCCIONES, S.A.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	MUSICA APARTE, S.A.U.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	UNIPREX TELEVISION DIGITAL TERRESTRE ANDALUCÍA, S.L.	Repr. Sole Director (Antena 3)
MR. SILVIO GONZALEZ MORENO	UNIPREX TELEVISION. S.L.U.	Repr. Sole Director (Uniprex)
MR. SILVIO GONZALEZ MORENO	UNIPREX VALENCIA TV. S.L.U.	Repr. Sole Director (Uniprex)
MR. SILVIO GONZALEZ MORENO	UNIPREX. S.A.U.	Repr. Sole Director (Antena 3)

**B.1.8 Detail, where appropriate, the directors of your company who are members of the Board of Directors of other companies listed on official securities markets in Spain other than your Group, which have been notified to the Company:**

**B.1.9 Indicate and, where applicable, explain whether the Company has established rules on the number of boards on which**

Name or company name of director	Company name of the listed company	Position
MR. JOSÉ MANUEL LARA BOSCH	BANCO SABADELL, S.A.	DIRECTOR

its directors may sit:

NO

**B.1.10 In relation with recommendation no. 8 of the Unified Code, indicate the Company's general policies and strategies that the Board has reserved to approve in a plenary session:**

The investment and funding policy	YES
The definition of the structure of the group of companies	YES
The corporate governance policy	YES
The corporate social responsibility policy	YES
The strategic or business plan and the annual management and budgetary targets	YES
The policy for senior managers' remuneration and performance assessment	YES
The policy for controlling and managing risks, and the periodic monitoring of the internal control and reporting systems.	YES
The dividend and treasury shares policy, especially their limits.	YES

**B.1.11 Fill in the following tables with respect to the aggregated remuneration of the directors earned in the year:**

a) At the Company forming the scope of this report:

Remuneration item	Figures in thousands of Euros
Fixed remuneration	2,330
Variable remuneration	1,117
Per diems	778



Remuneration item	Figures in thousands of Euros
Bylaw-stipulated Directors' Emoluments	0
Share and/or other financial instrument options	0
Others	0
Total	4,225

Other Benefits	Figures in thousands of Euros
Advances	0
Loans granted	0
Funds and Pension Funds: Contributions	0
Funds and Pension Funds: Obligations arranged	0
Life-insurance premiums	16
Guarantees arranged by the company for the directors	0

Remuneration item	Figures in thousands of Euros
Fixed remuneration	0
Variable remuneration	0
Per diems	0
Bylaw-stipulated Directors' Emoluments	0
Share and/or other financial instrument options	0
Others	0
Total	0

b) For company directors sitting on other Boards of Directors and/or belonging to the senior management of Group companies:

Other Benefits	Figures in thousands of euros
Advances	0
Loans granted	0
Funds and Pension Funds: Contributions	0
Funds and Pension Funds: Obligations arranged	0
Life-insurance premiums	0
Guarantees arranged by the Company for the directors	0

**c) Total remuneration by type of directorship:**

Type of directorship	By company	By group
Executives	2,968	0
Significant-Shareholder Appointed Non-Executive Directors	1,066	0
Independent Non-Executive Directors	191	0
Other Non-Executive Directors	0	0
Total	4,225	0

**d) With respect to the profit attributed to the Parent**

Total remuneration of all directors (in thousands of Euros)	4,225
Total remuneration all directors/profit attributed to the Parent (expressed as %)	12.5

**B.1.12 Identify the members of the senior management that are not in turn executive directors, and indicate total remuneration accrued to them during the year:**

Name or company name	Position
MS. GLORIA FERNANDEZ LOMANA	Chief Executive Officer of Antena 3 Noticias
MR. MIGUEL ÁNGEL LEJARZA ORTIZ	Chairman of Antena 3 Films
Name or company name	Position
MR. EDUARDO OLANO CODESIDO	Chief Executive Officer of Atres Advertising
MR. ANTONIO MANSO MARCOS	Chief Financial Officer
MR. FERNANDO COSTI PEREZ	Director of Auditing and Process Control
MR. JOSE MANUEL GONZALEZ PACHECO	Chief Executive Officer of the Multimedia Division
MR. FRANCISCO JAVIER BARDAJI HERNANDO	Chief Executive Officer of the Television Division
MS. PATRICIA PÉREZ GONZÁLEZ	Corporate Chief Executive Officer
MR. LUIS GAYO DEL POZO	General Secretary (until June 30, 2012)
MR. MANUEL DE LA VIUDA FERNÁNDEZ DE HEREDIA	Legal Advisory Services Director

Total remuneration of senior management (in thousands of euros)

4,254

**B.1.13 Identify in aggregate terms whether there are lock-in or guarantee clauses for cases of dismissal or changes of control in favor of senior management, including executive directors, of the Company or of its Group. Indicate whether these contracts must be disclosed and/or approved by the Company or Group bodies:**

Number of beneficiaries

0

	Board of Directors	Shareholders' Meeting
Body authorizing the clauses	YES	NO

Was the Shareholders' Meeting informed of the clauses?

NO

**B.1.14 Indicate the process to establish the remuneration of members of the Board of Directors and the relevant bylaw clauses.**

Process to establish the remuneration of members of the Board of Directors and the relevant bylaw clauses.

The remuneration policy was established in 2006 by the Board of Directors and since then it has been maintained without significant changes.

The general principles and bases of the remuneration policy for the directors of Antena 3 de Televisión, S.A. (Antena 3) are included in art. 44 of the bylaws in force, in the wording approved by the General Shareholders' Meeting on April 25, 2012.

The general reform of the bylaws which took place in 2012 formed part of a complete review process of all Antena 3's own rules for the corporate governance of the Company and of its Group, in order to adapt them to the most recent legislative novelties, and to improve their technical quality, both from a legal standpoint and from that of adapting to the best practices in this area.

This reform had precise and limited objectives and did not alter the directors' remuneration model in force until then, which practically remained intact and, therefore, it is the same as that established in 2006, without significant changes having taken place since then.

Its most important points - aside from this continuity and its concomitant stability - are its simplicity and transparency, since this remuneration consists of:

- . Fixed annual remuneration for all Board members, together with per diems for attendance at Board meetings.
- . Fixed annual remuneration for directors who are members of the Executive Committee, together with the related per diems for attendance at meetings.
- . Attendance per diems for the directors forming part of the Audit and Control Committee and the Appointments and Remunerations Committee, who do not receive annual remuneration for belonging to these committees.

The bylaw regulations foresee that, prior to approval by the Shareholders' Meeting, the directors' remuneration may consist, aside from and regardless of the aforementioned remuneration items, of the delivery of shares or share options thereon, and of a remuneration which takes as reference the value of the Company shares.

Furthermore, this same art 44 of the bylaws states that the remuneration as Director set out in this article will be compatible with the remaining professional or employment remuneration of the directors related to any executive or advisory services that they might render to the Company, other than the supervision and decision taking functions as directors which will be subject to the applicable legal system.

Accordingly, the regulations include the logical conceptual difference which exists between (i) the directors that only carry out their own specific functions of the post, on the one hand and, on the other, (ii) the executive or internal Company directors (per the classification included in art. 11 of the Boards Regulations) who are, therefore, senior management or employees of the Company, or (iii) non-executive directors (significant-shareholder appointed or independent who, aside from their activities as such directors, also carry out other activities of a professional nature (advisory, consulting, etc.), which must be subject to their own individual, differentiated remuneration.

The remuneration system for directors is completed in the aforementioned art 44, with the precaution that, either for each fiscal year or for the years established by the GSM itself, the General Shareholders' Meeting must decide the amount of the individual remuneration, or will fix a total maximum for each remuneration item or for the sum of both. The remuneration may differ from one director to another. The regulations add that this resolution of the GSM will be in force as long as it is not expressly amended by the General Shareholders' Meeting itself.

**State whether the Board, in a plenary session, has reserved powers to approve the following resolutions.**

At the proposal of the Company's chief executive officer, the appointment and possible cessation of senior managers from their posts, as well as their compensation clauses.	YES
Directors' remuneration and any additional remuneration to executive directors for executive responsibilities and other terms and conditions that their contracts must include.	YES

**B.1.15 Indicate if the Board of Directors approves a detailed remuneration policy and specify the issues on which it pronounces:**

YES

Amount of the fixed components, with breakdown, where applicable, for per diem payments for attending the Board and its Committee meetings, and an estimate of the fixed annual remuneration arising in this connection.	YES
Variable remuneration items	YES
Main characteristics of the occupational schemes, with an estimate of their amount or equivalent annual cost.	YES
Conditions that the contracts of executive directors in senior management must respect.	YES

**B.1.16 Indicate whether the Board of Directors submits an annual report on the directors' remuneration policy to be voted by the Shareholders' Meeting as a separate point on the agenda and for consultation purposes . If so, explain the aspects of the report on the remuneration policy approved by the Board for future years, the most significant changes in this policy compared to the policy applied during the year, and a global summary of how the remuneration policy was applied during the year. Describe the role played by the Remuneration Committee and, if external advisors have been engaged, the identity of such consultants:**

YES

Issues on which the Board pronounces with regard to the remuneration policy.

In 2012, no significant changes were made to the directors' remuneration policy and, accordingly, it was the same as in previous years.

The Ordinary General Shareholders' Meeting held on April 25, 2012, resolved to modify the items that must be taken into consideration to annually calculate the aggregated maximum limit of the directors' total remuneration, without modifying the amount of that limit. The objective of this modification was to duly differentiate (i) the individual remuneration received by the executive directors for their professional activity as such, and (ii) the remuneration received by the non-executive directors who occasionally or regularly perform consulting or advisory activities for the Group from (iii) the general remuneration received by all the directors for the mere ordinary performance of their administration functions, which are always carried out through the overseen activity (of supervision, control and decision-making) on the Board and within the Committees.

Have met these considerations, the aforementioned Ordinary General Shareholders' Meeting adopted the agreement transcribed below:

Determination of the maximum limit of the joint remuneration of the directors and of the items included in that maximum.

- a) The mixed remuneration received by the Directors over each year for belonging to and attending the Board of Directors and its Committees, in accordance with that envisaged in its Bylaws and that established at all times by the Shareholders' Meeting- by itself or through the appropriate delegation to the Board of Directors- may not exceed, for all the Directors over each year, the amount of THREE MILLION EUROS (€3,000,000).
- b) That limit expressly and fully excludes the amounts received for professional, mercantile or employment relationships which correspond to the members of the Board of Directors, whether they have had powers delegated to them or otherwise, as a result of any functions performed by them at the Company or Group (be they related to general management, director or executive functions, advisory and consulting activities or the provision of any other services, other than the overseen supervision and decision-making activities specific to their capacity as Directors.
- c) Exceptionally, assuming that the number of meetings of the Board or of its Committees to be held during a given year, reach such maximum figure, no per diems for attendances will be paid for the remaining meetings of the Board or its Committees to be held during such year.
- d) Additionally, assuming that the contracts referred to in point b) above include clauses or covenants that, as a consequence of an early or unilateral termination of the contract by the Company, oblige the Company to honor to the other party any indemnities or compensation set out in the contract itself, the total amount of such indemnities or compensation cannot exceed, in the context of all such contracts then in force, the sum of THREE MILLION EUROS

Issues on which the Board pronounces with regard to remuneration policy.

(€3,000,000). Its possible payment, where appropriate, will not be calculated for the purposes of the maximum limit set for the aggregated remuneration of the directors.

e) Those remunerations, if any, derived from any incentive schemes or variable remuneration expressly approved by the General Shareholders' Meeting will also be considered to be excluded.

f) The establishment of the exact amount of the fixed remuneration of the members of the Board of Directors and the Executive Committee, and of the per diems for attendance at each one of the meetings of the different corporate bodies is expressly delegated to the Board of Directors, respecting the aforementioned maximum amounts.

Making use of this delegation of powers of the Shareholders' Meeting for 2013, the Board of Directors, subject to a favorable report of the Appointments and Retribution Committee, decided to reduce the remuneration received by the directors, in congruence with the general policy being applied in all the Group companies and areas in order to strictly control activity costs, in the context of a profound, sustained and global economic crisis which has led to a significant reduction in the Antena 3 Group's profit from operations.

The agreement to reduce remuneration was adopted in the first meeting held by the Board in 2013 and will be effective for this year. The agreement will reduce by 15% all the items forming part of the directors' remuneration, both in terms of the fixed amount and the per diems.

Without prejudice to the foregoing, the related agreement of the Board of Directors also established the possibility of recovering this reduction, in the hypothesis that the 2013 end results exceed the forecasts justifying such adjustment. Accordingly, in the event that a favorable evolution was greater than that envisaged and Antena 3 achieved better results, there would be a partial or total recovery of the reduced amount, whose payment to directors would be made once this improvement had been confirmed.

The fixed components of the directors' remuneration in 2012 were as follows:

- a) Annual remuneration of €25,000 for each member of the Board of Directors, and an attendance allowance per Board meeting of €2,000.
- b) Annual remuneration of €50,000 for each member of the Executive Committee, and an attendance allowance of €2,500 for each meeting of the Executive Committee.
- c) An attendance allowance of €2,000 for each meeting of the Audit and Control Committee.
- d) An attendance allowance of €2,000 for each meeting of the Appointments and Retribution Committee.

In 2013, as a result of the downward adjustment of 15% of all remuneration, already referred to in this section, and without prejudice to the possibility of recovery which has also been described, the directors' remuneration will be as follows:

Issues on which the Board pronounces with regard to remuneration policy.

- a) Annual remuneration of €21,250 for each member of the Board of Directors, and an attendance allowance per Board meeting of €1,700.
- b) Annual remuneration of €42,500 for each member of the Executive Committee, and an attendance allowance of €2,125 for each meeting of the Executive Committee.
- c) An attendance allowance of €1,700 for each meeting of the Audit and Control Committee.
- d) An attendance allowance of €1,700 for each meeting of the Appointments and Retribution Committee.

It is not forecast that in 2013 the series of corporate governance rules in force in relation to the directors' remuneration policy will be modified.

#### Role of the Remuneration Committee

In accordance with art. 43 of the current bylaws, the Appointments and Remuneration Committee has been granted with general proposal and report powers in the remuneration area. In accordance with this same bylaw article, the Board Regulations have been regulating with further detail all that relating to this Committee, in its arts. 25 and 26, and the latter includes the specific competences corresponding to it, including that of proposing to the Board of Directors all that relating to the remuneration policy of directors and senior management. Section 10 of the aforementioned art. 26 of the Board Regulations states that this Committee must also pledge for the observance of the remuneration policy established by the Company and inform on the Directors' Annual Remuneration Report.

This Committee intervenes in the process of preparing this policy and has been granted the supervision of its application. Since 2011, it is also responsible for the preparation and supervision of the Annual Remuneration Report, which is submitted to a consultative vote at the General Shareholders' Meeting, in accordance with art. 61 of the Securities Market Law.

Has external consultancy been used?

**NO**

#### Identity of external consultants

**B.1.17 Indicate, where applicable, the identity of Board members who also sit on the Board of Directors or form part of the management or employees of companies that hold significant shareholdings in the listed company and/or in its Group companies:**

Name or company name of the director	Name of significant shareholder	Position
MR. JOSE MANUEL LARA BOSCH	GRUPO PLANETA- DE AGOSTINI, S.L.	Chairman of the Board of Directors of GRUPO PLANETA- DE AGOSTINI, S.L.
MR. ELMAR HEGGEN	UFA FILM UND FERNSEH, GMBH SOLE-SHAREHOLDER COMPANY	Director, Chief Financial Officer and Director of the Corporate Center

Name or company name of the director	Name of significant shareholder	Position
		of RTL GROUP, S.A.
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMAGINA MEDIA AUDIOVISUAL, S.L.	Director of GAMP AUDIOVISUAL, S.A.
MR. JOSE CREUHERAS MARGENAT	GRUPO PLANETA- DE AGOSTINI, S.L.	Director of GRUPO PLANETA- DE AGOSTINI, S.L.
MR. MARCO DRAGO	GRUPO PLANETA- DE AGOSTINI, S.L.	Deputy Chairman of the Board of Directors of GRUPO PLANETA- DE AGOSTINI, S.L.
MR. NICOLAS ABEL BELLET DE TAVERNOST	UFA FILM UND FERNSEH, GMBH SOLE-SHAREHOLDER COMPANY	Member of the Operations Management Committee, Member of the Management Committee (BERTELSMANN RTL)

**Detail, where appropriate, the relevant affiliations other than those considered in the above paragraph, which link Board members to significant shareholders and/or companies in their Group:**

**B.1.18 Indicate whether during the year there has been any change in the Board Rules:**

YES

Description of changes

At its meeting on January 25, 2012, the Appointments and Remuneration Committee resolved to propose to the Board of Directors the modification of the Company's Corporate Governance reports including, among others, its own Regulations, and approved a Report justifying the reform. In conformity with this Committee's proposal, the Board of Directors approved a new Regulation, together with an explanatory Report for the General Shareholders' Meeting, which has been provided to the latter since the date on which the meeting was called.

The modification approved in 2012 obeys the adaptation of the Regulation of the Board of Directors to the recent legal reforms introduced by Law 2/2011 on Sustainable Economy, by Law 12/2010, of June 30, amending, among others, the Audit Law, and by the Consolidated Capital Companies Law, with the amendments introduced therein by Law 25/2011.

The scope of these reforms includes, among others, the following matters:

- Introduction of the article relating to the "Annual Report on Directors' Remuneration" which must be submitted to be voted on a consultative basis and as a separate point on the Agenda of the Ordinary General Shareholders' Meeting (art. 33).

Description of changes



- Adaptation of the competence system and the structure of the Audit and Control Committee (art. 24).
- Possibility of calling a Board meeting by a third of the directors (art. 27).

Furthermore, different technical improvements have been introduced, with a triple objective:

1. - Adaptation of the wording of the Board of Directors' Regulations to the new terms or expressions included in the different legal rules by the latest regulatory reforms.

This area includes the articles of the same Regulation relating to general Board powers (art. 8); cessation of directors (art. 15); functioning of the Executive Committee (art. 22); duties of the director (art. 35); and relationships of the Board of Directors with the shareholders (art. 36).

2. - Introduction of modifications of a legal and technical nature in the wording of certain rules.

In this regard, the following articles were modified in relation to: the purpose of the Regulation (art. 1); scope of application (art. 2); broadcasting (art. 3); interpretation (art. 4); modification (art. 5); management competences reserved for the Board of Directors (art. 9); types of directorships (art. 11); legal person director (art. 13); Chairman of the Board of Directors (art. 16); Committees of the Board of Directors (art. 20); meetings of the Board of Directors (art. 27); and holding of meetings (art. 29).

3. - Harmonization of their wording with the contents of the proposed amendment of the Bylaws approved by the 2012 Ordinary General Shareholders' Meeting

Accordingly, the articles relating to the Board of Directors (art. 6); the quantitative composition of the Board (art. 10); the appointment of directors (art. 13); the duration of the post (art. 14); the Deputy Chairman (art. 17); the Secretary and Deputy Secretary (art. 19); the Executive Committee (art. 21); the adoption of agreements (art. 30); the relationships with institutional shareholders (art. 37); market relationships (art. 38); the relationship of the Board of Directors with the external auditors (art. 39).

The wording of certain rules was also amended in order to incorporate the content of different recommendations of the Unified Code of Good Governance (recommendations 7, 8,12,14,15,19, 21,22, 24, 25,26, 27, 28,29,31. 32, 33, 34, 35, 39, 40, 41, 44, 46, 51, 55, 56 and 58): procedural principles of the Board of Directors (art. 7); general powers of the Board of Directors (art. 8); management competences reserved for the Board of Directors (art. 9); types of directorships (art. 11); the qualitative composition of the Board (art. 12); appointment of directors (art. 13); cessation of directors (art. 15); the Chief Executive Officer (art. 18); the Audit and Control Committee (art. 23); the Appointments and Remuneration Committee (art. 25); competences of the Appointments and Remuneration Committee (art. 26); announcement of the Board meeting (art. 28); minutes of the Board of Directors (art. 31); directors' remuneration (art. 32); annual report on remunerations (art. 33); general aspects for the performance of the director's functions (art. 34); directors' duties (art. 35).

The aforementioned Board of Directors' Report in relation to the amendments introduced in its Regulations is available on the corporate web site, which includes a version compared with the former wording and that in force since February 22, 2012.

[\(http://www.grupoantena3.com/accionistas-inversores/junta-general-accionistas/\)](http://www.grupoantena3.com/accionistas-inversores/junta-general-accionistas/)

**B. 1.19 Indicate the appointment, re-election, assessment and removal procedures of the directors. List the competent bodies, the procedures to be followed and the criteria to be employed in each procedure.**

The appointment of the members of the Board of Directors corresponds to the General Shareholders' Meeting, in accordance with that stipulated in the Capital Companies Law and in the Bylaws.

In the case of vacancies, the Board may appoint, through the system of co-optation, from among the shareholders, those persons who will fill such vacancies until the first General Meeting.

In the event a legal person is named director, it will be necessary to appoint a single natural person to permanently exercise the functions inherent to the position, who will be subject to the solvency, competence and experience requirements and to the system of prohibitions and incompatibilities indicated in this article, and the directors' duties stipulated in this Regulation

will be personally claimable from him/her. The revocation of his/her representative by the legal person-director will not take effect until the person substituting him/her has been appointed.

The persons proposed to hold the office of Director will have to meet the requisites set out at all times by the legal provisions in force and the By-laws, as well as enjoy recognized solvency, competence and professional prestige and possess the appropriate knowledge and experience to hold such office.

In order to be appointed a director, it is not necessary to be a shareholder, with the exception of that legally envisaged for the co-optation system. Any persons affected by any prohibitions or by the incompatibilities established by the applicable legislation and this Regulation will not be able to hold the office of directors of the Company.

The proposal for the appointment or re-election of the directors, which is submitted by the Board to the General Shareholders'

Meeting, together with their provisional appointment due to co-optation, will be preceded by the related report and, in the case of the independent directors, by a preliminary proposal, of the Appointments and Remuneration Committee.

From the moment of the publication of the announcement of the Shareholders' Meeting, the Board of Directors will publish through its web page the following information on those persons proposed to be appointed or ratified as directors: (i) the professional and biographical profile; (ii) other Boards of Directors to which he/she belongs, be they listed companies or otherwise; (iii) indication of the type of directorship, where appropriate, indicating, in the event of significant-shareholder appointed directors, the shareholder at whose request they have been appointed, re-elected or ratified or with whom they have links; (iv) the date of his/her first appointment as Company director as well as subsequent appointments; (v) Company shares and derivative financial instruments whose underlying is Company shares, whose owner is either the director whose post is going to be ratified or re-elected, or the candidate to occupy the post of director for the first time. Such information will be kept up to date.

Re-election (art. 14.1 of the Board of Directors' Regulation):

The directors will exercise their duties during the period established in the Bylaws (six years), and may be re-elected one or more times for periods of equal duration.

Assessment (art. 16 of the Board of Directors' Regulation):

The Chairman of the Board of Directors is responsible for organizing and coordinating with the chairpersons of the related Committees, the periodic assessment of the Board, and, where appropriate, that of the Chief Executive Officer or of the first executive.

Removal (art. 15 of the Board of Directors' Regulation):

Directors will no longer hold their offices when so decided by the General Shareholders' Meeting, when they notify their resignation to the Company or once the term of their appointment has elapsed.

The directors must offer their resignation to the Board of Directors and execute the related resignation in the cases detailed in the following section B.1.20 of this Report.

The Board of Directors will refrain from proposing the dismissal of any independent director before the end of the statutory term for which he was appointed, unless there are justified reasons, in the opinion of the Board and subject to a prior report from the Appointments and Remuneration Committee. Justified reasons will be considered to exist when the director has not complied with the duties inherent to his/her position or has committed any of the actions preventing his/her classification as independent director.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate operation produces changes in the company's shareholder structure, in order to meet the proportionality criterion set out in art. 12.1 of this Regulation.

When, as a result of resignation or for other reasons, a director, Secretary or Deputy Secretary to the Board of Directors leaves his/her post before the end of his/her term of office, he/she must explain the reasons in a letter submitted to all the Board members, without prejudice to the fact that this cessation is notified as a Significant Event to the Spanish National Securities Market Commission and that the reason for the cessation is explained in the Annual Corporate Governance Report. In particular, in the event that the resignation is due to the fact that the Board has adopted significant or reiterated decisions with respect to which the director has evidenced serious reservations which have led him/her to resign, such circumstances will be expressly stated in the resignation letter addressed to the remaining members.

**B.1.20 Indicate the cases in which directors are obliged to resign.**

According to art. 15 of the Board of Directors Regulation, directors will offer their resignation to the Board of Directors and execute the relevant dismissal in the following cases, if considered appropriate by the Board:

- a) When internal or executive directors no longer hold the executive or management offices to which their appointment as directors was linked.
- b) When the shareholder represented by the significant-shareholder appointed directors sells its whole shareholding or when such shareholder reduces its shareholding up to a limit that requires a reduction in the number of its significant-shareholder appointed directors.
- c) When an independent director unexpectedly commits any of the actions preventing his/her classification as an independent director.
- d) When they incur in any of the incompatibilities or prohibitions set out by the legislation in force.
- e) When they are seriously reprimanded by the Appointments and Remunerations Committee as a result of an infringement of their liabilities as Directors.
- f) When the circumstances of the Directors might damage the creditworthiness and reputation of the Company. In such cases, the Director must immediately inform the Board about the criminal proceedings in which he is involved as defendant, as well as the subsequent outcome.
- g) When a director is indicted or tried for any of the crimes stated in art. 213 of the Capital Companies Act, the Board should examine the matter as soon as possible and, in view of the particular circumstances, decide whether or not he or she should be called on to resign. Accordingly, the Board should reasonably disclose all such determinations in the Annual Corporate Governance Report.

Exceptionally, that previously indicated in the resignation causes envisaged in letters a), b) and c) will not apply when the Board of Director considers, subject to a report by the Appointments and Remuneration Committee, that causes exist justifying the director's non-dismissal, without affecting the impact new unexpected circumstances may have on the director's rating.

**B.1.21 Explain whether the function of Chief Executive Officer in the Company is met by the Chairman of the Board. If so, indicate the measures taken to limit the risks of accumulating powers in a single person:**

NO

**Indicate and, where applicable, explain whether rules have been established to empower one of the independent directors to request a Board meeting be called or new business included on the agenda, to coordinate and give voice to the concerns of non-executive directors and to direct the assessment by the Board of Directors.**

YES

Explanation of the rules

Under art. 28.5 of the Board of Directors' Regulation, all the directors are entitled to see the meeting's agenda and the reasons why such meeting is being held. However, the Chairman is authorized to submit to the Board's attention any matter that he/she considers appropriate in terms of corporate interest, even if it is not included on the meeting's agenda, although in this case exceptional and unforeseeable reasons must exist to justify such action. Accordingly, any director may propose other points of the agenda not initially foreseen.

Furthermore, the Chairman of the Board of Directors, as the person principally in charge of its functioning, in accordance with art. 16.3 of Board of Directors' Regulation, is responsible for setting the agenda of the meetings, and for organizing and coordinating with the chairs of the Committees the periodical assessment of the Board, and of proposing to the Board the initiatives which it considers appropriate for the sound performance of the Company and, especially, those relating to the functioning of the Board itself and other corporate bodies.

**B.1.22 Are reinforced majorities required, other than the legal majorities, for any type of resolution?**

NO

**Indicate how resolutions are adopted in the Board of Directors, giving at least the minimum quorum for attendance and the type of majorities required to adopt resolutions:**

Description of the resolution:  
Delegation and revocation of powers in the Executive Committee.

Quorum	%
The Board of Directors shall be validly constituted when the majority of its members, are physically present or represented in the meeting. If the number of directors was an odd number, the number of those present in person or under proxy, will be higher than the number of those absent.	51.00

Type of majority	%
Two thirds	66.60

Description of the resolution:

Quorum	%
The Board of Directors shall be validly constituted when the majority of its members, are physically present or represented in the meeting. If the number of directors was an odd number, the number of those present in person or under proxy, will be higher than the number of those absent.	51.00

The appointment and removal of the members of the Executive Committee.

Type of Majority	%
Two thirds	66.60

Description of the resolution:

Delegation of powers in one or various Chief Executive Officers, and the cessation and revocation of the powers of the Chief Executive Officers.

Quorum	%
The Board of Directors shall be validly constituted when the majority of its members, are physically present or represented in the meeting. If the number of directors was an odd number, the number of those present in person or under proxy, will be higher than the number of those absent.	51.00
Type of majority	%
Two thirds	66.60

Description of the resolution:

General rule for all resolutions

Quorum	%
The Board of Directors shall be validly constituted when the majority of its members, are physically present or represented in the meeting. If the number of directors was an odd number, the number of those present in person or under proxy, will be higher than the number of those absent.	51.00
Type of majority	%
Resolutions will be adopted by a majority of the Board members present, or represented, except in those cases in which more votes are legally required to pass certain resolutions.	51.00

**B.1.23 Explain whether there are specific requirements, other than those regarding directors, to be appointed Chairman.**

NO

**B.1.24 Indicate whether the Chairman has the casting vote:**

NO

**B.1.25 Indicate whether the Bylaws or Board of Directors' Regulation sets any age limit for directors:**

NO

Age limit for Chairman	Age limit for CEO	Age limit for directors
0	0	0

**B.1.26 Indicate whether the Bylaws or Board of Directors' Regulation set a limited term of office for independent directors:**

YES

Maximum term of office

12

**B.1.27 In the case in which the number of directors is scarce or nil, explain the reasons and initiatives adopted to correct such situation.**

Explain the motives and initiatives

On filling vacancies on the Board or appointing new directors, the Appointments and Remunerations Committee is in charge of assessing the competences and knowledge, together with the functions and aptitudes required, in the candidates who should fill each vacancy.

This Committee guarantees that the selection procedures do not suffer any implicit bias which could lead to any type of discrimination and, in particular, which do not hinder the selection of female directors, and informs the Board of the gender diversity matters which may arise in the selection processes of new directors.

**In particular, indicate whether the Appointments and Remuneration Committee has established procedures so that selection processes do not suffer any implicit bias which hinders the selection of female directors, and deliberately seeks candidates meeting the required profile:**

NO

**B.1.28 Indicate whether there are formal processes for delegating votes to the Board of Directors. If so, describe them briefly.**

In conformity with that established in art. 29 of the Board of Directors' Regulation, all the directors must attend the meetings held, except with justified reasons. When non-attendance is unavoidable, the director may grant proxy to another director. Such delegation must be made in writing for each meeting, addressed to the Chairman or the Secretary, with the related voting instructions, and which may be notified by any adequate technological procedure (fax, email or letter). Any given Board member can represent more than one of the other members. The directors' absences at Board meetings are included in the Annual Corporate Governance Report for each year.

**B.1.29 Indicate the number of meetings the Board of Directors has held during the year. Likewise, where applicable, indicate how many times the Board of Directors has met without the Chairman in attendance:**

Number of Board meetings	12
Number of Board meetings not attended by the Chairman	0

**Indicate how many meetings have been held by the various Board committees throughout the year:**

Number of Executive Committee meetings	12
Number of Audit Committee meetings	7
Number of Appointments and Remuneration Committee meetings	5
Number of Appointments Committee meetings	0
Number of Remuneration Committee meetings	0

**B.1.30 Indicate the number of meetings the Board of Directors has held during the year without the attendance of all its members. In calculating this number, proxies granted without specific instructions shall be considered non-attendance:**

Number of non-attendances by directors during the year	0
% of number of non-attendances to total votes during the year	0.000

**B.1.31 Indicate whether the individual and consolidated financial statements presented for the Board's approval have been certified beforehand:**

NO

**Where applicable, identify the person(s) who has (have) certified the individual and consolidated financial statements to be filed by the Board:**

**B.1.32 Explain the mechanisms, if any, established by the Board of Directors to prevent the individual and consolidated financial statements that it files from being presented to the General Shareholders' Meeting with a qualified auditors' report.**

The Regulation of the Board of Directors (art. 24i) entrusts the Audit and Control Committee with the duty of ensuring that it submits the accounts to the Shareholders' Meeting without reservations or qualifications in the auditors' report. In exceptional cases in which said reservations or qualifications may arise, the Chairman of the Audit and Control Committee and the auditors will have to provide shareholders with a clear explanation of the content and scope thereof.

The Audit and Control Committee foresees the participation of the external auditors in certain of the meetings envisaged in each year, as a consequence of the half-yearly review, of the conclusions of the preliminary work and of the conclusions of the final audit work. At these meetings, the conclusions reached by the external auditors as a consequence of their work are anticipated and analyzed, in order to avoid the need to include any potential mention or qualification in the auditors' report.

**B.1.33 Does the Secretary to the Board have the status of director?**

NO

**B.1.34 Explain the procedures to appoint and remove the Secretary to the Board, indicating whether his/her appointment or removal has been reported by the Appointments Committee and approved by the plenary Board meeting.**

Procedure for appointment and removal.

The Board of Directors appoints the Secretary to the Board, which may or may not be a Board member. As many Deputy Secretaries as necessary may be appointed, either members or non-members, to assist the Secretary, or substitute him/her in the event of being absent or unable to attend, or should the Office of Secretary not exist. The appointment or removal of the Secretary or Deputy Secretary must be reported by the Appointments and Remuneration Committee and approved by the plenary Board meeting. Both the Appointments and Remuneration Committee and the Board of Directors will be responsible for ensuring that the Secretary and the Deputy Secretary(ies) are chosen from among prestigious professionals and with the ideal qualifications to perform their functions, likewise guaranteeing their independence and impartiality.

Did the Appointments Committee report the appointment?	YES
Did the Appointments Committee report the removal?	YES
Did the plenary Board meeting approve the appointment?	YES
Did the plenary Board meeting approve the removal?	YES

**Is the Secretary to the Board particularly in charge of ensuring that the good governance recommendations are followed?**

YES

Observations

The Board of Directors' Regulation (art. 19 5- e and 19. 6- c) establishes that the Secretary to the Board of Directors



must provide special supervision to guarantee the legal and bylaw regularity of the Board's procedures, also verifying compliance with the provisions of the regulatory bodies, together with their recommendations, and it will guarantee that the Company's corporate governance procedures and rules are respected.

B.1.35 Indicate what mechanisms the Company has established, if any, to preserve the independence of the auditor, the financial analysts, the investment banks and the rating agencies:

The Audit and Control Committee is responsible for ensuring that audit duties are independent and efficient; for proposing the selection, appointment, re-election and dismissal of the internal audit head; for receiving regular information regarding its activities; and for verifying that senior management takes into account the conclusions and recommendations of its reports.

In this connection, in accordance with the Audit Law approved by Legislative Royal-Decree 1/2011 of 1 July and its enacting Regulation, approved by Royal Decree 1517/2011 of 31 October, as well as the consolidated Capital Companies Law, approved by Legislative Royal- Decree 1/2010 of 2 July, the Audit and Control Committee establishes the appropriate relations with the auditor to receive information on matters that may jeopardize its independence.

It must also ensure the independence of the external auditor, and, to that effect:

- a) On an annual basis, the Company receives written confirmation from the external auditors of its independence vis-à-vis the entities directly or indirectly related to it, together with information on additional services of any kind provided to these entities by the aforementioned auditors, or by persons or entities related thereto, in accordance with the audit legislation.
- b) The Company must inform the Spanish National Securities Market Commission, as a Significant Event, of a change of auditor, attaching thereto, where appropriate, a statement regarding the possible disagreements with the outgoing auditor and, if they had existed, with the content thereof.
- c) Ensure that the Company and the auditor comply with the laws applicable regarding the provision of services other than auditing services, with the restrictions on the concentration of the auditor's business, and, in general, with other laws stipulated to safeguard the independence of auditors.
- d) Examine the circumstances which motivated the external auditors' resignation, in the event this occurs.

The Audit and Control Committee is obliged to issue a report each year expressing an opinion on the independence of the auditors, including a statement on the provision of its additional services of any kind (Additional Provision Eighteen of Securities Market Law 24/1988).

The notes to the financial statements and this Corporate Governance Report contribute information on the audit and other services provided by the external auditor in the year.

B.1.36 Indicate whether the Company has changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

NO	
Outgoing auditor	Incoming auditor

**If there were disagreements with the outgoing auditor, explain their grounds:**

NO

**B.1.37 Indicate whether the audit firm performs other engagements for the Company and/or its Group other than the audit. If so, declare the amount of fees received for such work and the percentage of such fees with respect to the total fees charged to the Company and/or its Group:**

YES			
	Company	Group	Total
Amount for engagements other than audit work (thousands of Euros).	178	0	178
Amount of engagements other than audit work/ total amount billed by the audit firm (in %)	45.857	0.000	38.780

**B.1.38 Indicate if the auditors' report on the financial statements for the preceding year contains any reservations or qualifications. If so, indicate the reasons given by the Chairman of the Audit Committee to explain the content and scope of said reservations or qualifications.**

NO

**B.1.39 Indicate the number of years during which the current audit firm has been performing the audit of the financial statements for the Company and/or its Group without interruption. Likewise, indicate the percentage of the number of years audited by the current audit firm with respect to the total number of years in which the financial statements have been audited:**

	Company	Group
Number of consecutive years	16	16

  

	Company	Group
Number of years audited by current audit firm / number of years the Company has been audited (%).	66.6	88.8

**B.1.40 Indicate the holdings of the Company's Board members in the capital of entities that have an identical, similar or complementary activity to that constituting the object of the Company and of its Group, that have been notified to the Company. Likewise, indicate the duties or functions that they exercise at these companies:**

Name or company name of the director	Name of the company in question	% shareholding	Position or functions
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIAPRODUCTION PROPERTIES. B.V.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMOFILM DO BRASIL, LTDA.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIAPRO MIDDLE EAST FZ L.L.C.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	WTVISION SISTEMAS INFORMÁTICOS PARA TELEVISAO, LTDA	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	REVOLUTION BROADCAST PRODUcoes ARTISTICAS LTDA	65.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	WTVISION, INC	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	OVE RON BULGARIA EOOD	49.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	CENTROAMERICA TV, LLC	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIA WORLD, LLC	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	HANGIN, S A.	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	LABO PRODUCTIONS 2007, LLC	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	US IMAGINA, LLC	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	TELEVISION DOMINICANA, LLC	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	TELEAMAZONAS INTERNACIONAL, LLC	41.250	-
IMAGINA MEDIA AUDIOVISUAL. S.L.	MW COLOMBIA LLC	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	OVERON US, INC.	49.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROM TV, S.A.	70.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMOFILM, S.A.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIAPROPIEDADES, S.A.	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PASIONES TV, LLC	49.500	-

Name or company name of the director	Name of the company in question	% shareholding	Position or functions
IMAGINA MEDIA AUDIOVISUAL, S.L.	12 HEARTS, LLC	41.250	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	TM TECNOLOGIA MEDIA, CONSULTADORIA E PRODUCAO MULTIMEDIA, LDA	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	UMEDIA SPORTS ADVERTASING, S.L.	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	OMNICAMM SISTEMAS AVANCADOS DE CAPTACAO DE IMAGEM, LMTDA	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	FULL ZOOM-PRODUCCIONES AUDIOVISUAES, LMTDA	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	GTV ESTUDIOS, LDA	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIA BURST SERVICIOS PARA EMPRESAS AUDIOVISUAIS SOCIEDAD UNIPESAOAL	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	BIKINI POS PRODUCAO DE FILMES, LTDA.	90.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	WISDOM TELEVISION, SISTEMAS INFORMATICOS PARA TELEVISAO, LDA	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	AVENIDA DOS ALIADOS, S.A.	52.350	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	OVIDEO LISBOA LDA	30.240	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	CLS AUDIOVISUAIS, LDA	75.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMOFILM US, L.L.C.	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMAGINA GROUP FRANCE	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMOFILM CALIFORNIA, L.L.C,	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMOFILM COLOMBIA, LTDA.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	OVERON AMERICA, LLC	40.430	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PRO TV GLOBAL PRODUCTION SERVICES FZ-LLC.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMAGINA USA, INC.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMOFILM MÉXICO S.A. DE C.V.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	OVIDEO TV, S.A.	60.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	K 2000, S.A.	100.000	-

Name or company name of the director	Name of the company in question	% shareholding	Position or functions
IMAGINA MEDIA AUDIOVISUAL, S.L.	DISTRIBUIDORA DIGITAL DE FÚTBOL, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIARENA SERVICIOS, S.A.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	EQUILLE INVESTIMENT, B.V.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	GABINETE DE ESTUDIOS DE LA COMUNICACIÓN AUDIOVISUAL, S.A.U.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	OMBÚ PRODUCCIONES, S.A.	62.960	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	XARXA OBERTA, DE COMUNICACIÓ I TECNOLOGIA DE CATALUNYA, S.A.	65.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	GRUPO GLOBO MEDIA, S.A.U.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	GAMP AUDIOVISUAL, S.A.	72.740	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	INFINIA, AD, S.A.	54.460	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIAMÓVIL UNIDAD DE PRODUCCIÓN, S.L.	60.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIAPRODUCCIÓN, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	TRIVIDEO TRICICLE OVIDEO, S.L.	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	SERVICIOS INTEGRALES UNITECNIC, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	ROYAL MEDIA INTERNACIONAL, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIATEM CANALES TEMÁTICOS. S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIA 3.14, S.L.	90.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIA SPORTS MARKETING, S.L.	80.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	ANTENA LOCAL, S.L	60.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	VIDEO SHOPPING BROADCAST, S.L.	80.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIASUR PRODUCCIONES AUDIOVISUALES, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIA CAM PRODUCCIÓN AUDIOVISUAL, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	ENEF HOLDING, S.L.U.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	FLAIX CANAL TELEVISIÓ, S.L.	50.000	-

Name or company name of the director	Name of the company in question	% shareholding	Position or functions
IMAGINA MEDIA AUDIOVISUAL, S.L.	SERVICIOS AUDIOVISUALES OVERON, S.L.	49.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	NUEVAS INICIATIVAS AUDIOVISUALES, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	GOL TELEVISIÓN S.L.U.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIACONTI SERVICIOS DE CONTINUIDAD S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MEDIA BASE SPORTS, S.L.	55.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PLATAFORMA DE TELEVISIÓN DIGITAL TERRESTRE, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMASBLUE ESTUDIO, S.L.	54.460	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	ASTURMEDIA PRODUCCIONES AUDIOVISUALES, S.L.	49.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	SOCIEDAD EUROPEA DE UNIDADES MÓVILES, S.L.	96.840	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	HOSTOIL PRODUK2IOAK, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMAGINA CONTENIDOS AUDIOVISUALES, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	SOCIEDAD GENERAL DE PRODUCCIÓN Y EXPLOTACIÓN DE CONTENIDOS, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	LIQUID MEDIA, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	MOLINARE, S.A.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	ADISAR MEDIA, S.L.	60.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMAGINA INTERNATIONAL SALES, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	ESTUDIOS HACKENBUSH, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMALATAM, S.L.A.	82.500	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PLAY TELEVISIÓN, S.L.	50.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	GECA MINUTADOS, S.L.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	YOU WHISP COMPANY, S.L.	28.050	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	WISDOM TV ESPAÑA, S.L.	50.000	-

Name or company name of the director	Name of the company in question	% shareholding	Position or functions
IMAGINA MEDIA AUDIOVISUAL, S.L.	POC VENTURES, B.V.B.A.	100.000	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMO CARACAS, C.A.	99.950	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	IMALATAM CARACAS, C.A.	40.430	-
IMAGINA MEDIA AUDIOVISUAL, S.L.	PROMOFILM MUSIC, L.L.C	82.500	-

**B.1.41 Indicate and, where appropriate, detail whether a procedure exists for the directors to rely on an external advisor.**

YES

Details of the procedure

The procedure is envisaged in art. 34.6 of the Board of Directors' Regulations. In order to help directors to exercise their functions, the Board, at the request of the directors, may arrange with a charge to the Company, the counseling of legal, accounting, financial or other experts.

Such appointment must necessarily relate to specific problems of certain significance and complexity arising in the performance of the related functions.

The arrangement request must be made to the Chairman and may be denied by the Board of Directors if it is accredited that:

- a) it is not necessary for the strict performance of the functions entrusted to the directors;
- b) its cost is not reasonable in comparison with the scale of the problem and of the Company's assets and income;
- c) the technical assistance obtained may be adequately dispensed by Company experts and technical staff;
- d) from a confidentiality standpoint, the information which may be provided to the expert may constitute a risk.

**B.1.42 Indicate and, where appropriate, detail whether a process exists for directors to obtain the information required in order to be able to prepare Board meetings in sufficient time:**

YES

Details of the procedure

Together with the announcement of the Board meetings, in conformity with the procedure stipulated in art. 28.4 of the Board of Directors' Regulation, each director receives the Agenda proposed by the Chairman, which should sufficiently explain the matters to be dealt with. The announcement should be accompanied by the information to be submitted at the Board meeting, except when, in the Chairman's opinion, in exceptional cases and for security reasons, it is more appropriate that such documentation be examined only at Company headquarters.

Furthermore, art 34.3 of the Board of Directors' Regulation stipulates that it is each director's obligation to obtain all the information that it deems necessary at all times for the sound performance of his/her duties. In particular, each of the directors is obliged to diligently inform upon the Company's performance. For such purpose, each director is invested with the most extensive powers to furnish information on any aspect of the Company, to the extent he/she deems necessary or advisable in order to diligently exercise his/her functions. This duty of disclosure also extends to the various subsidiaries integrating the Antena 3 Group, and it must always be exercised in accordance with the requirements of good faith.

For these purposes, the Company will provide the specific support in order that the new directors may acquire speedy and sufficient knowledge of the Company, and of its corporate governance rules, and may establish guidance programs in this connection. Likewise, the Company may establish, when the circumstances so advise, programs to update

knowledge aimed at directors.

In order not to adversely affect the Company's ordinary management, the duty of disclosure will be channeled through the Chairman, or the Secretary to the Board of Directors, who will deal with the director's requests, directly providing them with information or offering them the Company delegates considered appropriate for each case. In the event that the Chairman or the Secretary to the Board of Directors are absent or cannot channel such disclosure, such task will be performed by the Deputy Chairman or by a Deputy Chairman of the Board of Directors, respectively.

Likewise, the functions performed by the Secretary to the Board of Directors include that of adopting the required measures for the Board to always have knowledge of the matters dealt with and of the decisions adopted by the Executive Committee and by the remaining Committees, and that of guaranteeing that all the Board members receive a copy of the minutes of the meetings of the Executive Committee and the remaining Committees.

**B.1.43 Indicate and, where appropriate, detail whether the Company has established rules obliging the directors to inform upon and, where appropriate, resign in those cases which may harm the Company's proceeds and reputation.**

YES

Explain the rules

In accordance with art. 15.2f) of the Board of Directors' Regulation, the directors must offer their resignation to the Board of Directors and resign accordingly should the Board deem it advisable when, in the figure of director, circumstances arise which may adversely affect the Company's proceeds and reputation. In such cases, the Director must immediately inform the Board about the criminal proceedings in which he/she is involved as defendant, as well as the subsequent outcome.

**B.1.44 Indicate whether any Board member has informed the Company that is has been tried or indicted with respect to any of the crimes indicated in art. 124 of the Corporations Law:**

NO

**Indicate whether the Board of Directors has analyzed the case. If the response is affirmative, reasonably explain the decision taken with respect to whether the director should remain in his post or otherwise.**

NO

Decision taken	Reasoned explanation



## B.2 Board of Directors' Committees

### B.2.1 Detail of all the Board of Directors' Committees and of their members:

#### EXECUTIVE COMMITTEE

Name	Position	Type
MR. JOSÉ MANUEL LARA BOSCH	CHAIRMAN	EXECUTIVE
MR. MARCO DRAGO	DIRECTOR	SIGNIFICANT-SHAREHOLDER APPOINTED
MR MAURIZIO CARLOTTI	DIRECTOR	EXECUTIVE
MR. NICOLAS ABEL BELLET DE TAVERNOST	DIRECTOR	SIGNIFICANT-SHAREHOLDER APPOINTED
MR. SILVIO GONZÁLEZ MORENO	DIRECTOR	EXECUTIVE

#### APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Type
MS. MARÍA ENTRECANALES FRANCO	CHAIRMAN	INDEPENDENT
MR. NICOLAS ABEL BELLET DE TAVERNOST	DEPUTY CHAIRMAN	SIGNIFICANT-SHAREHOLDER APPOINTED
MR. JOSÉ CREUHERAS MARGENAT	DIRECTOR	SIGNIFICANT-SHAREHOLDER APPOINTED
MR. MAURICIO CASALS ALDAMA	DIRECTOR	SIGNIFICANT-SHAREHOLDER APPOINTED
MR. PEDRO RAMÓN Y CAJAL AGÚERAS	DIRECTOR	INDEPENDENT

#### AUDIT AND CONTROL COMMITTEE

Name	Position	Type
MR. PEDRO RAMÓN Y CAJAL AGÚERAS	CHAIRMAN	INDEPENDENT
MR. ELMAR H EGGEN	DEPUTY CHAIRMAN	SIGNIFICANT-SHAREHOLDER APPOINTED
MS. AURORA CATA SALA	DIRECTOR	INDEPENDENT
MR. JOSÉ CREUHERAS MARGENAT	DIRECTOR	SIGNIFICANT-SHAREHOLDER APPOINTED

**B.2.2 Indicate whether the following functions relate to the Audit Committee:**

Supervision of the process of preparing and integrating the financial information relating to the Company and, where appropriate, to the Group, reviewing compliance with the regulatory requirements, the adequate definition of the consolidation scope and the correct application of accounting policies.	YES
Periodical review of the internal control and risk management systems, in order that the main risks are suitably identified, managed and notified.	YES
Oversight of the independence and effectiveness of the internal audit function; proposing the selection, appointment, re-election and removal of the internal audit service head, and the estimate for that service; receiving periodic information on its activities; and verifying whether senior management has taken into account the conclusions and recommendations of its reports.	YES
Establishment and supervision of a mechanism enabling the employees to confidentially and, if deemed appropriate, anonymously, notify the irregularities of potential importance, especially financial and accounting irregularities, communicated within the Company	YES
Submission to the Board of the selection, appointment, re-election and substitution proposals for the external auditor, together with the recruitment conditions.	YES
Regular receipt from the external auditor of information on the audit plan and on the results of its implementation, and verify whether senior management takes into account his/her recommendations.	YES
Assurance of the external auditor's independence.	YES
In the case of groups, favoring the Group auditor to assume responsibility for the audits of the companies integrating such Group.	YES

**B.2.3 Provide a description of the organization and functioning rules, together with the responsibilities attributed to each of the Board's Committees.**

Name of committee

AUDIT AND CONTROL COMMITTEE

Brief description

(art. 42 of the Bylaws and art. 23. of the Board of Directors' Regulation).

The Audit and Control Committee is formed by no less than three (3) and no more than five (5) directors. All the directors are non-executive and are appointed by the Board from among its members, taking into account the knowledge, aptitudes and experience of the directors and the tasks of the Committee.

The Committee itself appoints its Chairman from among its members for a maximum period of four (4) years, and he/she may be re-elected after the period of one (1) year following his/her removal.

The Secretary of the Audit and Control Committee is the Secretary to the Board of Directors or a Deputy Secretary. In the event that the Secretary of the Committee is absent or cannot exercise his/her role, the Committee member appointed by him/her from among the attendees at the meeting in question will act as Secretary.

The Committee meets following an announcement by the Chairman, once every quarter, and as requested by at least three of its members, by the Executive Committee or the Chief Executive Officer.

The Audit and Control Committee is validly constituted when the number of directors present or duly represented

exceeds the number of absent directors, and it adopts its resolutions by absolute majority of the attendees. In the event of a tie, the Chairman has the casting vote.

The Committee meetings may be attended by executive directors, when expressly agreed by the Committee members. Likewise, the Committee may convene any Company employee or director, and even arrange from them to appear without the presence of any other director.

As a general and consolidated rule with regard to this Committee's activity, both the Financial Director and the Internal Audit and Process Control Director attend all its meetings and occasionally other directors. The external auditor also attends on a regular basis.

The Audit and Control Committee may seek the counseling of outside professionals, under art. 34.6 of the Board of Directors' Regulation.

Minutes will be prepared after each meeting of the Committee and the Secretary will forward a copy to all the members of the Board.

The Board deliberates on the Committee's proposals and reports: In the first plenary meeting of the Board following each of its meetings, the Committee reports its activity and is answerable for the work performed.

Name of committee

APPOINTMENTS AND REMUNERATION COMMITTEE

Brief description

(Art. 43 of the Bylaws and art. 25. of the Board of Directors' Regulation).

The Appointments and Remuneration Committee is formed by no less than three (3) and no more than five (5) non-executive directors, appointed by the Board from among its members, taking into account the knowledge, aptitudes and experience of the directors and the tasks of the Committee.

The Chairman of the Appointments and Remuneration Committee is appointed by the Committee itself from among its independent members for a maximum period of four (4) years, and he/she may be successively re-elected.

The Secretary of the Appointments and Remuneration Committee is the Secretary to the Board of Directors or a Deputy Secretary. In the event that the Secretary of the Committee is absent or cannot exercise his/her role, the Committee member appointed by him/her from among the attendees at the meeting in question will act as Secretary.

The Committee meets following an announcement by the Chairman, when he/she deems it appropriate, and as requested by at least three of its members, by the Executive Committee or the Chief Executive Officer.

The Appointments and Remuneration Committee is validly constituted when the number of directors present or duly represented exceeds the number of absent directors, and it adopts its resolutions by absolute majority of the attendees. In the case of tie, the Chairman will have the casting vote.

The Committee meetings may be attended by executive directors, when expressly agreed by the Committee members. Likewise, the Committee may convene any Company employee or director, and even arrange from them to appear without the presence of any other director.

For enhanced compliance with its functions, the Appointments and Remuneration Committee may seek the counseling of outside professionals, under art. 34.6 of the Board of Directors' Regulation.

Minutes will be prepared after the Committee meetings and the Secretary will forward a copy to all the members of the Board.

The Board deliberates on the Committee's proposals and reports: In the first plenary meeting of the Board following each of its meetings, the Committee reports its activity and is answerable for the work performed.

Name of the committee

EXECUTIVE COMMITTEE

Brief description

(Art. 39 of the Bylaws and arts. 21 and 22 of the Board of Directors' Regulation).

Composed of no less than three (3) and no more than nine (9) directors, preferably five (5).

The exact number of members integrating this Committee at each moment will be determined by the Board, considering its size, the optimum operability and maximum effectiveness of the Executive Committee and the number of members of the remaining Committees regulated under the Board of Directors' Regulation.

They are appointed with the favorable vote of at least two thirds of the Board of Directors. In any case, the following are members of the Executive Committee as a result of their position: the Chairman of the Board of Directors, who will also be Chairman of the Committee once he/she has been appointed member thereof, and the Chief Executive Officer.

The Chairman of the Executive Committee is the director who holds this post on the Board of Director once he/she has been appointed a member of the Committee and, in his/her absence, it would be the Deputy Chairman and, should there be various, he/she corresponding by order, provided that he/she is a member thereof. In the event that the Chairman of the Executive Committee is absent or cannot exercise his/her role, the Committee member appointed by him/her from among the attendees at the meeting will act as Chairman.

The Secretary of the Executive Committee will be that of the Board of Directors and, in his/her absence, the Deputy Secretary, and, should there be various, he/she corresponding by order. In the event that all of the foregoing are absent or cannot exercise their role, the Committee member appointed by him/her from among the attendees at the meeting in question will act as Secretary. The Secretary of the Committee will only be entitled to vote if she/he also performs the function of director and member of the Executive Committee.

The delegation of powers to the Executive Committee requires the favorable vote of two thirds of the members of the Board of Directors, and may include all or a part of the Board's powers, except those not delegable by law, bylaw or regulations. It may have an undefined nature, while its revocation is not agreed upon by an equal majority.

The Executive Committee meets subject to an announcement by the Chairman, provided that it is not requested out of Company interest, on a regular basis, once a month, unless not deemed necessary by the Chairman.

The Committee is validly constituted with the direct assistance or by means of representation of, at least, the majority of its members, and adopts its resolutions by the absolute majority of its members present or duly represented, always by another director member of the Executive Committee. In case of tie, the Chairman will have the casting vote.

Minutes will be prepared by the Secretary after each Executive Committee meeting.

The Board of Directors must always have knowledge of the matters dealt with and of the decisions adopted by the Executive Committee. With this objective, the Secretary to the Board ensures that all Board members receive a copy of the Minutes of the Executive Committee meetings.

**B.2.4 Indicate the counseling, consultation and, where appropriate, delegation powers of each of the committees.**

Name of committee

EXECUTIVE COMMITTEE

Brief description

The Executive Committee is delegated, on a permanent basis, with all the powers of the Board of Directors, except those which cannot be delegated. The other Board Committees are not delegated with any powers. The counseling and consultation functions corresponding to them are those appearing in the Bylaws and in the Board of Directors' Regulation.

**B.2.5 Indicate, where appropriate, the existence of regulation of the Board committees, the place in which they are available for consultation and the amendments made in the year. In turn, indicate if any annual report on the activities of each committee has been prepared voluntarily.**

**B.2.6 Indicate if the composition of the executive committee reflects the participation on the Board of the different directors based on their status:**

NO

If not, explain the composition of the executive committee. The Executive Committee is made up of significant-shareholder

appointed and executive Board members:

1. - The Chairman of the Board, executive director, and also a significant-shareholder appointed director, representing the significant shareholder, GRUPO PLANETA DE AGOSTINI, S.L.
2. The Deputy Chairman, who is an executive Board member.
3. - A significant-shareholder appointed director of GRUPO PLANETA- DE AGOSTINI S.L. the largest shareholder with the largest stake. (Owner of 41.697%).
4. A significant-shareholder appointed director of the second most significant shareholder (UFA FILM UND FERNSEH GMBH), which owns 19.166% of the share capital.
5. The CEO, who is an executive director.

The Secretary of the Executive Committee is the Secretary of the Board of Directors.

## **C - RELATED-PARTY TRANSACTIONS**

**C.1 Indicate whether the plenary Board meeting reserved the approval, subject to a favorable report by the Audit Committee or any other entrusted with the function, of the transactions performed by the Company with directors, significant shareholders or representatives on the Board, or with persons related thereto:**

YES

**C.2 List the relevant transactions entailing a transfer of resources or obligations between the Company or its Group companies, and the Company's significant shareholders:**

Name or company name of significant shareholder	Name or company name of the Company or Group company	Nature of relationship	Type of transaction	Amount (thousands of Euros)
GRUPO PLANETA- DE AGOSTINI, S.L.	ANTENA 3 DE TELEVISIÓN, S.A.	Contractual	Receipt of services	4,817
GRUPO PLANETA- DE AGOSTINI, S.L.	ANTENA 3 DE TELEVISIÓN, S.A.	Contractual	Provision of services	712
GRUPO PLANETA- DE AGOSTINI, S.L.	ANTENA 3 FILMS, S.L.U	Contractual	Provision of services	185
GRUPO PLANETA- DE AGOSTINI, S.L.	ANTENA 3 FILMS, S.L.U.	Contractual	Receipt of services	73
GRUPO PLANETA- DE AGOSTINI, S.L.	ATRES ADVERTISING, S.L.U.	Contractual	Receipt of services	1,627
GRUPO PLANETA- DE AGOSTINI, S.L.	ATRES ADVERTISING, S.L.U.	Contractual	Provision of services	1,364
GRUPO PLANETA- DE AGOSTINI, S.L.	FUNDACIÓN ANTENA 3	Contractual	Receipt of services	13
GRUPO PLANETA- DE AGOSTINI, S.L.	UNIPREX, S.A.U.	Contractual	Receipt of services	2
GRUPO PLANETA- DE AGOSTINI, S.L.	UNIPREX, S.A.U.	Contractual	Provision of services	12
UFA FILM UND FERNSEH, GMBH UNIPERSONAL	ANTENA 3 DE TELEVISIÓN, S.A.	Contractual	Provision of services	323
UFA FILM UND FERNSEH, GMBH UNIPERSONAL	ANTENA 3 DE TELEVISIÓN, S.A.	Contractual	Receipt of services	9,494
UFA FILM UND FERNSEH, GMBH UNIPERSONAL	ANTENA 3 FILMS, S.L.U.	Contractual	Receipt of services	350
UFA FILM UND FERNSEH, GMBH UNIPERSONAL	ANTENA 3 FILMS. S.L.U.	Contractual	Provision of services	97
UFA FILM UND FERNSEH, GMBH UNIPERSONAL	ATRES ADVERTISING, S.L.U.	Contractual	Receipt of services	12
IMAGINA MEDIA AUDIOVISUAL, S.L.	ANTENA 3 DE TELEVISIÓN, S.A.	Contractual	Finance costs	1,799
IMAGINA MEDIA AUDIOVISUAL, S.L.	ANTENA 3 DE TELEVISIÓN, S.A.	Contractual	Provision of services	2,007
IMAGINA MEDIA AUDIOVISUAL, S.L.	ANTENA 3 DE TELEVISIÓN, S.A.	Contractual	Receipt of services	19,462

Name or company name of significant shareholder	Name or company name of the Company or Group company	Nature of relationship	Type of transaction	Amount (thousands of Euros)
IMAGINA MEDIA AUDIOVISUAL, S.L.	ANTENA 3 FILMS, S.L.U	Contractual	Receipt of services	225
IMAGINA MEDIA AUDIOVISUAL, S.L.	ANTENA 3 FILMS, S.L.U	Contractual	Provision of services	34
IMAGINA MEDIA AUDIOVISUAL, S.L.	ATRES ADVERTISING, S.L.U.	Contractual	Receipt of services	173
IMAGINA MEDIA AUDIOVISUAL, S.L.	ATRES ADVERTISING, S.L.U.	Contractual	Provision of services	33,022
IMAGINA MEDIA AUDIOVISUAL, S.L.	PUBLISEIS INICIATIVAS PUBLICITARIAS, S.A.U.	Contractual	Provision of services	4
IMAGINA MEDIA AUDIOVISUAL, S.L.	UNIPREX TELEVISIÓN, S.L.U.	Contractual	Provision of services	10
IMAGINA MEDIA AUDIOVISUAL, S.L.	UNIPREX, S.A.U.	Contractual	Provision of services	2,136

**C.3 List the relevant transactions entailing a transfer of resources or obligations between the Company or its Group companies, and the Company's directors and/or executives:**

**C.4 List the relevant transactions in which the Company has engaged with other companies belonging to the same group, except those that are eliminated in the process of drawing up the consolidated financial statements and that do not form part of the Company's normal activities with respect to its object and conditions:**

**C.5 Indicate whether the Board members have found themselves during the year in any conflicts of interest under art. 127 ter of the Corporations Law.**

NO

**C.6 List the mechanisms established to detect, determine and resolve possible conflicts of interest between the Company and/or its Group, and its directors, managers and/or significant shareholders.**

The mechanisms relating to conflicts of interest of the Board members are regulated in the Board of Directors' Regulation, specifically in its art. 35 3 e):

Such regulation establishes that the Directors must notify the Board of Directors of any situation of direct or indirect conflict on the Company's interests.

If the conflict were the consequence of a transaction between the director and the Company, this may only be made with the prior authorization of the Board itself which, in turn, would have required the Appointments and Remuneration Committee to pronounce on the matter.



In the event of conflict, the affected Board will abstain from intervening in the deliberation and decision-making on the transaction related with the conflict. The directors affected by the conflict of interests may not delegate their vote to the Board of Directors and must be absent from the meeting room when the Board votes and deliberates in this regard. The Annual Corporate Governance Report will include all the conflicts of interest in which the Company's directors are immersed.

The directors must also notify the direct and indirect holdings which, both they and the persons related thereto under the terms of this article, owned in the capital of a company with an identical, similar or complementary activity to that constituting the company object of A3TV, together with the positions or functions exercised thereat. This information must be included in the notes to the financial statements of each year.

Likewise, the directors must inform the Company of all the posts they hold, and of all the activities they perform at other companies or entities and, in general, of any event or situation which may be relevant in their role as Company director.

If a director or any other person affected by the Internal Rule of Conduct in the area of Security Markets is involved in a possible conflict of interest, the mechanism is disclosed therein. The affected party must inform the Regulatory Compliance Committee as soon as possible, through a computer system installed for this purpose, of any situations which may potentially give rise to conflicts of interest as a result of his/her activities outside the Antena 3 Group, his/her family relationships, his/her personal assets or for any other reason.

- a) Financial intermediaries operating with the Antena 3 Group.
- b) Professional or institutional investors who have a significant relationship with the Antena 3 Group.
- c) Significant equipment or material suppliers.
- d) Providers of professional services or External Advisors, including those which provide legal, consulting or audit services.

With regard to the significant shareholder, art 9 2 c) of the Board of Directors' Regulation reserves for the Board the approval of the Company transactions with directors, significant shareholders or representatives on the Board, or with persons related thereto (related-party transactions), except in those related-party transactions performed under contracts whose conditions are standardized and which are applied en mass to many customers and, furthermore, at prices or rates generally established by whomever acts as supplier of the good or service in question, provided that its amount does not exceed one per cent (1%) of the Company's annual income.

The approval of the Board with respect to related transactions must first have the favorable report of the Audit and Control Committee, which must assess the transaction from the standpoint of equality in dealings with the shareholders and the market conditions thereof. The annual public disclosures include a summary of the significant transactions performed by the Company with its directors and significant shareholders.

**C.7 Are more than one of the Group's companies listed in Spain as publicly traded companies?**

**NO**

**Identify the listed subsidiaries:**

## D - RISK CONTROL SYSTEMS

### D.1 General description of the risk policy of the Company and/or its Group, detailing and assessing the risks covered by the system, together with the justification of the adaptation of these systems to the profile of each type of risk.

The Risk Management Model implemented at the Antena 3 Group is a tool to assist in Management decision-making and to efficiently address the risks through the identification and implementation of the controls and corrective measures required, if any, thereby improving the capacity for generating value.

The Antena 3 Group's Risk Management Model has the following goals:

1. - Consistency and Uniformity in the Application of the Model: Assuring uniformity in the definition, identification and measurement of risks at all the Group's companies.
2. - Internal Control Environment: Updating existing controls and measuring their degree of efficiency on a permanent basis.
3. - Assessment and continuous Improvement: Continuous improvement in the model through tools and indicators which enable assessment, identifying new potential risks and identifying and introducing the necessary controls over new potential risks.
4. Policies, Standards and Performance Procedures: Means of communication and management tool for the business areas of the different Group companies.
5. Compliance with Laws and Regulations: Ensuring compliance with all regulations and laws applicable in the field of all Company businesses and operations.

Risk management in the Antena 3 Group consists of eight interrelated components, as a multi-directional and interactive process in which all the components influence each other:

**1)** . Internal control environment

Periodically, the control environment of each area of organization will be assessed, analyzing on the one hand how the Company's personnel perceive the risks, establishing the controls which mitigate the risks and developing the actions plans and, on the other hand, the environment in which the Company acts.

**2)** . Setting of targets

Targets are reviewed and set annually Consequently, with said targets the level of acceptable risk is established, depending on the Group's global strategy and on the internal and external events identified during the prior period.

**3)** . Identification of events

In the process of identifying events, we decide which events can affect the Group, which of these offer opportunities, and which could have a negative impact on the Company's capacity to implement the strategy and accomplish its goals.

Events with a negative impact pose risks, and require assessment and response. Events with a positive impact offer opportunities, which are redirected towards the strategy of the target setting process.

The Group applies a combination of techniques to identify events, simultaneously using past events (for example, historical series in the evolution of macroeconomic indicators) and future potential events (for example, new market conditions and actions of rivals).

Events are identified at process level, thus helping to focus risk evaluation on the main business units or functions. Accordingly, the Antena 3 Group has a reference process chart in which all the processes of the Group's companies and businesses are identified, classified and described. The main processes identified are as follows:

- Knowledge of the advertising market, its audience and its trends.
- Development of the corporate strategy.
- Designing of a programming grid.
- Commercialization and sale of advertising slots.
- Contracting and production of programs and the buying of rights.
- Broadcasting and distribution of programs.
- Human resources management.
- Information and technology management.
- Administration and finance.
- General infrastructure management.

- Management of external relations and communication.
- Management of risks, transparency and compliance with regulations.

#### 4) Assessment and classification of risks

The system assesses the level of exposure to risks assigned to processes and strategic targets.

Risks have been divided into the following categories:

1. Risks associated with strategy
2. Risks associated with internal processes
  - 2.1. Risks associated with operations and processes:
    - 2.1.1 Operational Risks
    - 2.1.2 - Technological Risks
    - 2.1.3 - Integrity Risks
    - 2.1.4 - Financial Risks
    - 2.1.5 - Management Risks
  - 2.2. Risks of information for decision-making:
    - 2.2.1. - Operational
    - 2.2.2. - Financial
    - 2.2.3. - Strategy
    - 2.2.4. - Risks associated with compliance.
3. Corporate and reputational risks

Risks are evaluated taking into account both:

- The inherent risk, understood to be the risk existing in the absence of shares to modify their probability and impact.
- The residual risk, understood to be the risk which remains once the responses to the risks have been adopted and implemented.

Subsequently, they are prioritized depending upon the importance and probability after the identified controls, identifying two criteria:

- Importance: Classified in accordance with the negative impact which the occurrence of the risk would have on the results or on business continuity.
- Probability: That the risk becomes apparent regardless of whether the controls are sufficient and reduce risk to acceptable levels.

The Group's most significant risks are found in the following areas:

##### 1. 1 Risks associated with strategy

These risks are taken to be those arising from external factors and which could cause changes to the Company's strategy and targets. In this connection, the following have been identified:

- regulatory changes
- changes in competency
- changes in the relationships with shareholders and investors
- changes in the financial markets and others.

The Antena 3 Group has a multi-disciplinary work team dedicated to analyzing these risks and their impact on strategy. The team proposes actions and controls to measure the possible impact of each risk and the reaction thereto.

The Strategic Plan of the Antena 3 Group includes the assessment of these risks, and this is one of the bases when defining measures to be taken to offset said risks and minimize the possible impact on value creation for shareholders.

##### 2. Operating Risks

The most significant risks have been identified for the main processes:

- Sale of advertising spaces and commercial policy: The Group avails itself of significant and reliable information for analyzing changes in industry demand, and anticipates such changes by developing integral communication plans for customers which make it possible to constantly improve on the attraction of advertising investment, in both traditional and more innovative forms.

Ongoing analyses are performed on the environment and on the audiovisual industry, which include

information on competition, legal aspects, economic trends, demographic or socio-cultural changes, changes in viewer habits, audience ratings, etc., which make it possible to define a commercial strategy based on ongoing interrelation with the market and with the programming and content objectives included on the broadcasting grid.

On the other hand, all control procedures were established with respect to negotiating processes, burden of the advertising purchase on the systems, verification of broadcasting, valuation of advertising slots and billing and collection, with a view to avoiding a loss of revenue and ensuring compliance with the policies and standards of the sales and financial area.

-

Program production: All the production projects are analyzed, approved and developed in accordance with a programming strategy, based on an exhaustive analysis of expectations, audience objectives and commercial retakes.

In order to minimize the negative impact of the possibility of programs not functioning satisfactorily in terms of audience and commercials, inherent in the programming activity, pilot programs are produced and viewer and advertiser expectations are studied with a view to tailoring the final product as much as possible to these needs. Standards are also established for contracting terms and conditions to be used by those in charge with a view to avoiding unforeseen losses and contingencies.

In this connection, procedures exist with an adequate segregation of functions in negotiation, approval of contracts with producers and production orders, in the economic terms associated therewith with authorization levels in the contract processes.

-

Acquisition of broadcasting rights Broadcasting rights, which generally have a multi-year projection and validity, are acquired after the required studies have been made of general trends and specific programming projections, product suitability, broadcasting capacity, audience estimates, consistency with television channel targets, pricing trends and authorized budgets.

This entails specific rules and a suitable segregation of functions in negotiation, the approval of acquisitions and framework agreements with distributors and the management of this type of product.

-

Purchases and contracts in general:

The Group has designed a corporate system for processing contracting and investment proposals, which permits the electronic organization and documentation of procedures for filling out contracting applications, their estimates and their authorization, making them more transparent and clearer, eliminating the circulation of hard copy with confidential and sensitive information, anticipating knowledge regarding purchases and investments so as to prepare a better plan, quantifying undertakings assumed in contracting processes more quickly, classifying in an orderly manner all purchase processes and contracts still to be authorized or executed and, in short, have the work flow followed by the documents and the controls applied thereto. Likewise, a procedure has been established to approve any purchase/investment made within the Group.

-

Occupational health and safety risks: The Company has an occupational risk prevention service which covers not only risks deriving from facilities but also those deriving from the various employment positions.

The prevention service depends on the Prevention and Medical Services Department, which is in charge of defining occupational risks, classifying them by position and establishing the control measures necessary for reducing them. It also performs periodical evaluations to determine whether the control measures defined by the Area are being applied.

-

- Risks relating to technology and information systems

Technological risks include most notably those relating to information systems (since the various activities of Antena 3 de Televisión, S.A. are highly dependent on IT systems and on the technical elements associated with the production and broadcasting of the audiovisual content), and those relating to the broadcasting of the

signal (guaranteeing that the technical conditions of the signal comply with the parameters established in the technical provisions applicable to the broadcasting medium).

As in the case of other audiovisual communication service operators, a single company has been contracted to provide the services of carrying, supporting and broadcasting the television signal. Any failure in these services could have a negative impact on the Company's activity. Nonetheless, regardless of the guarantees provided under the contract for services, no lasting incidences with significant adverse effects have been recorded to date throughout the years of the relationship.

With respect to risks deriving from information systems and broadcasting process infrastructure, strict physical and logical security measures, as well as contingency and business continuity plans, have been established with a view to facing unforeseen events from various sources and of various natures.

Likewise, redundancies exist in key systems and applications to mitigate any potential risks regarding such systems.

There is an IT security department in charge of defining the applicable procedures, which periodically performs various security audits with a view to verifying compliance with the Model.

Security measures have also been stipulated for the technical means of broadcasting the signal to ensure its compliance with the established parameters. For this reason redundant equipment exists and preventive tests are carried out on both sets of equipment on a monthly basis. There are also maintenance contracts for all the necessary broadcasting equipment, as well as for other production and information systems equipment.

-  
Financial risks

One of the main financial risks of the Group is that of the evolution of the exchange rate, since a significant percentage of the purchase of broadcasting rights is made in US dollars.

The currency exchange risk is managed from the Cash and Banks Division of Antena 3. Depending on the payment schedule drawn up on the basis of the information furnished by the different areas involved and by the rights management systems, the relevant hedging is established through forward currency purchases or by using transactions with derivatives which lead to closed risk scenarios.

-  
Integrity risks

Antena 3 has sufficient and effective control procedures to minimize the probability of fraud, illegal conduct and unauthorized uses of assets, as well as to avoid the quantitative and qualitative effect they could have on resources, the reputation and the image of the Group's trademarks.

See the section relating to the Code of Conduct and to the Whistleblower Channel with regard to integrity risks within the Group.

-  
Information risks with respect to decision-making

These risks may be classified as operational, financial and strategic depending on the impact that could arise from using incomplete, distorted or erroneous information when making decisions in relation to those aspects. The Antena 3 Group has mechanisms for measuring the most significant indicators and aggregates of the business, with a view to making quick and efficient decisions on all business processes and on quantifiable aspects relating to its strategy and to its financial structure and capacity.

With respect to the protection of assets, the Group's policy is to take out insurance policies to provide sufficient coverage for the possible risks to which the various assets are subject. Transportation, business interruption, civil liability in various areas, life, accident and health risks are also covered by insurance.

Furthermore, the risk system includes, due to its special impact, the reputational risks that basically refer to the two most important aspects of Corporate Responsibility: respect for the law and voluntary compliance with the Antena 3 Group's principles and values:

-  
Risks associated with regulatory compliance, such as the General Audiovisual Communication Law, the

Advertising Law, the environmental compliance laws, those relating to the securities market, Competence regulations, etc., as well as those contained in the self-regulation Codes entered into by the Group.

- Risks associated with programming broadcasting which infringes the Group's ethical values.

The Group's risks are identified and classified, and the processes inherent therein are analyzed, by all the areas developing the Group's business and support processes, which, in turn, are coordinated by the Internal Audit and Process Control Department. The Audit and Control Committee supervises each project's progress, as well as the conclusions obtained.

In this connection, the Audit and Control Committee is in charge of supervising the in-house audit services and ascertaining the processes relating to financial information and internal control systems. On a periodical basis, both the business processes and the existing associated risks are reviewed, together with the controls and indicators identified to measure and mitigate the potential risks appearing in the Group's various businesses.

#### **5)**

Risk response

Possible responses to risks are selected on the basis of the targets set:

-

Prevent

-

Accept

- Reduce

- Share

In accordance with the selected response, action plans are developed to bring the preliminary evaluation of the risk in line with the accepted risk and the Group's tolerance to risk. The aforesaid action plans are designed with the heads of the Group's business areas and divisions and are supervised by the Internal Audit and Process Control Department within the framework of the Annual Auditing Plan, which the Audit and Control Committee approves and supervises regularly.

#### **6)** . Control activities

In order to ensure that responses to risks are efficiently carried out:

- a. Tests are performed to verify the degree of efficacy of the controls.
- b. New control and monitoring procedures are designed.
- c. Improvements to established control procedures are implemented.
- d. Periodically review the existing risks and controls.

In addition to its adequate separation of functions and authorization levels for operations, the Group avails itself of tools to carry out control activities. Certain examples are as follows:

- Regulations and procedures applying to employees.
- Internal conduct regulation in securities market matters.
- Group Code of Conduct
- Procedures relating to the acquisition of products and services.
- Procedures relating to negotiating and selling advertising.
- IT applications: Risk management system. Commercial management system. Purchase management system.

Contracting proposal management system (authorizations of all the Group's services contracts) and

The Quality System implemented at the Antena 3 Group is applied to the Program Recording and Production processes and to the Broadcasting of Programming and Advertising of all its TV channels (ANTENA 3, A3HD, NEOX, NOVA, NITRO y Canal Internacional). The fundamental objective is the identification of the incidents and errors arising in all the activities performed to carry on the main processes involved, from production planning to the broadcasting of any program and/or advertising spot on any of its channels, the existing controls to mitigate and reduce these quality incidents and the establishment of quality improvement plans for GROUP products to obtain a progressive reduction in the number of incidents.

The quality system, built around the advantages gained by a systematic and uniform measurement of incidents and in greater information and categorization thereof, enables the Group to continuously analyze the causes and sources of the components (equipment, software or other assets), and people (internal or providers) involved when any risk arises associated with the production and broadcasting of any content on any of the Group's channels.

Based on these information and tracking systems, the Group has defined action plans that include new controls to reduce the number of critical incidents that entail high risks. Likewise, the Group has begun to set up quality measurement indicators for these processes, while setting objectives and proposing action plans and the investments necessary to achieve said objectives.

In the year forming the scope of this report, i.e. 2012, and following the integration of Antena3 and La Sexta, three new channels were included in the Quality System from October onwards: LA SEXTA, LA SEXTA 3 and XPLORA following the same control and monitoring parameters of potential incidents as the remaining Antena 3 channels.

Likewise, in 2012 the Quality System was implemented in the production, publication and issue of contents in the various Antena 3 Group multimedia, in order to identify possible improvements that contribute to identify and resolve incidents in this type of medium.

#### **7) . Information and communication**

The risk management system which the Antena 3 Group has established, within the management application, has the pertinent channels so that all relevant information affecting risk management is identified and updated and thus the organization is notified in due time and form.

In order for the aforesaid communication to be efficient, the following have been established:

Risk managers responsible for supporting the Group's philosophy for risk management and fostering compliance with acceptable risk, managing risks within their areas of responsibility in accordance with the tolerance to risk.

Regular risks committees within the different Group divisions, where the following are reported, assessed and presented at the highest level:

- i. Compliance with the accepted risk on the basis of the indicators approved for measuring it.
- ii. Degree of compliance in the carrying out of action plans.
- iii. Conclusions regarding the efficiency and efficacy of controls.
- iv. Improvements for procedures and new action plans.

#### **8) Supervision**

The whole risk management system is assessed on a regular basis, with the pertinent modifications being made. This supervision is performed by means of:

1. The implementation of the annual audit plan of the Internal Audit and Process Control Department.
2. Permanent reporting to the Audit and Control Committee.
3. Review by the external auditor of risk classification and evaluation, in conjunction with established control activities and procedures.

The Internal Audit Department is the internal body in charge of assessing Group risks. This area is responsible for identifying, assessing, controlling and monitoring the risks of the different Group businesses, and for assessing the existence and functioning of the existing controls in the different areas and businesses of the Antena 3 Group.

In this connection, the Internal Audit *and* Process Control area prepares an annual Audit Plan based on the evaluation of the most significant risks existing . This Audit Plan includes both the periodical activity performed by area, together with those activities that are going to be carried out each year (process review, area audits, implementations of procedures, launch of new controls, specific reviews, etc.). This Audit Plan is submitted and approved by the Audit Committee.

Likewise, the degree of progress and the most significant results of those activities carried on to date are submitted regularly during the periodic meetings held by the Audit Committee over the year.

The Audit Committee, based on the work of the Audit Department, guarantees the supervision of the Risk Model through the assessment, control and performance of risk monitoring of the Group's business.

With the entry into force of the Penal Reform introduced by the O.L. 5/2010, and as a consequence of the introduction of the criminal liability of legal persons, the Antena 3 Group performed, with the collaboration of an external advisor, a diagnostic project to assess the potential risks for the Antena 3 Group in relation to those crimes, and to identify the actions which, where appropriate, would have to be performed to adapt to the content of the penal reform and to the

new types of crimes introduced. As a result of this work, an action plan was established to implement a Crime Prevention and Detection Model, including most notably:

. Creation of the Regulatory Compliance Committee. Preparation of a Code of Conduct. Whistleblower channel

The Antena 3 Group continued to implement all the actions identified in the diagnosis performed, and such measures are included in the Crime Prevention and Detection Model. These actions are being monitored by the Regulatory Compliance Committee and are supervised by the Internal Audit area.

**D.2 Indicate if any of the risks facing the Company and/or its Group (operational, technological, financial, legal, reputational, tax, etc.) have materialized during the year:**

Yes

**If so, indicate the circumstances and whether the control systems worked properly.**

**Risk arising in the year**

Operational risks associated with La Sexta's integration process.

**Circumstances which have given rise to it**

Effective integration project of Antena 3 and La Sexta (integration of information, system integrity, personnel integration, broadcasting systems integration, etc.).

**Functioning of the control systems**

The main actions performed to mitigate the risks associated with the integration policy were as follows: (a) External Audits, (b) Tax, Financial, Employment and Mercantile Due Diligence, (c) Financial review of the main aspects related with the integration process, (d) Identification of risks intrinsic to the operating integration of Antena3 and la Sexta, (e) Economic-financial analysis of the main aspects of the financial statements of the la Sexta Group, (f) Review of the full integration process of the operating management systems, (g) Review of the integration process of the economic-financial information of both groups, (h) Preparation and monitoring of a Transition plan for integration, (i) Meetings of

These control systems enabled the whole integration process to be monitored and all the potential risks initially identified in the process to be covered

**Risk arising in the year**

Risks associated with the activity sector and the economic climate.

**Circumstances which have given rise to it**

The country's economic situation is having a direct effect on the main market which generates income for the Group: the advertising market which has experienced a notable decrease in recent years.

**Functioning of the control systems**

A series of control systems was established to mitigate the risks associated with the evolution of the advertising market: (a) Adaptation of the commercial offering, (b) Customer economic risk control systems, (c) Ongoing monitoring of the Company's economic-financial situation, (d) Cost reduction programs.

These control systems functioned correctly and enabled the risks arising from the fall in advertising investments to be minimized.



**D.3 Indicate whether there is any committee or other governing body in charge of establishing and supervising these control systems:**

YES

**If so, indicate the functions thereof.**

Name of the committee or body

Audit and Control Committee

Description of functions

Define for its approval by the Board of Directors, the Company's control and risk management policy, and that such policy identifies at least: (i) the different types of risk (operating, technological, financial, legal, reputational, etc.) faced by the Company, including, among the financial or economic risks, the contingent liabilities and other off-balance sheet risks, (ii) the setting of a level of risk considered acceptable by the Company, (iii) the measures envisaged to mitigate the impact of the risks identified, should they arise, (iv) the information and internal control systems that will be used to control and manage the aforementioned risks, including the contingent liabilities or off-balance sheet risks. In relation with the information and internal control systems, this Committee must periodically supervise the internal control and risk management systems, in order that the main risks are adequately identified, managed and notified, discussing with the Auditor or Audit Company the significant weaknesses of the risk control system detected in the performance of the audit.

Name of the committee or body

Board of Directors

Description of functions

The plenary Board meeting reserves the competence to approve the policy for controlling and managing risks, and the periodic monitoring of the internal control and reporting systems.

**D.4 Identify and describe the compliance processes for the regulations affecting the Company and/or its Group.**

The activities conducted by A3TV are intensely regulated. In terms of responsible contents and advertising, the Group must verify that it is complying with pertinent regulations, whether they be legal, common for all operators or those specifically applied through Self-regulation Codes of Conduct signed by Antena 3 and the Group companies.

This control is performed throughout all stages of the cycle: from the time content is chosen/created (verifying the information, ensuring ratings are complied with in terms of age, making said information accessible to disabled persons, etc.); when added to the programming schedule (respecting protected viewing times, the quantitative limits and commercial breaks, rules governing election campaigns); until the content is broadcast (complying with the regulations governing visual and audio warnings during the television broadcasting, informing users before programs are broadcast, etc.).

Furthermore, the various public administrations and bodies (Secretary of State for Telecommunications and for the Information Society, Telecommunications Market Commission, etc.) requests information to monitor the compliance with the obligations relative to the regulations governing its activities, as well as compliance with the regulations applicable to A3TV and its Group of companies in their capacity as holders of licenses and providers of audiovisual communication services, both via television and radio.

One of the main objectives set by the Antena 3 Group is to ensure it complies with the regulations and rules in force with respect to all its businesses and operations. The Group has included in the Risk Management Model the risks associated with regulatory compliance, such as the General Audiovisual Communication Law, the Advertising Law and the broadcasting of advertising content or Environmental Laws. The processes followed to ensure compliance are already described in section D.1 of this report.

The Department of Regulatory Matters and Institutional Relations is in charge of protecting the Company's interest in regulatory processes. This Department assumes the responsibility of assessing the possible impact of new regulations and monitoring the pertinent regulatory framework.

Furthermore, a Regulatory Compliance Committee exists which has been attributed competences relating to surveillance, coordination and management in the Internal Conduct Regulation in Security Market Matters, as in the Antena 3 Group's Code of Conduct.

A3TV has a computer system called System for applying the Internal Conduct Regulation in Security Market Matters (SRC) that is available via Intranet (a3net), which enables the flow of information between the parties involved and ad hoc organizations that have the power to control their compliance.

Since the Personal Data Protection Law came into effect in 1999, progress has been made in the implementation of computer tools and performance methods determining effective compliance with the obligations required by law and assuring the security and integrity of personal data handled by Antena 3, particularly the most private data, which is the information related to Human Resources management.

The Antena 3 Group has a Computer Security Model that ensures that the activities carried out by the Company or any of the Group's subsidiaries meet the personal data regulations in force.

All personal data initiatives are studied by the Computer Security and Legal Departments, along with all the agents involved.

The security model implemented has a Group-wide focus and also includes all the external service providers that work with Antena 3: security, production companies, providers, technology operators, medical services, etc.

Security in the protection of personal data has a hierarchical organizational structure in line with its importance and level of responsibility, and has fluid and permanent contact with all areas involved: Systems, Legal Advisory Services, Human Resources, Financial Management, Internal Audit, etc. The Security Committee is made up of representatives of the aforementioned departments, is the management body and maximum representative in the area of computer security at the Group.

Antena 3. The Head of Security is in charge of coordinating and tracking the Antena 3 Group's objectives in terms of meeting the security measures required by the Organic Law 15/1999 Security Measures Regulation, by the Personal Data Protection Law 15/1999, and by the law itself. Among other actions, this Committee supervises the application of general rules and internal procedures, draws up specific training plans on information security and carries out continuous awareness campaigns, which are aimed at all relevant personnel in order to incorporate security measures into daily work activity. These plans are coordinated with the Human Resources department.

Within the framework of this regulation, the Antena 3 Group performs an annual audit that affects different Group companies each year, thereby guaranteeing that all the Group's companies comply with their legal obligations, while it enabling the Group to continuously monitor its Computer Security Model.

With the entry into force of the Penal Reform introduced by the O.L. 5/2010, and the introduction of the criminal liability of legal persons, the Antena 3 Group implemented a Crime Prevention and Detection Model, which has the following three bases:

- Crime prevention and detection controls and measures.
- Personnel communication and training systems and procedures.
- Model review and improvement system.

The Crime Prevention and Detection Model related with the penal reform referred to involved the progressive implementation of a series of specific control measures to mitigate the existence of any potential risk, including most notably the creation of a Regulatory Compliance Committee, the preparation of a Code of Conduct applicable to all employees and the forthcoming start-up of a whistleblower channel accessible to all Group employees.

Lastly, in 2012, in compliance with the Law on the Prevention of Money Laundering and Terrorist Financing, an analysis was performed of the risks and controls established in relation with the gaming activity carried on by Antena 3 Juegos, S.A.U.

In this connection, a Manual on Measures relating to the Prevention of Money Laundering and Terrorist Financing was prepared, which is applicable both to Antena 3 Juegos, S.A.U. and to external companies arranged to manage the participation of users in games and competitions. This Manual establishes the procedures and policies established to comply with the applicable regulations and prevent operations related with money laundering and/or terrorist financing. Accordingly, compliance is verified with the obligations established in this Manual both by Antena 3 Juegos and by third party operators of gaming activities, in order to reduce any potential risk in the area of money laundering and/or terrorist financing.

## E - ANNUAL GENERAL MEETING

E.1 Indicate and, where applicable, give details as to whether there are any differences with respect to the minimum standards established under the Corporations Law with respect to the constitution quorum of the General Meeting.

NO

	% quorum different to that stipulated in art. 102 of the Corporations Law for general cases	% quorum different to that stipulated in art. 103 of the Corporations Law for special cases of art. 103
Quorum required on first call	0	0
Quorum required on second call	0	0

**E.2 Indicate and, where applicable, give details as to whether there are any differences with respect to the system established under the Corporations Law in regard of the adoption of corporate resolutions:**

NO

**Describe the differences which arise with respect to the system established under the Corporations Law .**

**E.3 List all shareholders' rights regarding the general meetings different from than those established under the Corporations Law .**

**E.4 Indicate measures adopted, if any, to encourage shareholder participation at AGMs.**

In the Company's corporate web page, [www.grupoanlena3.com](http://www.grupoanlena3.com), the shareholder may obtain all the information regarding the holding of the Meeting broadcast at the Spanish National Securities Commission (announcement, Board of Director proposals, mandatory reports, attendance card, etc.).

Shareholders who have not received their attendance cards from the entity holding their shares or, if they wish to group their shares, can request a download of their voting and proxy cards on our website.

The meeting announcement and, in a detailed fashion, our web page describes which Shareholders have the right to attend GSMs (those who hold 400 shares or more), and how they can participate in the GSM, either physically or via proxy or by casting their vote by mail or electronically. Likewise, the procedures for casting proxy votes or block votes are explained.

Shareholders can ask their questions and make suggestions through the shareholder office, by phone or fax all year long. The contact data for the shareholders' office is on the website and is also mentioned in the GSM announcement.

Once the A3TV GSM is called, Antena 3 will enable an electronic forum on its web page, in accordance with art. 539 of the Capital Companies Law, which allows shareholders to publish the proposals they intend to submit as a complement to the agenda announced; request that said proposals be adopted; promote initiatives to reach a high enough percentage to exercise a minority right guaranteed by law and submit voluntary proxy offers or requests. This forum publishes its rules of functioning.

**E.5. Indicate whether the office of Chairman of the Annual General Meeting coincides with the office of Chairman of the Board of Directors. Detail any measures taken to guarantee the independence and sound functioning of the Shareholders' Meeting:**

YES

#### Detail of measures

The application of the provisions of the Annual General Meeting Regulations guarantees the independence and sound functioning of the Annual General Meeting. The Company's website also serves as a channel through which shareholders are provided with information. The Group also has a shareholders' office, answerable to the Legal Advisory Department, to answer shareholders questions, as well as an Investor Relations Department. Likewise, the online shareholders' forum will contribute to the sound functioning of the AGM.

#### **E.6 Indicate any changes brought into the AGM Regulations during the year.**

At its meeting on February 22, 2012, Antena 3's Board of Directors unanimously resolved to approve and submit for the approval of the Company's GSM, a proposal to modify the General Shareholders' Meeting Regulation and a consolidated wording thereof, which was approved by the Ordinary General Shareholders' Meeting on April 25, 2012.

The main objective of the reform was to adapt the General Shareholders' Meeting Regulation to the latest legal amendments, together with the introduction of certain clarifications regarding wording or technical improvements, coordinating its drafting with the proposed amendment of the Bylaws which will also be submitted for vote to the General Shareholders' Meeting, which involved, in particular, the inclusion of the content of various recommendations of the Unified Code of Good Governance approved by the Spanish National Securities Market Commission in May 2006.

In conformity with art. 1 of the Company's General Shareholders' Meeting Regulation, the Board of Directors prepared the mandatory report, in order to justify the amendment proposal.

In the first place, the reform envisaged the adaptation of the General Shareholders' Meeting Regulation to the recent legal reforms introduced by the consolidated Capital Companies Law, and the amendments thereto arising from Law 25/2011, together with the introduction of certain technical improvements.

This area included the following matters:

- o The extension and details of the disclosure powers of the shareholders, with respect to which various articles were included in this connection (among others, arts. 11, 23 and 30).

- o The possibility that the Company may request at any the time from the entities in charge of the accounting records of book entries the data required to identify the shareholders, thereby enabling the Company to have its own Shareholders' Register (art. 22).

- o Amendment of certain articles in relation to the announcement of the General Shareholders' Meeting: announcement (art. 7); announcement at the request of the shareholders and legal announcement (art. 8); meeting announcements (art. 9); and entitlement to complete the agenda and present new agreement proposals (art.10).

- o Incorporation of different aspects in relation with the infrastructure and holding of the General Shareholders' Meeting.

- A detailed regulation is included in relation with certain aspects such as the infrastructure of the General Shareholders' Meeting (art. 21); the IT system (art. 22); the Shareholders' Table (art.23); the opening of the premises and entrance control (art.24) and the list of attendees (art. 26).

- Likewise, with regard to the holding of the General Shareholders' Meeting, the Chairmanship, Secretary and Table (art. 25); shareholder involvement (arts. 27 and 29); the reports of the Chairman and of any other director or manager (art. 28) and the vote of the agreement proposals (art. 31) are regulated in detail.

- The procedure for remote voting is detailed (art. 32).

- The procedure for remote voting is detailed (art. 32).

o Aspects relating to the right of representation.

The right of representation in the Shareholders' Meeting (art. 15); the public representation request (art 16); the conflicts of interest of the representative (art. 17); the conflicts of interest of the director in the event of a public representation request (art. 18); the relationships between the financial intermediary and his/her clients for the purposes of exercising the vote (art. 19) are regulated in detail .

o Reforms that are merely worded are introduced to adapt the General Shareholders' Meeting Regulation to the terms or expression incorporated in various legal rules by the recent regulatory reforms.

This area includes, among others, the articles relating to the types of General Shareholders' Meeting (art. 6); announcement of the Meeting at the request of the shareholders and legal announcement (art. 8); constitution quorum (art. 12); attendance right (art. 13) and minutes of the General Shareholders' Meeting (art. 34).

o Certain technical aspects are complemented and certain matters included:

The rules affected by this reason are those relating to the purpose and validity of the Regulation (art. 1); broadcasting of the Regulation (art. 2); interpretation (art. 3); competences of the General Shareholders' Meeting (art. 4); equal treatment (art. 5); right to attend the Meeting (art. 13); attendance card (art.14); adoption of Resolutions and completion of the Meeting (art. 33); minutes of the Meeting and documentation of resolutions (art. 34); suspension (art. 35); and extension (art. 36).

o Moreover, the regulation of certain matters due to their special significance in the area of listed companies is included.

Accordingly, among others, relationships between the financial intermediary and its customers are included in order to exercise the vote (art. 19) or the place in which the Meeting is to be held (art. 20).

o Lastly, certain articles are eliminated which, for systematic reasons, are transferred to the Board of Directors' Regulation (among others, arts. 25, 26 and 27 in force in relation to the naming, appointment and remuneration of directors).

Secondly, the drafting of certain rules is completed in order to coordinate them with the proposal to amend the Bylaws which is also submitted for vote to the General Shareholders' Meeting.

This involves, in particular, the amendment of arts. 4, 19 and 31 to include the content of Recommendations 3, 5 and 6 of the Unified Code of Good Governance (competences of the General Shareholders' Meeting; splitting of the vote of the financial intermediary; separate vote for substantially independent matters), with which the Company has already complied on a de facto basis.

Lastly, for systematic and organizational reasons, a consolidated General Shareholders' Meeting Regulation was approved, which includes the proposed amendments, correlatively renumbering the articles and chapters into which it is divided.

**E.7 Give attendance data on the general meetings held during the year to which this report refers:**

Attendance data					
Date of AGM	% shareholders present	% represented	% voting remotely		Total
			E-voting	Others	

Attendance data					
Date AGM	% shareholders present	% represented	% voting remotely		Total
			E-voting	Others	
4/25/2012	0.074	65,496	0.004	5,981	71,555

**E.8 Briefly indicate the resolutions adopted at the general meetings held during the year to which this report refers and the percentage of votes by which each resolution was passed.**

First.

Examination and approval, where appropriate, of the financial statements (balance sheet, income statement, statement of changes in equity, cash-flow statement and notes to the financial statements), of the directors' report and the proposed allocation of results of Antena 3 de Televisión, S.A., together with the consolidated financial statements and directors' report of its Group of companies, and the corporate management, all for the year ended December 31, 2011.

It was approved with the acceptance of 99.970% of the share capital present or via proxy.

Second

Re-election or, where appropriate, appointment of auditors, both of Antena 3 de Televisión, S.A. and of its consolidated Group of companies.

It was approved with the acceptance of 99.891% of the share capital present or via proxy.

Third

Approval of the merger by absorption between Antena 3 de Televisión, SA ('Antena 3'), as absorbing company, and Gestora de Inversiones Audiovisuales La Sexta, S.A. (La Sexta), as absorbed company, in accordance with the terms of the common merger project deposited at the Madrid Mercantile Register on February 7, 2012. Approval as the merger balance sheet of the balance sheet for the year ended December 31, 2011.

It was approved with the acceptance of 99.243% of the share capital present or via proxy.

Fourth.

4.1 Appointment of IMAGINA MEDIA AUDIOVISUAL, S.L. as significant-shareholder appointed director of the Company, with a conditions precedent for the effective performance of the merger.

It was approved with the acceptance of 95.247% of the share capital present or via proxy.

4.2 Appointment of GAMP AUDIOVISUAL, S.A. as significant-shareholder appointed director of the Company, with a conditions precedent for the effective performance of the merger.

It was approved with the acceptance of 95.247% of the share capital present or via proxy.

**Fifth.**

Re-election as significant-shareholder appointed director of Mr. Elmar Heggen.

It was approved with the acceptance of 95.632% of the share capital present or via proxy.

Sixth.

Amendment of the Bylaws.

6.1. - Amendment of the following articles in force: 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 12, 14, 15, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 34, 36, 37, 38, 39 and 40, and inclusion of the new articles 12,13,15, 16, 28, 30, 37, 38, 40, 41 and 51, for their adaptation to the new regulatory requirements.

It was approved with the acceptance of 99.940% of the share capital present or via proxy.

6.2. - Amendment of arts.16 and 33 in force, and inclusion of the new art. 43, for its adaptation to the

recommendations of the Unified Code of Good Governance.  
It was approved with the acceptance of 99.976% of the share capital present or via proxy.

6.3. - Approval of the consolidated Bylaws.  
It was approved with the acceptance of 99.958% of the share capital present or via proxy.

Seventh.  
Amendment of the General Shareholders' Meeting Regulation.

7.1. - Amendment of the following articles in force: 1 2, 3, 4, 5, 6, 7, 8, 9.10, 11,12, 13, 14, 15, 16.17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and 28 of the General Shareholders' Meeting Regulation and inclusion of the new articles 2, 3, 7,10,16,17,18.19, 20, 21, 22, 23, 24, 26, 27, 28, 32, 33, 35 and 36 for their adaptation to the Bylaws and to the new regulatory requirements.

It was approved with the acceptance of 99.956 % of the share capital present or via proxy.

7.2. - Approval of a consolidated General Shareholders' Meeting Regulation.  
It was approved with the acceptance of 99.965% of the share capital present or via proxy.

Eighth.  
This point on the agenda - Notification of the Report on the amendments introduced in the Board of Directors' Regulation to adapt it to the new legal requirements and incorporate different recommendations of the Unified Code of Good Governance - was not submitted to voting.

Ninth.  
Determination of the maximum limit of the joint remuneration of the directors and of the items included in such maximum limit.  
It was approved with the acceptance of 99.942% of the share capital present or via proxy.

Tenth.  
Consultation voting of the Annual Report on the directors' remuneration policy.  
It was approved with the acceptance of 97.277% of the share capital present or via proxy.

Eleventh.  
Corporate web page.  
It was approved with the acceptance of 99.958% of the share capital present or via proxy.

Twelfth.  
This point on the agenda- the Notification of the Corporate Responsibility Report- was not submitted to voting.

Thirteenth.  
Delegation of powers to formalize, interpret, rectify and execute the resolutions adopted by the General Shareholders' Meeting, and to substitute the powers that the Board of Directors receives from the General Shareholders' Meeting, and the granting of powers to execute these resolutions in a public deed.  
It was approved with the acceptance of 99.985% of the share capital present or via proxy.

**E.9 Indicate whether any bylaw restrictions exists establishing a minimum number of shares required to be able to attend the General Meeting.**

YES

**No. of shares required to attend the General Meeting**

400



**E.10 Indicate and justify the policies pursued by the company with reference to proxy voting at the AGM.**

Shareholders entitled to attend the Meeting can be represented at the AGM by another person, even if said person is not a shareholder. The proxy can be granted either through the proxy form on the Attendance, Proxy and Voting Card or with any other form allowed by law.

The shareholders who hold at least 400 shares (equivalent to a nominal value of 300 Euros) may delegate the representation of their shares, and exercise their voting rights, through a shareholder who has the right to attend the AGM.

Splitting of votes is accepted in order that the financial intermediaries appearing authorized as shareholders, but who may act on behalf of different customers, can issue their votes according to their instructions, even if the respective instructions differ. Likewise, the financial intermediary may delegate the vote to a third party designated by the client, without any limit on the number of proxies granted.

Seven (7) days prior to the date on which the AGM is held, the financial intermediaries chosen to act as proxies must report to A3TV a list that shows the identity of each client, the number of shares for which it is exercising the voting rights, as well as any voting instructions that the intermediary has been given.

If the shareholder does not stipulate who will represent him/her, then it will be the Chairman of the Board of Directors who will act as proxy in strict compliance with the instructions given by the shareholders. Nevertheless, if the Chairman is faced with a possible conflict of interests, in the event the shareholder has not given precise instructions, it will be understood that as regards the particular point in question the Secretary of the Board will act as proxy.

The shareholders who do not attend the AGM can name a proxy either electronically or by mail.

Electronic proxy delegations must be accepted by the representative, or else they cannot be used.

If a shareholder personally attends the AGM after having delegating a proxy or voting either electronically or via mail, then said delegation or vote is null and void. In the event the shareholder designates several proxies or votes (either electronically or via mail), the last act (proxy or vote) will prevail. Should the time at which the proxies were delegated or the votes cast be impossible to determine, exercising the vote (regardless of how it was cast) will prevail over the designation of the proxy. If the shareholder cast various, conflicting votes, either electronically or via mail, the last vote cast before the AGM is held will prevail.

Both votes that are cast and delegates designated either electronically or via mail prior to the AGM will become null and void if the shares that confer these rights have been sold.

In order to guarantee that shareholders, proxies and electronic votes are properly identified, electronic certificates validated by an accredited Spanish certifying entity must be used, in accordance with Law 59/2003 on Electronic Signatures.

**E.11 Indicate if the Company has knowledge of the policy of institutional investors regarding whether they participate or otherwise in the Company's decisions:**

**NO**

**E.12 Indicate the address and means of access to the corporate governance content on its web site.**

The address of the corporate web page is as follows: [www.gmpoantena3.com](http://www.gmpoantena3.com). This web contains the corporate information on the Group, together with the information for shareholders and investors adjusted to the requirements of the Capital Companies Law and the Spanish National Securities Market Commission. Likewise, all the Annual Corporate Governance Reports approved by the Company, together with the texts integrating their corporate governance rules, are available. Access may also be gained from the page [www.antena3.com](http://www.antena3.com), which includes access to this information in a section called Information for Shareholders and Investors.

From the time the Shareholders' Meeting is convened, this page also includes all the information relating to the convening and the holding thereof: documentation for shareholders (proposals of the Board of Directors to the

Shareholders' Meeting, financial statements, reports of the directors or of experts, etc.), attendance cards, agendas, absentee voting systems, queries office, etc.

After the General Shareholders' Meeting is held, all the pertinent information (agreements, quorum, votes, speeches, etc.) can be consulted on our web page in the Shareholders and Investors- General Shareholders' Meeting section.

## **F - DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

Indicate the extent to which the Company follows the recommendations of the Unified Code of Good Governance. Should the Company not comply with any of them, explain the recommendations, standards, practices or criteria that the Company does apply.

**1. The Bylaws of the listed companies do not limit the maximum number of votes that may be issued by the same shareholder, nor do they contain other restrictions which hinder the taking of control of the Company through the acquisition of its shares on the market.**

*See headings; A.9, B.1.22, B.1.23 and E.1, B.2*

Complies

**2.- When a parent and a subsidiary are publicly traded, the two should provide detailed disclosure on:**

- a) The type of activity they engage in, and any business dealings between them, as well as between the listed subsidiary and other Group companies.**
- b) The mechanisms in place to resolve possible conflicts of interest.**

*See headings; C.4 and C.7*

Not applicable

**3.- Even when not expressly required under Company Law, any transactions involving a fundamental corporate change should be submitted to the General Shareholders' Meeting for approval. In particular:**

- a) The transformation of listed companies into holding companies through the process of subsidiarisation, i.e., reallocating core activities to subsidiaries that were previously carried out by the holding company, even though the holding company retains full control of the subsidiaries;**
- b) Any acquisition or disposal of key operating assets that would effectively alter the Company's object;**
- c) Operations that would effectively entail the Company's liquidation.**

Complies

**4.- Detailed proposals of the resolutions to be adopted at the General Meeting, including the information stated in Recommendation 28, should be made available at the same time as the publication of the meeting announcement.**

Complies

**5.- Separate votes should be cast at the General Meeting on substantially independent matters, so shareholders can separately express their voting preferences in each case. This rule shall apply in particular to:**

- a) a) The appointment or ratification of directors, who should be voted for individually;**
- b) b) Amendments to the bylaws, to all articles or groups of articles that are substantially independent.**

See heading: E. 8

Complies

**6.- Companies should allow split votes, so financial intermediaries legally appearing as shareholders, but acting on behalf of different clients, can issue their votes according to the instructions thereof.**

See heading: E.4

Complies

**7.- The Board of Directors should perform its duties with unity of purpose and independent judgment, according all shareholders the same treatment. It should be guided at all times by the Company's best interests and, as such, strive to maximize its economic value over time on a sustained basis.**

**It should likewise ensure that the Company abides by the laws and regulations in its dealings with the groups of interest (stakeholders); fulfills its obligations and contracts in good faith; respects the customs and good practices of the sectors and territories where it does business; and upholds any additional social responsibility principles it has subscribed to voluntarily.**

Complies

**8.- The Board should assume as its core mission to approve the Company's strategy and the organization required to execute it, and to supervise and control that management meets the objectives set and respects the Company's interests and object. As such, the plenary Board meeting reserves the competence to approve:**

**a) The Company's general strategies and policies and, in particular:**

- i) The strategic or business plan, and the annual management and budgetary targets;**
- ii) The investment and funding policy**
- iii) The definition of the structure of the group of companies;**
- iv) The corporate governance policy;**
- v) The corporate social responsibility policy;**
- vi) The policy for senior managers' remuneration and performance assessment;**
- vii) The policy for controlling and managing risks, and the periodic monitoring of the internal information and control systems.**
- viii) The dividend and treasury shares policy, especially their limits.**

See headings: B.1.10, B.1,13, B.1.14 and D.3

**b) The following decisions:**

- i) At the proposal of the Company's chief executive officer, the appointment and possible cessation of senior managers from their posts, as well as their compensation clauses.**

See heading B.1.14

- ii) Directors' remuneration and any additional remuneration to executive directors for executive responsibilities and other terms and conditions that their contracts must include.**

See heading: B.1.14.

- iii) The financial information that the Company, as a publicly traded company, must disclose periodically.**
- iv) Investments or transactions of any kind, whose high value or special characteristics make them strategic, unless the AGM is charged with approving them;**
- v) The creation or acquisition of shares in special-purpose entities or entities domiciled in countries or territories considered tax havens, and any other transactions or operations of an analogous nature whose complexity could undermine the Group's transparency.**

**c) Transactions between the Company and its directors, its significant shareholders or shareholders represented on the Board, or parties related to them ("related-party transactions").**

**However, Board authorization need not be required for related-party transactions that simultaneously meet the following three conditions:**

- 1a. They are carried out under contracts with standard terms and conditions, applicable en masse to a large number of customers;**

2a. They are performed at rates set in general by the supplier of the goods or services in question;

3a. They are worth less than 1% of the Company's annual revenues.

Related-party transactions should only be approved on the basis of a favorable report from the Audit Committee or any other committee entrusted with such a report; and the directors involved should neither exercise nor delegate their votes, and should withdraw from the meeting room while the Board deliberates and votes.

It is recommended that the competences attributed here to the Board should not be delegated, with the exception of those mentioned in b) and c), which may be adopted by the Executive Committee in urgent cases and later ratified by the plenary Board meeting.

*See headings: C.1 and C.6*

Complies

9.- In the interests of maximum effectiveness and participation, the Board of Directors should ideally comprise no fewer than five and no more than fifteen members.

*See heading ;B.1.1*

Complies

10.- Non-executive significant-shareholder appointed and independent directors should occupy an ample majority of Board places, while the number of executive directors should be the minimum required to deal with the complexity of the corporate Group and reflect the ownership interests they control.

*See headings: A.2, A.3, B, 1.3 and B.1.14*

Complies

11.- If a non-executive director cannot be considered to be a significant-shareholder appointed or an independent director, the Company should disclose this circumstance and the affiliations between the director and the Company or its senior officers, or its shareholders.

*See heading: B, 1.3*

Not applicable

12.- Amongst non-executive directors, the ratio between the number of significant-shareholder appointed and independent directors should reflect the percentage of shares held by the Company that the significant-shareholder appointed directors represent and the remaining share capital.

This strict proportionality criteria can be relaxed so the percentage of significant-shareholder appointed directors is greater than would correspond to the total percentage of capital they represent:

1. In large capitalization companies where few or no equity stakes attain the legal threshold to be considered significant shareholdings, but shareholders exist with shareholder packages of high absolute value.

2. In companies with a plurality of shareholders represented on the Board but not otherwise related to each other.

*See headings: 8.1.3, A. 2 and A. 3*

Complies

13.- Independent directors should account for at least one third of total directors.

*See heading: B.1.3*

Explain

Of the total Board members, three are independent. The percentage represented by the number of independent directors over the total directors is similar to the percentage of share capital not linked to a significant shareholding.

14. -The Board should explain the type of each directorship to the AGM that should appoint the director or ratify appointment. This should be confirmed or reviewed each year in the Annual Report on Corporate Governance, after

verification by the Appointments Committee. Said report should also disclose the reasons for the appointment of significant-shareholder appointed directors at the behest of shareholders controlling less than 5% of capital; and it should explain any rejection of a formal request for a Board position from shareholders whose equity stake is equal to or greater than that of others at whose request significant-shareholder appointed directors would have been nominated.

*See headings: B.1.3 and B.1.4*

Complies

15. If there are few or no female directors, the Board should explain the reasons and the initiatives adopted to correct the situation. In particular, the Appointments Committee should take steps to ensure that when vacancies arise:

- a) The selection procedures do not suffer any implicit bias which hinders the selection of female directors.
- b) The company makes a conscious effort to include women with the target profile among the candidates for Board positions.

*See headings: B.1.2, B.1.27 and B.2.3*

Complies

16. The Chairman, who is responsible for the efficient running of the Board, should at all times ensure that the Directors receive sufficient prior information for the meetings; stimulate the debate and participate actively in the meetings, safeguarding their freedom to take their own stance and express their own opinion. He/she should organize and coordinate periodic assessment of the Board with the chairs of the relevant committees, and of, where appropriate, the Chief Executive Officer.

*See heading: B.1.42*

Complies partially

The Company complies with all the content of this Recommendation except in relation to the periodic assessment of the Board and of the Chief Executive Officer since a formal procedure therefor has not been implemented.

17. When a Company's Chairman is also its chief executive, an independent director should be empowered to request a Board meeting be called or new business included on the agenda; to coordinate and give voice to the concerns of non-executive directors; and to lead the Board's evaluation of the Chairman.

*See heading: B.1.21*

Not applicable

18. The Secretary to the Board should take special care to ensure that the Board's actions:

- a) Adhere to the spirit and letter of laws and their regulations, including those approved by regulators;
- b) Comply with the Company By-laws and the Regulations of the General Shareholders' and Board of Directors' Meetings and other Company regulations;
- c) Take into account those good governance recommendations of the Unified Code to which the Company has agreed.

In order to safeguard the independence, impartiality and professionalism of the Company Secretary, his or her appointment and removal should be proposed by the Appointments Committee and approved by a full Board meeting; the relevant appointment and removal procedures should be indicated in the Board's regulations.

*See heading: B.1.34*

Complies

19. The Board should meet with the necessary frequency to properly perform its functions, in accordance with a calendar and agenda set at the beginning of the year, to which each director may propose the addition of other unforeseen items.

*See heading: B.1.29*

Complies

**20. Directors should keep their absences to the bare minimum. Absences should be quantified in the Annual Corporate Governance Report. When directors have no choice but to delegate their vote, they should provide instructions.**

*See headings: B.1.28 and 5.130*

Complies

**21. When directors or the Company Secretary express concerns about proposals or, in the case of directors, about the Company's performance, and such concerns are not resolved at the meeting, the person expressing them may request they be recorded in the minutes.**

Complies

**22. The plenary Board meeting should evaluate the following points on a yearly basis:**

- a) The quality and efficient functioning of the Board;**
- b) Based on a report submitted by the Appointments Committee, the performance of their functions by the Chairman of the Board and the Company's CEO;**
- c) The functioning of its Committees on the basis of the reports furnished by such Committees.**

*See heading: B.1.19*

Explain

Neither the performance of the Board and of its Committees, nor the functions performed by the Chairman and the CEO are evaluated annually. With regard to the Committees, the Secretary provides a copy of the minutes of such Committees to all the Board members. Furthermore, provided that a meeting is held of any Committee, the Chairman informs the Board of Directors of the main matters dealt with therein and, where appropriate, of the resolutions adopted.

**23.- All directors should be able to exercise their right to receive any additional information they require on matters within the Board's competence. Unless the By-laws or Board of Directors' Regulation indicate otherwise, such requests should be addressed to the Chairman or Secretary to the Board.**

*See heading: B.1.42*

Complies

**24.- All directors should be entitled obtain from the Company the exact advice they need to perform their duties. The Company should provide suitable channels for the exercise of this right. Under special circumstances, it could include external assistance at the Company's expense.**

*See heading: B.1.41*

Complies

**25. Companies should organize induction programs for new directors to acquaint them rapidly and sufficiently with the workings of the Company and its corporate governance rules. Directors should also be offered refresher programs when circumstances so advise.**

Complies

**26. Companies should require their directors to devote sufficient time and effort to performing their duties effectively, and, as such:**

- a) The directors must inform the Appointments Committee of their other professional obligations, in case these interfere with the dedication required to perform their duties.**
- b) Companies should lay down rules about the number of directorships their Board members can hold.**

*See headings: B.18, B.1.9 and B.1.17*

Complies partially

The Board Members assume, upon accepting their posts, the inherent duties and obligations thereof, under the terms

established in the regulations in force and in the Company's internal corporate governance rules, among which is included the personal responsibility to inform the competent Commission of any circumstance that could affect the normal performance of their activity or their degree of dedication.

In Antena 3's view, the number of boards of which each director is a member is not in itself an indicator by which his/her dedication can be evaluated, bearing in mind that it is possible to sit on a wide array of boards, and that in each case a different degree of attention and work may be required. Therefore, under these same criteria, it has also been deemed unnecessary to place a limit on the number of boards of which directors can be a members. This question should remain within the scope of decision and personal responsibility of each director, and has no bearing on the supervisory tasks of the Appointments and Remuneration Committee.

**27. The proposal for the appointment or renewal of directors which the Board submits to the General Shareholders' Meeting, as well as provisional appointments by co-optation, should be approved by the Board:**

- a) At the proposal of the Appointments Committee for independent directors.
- b) On the basis of the Appointments Committee Report for all other directors.

*See heading: B.1.2*

Complies

**28. Companies should publish the following director particulars on their website and keep them permanently updated:**

- a) Professional experience and background;
- b) Directorships held in other companies, listed or otherwise;
- c) An indication of the category of directorship; in the case of significant-shareholder appointed directors, state the shareholder they represent or to whom they are affiliated.
- d) The date of their first and subsequent appointments as a Company director, and
- e) Shares and share options held in the Company.

Complies

**29. Independent directors should not continue as such for an ongoing period of more than 12 years.**

*See heading: B.1.2*

Complies

**30. Significant-shareholder appointed directors must resign when the shareholders they represent dispose of their ownership interest in its entirety. And they must also do so in the related number, if such shareholders reduce their stakes to a level requiring the reduction of the number of its significant-shareholder appointed directors.**

*See headings: A.2, A.3 and B.1.2*

Complies

**31. The Board of Directors should not propose the cessation of any independent director prior to compliance with the statutory period during which they have been appointed, except when justified reasons exist, observed by the Board subject to a report by the Appointments Committee. In particular, justified reasons will be considered to exist when the director has not complied with the duties inherent to his/her position or has committed any of the actions described in heading 5 of section III of the definitions of this Code.**

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate operation produces changes in the Company's capital structure, in order to meet the proportionality criterion set out in Recommendation 12.

*See headings: B.1.2, B.1.5 and B.1.26*

Complies

**32. Companies should establish rules obliging directors to inform the Board of any circumstance that might undermine the organization's name or reputation, tendering their resignation as the case may be, with particular mention of any criminal charges brought against them and the progress of any subsequent proceedings.**

If a director is indicted or tried for any of the crimes stated in art. 124 of the Corporations Law, the Board should examine the matter as soon as possible and, in view of the particular circumstances, decide whether or not he or she should continue in his/her position. The Board should also disclose all such determinations in the Annual Corporate Governance Report.

See headings: B.1.43 and B.1.44

Complies

33. The directors should clearly express their opposition when they consider that a decision proposal submitted to the Board may not be in the Company's best interest. In particular, independent directors and other directors unaffected by the potential conflict of interest should challenge any decision that could go against the interests of shareholders lacking Board representation.

When the Board adopts material or reiterated resolutions on issues about which a director has expressed serious reservations, said director must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next Recommendation.

This Recommendation should also apply to the Company Secretary, even if the Secretary is not a director.

Complies

34. If leaving office before the end of its term, be it due to resignation or to other motives, the director should explain the reasons in a letter sent to all Board members. Whether or not such resignation is filed as a significant event, the reasons behind the cessation must be explained in the Annual Corporate Governance Report.

See heading: B.1.5

Not Applicable

35. The Company's remuneration policy, as approved by its Board of Directors, should specify at least the following points:

- a) Amount of the fixed components, with breakdown, where applicable, for per diem payments for attending the Board and its Committee meetings, and an estimate of the fixed annual remuneration arising in this connection.
- b) Variable remuneration items, including, in particular:
  - i) The types of directors they apply to, with an explanation of the relative weight of variable to fixed remuneration items;
  - ii) Performance assessment criteria used to calculate entitlement to the award of shares or share options or any variable component;
- iii) The main parameters and grounds for any system of annual bonuses or other, non-cash benefits; and
- iv) An estimate of the sum total of variable payments arising from the remuneration policy proposed, as a function of the degree of compliance with reference hypotheses or objectives.
- c) The main characteristics of pension systems (for example, supplementary pensions, life insurance and similar arrangements), with an estimate of their amount or annual equivalent cost.
- d) Conditions that the contracts of executive directors in senior management must respect, including:
  - i) Duration
  - ii) Notice periods, and
  - iii) Any other clauses covering hiring bonuses, as well as indemnities or lock-ins in the event of early termination or rescission of the contractual relationship between the Company and the Executive director.



Complies

**36. Remuneration comprising the delivery of shares in the Company or other group companies, share options or other share-indexed instruments, variable payments indexed to the Company's performance or membership of pension schemes should be confined to executive directors.**

The delivery of shares is excluded from this Recommendation when directors are conditioned to retain them until the end of their term of office.

See headings: A. 3 and B.1.3

Complies

**37. Non-executive directors' remuneration should sufficiently compensate them for the dedication, abilities and responsibilities that the post entails, but should not be so high as to compromise their independence.**

Complies

**38. Deductions should be made to remuneration linked to Company earnings, for any qualifications stated in the external auditor's report that reduce such earnings.**

Not applicable

**39. In the case of variable payments, remuneration policies should include the technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector, or other similar circumstances.**

Complies

**40. The Board should submit a report on the directors' remuneration policy to the consultative vote of the General Shareholders' Meeting, as a separate point on the agenda. This report can be supplied to shareholders separately or in the manner each Company sees fit.**

The report will focus on the remuneration policy the Board has approved for the current year with reference, as the case may be, to the policy planned for future years. It will address all the points referred to in Recommendation 35, except those potentially entailing the disclosure of commercially sensitive information. It will highlight the most significant changes of such policies with respect to that applied during the previous year to which the General Shareholders' Meeting refers. It will also include a global summary of how the remuneration policy was applied in that previous year.

The Board should also report to the General Shareholders' Meeting on the role of the Remuneration Committee in preparing a remuneration policy, and identify any external advisors engaged.

See heading: B. 1. 1 6

Complies

**41. The notes to the financial statements should list individual directors' remuneration in the year, including:**

a) Itemization of each Company director's remuneration, to include where appropriate:

- i) Attendance fees and other fixed payments for directorship;
  - ii) Additional remuneration for acting as Chairman or member of a Board committee;
  - iii) Any payments made under profit-sharing or bonus schemes, and the reason for their accrual;
  - iv) Contributions on the director's behalf to defined-contribution pension plans, or any increase in the director's vested rights in the case of contributions to defined-benefit schemes;
  - v) Any severance packages agreed or paid;
  - vi) Any remuneration they receive as directors of other Group companies;
  - vii) The remuneration executive directors receive in respect of their senior management posts;
  - viii) Any kind of remuneration other than those listed above, of whatever nature or Group entity that pays it, especially when it has the consideration of a related-party transaction or when its omission would detract from a true and fair view of the total remuneration received by the director.
- b) An individual breakdown of shares, share options or other share-based instruments delivered to each director, itemized by:
- i) Number of shares or options awarded in the year, and the terms set for exercising the options;
  - ii) Number of options exercised in the year, specifying the number of shares involved and the exercise price;
  - iii) Number of options not exercised at the annual close, specifying their price, date and other exercise conditions;
  - iv) Any change in the year in the exercise terms of previously awarded options.
- c) Information on the relationship in the previous year between the remuneration obtained by executive directors and the company's earnings or any other measure of performance.

Complies

**42. When the Company has an Executive Committee, the breakdown of its members by director category should be similar to that of the Board itself. The Secretary to the Board should also act as secretary to the Executive Committee.**

*See headings: B.2.1 and B.2.6*

Complies partially

This Recommendation is not complied with in terms of the composition of the Executive Committee, that complies with this proportionality rule, given that there are no independent Board members. In accordance with the Recommendation, the Secretary to the Board holds the same post on the Executive Committee.

**43. The Board should be kept fully informed of the business transacted and the resolutions adopted by the Executive Committee. To this end, all Board members should receive a copy of the Committee's minutes.**

Complies

**44. In addition to the Audit Committee mandatory under the Securities Market Law, the Board of Directors should form a Committee, or two separate committees, for Appointments and Remuneration.**

The rules governing the composition and functioning of the Audit Committee and the Appointments and Remuneration Committee(s) should be set forth in the Board Regulation, and include the following:

- a) The Board of Directors should appoint the members of such Committees taking into account the knowledge, skills and experience of its directors and the tasks of each Committee; discuss their proposals and reports; and must notify it, in the first plenary Board meeting following each meeting, of its activity and be answerable for the work performed;
- b) These Committees should be formed exclusively by non-executive directors and have a minimum of three members. Executive directors or senior management may also attend meetings at the Committees' express invitation.
- c) Committees should be chaired by an independent director.
- d) They may engage external advisors, when they feel this is necessary for the discharge of their duties.
- e) Meeting proceedings should include minutes and a copy sent to all Board members.

*See headings: B.2.1 and B.2.1*

Complies

45. The job of supervising compliance with internal codes of conduct and corporate governance rules should be entrusted to the Audit Committee, the Appointments Committee or, as the case may be, separate Compliance or Corporate Governance Committees.

Complies

46. All members of the Audit Committee, particularly its Chairman, should be appointed based on their knowledge and background in accounting, auditing and risk management.

Complies

47. Listed companies should have an internal audit function, under the supervision of the Audit Committee, to ensure the sound functioning of the internal control and reporting systems.

Complies

48. The head of internal audit should present an annual work program to the Audit Committee; inform it directly of any incidents arising during its implementation; and submit an activities report at the end of each year.

Complies

49. The risk management and control policy should specify at least:

- a) The different types of risk (operational, technological, financial, legal, reputational, etc.) the company is exposed to, with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks;
- b) Setting the level of risk considered as acceptable by the Company;
- c) The measures established to mitigate the impact of the risks identified, should they materialize;
- d) The internal control and reporting systems used to control and manage the aforesaid risks, including contingent liabilities and off-balance sheet risks.

*See headings: D*

Complies

50. The Audit Committee's role should be:

1. With respect to internal control and reporting systems:

- a) Supervision of the process of preparing and integrating the financial information relating to the Company and, where appropriate, to the Group, reviewing compliance with the regulatory requirements, the adequate definition of the consolidation scope and the correct application of accounting policies.
- b) Periodical review of the internal control and risk management systems, in order that the main risks are suitably identified, managed and notified.
- c) Oversight of the independence and effectiveness of the internal audit function; proposing the selection, appointment, re-election and removal of the internal audit service head, and the estimate for that service; receiving periodic information on its activities; and verifying whether senior management has taken into account the conclusions and recommendations of its reports.
- d) Establishment and supervision of a mechanism enabling the employees to confidentially and, if deemed appropriate, anonymously, notify the irregularities of potential importance, especially financial and accounting irregularities, communicated within the Company.

2. With respect to the external auditor:

- a) Submission to the Board of the selection, appointment, re-election and substitution proposals for the external auditor, together with the recruitment conditions.
- b) Regular receipt from the external auditor of information on the audit plan and on the results of its

implementation, and verify whether senior management takes into account his/her recommendations.

c) To ensure the independence of the external auditor, to which end:

i) The Company should notify any change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and, if it existed, its contents.

ii) Also to ensure that the Company and the auditor respect prevailing standards on the provision of services other than auditing, the limits on the concentration of the auditor's business and, in general, other standards established to guarantee auditors' independence;

iii) Should the external auditor resign, examine the circumstances leading to the resignation.

d) In the case of groups, favoring the Group auditor to assume responsibility for the audits of the companies integrating such Group.

*See sections: B.1.3.5, B.2.2, B.2.3 and D.3*

Complies

51. The Audit Committee should be empowered to meet with any Company employee or manager, even ordering their appearance without the presence of another senior officer.

Complies

52. The Audit Committee should inform the Board, prior to the adoption by it of the related decisions, of the following matters indicated in Recommendation 8:

a) The financial information that the Company, as a publicly traded company, must disclose periodically. The Committee should ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, may ask the external auditor to conduct a limited review;

b) The creation or acquisition of shares in special-purpose entities or entities domiciled in countries or territories considered tax havens, and any other transactions or operations of an analogous nature whose complexity could undermine the Group's transparency.

c) Related-party transactions, except when that report function has been previously attributed to another supervision and control Committee.

*See headings: B.2.2 and B.2.3*

**53. The Board of Directors shall try to avoid the accounts being presented to the AGM with reservations and qualifications. When this is not possible, both the Chair of the Audit Committee and the auditors must clearly explain the content and scope of such reservations and qualifications to the shareholders.**

*See heading: B.1.38*

Complies

**54. The majority of Appointments Committee members – or Appointments and Remuneration Committee members as the case may be – should be independent directors.**

*See heading: B.2.1*

**Explain**

The capital structure of Antena 3 justifies the lower representation of independent Board members on this committee. Out of its five members, two are independent, which is a proportion that is slightly higher than that which would occur in a strict division of share capital between significant shareholders and the rest of the shareholders.

**55. The Appointments Committee should have the following duties in addition to those stated in the earlier recommendations:**

- a) Evaluate the competences, knowledge and experience required on the Board, define the functions and capabilities required of the candidates to fill each vacancy accordingly, and decide the time and dedication necessary for them to properly perform their duties.
- b) To examine or organize, in the manner it deems suitable, the succession of the Chairman and the Chief Executive Officer and, where appropriate, make corresponding proposals to the Board for an orderly, well-planned succession.
- c) Report on the senior officer appointments and removals that the Chief Executive Officer proposes to the Board;
- d) Report to the Board on the gender diversity issues discussed in Recommendation 14 of this Code.

*See heading: B.2.3*

Complies

**56. The Appointments and Remuneration Committee shall consult with the Company Chairman and the Chief Executive Officer with respect to matters related to executive directors.**

**Any Board member may suggest directorship candidates to the Appointment Committee for its consideration.**

Complies

**57. The Appointment and Remuneration Committee should have the following duties in addition to those stated in earlier recommendations:**

- a) To propose to the Board of Directors:
  - i) The remuneration policy of directors and senior executives.
  - ii) The individual remuneration of the executive directors and the remaining terms and conditions of their contracts.
  - iii) The basic terms and conditions of the contracts executed with senior executives.
- b) Oversee compliance with the remuneration policy set by the Company.

*See headings: B.1.14, B.2.3*

**58. The Appointments and Remuneration Committee shall consult with the Company Chairman and the Chief Executive Officer, especially with respect to matters related to executive directors and senior executives.**

Complies

Complies

## G. OTHER INFORMATION OF INTEREST

List and explain below the contents of any relevant principles or aspects of corporate governance applied by the Company that have not been covered by this report.

Additional information to that contained in the following sections of the Report:

### SECTION A.1.

Antena 3's Ordinary General Shareholders' Meeting held on April 25, 2012, approved the Merger, with a conditions precedent for the obtainment of the related administrative authorizations and, in the framework thereof, a capital increase whose sole purpose was to satisfy part of the share exchange, in conformity with the terms of the Merger Project.

On October 29, 2012, a capital increase was performed, which was paid in full on the date of registration of the merger deed in the Mercantile Register, that is, October 31, 2012, as a consequence of the transfer en bloc of the assets and liabilities of La Sexta to Antena 3 and, accordingly, this date was included in the aforementioned section as the date of modification of the share capital.

### SECTION A.3.

The director of IMAGINA MEDIA AUDIOVISUAL, S.L.U. is a significant shareholder of the Company since it directly owns 2.854% and indirectly 3.639% through the company GAMP AUDIOVISUAL, S.AU. Since she is also a director of Antena 3, her ownership interest of 3.639% was consigned to this section, in the box relating to the direct number of voting rights of this Company and not in that of the number of indirect voting rights of IMAGINA MEDIA AUDIOVISUAL, S.L., since if it was consigned in both boxes the percentage data of voting rights held by the Board of Directors - which appears at the end of this section and which is the result of an automatic addition of the data introduced by the Company, which makes the application itself to the Spanish National Securities Market Commission, -would be incorrect.

### SECTION B.1.19

In accordance with the procedure described in this section, which includes the provisions of art. 15.5 of the Board Regulation, Mr. Luis Gayo del Pozo, who occupied the post of Non-director Secretary of the Board of Directors notified his resignation through a letter addressed to the Chairman of the Board, who notified the remaining directors of the resignation. The letter stated the cause of the resignation was the desire to undertake new professional projects. It was notified as a Significant Event to the Spanish National Securities Market Commission on June 28, 2012 (Register 168449).

### SECTION F.35 in relation to B.1.15

The Board reserves power to approve the questions that appear in section B.1.15 and the Company complies with Recommendation 35.

As regards the conditions of the contracts of senior management, although the Board approves the overall policy on the guidelines that must be followed for these types of contracts, it is the Appointments and Remuneration Committee that, due to the size of the Company and the limited number of senior executives, individually assesses the conditions of each one of the contracts drawn up, and informs the Board, which records them.

The Company is only subject to Spanish law in terms of corporate governance.

This section may include any other disclosure, clarification or qualification in relation with the previous sections of the report, insofar as they are significant and not repeated.

Specifically, indicate whether the Company is subject to legislation other than Spanish legislation in the area of corporate governance and, where appropriate, include the information that must be provided and is different from that required in this report.

**Binding definition of independent director:**

Indicate whether any of the independent directors has or has had any relationship with the Company, its significant shareholders or its executives which, if sufficiently significant, would have meant that the director could not be considered independent under the definition given in section 5 of the Unified Code of Good Governance:

NO

**Date and signature:**

This Annual Corporate Governance Report was approved by the Company's Board of Directors at its meeting on

2/27/2013

Indicate whether any directors have voted against or abstained with respect to the approval of this Report.

NO

## COMPLEMENTARY INFORMATION TO THE 2012 ANNUAL CORPORATE GOVERNANCE REPORT

*This document complements the Annual Corporate Governance Report of Antena 3 de Televisión, S.A. and was prepared in order to incorporate in the aforementioned report all the information required by art. 61 bis of the Securities Market Law, relating to the minimum contents of the Annual Corporate Governance Report, which has not been yet included in the current standardized model approved by Circular 4/2007, of 27 December, of the Spanish National Securities Market Commission.*

1.- *Securities not traded on a regulated EU market, with an indication, where appropriate, of the different classes of shares and, for each class of shares, the rights and obligations conferred.*

As a result of the Merger with Gestora de Inversiones Audiovisuales la Sexta, S.A. (La Sexta), the share capital of Antena 3 de Televisión, S.A. (Antena 3) was set at ONE HUNDRED AND SIXTY-NINE MILLION TWO HUNDRED AND NINETY-NINE THOUSAND SIX HUNDRED EUROS (€169,299,600), divided into 225,732,800 shares, numbered correlatively from 1 to 225,732,800, both inclusive, of €0.75 par value each.

In conformity with the merger agreement adopted by the General Shareholders' Meeting held on April 25, 2012, three types of shares exist:

- 'A' shares (211,112,800 shares numbered from 1 to 211,112,800, both inclusive). They are considered to be ordinary shares and their economic rights are not subject to any restriction (with the exception of 1,181,296 shares, arising from the treasury shares delivered to the former shareholders of La Sexta to meet the share exchange ratio, in conformity with the Merger Project, whose economic rights are temporarily restricted in the same way as those of the 'B' shares).

They are traded on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Spanish Unified Computerized Trading System (Continuous Market).

- 'B' shares (13,438,704 shares numbered from 211,112,801 to 224,551,504, both inclusive). These shares do not generate entitlement to receive dividends with a charge to the profits earned by the Company prior to the date on which the merger was registered in the Mercantile Register (October 31, 2012), regardless of the date on which they are distributed.

They are traded on the same markets as the 'A' shares.

- 'C' shares (1,181,296 shares numbered from 224,551,505 to 225,732,800). These shares do not generate entitlement to receive dividends with a charge to the profits earned by the Company in the 24 months following the date of registration of the merger in the Madrid Mercantile Register, regardless of the date on which they are distributed, that is, the profits earned until October 31, 2014.

They are not traded on any regulated market. At the appropriate time, the admission to listing of these shares on the same markets as the remaining shares forming the share capital of Antena 3 will be requested.

Following the execution of the merger agreement, the Bylaws were drafted as follows: "Art. 5.- SHARE CAPITAL

1. *The share capital is set at ONE HUNDRED AND SIXTY-NINE MILLION TWO HUNDRED AND NINETY-NINE THOUSAND SIX HUNDRED EUROS (€ 169,299,600), divided into 225,732,800 shares, numbered correlatively from 1 to 225,732,800, both inclusive, of €0.75 par value each, accumulable, indivisible and with equal rights, except for that laid down in the following section 2.*

2. *The shares are divided into two different classes, A and B, and attribute different economic rights to their owners:*

a) *a)Class 'A' shares are numbered from 1 to 224,551,504, both inclusive, and are considered to be ordinary shares.*

b) *b)Class 'B' shares are numbered from 224,551,505 to 225,732,800, both inclusive. The holders of the class 'B' shares are not entitled to receive dividends with a charge to the profits earned by the Company in the 24 months following the date on which the merger by absorption between the Company (as absorbing company) and Gestora de Inversiones Audiovisuales La Sexta, S.A. (as absorbed company) is duly registered in the Madrid Mercantile Register, regardless of the date on which they are distributed.*

*Once the aforementioned period of 24 months has elapsed since the registration of the merger between the Company and Gestora de Inversiones Audiovisuales La Sexta, S.A., the class 'B' shares will be automatically converted into class 'A' shares and their owners will be granted the same economic rights as the ordinary shares.*

3. *The shares are registered and have been fully subscribed and paid. The shares are represented by the book-entry system.*

2. **Percentage of share capital represented by the Company's treasury shares and their significant variations.**



The information on the treasury shares at 2012 year-end and on the significant variations notified to the Spanish National Securities Market Commission in conformity with that stipulated in Royal Decree 1362/2007 is found in SECTION 8 of this report. The notification on January 04, 2012, includes operations performed with treasury shares in 2011.

Likewise, on November 08, 2012, the Company notified the Spanish National Securities Market Commission of the update of the voting rights, as a consequence of the capital increase which took place in the framework of the merger by absorption of Antena 4 and La Sexta (SRE CNMV/176142), together with the delivery of 1,181,296 treasury shares, representing 0.523% of the voting rights, to the former shareholders of La Sexta to meet the share exchange ratio, in conformity with the Merger Project. The capital loss reflected in SECTION A.8 relates to this delivery of shares.

### **3.- Rules applicable to the amendment of the Company's Bylaws.**

Changing the Company's Bylaws is the exclusive competency of the General Shareholders' Meeting (art. 16.6 of the Company Bylaws), and is governed by the stipulations of arts. 285 to 345 of the Capital Companies Law, with no specialization.

The following requirements are established in the law:

- That the administrators, or, when appropriate, the shareholders who drafted the proposal, prepare a written report justifying such proposal.
- That the scope of the changes that must be made are clearly explained at the General Shareholders' Meeting.
- That in the announcement of the General Meeting, all shareholders are notified of their right to examine at the registered office the entire text relating to the proposed change, as well as the report on such change, and to request the handing over or free delivery of said documents.
- That the resolution be adopted at the General Shareholders' Meeting, in accordance with the stipulations set forth in arts. 194 and 201 of the Capital Companies Law.

In any case, the resolution will be recorded in a public deed that will be filed in the Mercantile Register and, once filed, it will be published in the Official Bulletin of the Mercantile Register.

### **4.- Powers of members of the Board of Directors and, in particular, those relating to the issue or repurchase of shares.**

Both the Executive Committee and the Chief Executive Officer are delegated all the powers of the Board of Directors, except those that cannot be delegated.

The General Shareholders' Meeting has not adopted any resolution that permits the issuance of new Company shares and, therefore, there are no powers of execution available in this regard to either the Board of Directors or any of its members.

With regard to purchase and sale transactions with the Company's own shares, the resolution in force until 2015 was adopted by the Ordinary General Shareholders' Meeting of March 24, 2010, and has been included in section A.9 of the Annual Corporate Governance Report.

In accordance with art. 9.2.a).4. of the Board of Directors' Regulations, establishing policy for and limits to the treasury shares are the exclusive competencies of the Board of Directors, although certain specific execution acts may be delegated to the Chairman, the CEO or the CFO. Similarly, in Chapter V of the Internal Regulation of Conduct for matters related to the Securities Market, rules for managing treasury shares are established.

### **5.- Significant agreements entered into by the Company which take effect, alter or terminate if there is a change of control in the Company following a takeover bid, and their effects, except where disclosure would be seriously detrimental to the Company. This exception does not apply when the Company is legally obliged to disclose such information.**

On December 13, 2012, the Company notified the Spanish National Securities Market Commission (RE registration no. 176749), of the Minimum Stay Covenant assumed by Gamp Audiovisual, S.A. (Gamp) and Imagina Media Audiovisual S.L. (Imagina), under the integration agreement entered into on December 14, 2011, by Antena 3 La Sexta S.A. and its former shareholders. This Agreement was referred to in section A.6 of this Report with regard to Shareholders agreements.

In conformity therewith, Gamp and Imagina, which are currently joint owners of 6.943% of the capital of Antena 3, are obliged not to transfer nor dispose of in any way, be it for consideration of for free, permanently or temporarily, the shares received by them in the Merger during a period of two years from the registration of the merger in the Mercantile

Register, that is, until October 31, 2014.

However, the transfers occurring in the context of any takeover bid on all the share capital of Antena 3 are exempt from this obligation.

**6.- Agreements between the Company and its directors and executives or employees providing for compensation if they resign or are dismissed without cause or if the employment relationship is terminated because of a takeover bid.**

In general, the legislation in force applicable to each specific group is used to establish, when appropriate, the criteria for and the amount of compensation for employees, artists and executives. In certain exceptional cases, following individual negotiation and motivated by the special interest the business might have in contracting a specific professional, a special compensation regime may be established, that can be temporary or permanent, and in which it is taken into account the particular circumstances of this contract and its future termination. Each of these agreements is entered into on an individual basis, and there is no general criteria that covers all of them, except for the fact that they are all exceptional in nature.

The general rule is that under no circumstance would a takeover bid, in and of itself, be grounds for the termination of an employment or compensation contract.

**7.- Description of the mechanisms of the internal control and risk management systems in relation to the Antena 3 Group's financial reporting (ICFR).**

In 2009, the Spanish National Securities Market Commission created the Internal Control Working Group on Financial Reporting (ICWG), in order to evaluate the implementation of an Internal Control over Financial Reporting System (ICFR) for listed companies, with the aim of aligning the obligations of Spanish companies with those of the European Union. In this regard, the Working Group has published a series of recommendations relating to internal financial reporting control systems that are set forth in the following documents:

- A proposed regulatory development in respect of ICFR.
- A reference framework consisting of a set of general principles and good practices for internal control over financial reporting, to aid listed companies in the design, implementation and monitoring of an ICFR system.
- A guidance document for companies to describe their ICFR.
- Procedural guidelines for audit committee monitoring of ICFR.
- A glossary of terms.
- A model with the main procedures for the auditor's review.

In short, the Working Group has established a reference framework for internal control over financial reporting, which to date has been applied on a voluntary basis by listed entities.

In this connection, despite the fact that this reference framework is voluntary and that, to date, there has been no regulatory development of ICFR, the Antena 3 Group has carried out a diagnostic project to evaluate opportunities to improve its current internal control system to adapt it to the general principles and good practices defined by the Working Group with regard to the Internal Control of Financial Reporting System.

As a result of its diagnostic work on the application of ICFR to the Antena 3 Group, certain areas in Internal Controls have been identified that could be improved to better align them with the new ICFR requirements. The Antena 3 Group has rolled out action plans aimed at implementing the improvements detected.

The Antena 3 Group's current model of internal control is applied in a homogeneous manner in the entire organization and encompasses a duly documented regulatory environment. The Internal Audit area is the unit responsible for supporting and ensuring its functioning and the compliance of the established requirements, combined with the oversight of the model by the Audit and Control Committee. This internal control model is scheduled to be adapted to fully comply with the current requirements of the Spanish National Securities Market Commission with regard to the ICFR.

The Audit Committee is the organism responsible for the oversight of the ICFR, and it receives assistance from the Internal Audit Department in the implementation and maintenance thereof.

In February 2012, the Regulations of the Board of Directors and the Audit Committee were amended in order to adapt them to the legal reforms introduced by Law 2/2011 on Sustainable Economy, by Law 12/2010, of June 30, amending, among others, the Audit Law, and by the Consolidated Capital Companies Law, and by the amendments introduced therein by Law 25/2011.

This area encompasses the adaptation of the competence system and structure of the Audit and Control Committee, in relation with the internal control and information systems in order to ensure the independence of the external auditor. Without prejudice to the functions that the Regulatory Compliance Committee has been attributed in the Internal Conduct Regulation in Security Market Matters, the Committee exclusively assumes, among others, the function of

supporting and coordinating with Internal Audit in the monitoring and supervision of the Internal Control of Financial Reporting System.

#### **7.1. Process of preparing the financial reporting**

The organizational structure of the Antena 3 Group is defined by the CEO when it affects the senior management level, and by the managers in charge of each organizational unit when it corresponds to the rest of the resource levels.

The lines of responsibility in the Antena 3 Group of the different processes in the preparation of financial information are shown in the organigram of the Group and of the different organizational areas.

The Internal Audit and Process Control Department is the area responsible for defining the main processes and action procedures for the Antena 3 Group.

The implementation of a formal procedure for the definition, approval and broadcasting of the organizational structure, as well as the drafting of a manual detailing the functions of the different areas and job positions that include a definition of the roles of the different functional areas and business units with respect to ICFR, are envisaged.

#### **7.2. The Antena 3 Group's Code of Conduct and Whistleblower Channel**

The Antena 3 Group's Code of Conduct, which was approved by the Board of Directors, provides a general description of the policies, principles, objectives and values of the Antena 3 Group. In this connection, the Board of Directors is responsible for directing and supervising all matters related to effective compliance with this code, as well as the obligation to adopt and implement the appropriate measures to align the Code with the rest of the regulatory and procedural elements of corporate governance, with which it shares the same values and objectives.

The Code of Conduct contains the general guidelines that should be followed by all the employees in the Antena 3 Group relating to basic principles of behavior, relations with and between employees, internal controls and prevention of fraud and commitment with the market, the company and the community.

The ultimate responsibility with regard to the interpretation and application of this Code of Conduct corresponds to the Regulatory Compliance Committee. This Committee will be responsible for initially preparing, implementing and disseminating the Code.

Currently, the Antena 3 Group's Code of Conduct has been broadcast on the corporate page [grupoantena3.com](http://grupoantena3.com), and it is foreseen that it will be notified to employees.

The Antena 3 Group intends to roll out a "Whistleblower Channel" that allows its employees to communicate, in a simple and confidential manner, those actions which to their understanding, constitute conduct or actions that do not comply with the Code of Conduct or other applicable regulation.

The Regulatory Compliance Committee will be the body charged with establishing the criteria and procedures for managing information received through the Whistleblower Channel. This Whistleblower Channel will be overseen by the Internal Audit Area.

Employees will be able to transmit their communications on matters related to the Code of Conduct confidentially, through the Whistleblower Channel, or through an HTML page hosted on the Group's Intranet, an email, or a P.O. Box.

The communications received through the Whistleblower Channel will be treated in a confidential manner, for which reason it is critical that the adequate technological, procedural and organizational measures are in place to guarantee this confidentiality at all times. Once the communication received by the Whistleblower Channel has been seen and assessed, the following will be decided: (i) its inadmissibility or otherwise; (ii) its forwarding to the units or Departments in charge of the area. On a periodical basis, such communications and action plans established will be notified to the Regulatory Compliance Committee which, in any case, will be in charge of deciding and applying the related rule.

#### **7.3. Training programs**

Currently, the Antena 3 Group provides to the employees involved in the preparation and review of the financial reporting, the required training in order to carry out their functions through a series of adequately planned training programs; however, it is envisaged to include more specific training plans on ICFR.

#### **7.4. Evaluation of risks in financial reporting**

The Antena 3 Group uses a risk management tool that allows it to identify risks through the identification and implementation of corrective controls and measures. The Antena 3 Group's Risk Map considers the following types of risks:

- Strategy and Environment
- Internal Processes:

- o Risks related to operations and processes
- o Information risk in the decision-making process
- o Risks associated with financial reporting
- Corporate and Reputational:
  - o Risks related to regulatory compliance
  - Risks related to external image

The Group currently has review mechanisms in place that reduces the risk that erroneous financial information is reported to the market. To determine the importance and probability of the risk of releasing incorrect information, the Antena 3 Group evaluates the following parameters:

- The complexity of the transactions and of the applicable rules.
- The volume of transactions and the quantitative importance of the items affected.
- The complexity of the calculations
- The need to use estimates or projections
- The enforcement of judgments
- The qualitative importance of the information

In the preparation of the financial reporting, the Financial Department of the Antena 3 Group defines the consolidation scope based on the information provided by the different areas involved in the process.

The process has been analyzed and based on a risk and control scheme, areas for improvement have been identified related to the contribution of evidence that formally accredit the communications concerning changes in the consolidation scope of the Group, confirmations of the reception of the information and the issuance of the consolidated financial statements and the formal documentation of the revisions that have been carried out.

## **7.5. Control activities**

### **7.5.1. Procedures for reviewing and authorizing financial information and the description of ICFR to be published in securities markets**

The Antena 3 Group has controls at its disposal to reduce potential risks existing in the Group's main operating processes. However, it intends to adapt and introduce, if necessary, new documented controls in response to the risks associated with the attainment of the objectives regarding the reliability of the financial information defined in the ICFR.

The Antena 3 Group has established a series of procedures for the preparation and review of the financial statements and accounting close. In these processes the current activity flows are described, and a series of controls and reviews are identified to ensure that the financial information published is correct. The review of the financial information is carried out by both senior management and by auditors, both external and internal, as well as the final assessment by the Audit and Control Committee.

In addition, the control activities are mainly aimed at preventing, detecting, mitigating, compensating for, and correcting the potential errors or errors that have been discovered with adequate time before the reporting of the financial information.

### **7.5.2. Internal control policies and procedures for IT systems.**

The Antena 3 Group carries out part of its controls through people and part through IT systems. Many of the processes that support the relevant steps in the preparation of the financial information are automated in the management systems – mainly SAP – implanted in the Group. Controls have been designed and put in place regarding access and user profiles for the IT and communication systems that have an impact on the financial information and the accounting closes, which guarantee the security of access to data and programs, and control over changes, the correct operation of the changes and their continuity.

Similarly, the Antena 3 Group has internal control policies and procedures in place to supervise the management of the activities subcontracted to third parties, and of the evaluation, calculation and valuation activities of independent experts, which may have a material effect on the financial statements.

## **7.6. Information and communication**

All organizational levels of the Antena 3 Group have access to the information they may require at any time through the company Intranet.

At the Antena 3 Group, the communication between the Board of Directors and Senior Management is fluid to ensure the performance of the functions and responsibilities, especially of the Chairman, Deputy Chairman, and CEO. In addition, the Board of Directors, through the Audit and Control Committee, with the support of the Audit and Control Department and the Financial Department assess the action plans and the approval of the Strategic Plan, and also

analyze the financial results prior to their presentation to the markets.

The Board of Directors of the Antena 3 Group maintains a proactive approach to the preparation of the financial information and is open to discussions concerning important matters related to financial reporting, through the participation of Senior Management (Chairman, Deputy Chairman, and CEO) at all the Board of Directors' Meetings, as well as through an information feedback loop between the Financial Department, the Audit and Control Department, the Audit Committee and the Board itself.

Furthermore, all the regulatory changes relating to accounting, auditing, and corporate risk management are communicated to the Audit Committee by the Audit and Control Department and the Financial Department.

#### **7.7. Mechanisms for capturing and preparing financial information**

The data underpinning the financial information contains, in a complete, precise and relevant manner, all the transactions, occurrences and other events that affect the Group, and therefore the information reported. All this information is identified, collected and communicated with sufficient time and in a form that allows the people responsible for preparing the financial information to carry out their functions in an effective and efficient manner.

The Antena 3 Group has at its disposal the mechanisms to capture and prepare its financial information using homogeneous formats and applications, such as the SAP-R3 and FRANGO applications that are used by all the units and subsidiaries of the Group. Furthermore, the different business units use management systems that are integrated in SAP R3, in such a way that the dump of information is automatic; with the necessary controls in place and with the supervisory and review process carried out by the Group's Financial Department.

#### **7.8. Supervision of the functioning of the system**

The Audit and Control Committee is the body responsible for the supervision of the policies and procedures, the preparation and integrity of the financial information, as well as for the adequate definition of the consolidation scope and the correct application of accounting principles.

The Internal Audit area is delegated by the Audit Committee with the function of supervising the internal control model. This area carries out periodic reviews of business cycles at Group level, as well as of subsidiaries, and proposes corrective action plans that are communicated to the Antena 3 Group's Senior Management and to the Audit and Control Committee.

The Antena 3 Group implemented a project with a third party to assess the degree of compliance of the Group, in relation to the ICFR, with the guidelines indicated in the reference framework of the Spanish National Securities Market Commission, regarding the level of compliance of the Antena 3 Group with respect to the 16 basic indicators defined by the Internal Control Working Group in its "Guide for the preparation of the description of the Internal Control of Financial Reporting System", in the indicators relating to the Environment of Control, Information and Communication and Supervision of the functioning of the System.

The results of this project were submitted to the Audit and Control Committee, defining an action plan to analyze the improvement recommendations that arose in the diagnostic project.

The external accounts auditor and the Internal Audit Department meet periodically, in accordance with the calendar established, with the Audit and Control Committee and informs it of the main weaknesses detected in the review area and of the functions commissioned to each of the parties. The Audit and Control Department has periodically informed the Audit Committee about the evolution and progress of the action plans to be implemented progressively in relation to the ICFR.

#### **7.9. External auditors' report**

The ICFR information has not been submitted with respect to the external auditors' report. Once the diagnostic project of the ICFR has been concluded, and once all the action plans arising from the recommendations of the preceding engagement have been implemented, in the future, where appropriate, the external auditor will be requested to issue a report.