



According to the provisions of Section 82 of the Spanish Securities Market Act No. 24/1988, of 28 July 1988, **GESTEVISIÓN TELECINCO, S.A.** reports the following

### **SIGNIFICANT EVENT**

The Extraordinary General Shareholder's Meeting of Gestevisión Telecinco SA, was signed on December 24, 2010 at 10:00 am in first round, with 1119 attendance of current actions (of which 1092 have voted away, by mail Postal or by webcast) and 2282 shares represented among all holders of 236,704,776 shares, representing 70,985% of the capital of the Board company.

The Company have approved all the resolutions proposed by the Board of Directors in relationship with each of the points that made up the agenda set at the Convocation of the Annual General Shareholder's Meeting .

Reproduced below the full text of such agreements.

#### **EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

**“GESTEVISION TELECINCO, S.A.”**

**December 24<sup>th</sup> 2010**

#### **RESOLUTIONS ADOPTED**

**One.- Share capital increase through non-monetary contribution consisting of the total share capital of “Sociedad General de Televisión Cuatro, S.A. Unipersonal” for a face value of thirty six million seven hundred thousand nine hundred and thirty five Euros (€36,700,935), by issuing and putting into circulation seventy three million four hundred one thousand eight hundred and seventy (73,401,870) ordinary shares with a face value of 0.50 Euros each. Delegation of powers to the Board of Directors, also authorising them to delegate powers in favour of the Executive Committee or any of its Chief Executive Officers, to establish the conditions for the increase in any aspect not foreseen by the General Shareholders' Meeting, to adapt the text of subsections 1 and 2 of Section 5 of the Bylaws and to execute, in general, any documents deemed necessary or advisable for executing the increase. Admission to trading of the new shares.**

- **Resolution proposed:**

In the context of the execution of the resolutions reached by Telecinco and Promotora de Informaciones, S.A. (“**Prisa**”), among other parties, as regards the integration of the open television business of the Prisa Group into Telecinco and the acquisition of 22% of DTS Distribuidora de Televisión Digital, S.A. (“**Digital Plus**” or “**Digital+**”) (the “**Transaction**”), the following resolutions relating to the contribution of 100% of interest in the share capital of Sociedad General de Televisión Cuatro, S.A. Unipersonal (“**Sogecuatro**”), owner of the open television business which was formerly directly operated by Sogecable, S.A., and to other matters concerning the Transaction, are adopted.

## **I.- Increase**

### **1.- Share Capital Increase**

Increasing the share capital by issuing and putting into circulation 73,401,870 ordinary shares with a face value of 0.50 Euros each (individually referred to as the “**New Share**” and collectively as the “**New Shares**”), i.e. a total face value of 36,700,935 Euros, of the same class and series as those currently outstanding, represented by shares in the shareholders’ register.

The New Shares shall be issued at their face value (0.50 Euros) plus an issue premium of 7.30 Euros per share; in consequence, the rate of issue shall be 7.80 Euros per share. This rate of issue matches the arithmetic mean of the closing quote of Telecinco share in the Spanish Stock Market Interconnection System (Continuous Market), for the three months before the date of this proposal for resolution (19 November, included), amounting to 8.66 Euros, after deducting the theoretical value of the pre-emptive right relating to the capital increase adopted by the Board exercising the powers conferred upon it by the General Shareholders’ Meeting on 17 November 2010 (the “**Previous Capital Increase**”) that, rounded to the nearest hundredth, equals 0.86 Euros. This theoretical value of the right (VTD in Spanish) is calculated on the basis of the following equation:

$$\text{VTD} = ((\text{PC} - \text{PS}) \times \text{NNA}) / \text{NAP} + \text{NNA}$$

Where:

**PC:** Closing market value on the day prior to the start of the period for pre-emptive subscription of the Previous Capital Increase (19 November 2010), which amounted to 9.0070 Euros.

**PS:** Rate of issue of the Previous Capital Increase (5.75 Euros per share).

**NAP:** Number of pre-existing shares (246,641,856) excluding treasury shares (3,552,287), totalling 243,089,569.

**NNA:** Number of New Shares of the Previous Capital Increase (86,817,700).

The shares issued as a result of the execution of this resolution shall be paid up through non-monetary contributions as per the provisions established in paragraph 2 hereinbelow.

The total amount of the share capital increase (face value plus issue premium) amounts to 572,534,586 Euros.

## **2.- Counter-value of Share Capital Increase**

The shares issued as a consequence of the execution of this resolution shall be paid up through a non-monetary contribution of 60,106 ordinary shares, free of any liens and encumbrances, accounting for the total share capital of Sociedad General de Televisión Cuatro, S.A. Unipersonal, with a face value of 100 Euros each (“**Cuatro Shares**”). Cuatro Shares shall be contributed by Sogecable, S.A. Unipersonal, an affiliate of Promotora de Informaciones, S.A. (Prisa).

## **3.- Rights Derived from the New Shares**

The New Shares shall attribute to their holders the same political and economic rights as the Company outstanding shares, as from the date when their names are entered in the applicable accounting records. In particular, as regards economic rights, the New Shares shall confer the right to company dividends, to be paid thereafter.

## **4.- No Pre-emptive Subscription Right**

Pursuant to Section 304.1 of the Capital Companies Law and considering that the share capital increase was executed against non-monetary contributions, no pre-emptive subscription right applies to Telecinco’s pre-existing shareholders.

## **5.- Entity in Charge of the Accounting Records**

Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (“**Iberclear**”) shall be the entity in charge of the accounting records of the New Shares.

## **6.- Admission to Trading of the New Shares**

It is hereby agreed that admission to trading of the New Shares on the Stock Markets of Madrid, Barcelona, Bilbao and Valencia, respectively, through the Spanish Stock Market Interconnection System (Continuous Market) will be requested. In this regard, the Company expressly agrees to abide by the Stock Market regulations in force now or in the future and, especially, those on contracting, permanence and exclusion from the official listing.

Likewise, it is agreed to request that the New Shares be entered in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear).

It is hereby stated that, if the exclusion of Telecinco shares from the listing is subsequently requested, the applicable formalities shall be taken. In this event, the interest of the shareholders objecting to said resolution or not voting it shall be safeguarded pursuant to the provisions under the Capital Companies Law and related regulations, all of the foregoing in accordance with Law 24/1988, of 28 July, of the Stock Market and its implementing regulations in force at all times.

## **7.- Condition Precedent**

The effectiveness of this resolution to increase share capital is subject to a condition precedent, namely, that the deed of the capital increase through monetary contribution agreed by the Board of Directors at the meeting held on 17 November 2010, as per the powers conferred upon them by the General Shareholders' Meeting held on 14 April 2010 according to item ten on the agenda (the "**Previous Capital Increase**") be filed with the Companies Registry of Madrid, said Previous Capital Increase being fully subscribed and paid in.

Compliance with the foregoing condition precedent shall be evidenced upon the formalisation of the deed of capital increase.

However, the Board of Directors (or, by substitution, the Executive Committee or any of the Chief Executive Officers) is expressly entitled to waive said condition if the abovestated Previous Capital Increase has been substantially subscribed and paid up as well as registered before the Companies Registry of Madrid.

## **8.- Delegation of Powers to the Board of Directors**

As per Section 297.1 a) of the Capital Companies Law and without prejudice to other powers conferred herein, the Board of Directors shall be entitled, and authorise to entitle the Executive Committee or, indistinctively, any of the Chief Executive Officers, to (i) decide the execution date; (ii) modify the wording of Subsections 1 and 2 of Section 5 of the Bylaws, to adapt it to the new amount of share capital and number of shares resulting from the increase (and also considering the Previous Capital Increase); and (iii) establish the conditions for any matter that was not provided for by the General Shareholders' Meeting, executing all the procedures required to register the share capital increase before the Companies Registry, within a maximum term of one year as from the adoption of this resolution.

Likewise, the Board of Directors is expressly entitled, and expressly authorised to be subrogated by the Executive Committee, or indistinctively, by any of the Chief Executive Officers or by one or several individuals holding powers-of-attorney, whether they are directors or not, and without prejudice to any other delegation or existing entitlements, to execute any acts deemed necessary or merely advisable for the fulfilment of approved capital increase, the former being expressly entitled to develop, construe, rectify and substitute the capital increase resolution and, in particular, to:

- (i) Prepare, execute and submit to the National Securities Market Commission ("**CNMV**"), if necessary, the prospectus relative to the share capital increase pursuant to Law

24/1988, of 28 July, on the Securities Market and Royal Decree 1310/2005, on admission to trading at official secondary securities markets or the document equivalent to the prospectus or the announcement on the shares, being accountable for its content, and prepare, execute and submit as many supplements as deemed necessary, requesting their verification and registration by the CNMV and the notification of relevant events deemed necessary or advisable.

- (ii) Execute the increase of the share capital of the Company, carrying out all the procedures deemed necessary or advisable for its effective execution.
- (iii) Prepare, execute and submit any necessary additional or complementary documentation or information to the CNMV or any competent Spanish or foreign authority.
- (iv) Carry out any act, statement or proceeding before the CNMV, the Stock Market Governing Bodies, Sociedad de Bolsas S.A., Iberclear and any other body, entity or public or private register, either Spanish or foreign, to obtain all the authorisations or verifications required for the execution of the capital increase, as well as the admission to trading of the New Shares on the Spanish Stock Market.
- (v) Trade, subscribe and execute as many public and private documents as deemed necessary regarding the share capital increase as per the usual practice in this type of transactions.
- (vi) Write and publish as many announcements or notifications of any type as deemed necessary or advisable.
- (vii) Write, subscribe, execute and, as applicable, certify any type of document relative to the share capital increase to which this resolution refers.
- (viii) Request admission to official trading on the Stock Markets of Madrid, Barcelona, Bilbao and Valencia, and the inclusion in the Spanish Stock Market Interconnection System of the shares issued by Telecinco, if applicable.

## **9.- Directors' Proposal and Report**

The adoption of this resolution to increase share capital has been executed after making available to the shareholders the proposal and report of the Board of Directors in compliance with the Capital Companies Law.

## **II. Transaction Partial Termination Clause**

It is hereby acknowledged that on 4 November 2010 the Company executed an Option Contract (the "**Option Contract**") whereby Telecinco has an option against Sogecable to obtain the acknowledgement of certain additional company rights with respect to the governance of DTS Distribuidora de Televisión Digital, S.A. ("**Digital+**") in the terms and conditions contained in the Directors' Report submitted to the shareholders as from the call to the General Shareholders' Meeting. The execution of the abovementioned company rights subject matter of the Option Contract shall be subjected to the condition precedent of obtaining the mandatory authorisation from the competent authorities.

To this end, it is hereby acknowledged that, should it not be possible to obtain (i) the unconditional authorisation or an authorisation subject to non-essential conditions from antitrust authorities, if applicable, as ordered by the independent expert or experts appointed to that end by the parties; or (ii) any agreement between the parties regarding whether or not the conditions enforced by the antitrust authorities are relevant, Prisa and Sogecable, on the one hand, and Telecinco, on the other, shall proceed to the amortisation of those shares of Telecinco owned by Sogecable upon the delivery of Telecinco's interest in Digital+, and to the payment of an additional amount by Sogecable or Telecinco, as applicable, based on the value of both shareholdings. Specifically, Telecinco shall pay Sogecable an amount in cash equal to the positive difference between 545,000,000 Euros, adjusted as per the Integration Agreement and the liquid amount obtained as a result of the foreclosure of certain guarantees raised to secure the fulfilment by Sogecable of its obligations under the Transaction contracts, and 487,988,380 Euros. Should the difference be negative, the applicable amount shall be paid by Sogecable to Telecinco. In view of the foregoing and if necessary, pursuant to the Option Contract, it is hereby acknowledged and agreed that a resolution can be submitted to the General Shareholders' Meeting, when applicable, to proceed to a share capital reduction with reimbursement of contributions whereby the New Shares held by Sogecable are amortised and Telecinco delivers to Sogecable the shares accounting for the 22% shareholding in Digital+ and, if applicable, the additional amount of money mentioned above, thus partially terminating this Transaction or, if applicable, that a similar transaction be carried out. In such case, the relevant supporting report and proposal for resolution would be submitted to the directors for approval and a General Shareholders' Meeting would be called for the submission of the relevant resolutions.

**Two.- Authorisation so that, pursuant to the provisions set forth in Section 149 of the Capital Companies Law, the Company may accept its treasury shares as guarantee, either directly or through Group companies.**

- **Resolution proposed:**

1. Authorise the Board of Directors so that, pursuant to the Section 149 of the Capital Companies Law in force, it may proceed, directly or through any of the Group companies, to accept the pledge or any other type of guarantee on its treasury shares, with the restrictions and the same requirements applicable to the acquisition thereof. Specifically:
  - The maximum number of shares to be accepted under pledge, added to those held by "GESTEVISION TELECINCO, S.A." or any of its affiliates, shall not exceed ten per cent (10%) of the share capital of the Company.
  - The shares to be accepted under pledge shall be free of any lien or encumbrance, fully paid up and not subject to the fulfilment of any obligation whose beneficiary be other than Telecinco.
  - Length of authorisation: five (5) years as from the date of this resolution.

- In addition, compliance with the regulations on this matter contained in the Internal Code of Conduct of the Company shall be fulfilled when performing these transactions.
2. This authorisation does not modify in any way whatsoever, but rather complements, the authorisation granted under item seven on the agenda of the General Shareholders' Meeting held on 14 April 2010 relating to the authorisation for the derivative acquisition of treasury shares, either directly or through the Group companies.
  3. For any matters not provided for in this resolution, the resolutions adopted under item seven on the agenda of the General Shareholders' Meeting of the Company held on 14 April 2010 shall apply, insofar as compatible therewith.

### **Three.- Number of Board Members**

- **Resolution proposed:**

Establish the number of members making up the Board of Directors at fifteen (15).

### **Four.- Board of Directors: Appointment, re-election and ratification of directors.**

#### **4.1. Appointment of Mr. Manuel Polanco Moreno.**

#### **4.2. Appointment of Mr. Juan Luis Cebrian Echarri.**

- **Resolutions proposed:**

**4.1** Appointment as director for a tenure of five years of Mr. Manuel Polanco Moreno, married, Spanish, holding National Identity Document No. 50,307,639 S, and domiciled at Gran Via 32, Madrid.

The validity of this appointment is subject to prior registration before the Companies Registry of the share capital increase through non-monetary contribution involving the shares accounting for the total share capital of Sociedad General de Televisión Cuatro, S.A. Unipersonal, as referred to in the first item on the agenda of the General Shareholders' Meeting.

**4.2** Appointment as director for a tenure of five years of Mr. Juan Luis Cebrián Echarri, married, Spanish, holding National Identity Document No. 551854 S, domiciled at Gran Via 32, Madrid.

The validity of this appointment is subject to prior registration before the Companies Registry of the share capital increase through non-monetary contribution involving the shares accounting for the total share capital of Sociedad General de Televisión Cuatro, S.A. Unipersonal, as referred to in the first item on the agenda of the General Shareholders' Meeting.

### **Five.- Delegation of powers to formalise, construe, rectify and execute the foregoing resolutions, as well as to subrogate the powers conferred upon the Board of Directors by the General Shareholders' Meeting.**

- **Resolution proposed:**

Without prejudice to any other existing delegated powers and to those contained in the resolutions above, it is hereby agreed to:



(i) Empower the Board of Directors to construe, rectify, complement, execute and implement the abovementioned resolutions, as well as adapt them to the verbal or written assessment of the Companies Registry, or of any other authority, official and competent institution, and to fulfil any procedures that may be legally required for their validity and, in particular, to delegate indistinctively to the Executive Committee or to any of the Chief Executive Officers, fully or partially, the powers conferred by the General Shareholders' Meeting by virtue of both the resolutions above and this fifth resolution.

(ii) Delegate to the Board of Directors, with express powers to be substituted by any of its Chief Executive Officers and by the Secretary of the Board of Directors, for any of them, indistinctively, to formalise and execute the resolutions adopted by this Shareholders' Meeting as well as those required to execute any public and private deeds to obtain the relevant registration of the resolutions adopted before the Companies Registry, including the request for partial registration as well as powers to clarify or rectify it based on the oral or written assessment by the Registrar.

Mr. Mario Rodríguez Valderas

**General Secretary and Secretary of the Board of Directors**