

ANNUAL CORPORATE GOVERNANCE REPORT

LISTED CORPORATIONS

Year ending on: 31 December 2009

TAX ID NUMBER: A- 78839271

Corporate name: ANTENA 3 DE TELEVISIÓN, S.A.

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
29-11-2006	158,334,600	211,112,800	211,112,800

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

Yes No

A.2 List direct and indirect owners of significant holdings and of the amount owned at year-end, excluding directors:

Name or corporate name of shareholders	Number of direct shares	Number of indirect shares (*)	Total % of share capital
GRUPO PLANETA- DE AGOSTINI, S.L.	94,123,471		44.584
UFA FILM UND FERNSEH, GMBH	43,264,558		20.494

Indicate the most significant movements in the shareholder structure occurring during the year:

Shareholder name or title	Operation date	Description of operation
SABADELL INVESIO DESENVOLUPAMENT, S.A.	10/09/2009	Its shareholding has dropped below 3%

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

Name or corporate name of director	Number of direct voting rights	Number of indirect voting rights (*)	Total % voting rights
JOSÉ MANUEL LARA BOSCH	69,000	240,000	0.146
MAURIZIO CARLOTTI	0	0	0.000
SILVIO GONZÁLEZ MORENO	0	0	0.000
AURORA CATÁ SALA	0	0	0.000
ELMAR HEGGEN	0	0	0.000
JOSÉ CREUHERAS MARGENAT	124	0	0.000
MARCO DRAGO	444	0	0.000
MARÍA ENTRECANALES FRANCO	0	0	0.000
MAURICIO CASALS ALDAMA	82	0	0.000
NICOLAS ABEL BELLET DE TAVERNOST	82	0	0.000
PEDRO RAMÓN Y CAJAL AGÜERAS	0	0	0.000

(*) Through:

Name or corporate name of indirect shareholder	Through: Name or corporate name of direct shareholder	Number of indirect stock options	Total % of voting rights
JOSÉ MANUEL LARA BOSCH	LABOGAR.S.A.	240,000	0.114

Total % of the voting rights held by the Board of Directors	0.146
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Complete the following tables on members of the company's Board of Directors who own rights over company shares:

A.4 Indicate, if appropriate, relationships of a family, commercial, contractual or corporate nature existing between the owners of significant ownership interests, 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:

Related names/company names	Type of relationship	Short description

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

Related names/company names	Type of relationship	Short description

A.6 Indicate if any shareholder 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

No

Participants in shareholders agreement	% of share capital affected	Brief description of agreement
UFA FILM UND FERNSEH, GMBH GRUPO PLANETA- DE AGOSTINI, S.L.	65.078%	<p>After the admission to trading of company shares, on 29 October 2003, Grupo Planeta- de Agostini, S.L (then entitled Kort Geding, S.L.) notified the agreements signed 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 30 June 2003, whereby the parties adopted, with regard to A3TV, resolutions referring to:</p> <ul style="list-style-type: none"> - Shareholder stability in the company and granting reciprocal acquisition rights of its shareholdings. - Undertaking of non-control or control by a third party of A3TV. - Agreements on the company management and variable remuneration and director loyalty plan.

		<p>On 27 June 2007, the signatories of the aforesaid agreement signed an annexe, granting the agreement an indefinite duration, with the possibility of cancellation by any one of the parties from 30 June 2009 onwards, and 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.</p>
<p>PLANETA CORPORACIÓN, S.R.L. AND DE AGOSTINI INVEST, S.A.</p>	<p>44.58%</p>	<p>On 25 May 2005, Kort Geding, S.L. notified the agreement signed by its partners for the merger by takeover of Grupo Planeta-De Agostini, S.L. and DeA Multicom, S.L. by Kort Geding, S.L., and its intention to change the latter's name to the current name, Grupo Planeta de Agostini, S.L.</p> <p>On this same date, the shareholders of Kort Geding, S.L. notified the full text of the agreement signed by Planeta Corporación, S.R.L., De Agostini Invest, S.A., De Agostini International, B.V. and DeA Multicom, S.L. relating to the corporate restructuring of the Group in Spain.</p> <p>In the aforesaid agreement, the parties:</p> <ul style="list-style-type: none"> - Ratify the agreements they had signed in May 2003 with RTL and Banco Santander (which is no longer a Company shareholder). - State their intention of not altering the representation thereof in the Board of Directors of A3TV and of not acquiring further shareholdings in the latter individually. - Establish certain rules for taking decisions in respect of A3TV (proposals for appointing posts and representatives, non-competition agreement, measures to be taken in the event of disagreement between the parties, etc.) <p>On 20 December 2005, De Agostini Communications, S.A. states, in relation to the agreement signed on 25 May 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 A3TV shares owned by De Agostini Invest, S.A.), were allocated to the Luxembourg-based company, De Agostini Communication, S.A.</p>

Indicate whether the company knows the existence of concerted actions amongst its

shareholders. If so, describe them briefly:

Yes No

Involved in concerted action	% of share capital affected	Brief description of concerted action

If there has been any alteration or breakdown of said pacts or agreements or concerted actions, indicate this expressly: NO

A.7 Indicate whether there is any individual or legal entity who exercises or may exercise control over the company pursuant to Article 4 of the Securities Market Law:

Yes No

Name or corporate name

Comments

A.8 Fill in the following tables regarding the company's treasury stock:

At year-end:

Number of direct shares	Number of indirect shares (*)	% total share capital
10.555.640		5

(*) Through:

Name of direct shareholder (person or organisation)	Number of direct shares
-	-
Total:	-

List significant changes occurring during the year, pursuant to royal decree 1362/2007:

Date of communication	Total direct shares acquired	Total indirect shares acquired	% total share capital
13-02-2009	2.112.938		1,002
29-04-2009	212.454		1,048

Capital gains (losses) on own shares divested during the period	0
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A.9 Detail the terms and conditions of the current AGM authorisation to the Board of Directors to buy and/or transfer treasury stock.

The following resolution was adopted in the General Shareholders' Meeting held on 25 March 2009:

“To authorize the Company so that, directly or through any of its subsidiaries, it may acquire shares of Antena 3 de Televisión, S.A., and that such shares can subsequently be disposed of or redeemed, establishing the limits and requirements of these transactions, and with the express power to reduce the Company’s capital stock to redeem its own shares, previously acquired by virtue of this or previous authorisations, while giving the Board of Directors the powers necessary to execute the agreements reached by the Board in this regard.

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

- ✓ The nominal 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 five percent of the capital stock.
- ✓ To include in the liabilities side of the balance sheet of the Company an unavailable reserve equivalent to the amount of the treasury shares included in the assets side. Such reserve must be kept as long as the shares are not disposed.
- ✓ The shares acquired must be fully paid up.
- ✓ The acquisition price will neither be less than the nominal nor higher by 20 percent than the average listing value during the month before the acquisition, and the acquisition transactions must abide by the regulations and customs of the stock exchange markets.

It is expressly authorized that the shares acquired by the Company or its subsidiaries by virtue of this authorization can be allocated, wholly or partially, to their delivery to beneficiaries of the variable triennial remuneration and loyalty plan of the management team of the Antena 3 Group approved by the Ordinary General Meeting held on 12th May 2004, or to beneficiaries of future remuneration schemes in favour of employees or administrators. The aim of this authorization is expressly stated for the purposes set out in article 75, paragraph 1, of the Joint Stock Companies Law.

The Board of Directors is authorized, to the broadest extent, 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 favour 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 18 months from the date of holding of this General Meeting and will have no effect, as to the part not yet executed, the authorization granted to the Board of Directors by the Shareholders’ Ordinary General Meeting held on 25 March 2008.”

b) Reduce its capital stock in order to redeem the Company’s own shares that can be held on its Balance Sheet, charged to earnings or unrestricted reserves, and for an amount that is considered necessary and reasonable at any given moment, up to the maximum of treasury stock held at any given moment.

The Board of Directors has been delegated to execute the preceding capital reduction, which can be done one or several times and within the maximum time of 18 months from the date on which the present General Shareholders Meeting is held, having the power to carry out all the procedures, arrangements, and formalities deemed necessary and required by the Joint Stock Companies Law and other applicable regulations and, particularly, the Board has been delegated to, within the time and limits indicated for said execution, set the date or dates for the capital reduction or reductions, while taking into consideration its timeliness, suitability, and any other relevant circumstances; in each case, Board will indicate the amount of the reduction and determine the use of the reduction amount, providing, when appropriate, the guarantees and complying with the legal requirements; adapt Article 5 of the By-laws to the new share capital amount, request the exclusion of the shares redeemed and, in general, reach as many agreements as necessary so that said redemption and the subsequent capital reduction is fully effective, until they are registered in the Mercantile Registry, while appointing in each case the persons authorised to materially execute these agreements.

The Board of Directors has not delegated the power to execute the capital reduction agreement with the redemption of treasury stock as authorised by the General Shareholders Meeting.

A.10 Indicate, where applicable, any legal or bylaw restriction on the exercise of voting rights, and legal restriction on the acquisition and/or transfer of shares in the company’s capital.

Yes

No

Indicate whether there are any legal restrictions on the exercise of voting rights:

Yes No

Maximum percentage of voting rights that a shareholder may exercise under the legal restriction	0
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Indicate whether there are any bylaw restrictions on the exercise of voting rights:

Yes No

Maximum percentage of voting rights that a shareholder may exercise under the legal restriction	
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Description of legal and bylaw restrictions on the exercise of voting rights

Indicate whether there are legal restrictions on the acquisition or transfer of shares in the company's capital:

Yes No

Description of the legal restrictions on the acquisition or transfer of shares in the company's capital
The restrictions on the acquisition or transfer of shares in the company's capital, are those regarding special indications set out in the Private Television Act (<i>Ley de Televisión Privada</i>). In the current Bylaws there are no restrictions of this kind.

A.11 Indicate whether the AGM has approved measures to neutralise a public takeover bid, pursuant to Act 6/2007.

Yes 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 director	Representative	Office held in Board	Date first appointed	Date last appointed	Election procedure
JOSÉ MANUEL LARA BOSCH		Chairman	16-06-2003	25-03-2009	GSM
MAURIZIO CARLOTTI		Deputy Chairman	16-06-2003	25-03-2009	GSM
SILVIO GONZÁLEZ MORENO		CEO	25-04-2007	25-04-2007	GSM
AURORA CATA SALA		Director	25-03-2009	25-03-2009	Co-option
ELMAR HEGGEN		Director	21-12-2005	21-12-2005	Co-option
JOSÉ CREUHERAS MARGENAT		Director	29-10-2003	25-03-2009	GSM
MARCO DRAGO		Director	23-11-2004	25-03-2009	GSM
MARIA ENTRECANALES FRANCO		Director	25-03-2009	25-03-2009	GSM
MAURICIO CASALS ALDAMA		Director	25-03-2009	25-03-2009	GSM
NICOLAS ABEL BELLET DE TAVERNOST		Director	29-10-2003	25-03-2009	GSM
PEDRO RAMÓN Y CAJAL AGÜERAS		Director	29-08-2003	25-03-2009	GSM

Total number of directors: 11

Indicate which directors have left their seat on the Board during the period:

Name of director (person or company)	Condition of director at time of severance	Date of leaving
JOSÉ MIGUEL ABAD SILVESTRE	PROPRIETARY	19/02/2009

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

EXECUTIVE DIRECTORS

Name of director (person or company)	Committee proposing his/her name	Post within company organisation
JOSÉ MANUEL LARA BOSCH	APPOINTMENTS AND REMUNERATION	CHAIRMAN
MAURIZIO CARLOTTI	APPOINTMENTS AND REMUNERATION	DEPUTY CHAIRMAN
SILVIO GONZÁLEZ MORENO	APPOINTMENTS AND REMUNERATION	CEO

Total number of executive directors	3
% of total directors	27.273

EXTERNAL PROPRIETARY DIRECTORS

Name of director (person or company)	Committee proposing his/her name	Name of significant shareholder being represented or proposer of nomination
ELMAR HEGGEN	APPOINTMENTS AND REMUNERATION	UFA FILM UND FERNSEH, GMBH
JOSÉ CREUHERAS MARGENAT	APPOINTMENTS AND REMUNERATION	GRUPO PLANETA- DE AGOSTINI, S.L.
MARCO DRAGO	APPOINTMENTS AND REMUNERATION	GRUPO PLANETA- DE AGOSTINI, S.L.
MAURICIO CASALS ALDAMA	APPOINTMENTS AND REMUNERATION	GRUPO PLANETA- DE AGOSTINI, S.L.
NICOLAS ABEL BELLET DE TAVERNOST	APPOINTMENTS AND REMUNERATION	UFA FILM UND FERNSEH, GMBH COMMUNICATION, S.L.U.

Total number of proprietary directors	5
% of total directors	45.455

EXTERNAL INDEPENDENT DIRECTORS

Name of director (person or company)

AURORA CATÁ SALA

Profile

Aurora is an Industrial Engineer and has an MBA from IESE Business School. She initiated her professional career with Bank of America and with Nissan Motor Ibérica as the latter's Finance Director. In 1996 she left to become Managing Director Cataluña of RTVE, followed by a stint at Planeta 2010 as CEO. In 2003 she was named Managing Director of Recoletos Grupo de Comunicación, position she held until the sale of the company to RCS. She was subsequently appointed Managing Director of Unidad Editorial Sociedad de Revistas and was also responsible for the Group's development in Latin America.

Aurora has been on the board of various companies, the majority within the media and entertainment sector.

She joined Seeliger & Conde in 2008 as a Partner responsible for the Media and Entertainment practice group.

She is currently an independent board member of ABANTIA. She has had a seat on the Executive Committees of various institutions in economic and social fields, as well as the IESE, and the Círculo de Economía, among others.

Name of director (person or company)

MARIA ENTRECANALES FRANCO

President and co-founder of Balia Foundation for children created in 2001. María has a degree in Law from the Complutense University, a Masters in International Law from the London School of Economics (with Honours) and a Masters in the functional management of NGOs from ESADE 2000. María worked at the Araoz Rueda law firm for four years and has experience in business, She currently combines her work at 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 the Advisory Board of SOS Children Village of Spain.

She was on the Jury for the Codespa Foundation awards in 2005,2006, 20007, the Jury for the Fundación Empresa y Sociedad in 2006 and the Jury of the Infancy awards of the Madrid region in 2008.

She is a patron of the Antonio Nebrija University. She often participates in round tables and conferences related to the third sector in institutions such as La Caixa, Esade, Carrefour, etc.

Name of director (person or company)

PEDRO RAMÓN Y CAJAL AGÚERAS

Profile

Partner of the Ramón y Cajal Aboogados law firm. He is a State Attorney on leave of absence, and is currently the Secretary of 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	27.273

OTHER EXTERNAL DIRECTORS

Name of director (person or company)	Committee proposing his/her name

Total number of other external directors	-
% of total directors	-

Detail the reasons why they cannot be considered shareholder-nominated or independent directors and their affiliations with the company or its management or its shareholders:

Name of director (person or company)	Reasons	Company, manager or shareholder with whom affiliated

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

Name of director (person or company)	Date of change	Previous condition	Current condition

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

Name of shareholder	Reasons

Indicate whether formal petitions for presence on the board have been ignored from shareholders whose holding is equal to or higher than others at whose behest proprietary directors were appointed.

Yes No

Where applicable, explain why these petitions have been ignored:

Name of shareholder	Explanation

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:

Name of shareholder	Reason for leaving
D. JOSÉ MIGUEL ABAD SILVESTRE	José Manuel Abad Silvestre was named board member by the co-option system at the request of the significant shareholder GRUPO PLANETA-DE AGOSTINI, S.L. on 23 November 2004 and his appointment was ratified at the General Shareholders Meeting held on 25 April 2005. His post therefore was in effect until 23 November 2009. However, due to the fact that Mr. Abad left the GRUPO PLANETA and that the posts of other members of the Board of directors were about to expire, Mr Abad submitted his resignation before the end of his term. Mr Abad formally tendered his resignation in writing on 27 January 2009, effective on 19 February 2009.

B.1.6 Indicate any powers delegated to the managing directors(s):

Name of director (person or company)	Brief description
SILVIO GONZÁLEZ MORENO	Delegated with all powers of the Board of Directors, except those which cannot be delegated.

B.1.7 Identify any members of the board holding posts as directors or managers in other companies that form part of the listed company's group:

Name of director (person or company)	Name of the group's company	Office
SILVIO GONZÁLEZ MORENO	ANTENA 3 CANARIAS, S.L.U.	Natural person representing Sole Director (A3TV)
SILVIO GONZÁLEZ MORENO	ANTENA 3 TELEVISIÓN DIGITAL TERRESTRE DE CANARIAS, S.A.U.	Natural person representing Sole Director (UNIPREX)
SILVIO GONZÁLEZ MORENO	ANTENA 3 FILMS, S.L.U	Natural person representing Sole Director (A3TV)
SILVIO GONZÁLEZ MORENO	ANTENA 3 MULTIMEDIA. S.L.U..	Natural person representing Sole Director (A3TV)

SILVIO GONZÁLEZ MORENO	ATRES ADVERTISING. S.L.U.	Natural person representing Sole Director (A3TV)
SILVIO GONZÁLEZ MORENO	GUADIANA PRODUCCIONES. S.A..U.	Natural person representing Sole Director (UNIPREX.)
SILVIO GONZÁLEZ MORENO	MOVIERECORD CINE, S.A.U.	Natural person representing Sole Director (A3TV)
SILVIO GONZÁLEZ MORENO	PUBLICIDAD 3,,S.A.U.	Natural person representing Sole Director (A3TV)
SILVIO GONZÁLEZ MORENO	RKOR RADIO. S.L.U.	Natural person representing Sole Director (UNIPREX)
SILVIO GONZÁLEZ MORENO	UNIPREX TELEVISION DIGITAL TERRESTRE CATALANA, S.L.U.	Natural person representing Sole Director (UNIPREX.)
SILVIO GONZÁLEZ MORENO	UNIPREX TELEVISION DIGITAL TERRESTRE ANDALUCÍA, S.L.U.	Natural person representing Sole Director (UNIPREX)
SILVIO GONZÁLEZ MORENO	UNIPREX TELEVISION, S.L.U.	Natural person representing Sole Director (UNIPREX)
SILVIO GONZÁLEZ MORENO	UNIPREX VALENCIA TV, S.L.U.	Natural person representing Sole Director (UNIPREX)
SILVIO GONZÁLEZ MORENO	UNIPREX, S.A.U.	Natural person representing Sole Director (PUBLICIDAD3)

B.1.8 List, where applicable, any company directors that sit on boards of other companies publicly traded in Spain outside the group, of which the company has been informed:

Name of director (person or company)	Name of the listed company	Office
JOSÉ MANUEL LARA BOSCH	Banco Sabadell, S.A.	Director
JOSÉ CREUHERAS MARGENAT	Vueling Airlines, S.A.	Director

B.1.9 Indicate and, where applicable, explain whether the company has established rules on the number of boards on which its directors may sit:

Yes No

Explanation of the rules

B.1.10 Regarding the recommendation no. 8 of the Unified Code, list the general strategies and policies in the company that the board reserves for plenary approval:

	Yes	No
The investment and funding policy	X	
The definition of how the Group companies are structured	X	
The corporate governance policy	X	
The corporate social responsibility policy	X	
The strategic or business plan and the annual management and budgetary targets	X	
The policy for senior managers' remuneration and performance assessment	X	
The policy for overseeing and managing risks, and the periodic monitoring of the internal information and oversight systems	X	
The pay-out policy and the treasury-stock policy, especially their limits.	X	

B.1.11 Fill in the following tables on the aggregate remuneration of directors accruing during the year:

a) In the company covered in this report:

Remuneration item	Figures in thousands of euros
Fixed pay	1.977
Variable pay	3.818
Per diem	670
Bylaw perquisites	0
Share and other financial options	0
Others	16
Total:	6.481

Other benefits	Figures in thousands of euros
Advances	0
Loans granted	0
Funds and pension funds Contributions	0
Funds and pension funds Contractual obligations	0
Life-insurance premiums	16
Guarantees constituted by the company for the directors	0

b) For company directors sitting on other boards of directors and/or belonging to the senior management of group companies:

Remuneration item	Figures in thousands of euros
Fixed pay	0
Variable pay	0
Per diem	0
Bylaw perquisites	0
Share and other financial options	0
Others	0
Total:	0

Other benefits	Figures in thousands of euros
Advances	0
Loans granted	0
Funds and pension funds Contributions	0
Funds and pension funds Contractual obligations	0
Life-insurance premiums	0
Guarantees constituted by the company for the directors	0

c) Total remuneration by type of directorship:

Type of directorship	By company	By group
Executives	4,677	0
Proprietary directors	1,645	0
Independent External Directors	159	0
Other External Directors	0	0
Total	6,481	0

d) Regarding the attributable profit of the dominant company:

Total remuneration of all directors (euro thousands)	6,481
Total remuneration all directors/attributable profit of dominant company (expressed as %)	13,6

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

Name	Office
Francisco Javier Bardají Hernando	Director of Communication and Corporate Marketing
Fernando Costi Pérez	Director of Internal Auditing
Gloria Fernández Lomana	Director of Information Services
Luis Gayo del Pozo	General Secretary
José Manuel González Pacheco	Director of Strategy
Miguel Ángel Lejarza Ortiz	Director of TV division
Antonio Manso Marcos	Chief Financial Officer

Eduardo Olano Codesido	Director of Advertising Division
Carmen Rodríguez Martín	Director of Regulatory Matters and Institutional Relations
Giorgio Sbampato	Director of Development and New Projects Division (until February 2009)

Total remuneration senior management (euro thousand)	4.409
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B.1.13 Identify in aggregate terms whether there are ring-fence or guarantee clauses for cases of dismissal or changes of control in favour of the senior management, including executive directors, in the company or in its group. Indicate whether these contracts must be disclosed and/or approved by the company or group governance bodies:

Number of beneficiaries	0
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	Board of Directors	Shareholders' Meeting
Body authorising the clauses	YES	NO

Was the AGM informed of the clauses?	NO
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B.1.14 Indicate the process to establish remuneration of board members and the relevant By-law clauses:

Process to establish the remuneration of board members and the relevant bylaw clauses
<p>In the General Shareholders' Meeting held on 29 March 2006, article 34 of the Company's By-Laws was changed, and in the new wording it reads as follows:</p> <p>"The remuneration of the Board will be of a mixed nature consisting of a fixed sum and a variable sum, this latter in the form of allowances for the attendance to the meetings of the Board and of its Committees. For each fiscal year and for the fiscal years set out by the Meeting itself, the Shareholders' General Meeting will decide the amount of the remuneration either on an individual basis or fixing a maximum aggregate sum for each remuneration item or for both, and will be able to fix a different remuneration for each Director. Such resolution of the Meeting will be in force as far as it is not expressly amended by the General Meeting itself. The remuneration as Director set out in this article will be compatible with the remaining professional or work remuneration of the Directors related to whatever 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."</p> <p>The same Shareholders' Meeting adopted the following resolution regarding the remuneration of the Company's Directors:</p> <p>"The remuneration of the Directors will be of a mixed nature, a fixed sum and a variable sum. This latter will consist of allowances for the attendance to the meetings of the Board and its Committees and the maximum amount will be the one agreed by the Shareholders' General Meeting held on 29th August 2003. The fixing of the exact amount of the fixed remuneration of the members of the Board of Directors and the Executive Committee, as well as the one corresponding to allowances for the attendance to each one of the meetings of the different corporate bodies is expressly delegated to the Board of Directors, always respecting the maximum amounts. The economic remuneration to be perceived by the Directors, as a whole, will be subject to the following limits:</p> <p>The total of: a) the mixed remuneration perceived by the Directors during each fiscal year, in accordance with the provisions of the two first paragraphs of article 34 of the Corporate By-laws and as agreed from time to time by the Meeting, plus b) the remuneration perceived in consideration of the professional, mercantile or work relationships of the members of the Board of Directors, in accordance with the provisions of the third</p>

paragraph of article 34 of the Corporate By-laws, irrespective of whether they have been granted powers or not, and as a result of any functions performed for the Company (either of a general management, other managerial, executive, advisory and consulting nature or the rendering of any other services, but different from the supervision and decision functions as Directors), may not exceed, in aggregate for all the Directors and during each year, the sum of EURO THREE MILLION (€3,000,000).

Exceptionally, assuming that the number of meetings of the Board or of its Committees to be held during a given fiscal year, plus the remunerations set out in point 1.b) above, reach such maximum figure, no allowances for attendances will be paid for the remaining meetings of the Board or its Committees to be held during such fiscal year.

Additionally, assuming that the contracts governing the relationships referred to in point 1.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 honour to the other party any indemnities set out in the contract itself, the total amount of such indemnities cannot exceed, in the context of all such contracts then in force, the sum of EURO THREE MILLION (€ 3,000,000). Such eventual indemnity, if any, will not affect the limit set out in paragraph 1 above.

Those remunerations, if any, derived from any incentive schemes or variable remuneration expressly approved by the General Meeting will be considered excluded from the scope of this agreement.”

In accordance with the express delegation of powers to the Board of Directors, contained in the written agreement of the General Meeting, by virtue of which the Board itself must set the exact amount of the fixed remuneration to be paid to its members and the members of the Executive Committee, as well as the allowances for attending each one of the meeting held by the various committees (respecting the maximum amounts established in the same meeting resolution), the Board of Directors (after being approved by the Appointment and Remuneration Committee), adopted, at its meeting on the 26 April 2006, the resolution described below:

“(a) The approval of an annual fixed remuneration of €25,000 for each member of the Board of Directors, and an attendance allowance per Board meeting of €2,000.

(b) The approval of an annual fixed remuneration of €50,000 for each member of the Executive Committee, and attendance allowance of €2,500 for each meeting of the Executive Committee.

(c) The approval of an attendance allowance of €2,000 for each meeting of the Audit and Control Committee, without fixed remuneration.

(d) The approval of an attendance allowance of €2,000 for each meeting of the Appointment and Remuneration Committee, without fixed remuneration”.

The new Board of Directors' Regulation, in article 32, has included the stipulations of the By-laws in respect of remunerations in the following terms:

“In accordance with the provisions of the Corporate By-laws, the Board of Directors will determine the remuneration that corresponds to each Director, subject to a prior report from the Appointments and Remunerations Committee.

The remuneration of the Directors will be transparent and divulged from time to time in accordance with the applicable legal provisions and the corporate governance criteria adopted by the Company.

The Board must try that the remuneration of the Directors is in line with the market practice considering the activities of the Company, its size and the evolution of its financial results.

In the case of external Directors, such remuneration must be the necessary one to compensate the dedication, qualification and responsibility required by the office, but not so high that it might compromise their independence.

The remuneration of the Directors will be of a mixed nature, with a fixed tranche and a variable tranche, this latter taking the form of allowances for the attendance to the meetings of the Board and of its Committees.

For each fiscal year or for the years established by the Meeting, the Shareholders' General Meeting will decide the amount of the individual remunerations or will fix a total maximum for each remuneration item or for both. The remuneration may differ from one Director to another. The resolution of the Meeting will be in force as long as it is not expressly amended by the General Meeting itself.

The remuneration of a Director set out in this Article will be compatible with the remaining professional or work income perceived by the Directors for any executive or advisory functions, if any, that they might perform for the Company, other than the supervision and decision functions performed in their capacity as Directors. Such remuneration will be subject to the legal system applicable.”

State whether the board, in plenary session, has reserved powers to approve the following resolutions:

	YES	NO
At the proposal of the CEO, the appointment and possible severance of senior managers, and their compensation clauses.	X	
The remuneration of directors and, in the case of executive directors, the additional pay for their executive duties and other terms and conditions to be included in their contracts.	X	

B.1.15 Indicate whether the board of directors approves a detailed remuneration policy and explain on which issues it pronounces its opinion:

Yes No

	YES	NO
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 ensuing on this	X	
Variable remuneration items	X	
Main characteristics of the pension and annuity systems, with a estimate of their amount or equivalent annual cost	X	
Conditions that the contracts of executive directors in senior management must respect	X	

B.1.16 Indicate whether the Board of Directors submits an annual report on the directors pay policy to the AGM 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 the consultants involved:

Yes No

Issues on which the board pronounces on remuneration policy

Role of the Remuneration Committee

	YES	NO
Has external consultancy been used?		X
Identity of external consultants		

B.1.17 Indicate, where applicable, the identity of board members who also sit on boards or form part of the management of companies that hold significant shareholdings in the listed company and/or in its group companies:

Name of director (person or company)	Name of significant shareholder	Office
JOSÉ MANUEL LARA BOSCH	GRUPO PLANETA- DE AGOSTINI, S.L.	CHAIRMAN OF BOARD OF DIRECTORS
ELMAR HEGGEN	UFA FIM UND FERNSEH, GMB	CFO OF RTL GROUP, S.A. DIRECTOR OF CORPORATE CENTRE IN LUXEMBURG
JOSÉ CREUHERAS MARGENAT	GRUPO PLANETA- DE AGOSTINI, S.L.	DIRECTOR
MARCO DRAGO	GRUPO PLANETA- DE AGOSTINI, S.L.	DEPUTY CHAIRMAN OF BOARD OF DIRECTORS
NICOLAS ABEL BELLET DE TAVERNOST	UFA FIM UND FERNSEH, GMB	MEMBER OF OPERATIONS MANAGEMENT COMMITTEE

List the relevant affiliations other than those considered in the above paragraph, which link board members to significant shareholders and/or companies in their group:

Name of affiliated director (person or company)	Name of significant shareholder	Description of relationship

B.1.18 Indicate whether during the year there has been any change in the board regulations:

Yes No **X**

Description of modifications

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

Appointment of Directors (Article 13 and 14 of the Board of Directors' Regulation)

The members of the Board of Directors will be appointed by the Shareholders' General Meeting, in accordance with the provisions of the Joint Stock Companies Law and the Corporate Bye-laws. In the case of vacancies, the Board may appoint, among the shareholders, those persons who will fill such vacancies until the next General Meeting.

The persons proposed to hold the office of Director will have to meet the requisites set out from time to time by the legal provisions in force and the Corporate Bye-laws, apart from enjoying a recognized professional prestige and the appropriate skills and experience to hold such office.

Any persons affected by any prohibitions or by the incompatibilities established by the applicable legislation will not be able to hold the office of Director of the Company.

The proposal for the appointment or re-election of Directors submitted by the Board to the Shareholders' General Meeting, as well as the provisional appointment by co-option, will require the prior relevant report from the Appointments and Remunerations Committee.

The Directors will hold their office during the term set out in the Corporate Bye-laws, and may be indefinitely re-

elected for similar periods. The appointment of the Directors will expire, once their term of office has lapsed, upon the holding of the next General Meeting or upon the expiration of the legal term to hold the meeting that will decide on the approval of the accounts of the previous year.

The office of those directors appointed by co-option must be ratified at the first General Meeting held after their appointment.

Dismissal of Directors (Article 15 of the Board of Directors' Regulation)

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

B.1. 20 Indicate the circumstances under which directors are obliged to resign.

According to the same article 15 of the aforesaid 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 Directors do no longer hold the executive offices to which their appointment as Directors was linked.
- b) When the shareholder represented by the nominee Directors sells its whole shareholding and, on a pro rata basis, when such shareholder reduces its shareholding up to a limit that requires a reduction in the number of its nominee Directors.
- c) When they incur in any of the incompatibilities or prohibitions set out by the legislation in force.
- d) When they are seriously reprimanded by the Appointments and Remunerations Committee as a result of an infringement of their liabilities as Directors.
- e) 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.
- f) When a Director is condemned or oral proceedings are opened against him for any of the offences set out in Article 124 of the Joint Stock Companies Law.

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 Committee.

B.1.21 Explain whether the role of chief executive officer in the company is played by the chairman of the board. If so, indicate the measures taken to limit the risks of accumulating powers in a single person:

Yes No

Measures to limit risks

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 external directors and to direct the assessment by the Board of Directors.

Yes No

Explanation of rules

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 resolution:

Delegation of powers to one or several Managing Directors and cancellation of the powers of the Managing Directors-

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 have to be higher than the number of those absent.	51.00
Type of Majority	%
Two thirds. (art. 141 Public Limited Companies Act and 32 By-Laws)	66.60

Description of resolution:

Delegation and cancellation 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 have to be higher than the number of those absent.	51.00
Type of Majority	%
Two thirds. (art. 141 Public Limited Companies Act and 32 By-Laws)	66.60

Description of resolution:

Appointment and dismissal of members of 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 have to be higher than the number of those absent.	51.00

Type of Majority	%
Two thirds. (art. 141 Public Limited Companies Act and 32 By-Laws)	66.60

Description of 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 have to 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.	66.60

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

Yes No

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

Yes No

Matters for which there is a casting vote

**B.1.25 Indicate whether the By-laws or the board regulations establish any age limit for directors:
Description of requirements**

Yes No

Age limit for Chairman	<input type="checkbox"/>
Age limit for CEO	<input type="checkbox"/>
Age limit for directors	<input type="checkbox"/>

B.1.26 Indicate whether the By-laws or the board regulations establish any limit for independent directors' term of office:

Yes No

Maximum term of office

12

B.1.27 If there are few or no female directors, explain the reasons and the initiatives adopted to correct the situation.

Explanation of reasons and initiatives
The company's Directors are selected and appointed following criteria of professional suitability, which do not in any way prevent women from possibly appointed as Directors.

In particular, indicate whether the Appointments & Remuneration committee has established procedures for selecting female directors, and deliberately seeks candidates meeting the required profile:

Yes

No

Indicate the main procedures

B.1.28 Indicate whether there are formal processes for delegating votes on the board of directors. If so, describe them briefly.

Delegation of votes is only allowed when in writing addressed to the Chairman or the Secretary, if it is carried out prior to the meeting and if the person designated is another member of the Board who also has voting rights.

B.1.29 Indicate the number of meetings the board of directors has held during the year. Where applicable, indicate how many times the board has met without the chairman in attendance:

Number of board meetings	10
Number of board meetings not attended by the chairman	0

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

Number of Executive committee meetings	10
Number of Audit committee meetings	5
Number of Appointments & Remuneration committee meetings	1
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, non-attendance shall mean proxies given without specific instructions:

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 to the board's approval are certified beforehand:

Yes

No

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

Name	Position

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 AGM with a qualified auditors report.

The Regulation of the Board of Directors (article 24.10) entrusts the Audit and Control Committee with the duty of ensuring that the Board submits the accounts to the Shareholders' Meeting without reservations or qualifications in the audit 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. There have been no qualifications in the recent years' accounts.

B.1.33 Is the company secretary a director? :

Yes No

B.1.34 Explain the procedures to appoint and removal of the Secretary of the Board, indicating whether his/her appointment or removal has been reported by the Appointment Committee and approved by the full Board. Procedure for appointment and approval.

Procedure for appointment and approval
The Board of Directors appoints the Secretary of 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 exists.
The appointment or removal of the Secretary or Deputy Secretary must be reported by the Appointment and Remuneration Committee and approved by the full Board.
Both the Appointment and Remuneration Committee and the Board of Directors will be ensure that the Secretary and the Deputy Secretaries are chosen from among prestigious professionals and with the ideal qualifications to perform their functions, likewise guaranteeing their independence and impartiality.

	Yes	No
Did the Appointment Committee report the appointment?	X	
Did the full Board of Directors approve the appointment?	X	
Did the Appointment Committee report the removal?	X	
Did the full Board of Directors approve the removal?	X	

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

Yes No

Comments
Board of Director regulations stipulate that the Secretary of the Board is in charge of ensuring that the Board of Director's actions take into consideration the good governance recommendations dictated by the regulator that the company has accepted.

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 internal audit duties are independent and efficient; for proposing the selection, appointment, re-election and dismissal of internal audit personnel; for proposing the budget for this service; receiving regular information regarding its activities; and for verifying that senior management takes into account the conclusions and recommendations of its reports.

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

- a) The Company will have to inform the Spanish Securities Market Commission (CNV), in a regulatory statement, of a change of auditor, attaching thereto, as the case may be, a statement regarding the possible disagreements with the outgoing auditor and, if they had existed, the content thereof.
- b) Ensure that the Company and the auditor comply with laws applicable regarding the provision of services other than auditing services, restrictions on the concentration of the auditor's business, and, in general, other laws stipulated to safeguard the independence of auditors.
- c) Examine the circumstances which might have led to the resignation of the external auditor, should this event arise.

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

Yes No

Outgoing auditor Incoming auditor

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

Yes No

Explanation for disagreements

B.1.37 Indicate whether the audit firm does other work 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 in the total fees charged to the company and/or its group:

Yes No

	Company	Group	Total
Amount for work other than audit (euros thousand)	348	6	354
Amount of work other than audit / total amount billed by the audit firm (in %)	68,550	7,790	60,550

B.1.38 Indicate if the audit report on the Annual Accounts for the year contain any reservations or safeguards. If so, indicate the reasons given by the Chairman of the Audit Committee to explain the content and scope of said reservations or safeguards.

Yes No

Reasons given

B.1.39 Indicate the number of years during which the current audit firm has been doing the audit of the financial statements for the company and/or its group without interruption. Indicate the percentage of the number of years audited by the current audit firm to the total number of years in which the annual financial statements have been audited:

	Company	Group
Number of years running	13	13

	Company	Group
Number of years audited by current audit firm / number of years the company has been audited (%)	72.2	72.2

B.1.40 Indicate the holdings of the company's board members in the capital of institutions that have the same, an equivalent or a supplementary kind of activity to that of the corporate object of the company and its group, that have been communicated to the company. Indicate the Offices or duties they exercise in these institutions:

B.1.41 Indicate and, where applicable, give details on the existence of a procedure for directors to get external advisory services:

Yes No

Provide details of the procedure
The procedure is set out in article 33.5 of the Board Regulation. Should it require assistance to carry out its duties, the Board can agree – by majority – to contract legal, accounting, financial advisors or other specialists, at the Company's expense. In this event, the functions commissioned must address specific problems on a certain scale and with a certain complexity apparent in its duties.

B.1.42 Indicate and, where applicable, give details on the existence of a procedure for directors to get the information they need to prepare the meetings of the governing bodies in sufficient time:

Yes No

Provide details of the procedure
Together with the notice of the holding of the meetings of the Board of Directors, in accordance with the procedure set out in article 28.4 of the Board Regulation, each Director is sent the Agenda proposed by the Chairman. The Agenda must be sufficiently precise regarding the subjects to be addressed. The notice includes the information which may be presented in the Board meeting, unless, in the Chairman's opinion, in exceptional cases and on grounds of security, it is more fitting that the aforesaid documentation be analysed in the corporate headquarters alone.
The Board Secretary processes the Directors' requests in respect of the information and documentation on the subjects with which the Board must be familiar, including requests for further information which Directors might consider necessary regarding matters for which the Board is responsible. Furthermore, it adopts the necessary measures to ensure that the Board is always familiar with the matters addressed and the decisions adopted by the Executive Committee and the rest of the Committees which might be constituted, and must ensure that all the Board members receive a copy of the Minutes of the meetings of the Executive Committee and the other Committees.

B.1.43 Indicate and, where applicable give details, whether the company has established rules obliging directors to inform and, where applicable, resign under circumstances that may undermine the company's credit and reputation:

Yes No

Explain the rules
Pursuant to article 15.2 of the Board of Directors' Regulation, Directors must tender their resignation to the Board of Directors, and formalise the pertinent resignation if the latter considers it fitting, in the event that any Director gives rise to circumstances which could be detrimental to the Company's credit and reputation. For these purposes, the Director will have to inform the Board immediately of the criminal charges which he or she could face, and of the subsequent proceedings.

B.1.44 Indicate whether any board member has informed the company of being sued or having any court proceedings opened against him or her for any of the offences listed in article 124 of the Companies Act:

Yes No

Name of Board member	Criminal Charges	Observations

Indicate whether the board of directors has analysed the case. If so, explain the grounds for the decision reached as to whether or not the director should remain on the board.

Yes No

Decision taken	Explanation
Should remain / should not remain	

B.2. Committees of the Board of Directors

B.2.1 Provide details of all the Board of Directors' committees and their members:

EXECUTIVE COMMITTEE

Name	Office	Type
José Manuel Lara Bosch	Chairman	EXECUTIVE
Maurizio Carlotti	Deputy Chairman	EXECUTIVE
Marco Drago	Board member	PROPRIETARY
Nicolas Abel Bellet de Tavernost	Board member	PROPRIETARY
Silvio González Moreno	Board member	EXECUTIVE

APPOINTMENT AND REMUNERATION COMMITTEE

Name	Position	Type
Pedro Ramón y Cajal Agüeras	Chairman	EXTERNAL INDEPENDENT
Nicolas Abel Bellet de Tavernost	Deputy Chairman	PROPRIETARY
José Creuheras Margenat	Board member	PROPRIETARY
María Entrecanales Franco	Board member	EXTERNAL INDEPENDENT
Mauricio Casals Aldama	Board member	PROPRIETARY

AUDIT COMMITTEE

Name	Position	Type
Elmar Heggen	Chairman	PROPRIETARY
Aurora Catá Sala	Deputy Chairman	EXTERNAL INDEPENDENT
José Creuheras Margenat	Board member	PROPRIETARY
Pedro Ramón y Cajal Agüeras	Board member	EXTERNAL INDEPENDENT

B.2.2 Mark with a cross the duties assigned to the Audit Committee:

	Yes	No
To supervise the process of drawing up the financial information and its integrity for the Company and its Group, reviewing compliance with regulatory requirements, suitable scope of the consolidation perimeter and the correct application of accounting principles	X	
To periodically review the systems of internal risk management and oversight to ensure the main risks are identified, managed and sufficiently well known	X	
To ensure the independence and efficacy of the internal audit. To propose the selection, appointment, re-election and severance of the internal audit officer. To propose the budget for the internal audit service. To receive periodic information on its activities and to verify that the senior management takes due note of the conclusions and recommendations from its reports	X	
To establish and supervise a mechanism that enables employees to confidentially and, if this is deemed appropriate, anonymously communicate irregularities they notice within the Company that may be of potential importance, especially financial and accounting irregularities		X
To put to the Board the proposals for selection, appointment, re- election and substitution of the external auditor and the terms and conditions of engagement	X	
To receive regular information from the external auditor on the audit plan and the outcome of its execution, verifying that the senior management takes due note of its recommendations	X	
To ensure the independence of the external auditor	X	
In the Group, to help the Group auditor take responsibility for the auditing of the companies comprising it.	X	

+

B.2.3 Give a description of the rules governing the organisation and running of each of the board committees and the responsibilities attributed to each.

I) Audit and Control Committee (Article 33 of By-Laws and 23 of the Board Regulation).

The Audit and Control Committee is made up of four Board members, within the limits established in the By-Laws (between three and five). They are all external, in accordance with the provisions of the Board Regulation, and are appointed by its own members, its number being set depending on the Company's specific circumstances and taking into account the knowledge, skills and experience of the Board members and the Committee's tasks.

The Chairman of the Audit and Control Committee will be appointed by the Committee itself among its members for a maximum term of four (4) years and can be re-elected only for an additional term once one (1) year has lapsed since his dismissal.

The Secretary of the Audit and Control Committee will be the Secretary of the Board of Directors or, in his absence, a Deputy Secretary. In the absence of the Secretary of the Committee, the member of the Committee appointed by such Committee among the attendants to the relevant meeting will act as Secretary.

The Board will discuss the proposals and the reports of the Committee. The Committee will report its activities and the work performed on the occasion of the first plenary meeting of the Board held after each one of the meetings of the Committee.

All the members of the Committee will be external Directors, without prejudice to the attendance of the executive Directors or top managers, when so expressly agreed by the members of the Committee.

The Committee will meet, subject to the prior summons of the Chairman, on a quarterly basis and when so requested at least by three of its members, by the Executive Committee or by the Chief Executive Officer.

The Audit and Control Committee will be validly constituted when the number of Directors either present or represented exceeds the number of Directors absent, and will adopt its resolutions by a majority of the attendants. In case of tie, the Chairman will have the casting vote.

II) Appointment and Remuneration Committee (Article 25 of the Board Regulation).

Is made up of four Board members, within the limits established in the By-Laws (between three and five). They are all external, in accordance with the provisions of the Board Regulation, and are appointed by its own members, its number being set depending on the Company's specific circumstances and taking into account the knowledge, skills and experience of the Board members and the Committee's tasks.

The Chairman of the Appointments and Remunerations Committee will be appointed by the Committee itself among its members for a maximum term of four (4) years.

The Secretary of the Appointments and Remunerations Committee will be the Secretary of the Board of Directors or, in his absence, a Deputy Secretary. In the absence or impossibility of the Secretary of the Committee, the member of the Committee appointed by such Committee among the attendants to the relevant meeting will act as Secretary.

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 Committee will meet, subject to the prior summons of the Chairman, when considered appropriate by the Chairman or when so requested at least by three of its members, by the Executive Committee or by the Chief Executive Officer.

The Appointments and Remunerations Committee will be validly constituted when the number of Directors either present or represented exceeds the number of Directors absent, and will adopt its resolutions by a majority of the attendants. In case of tie, the Chairman will have the casting vote.

III) Executive Committee (Article 32 of By-Laws and 21 and 22 of the Board Regulation).

Made up of five Board members, within the limits set out in the By-Laws (between 3 and 9).

They will be appointed with the favourable vote of two thirds of the Board of Directors, considering the most appropriate number of members and the specific circumstances of the Company. Consequently, the Board will determine from time to time the number of members of such Committee on the basis of its own size, the optimal performance and the maximum efficiency of the Executive Committee and the number of members of the remaining committees regulated by these Regulations.

The following persons will be members of the Executive Committee: the Chairman of the Board of Directors, once appointed as a member of such Committee and who will also act as Chairman of the Committee, and the Chief Executive Officer. The Secretary will be the Secretary of the Board of Directors or the person appointed by the Board itself and, otherwise, a Deputy Secretary. In the absence of both, the member of the Committee appointed by such Committee among the attendants to the relevant meeting. The Secretary of the Committee will only have a right to vote if he is also a Director and a member of the Executive Committee.

The Executive Committee will meet, subject to the prior summons by the Chairman, when so required by the interests of the Company, and, regularly, once a month unless the Chairman does not consider it necessary.

The Executive Committee will be validly constituted with the attendance, either personally or by proxy, of at least half plus one of its members and its resolutions will be adopted with the favourable vote of a majority of its members, either present or represented by another Director who is also a member of the Executive Committee. In case of tie, the Chairman will have the casting vote.

The Secretary will be in charge of writing up the Minutes of each meeting of the Executive Committee.

The Board of Directors must always be informed about the matters discussed and the resolutions adopted by the Executive Committee. To that effect, the Secretary of the Board will ensure that all the members of the Board receive a copy of the Minutes of the meetings of the Executive Committee.

As far as possible, the provisions included in the Corporate By-laws and in these Regulations regarding the organization and operation of the Board will be applicable to the Executive Committee.

B.2.4 Indicate the powers of advice, queries and, where applicable, proxies for each of the committees:

Name of committee	Outline
Executive Committee	The Executive Committee is delegated, on a permanent basis, with all the powers of the Board of Directors, except those which cannot be delegated. Other Board Committees are not delegated with any powers. The By-Laws and the Board Regulation specify the Committee's advisory and consulting duties.

B.2.5 Indicate the existence of Regulations governing the Committees of the Board of Directors, the place where they are available for consultation and any amendments made during the year. In turn, indicate whether any annual report on the activities of each Committee was prepared on a voluntary basis.

B.2.6 Indicate whether the composition of the executive committee reflects the participation on the board of different directors as a function of their condition:

No.

If not, explain the composition of the executive committee
<p>As stated above, the Executive Committee is only made up of non-executive board members:</p> <ol style="list-style-type: none"> 1. The Chairman of the Board, executive director, and also a nominee director, representative the leading significant shareholder, Grupo Planeta- de Agostini. 2. The Deputy Chairman, who is an executive board member. 3. A nominee Director of Grupo Planeta- de Agostini S.L. the largest shareholder with the largest stake (44.58%). 4. A nominee Director of the second most significant shareholder (UFA FILM UND FERNSEH GMBH), which owns 20.49% of share capital. 5. The CEO who is executive Director. <p>The Secretary of the Executive Committee is the Secretary of the Board of Directors.</p>

C RELATED-PARTY TRANSACTIONS

C.1 State whether the board in plenary session has reserved the powers to approve, on the basis of a favourable report from the Audit committee or any other entrusted with such a report, the transactions in which the company engages with directors, significant shareholders or shareholders represented on the board or parties related to them:

Indeed, in accordance with article 9.2.c), the Board in plenary session has reserved the powers to approve, *inter alia*:

Transactions carried out by the company with Directors, with significant shareholders or those represented on the Board, or with persons affiliated to them (related-party transactions). This authorisation of the Board shall not be required in related-party operations performed by virtue of contracts with standardised terms applied *en masse* to many clients, and also at prices or rates established on a general basis by whosoever acts as the supplier of the good or service in question.

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 of significant shareholder	Name of the company or part of the group	Nature of relationship	Type of transaction	Amount (thousand euros)
Grupo Planeta de Agostini, S.L.	AUDIOVISUAL ESPAÑOLA 2000, S.A.	Commercial	PROVISION OF SERVICES	718
Grupo Planeta de Agostini, S.L.	AUDIOVISUAL ESPAÑOLA 2000, S.A.	Contractual	RECEIPT OF SERVICES	267
Grupo Planeta de Agostini, S.L.	CANAL DIRECTO INTERACTIVO, S.L.	Commercial	PROVISION OF SERVICES	24
Grupo Planeta de Agostini, S.L.	CENTRO DE ESTUDIOS CEAC, S.L.	Commercial	PROVISION OF SERVICES	615
Grupo Planeta de Agostini, S.L.	CORPORACIO CATALANA DE COMUNICACIO, S.L.	Contractual	RECEIPT OF SERVICES	53
Grupo Planeta de Agostini, S.L.	CORPORACIO CATALANA DE COMUNICACIÓN, S.L.	Contractual	PROVISION OF SERVICES	2
Grupo Planeta de Agostini, S.L.	DEAPLANETA PRODUCCIONES AUDIOVISUALES, S.A.	Commercial	PROVISION OF SERVICES	3
Grupo Planeta de Agostini, S.L.	DEAPLANETA PRODUCCIONES AUDIOVISUALES, S.A.	Contractual	RECEIPT OF SERVICES	100
Grupo Planeta de Agostini, S.L.	DEAPLANETA, S.L.	Contractual	PROVISION OF SERVICES	890
Grupo Planeta de Agostini, S.L.	DEAPLANETA, S.L.	Contractual	RECEIPT OF SERVICES	480
Grupo Planeta de Agostini, S.L.	EDICIONES ALTAYA S.A.	Commercial	PROVISION OF SERVICES	230
Grupo Planeta de Agostini, S.L.	EDICIONES DESTINO S.A.	Commercial	PROVISION OF SERVICES	44
Grupo Planeta de Agostini, S.L.	EDITORIAL PLANETA, S.A.	Contractual	PROVISION OF SERVICES	288
Grupo Planeta de Agostini, S.L.	EDITORIAL PLANETA, S.A.	Contractual	RECEIPT OF SERVICES	19
Grupo Planeta de Agostini, S.L.	EDITORIAL PAGINA CERO GALICIA, S.A.	Contractual	RECEIPT OF SERVICES	39
Grupo Planeta de Agostini, S.L.	EDITORIAL PAGINA CERO, S.A.	Contractual	PROVISION OF SERVICES	1,232
Grupo Planeta de	EDITORIAL PAGINA	Contractual	RECEIPT OF	10,343

Agostini, S.L.	CERO, S.A.		SERVICES	
Grupo Planeta de Agostini, S.L.	EDITORIAL TEMAS DE HOY, S.A.	Commercial	PROVISION OF SERVICES	28
Grupo Planeta de Agostini, S.L.	ESPASA CALPE, S.A.	Contractual	RECEIPT OF SERVICES	25
Grupo Planeta de Agostini, S.L.	ESPASA CALPE, S.A.	Contractual	PROVISION OF SERVICES	3
Grupo Planeta de Agostini, S.L.	ESPASA CALPE, S.A.	Contractual	PROVISION OF SERVICES	18
Grupo Planeta de Agostini, S.L.	ESPASA LIBROS, S.L.	Contractual	PROVISION OF SERVICES	12
Grupo Planeta de Agostini, S.L.	IP NETWORK,S.A.	Contractual	RECEIPT OF SERVICES	59
Grupo Planeta de Agostini, S.L.	LANETRO ZED, S.A.	Contractual	RECEIPT OF SERVICES	174
Grupo Planeta de Agostini, S.L.	LANETRO ZED, S.A.	Contractual	PROVISION OF SERVICES	5
Grupo Planeta de Agostini, S.L.	MAGNOLIA TELEVISIÓN ESPAÑA, S.L.	Commercial	PROVISION OF SERVICES	1,787
Grupo Planeta de Agostini, S.L.	PLANETA AD NETWORK, S.L.	Commercial	PROVISION OF SERVICES	17
Grupo Planeta de Agostini, S.L.	PLANETA AD NETWORK, S.L.	Contractual	RECEIPT OF SERVICES	195
Grupo Planeta de Agostini, S.L.	PLANETA DE AGOSTINI, S.A.	Commercial	PROVISION OF SERVICES	1,132
Grupo Planeta de Agostini, S.L.	PLANETA DIRECTO, S.L	Contractual	PROVISION OF SERVICES	539
Grupo Planeta de Agostini, S.L.	PLANETA ECOMMERCE NETWORK, S.L.	Contractual	PROVISION OF SERVICES	3
Grupo Planeta de Agostini, S.L.	PLANETA ECOMMERCE NETWORK, S.L.	Contractual	RECEIPT OF SERVICES	14
Grupo Planeta de Agostini, S.L.	PLANETA MEDIOS DIGITALES, S.L.	Contractual	RECEIPT OF SERVICES	16
Grupo Planeta de Agostini, S.L.	PLANETA SISTEMAS Y OPERACIONES, S.L.	Contractual	RECEIPT OF SERVICES	55
Grupo Planeta de Agostini, S.L.	PRISMA PUBLICACIONES 2002, S.L.	Commercial	PROVISION OF SERVICES	1
Grupo Planeta de Agostini, S.L.	PUBLIPRESS TECNICOS ASOCIADOS, S.A.	Commercial	PROVISION OF SERVICES	3
Grupo Planeta de Agostini, S.L.	ULISES INTERACTIVE, S.L.	Contractual	RECEIPT OF SERVICES	13
Grupo Planeta de Agostini, S.L.	ULISES INTERACTIVE, S.L.	Contractual	PROVISION OF SERVICES	2
Grupo Planeta de Agostini, S.L.	ZED IBERIA, S.L.	Contractual	PROVISION OF SERVICES	576
Grupo Planeta de Agostini, S.L.	ZED WORLDWIDE S.A.	Contractual	PROVISION OF SERVICES	6,484
Ufa Film und Fernseh GmbH	FREEMANTLE MEDIA LIMITED	Contractual	RECEIPT OF SERVICES	351
Ufa Film und Fernseh GmbH	FREEMANTLE MEDIA LIMITED	Contractual	PROVISION OF SERVICES	15
Ufa Film und Fernseh GmbH	M6 METROPOLE PRODUCTION S.A.	Contractual	PROVISION OF SERVICES	604

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 senior managers:

Name of the	Name of the	Nature of	Type of operation	Amount
-------------	-------------	-----------	-------------------	--------

directors or managers	company or part of the group	operation		(thousand euros)

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 habitual traffic with respect to its object and conditions:

Name of the group's company	Outline of operation	Amount (thousand euros)

C.5 Indicate whether the board members have come across any situation of conflicting interests during the year, as defined under article 127 of the Companies Act.

Yes No

Name of director (person or company)	Definition of conflicts of interest

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.

None have been established

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

Yes No

Identify subsidiaries listed in Spain:

Subsidiaries listed in Spain

Identify whether the respective areas of activity and possible business relationships between these companies has been precisely and publicly defined, as well as those between the subsidiary and the other companies within the group;

Yes No

Define any potential business relations between the holding company and the listed subsidiary company and between the listed subsidiaries and other group companies

Identify the mechanisms established to resolve possible conflicts of interest between the listed subsidiary and the other group companies:

Mechanisms to resolve possible conflicts of interest

D RISK CONTROL SYSTEMS

D.1 Give a general description of risk policy in the company and/or its group, listing and evaluating the risks dealt with by the system, along with an explanation of how far these systems match the profile of each type of risk.

The Risk Management Model implemented in the Antena 3 Group is a tool to assist in Management decision-making and to efficiently address uncertainty and its related risks and opportunities, thereby improving the capacity for generating value.

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

1. **Consistency and Uniformity in Application of Model:** Assuring uniformity in the definition, identification and measuring of risks in 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 model through assessment tools and indicators.
4. **Policies, Standards and Procedures for action:** Means of communication and management tool for the divisions of the different Group companies.
5. **Compliance with Laws and Regulations:** Ensuring compliance with all regulations and laws applicable in the field of all its companies' 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:

- **Internal control environment**
The control environment of each area of the organisation is assessed on a regular basis. Analysis concerns how company personnel perceive risks and develop action plans, and the environment in which actions take place.
- **Setting of targets**
Every year targets are reviewed and set, and, with said targets, the level of acceptable risk is established, depending on the Group's global strategy and internal and external events identified during the prior period.
- **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 divisions or functions. The Antena 3 Group has a reference process chart in which all the processes of the Group's companies and activities are identified, classified and described. The main processes identified are as follows:

- Knowledge of advertising market, its audience and its trends.
- Development of corporate strategy.
- Designing programming grid.
- Commercialisation and sale of advertising slots.
- Contracting and production of programs and buying of rights.
- Broadcasting of programs.
- Human resources management.

- Information and technology management.
 - Administration and finance.
 - General infrastructure management.
 - Managing of external relations and communication.
 - Managing risks, transparency and compliance with regulations.
- **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:

- Risks associated with strategy
- Risks associated with internal processes
 - Risks associated with operation and processes:
 - Operating Risks
 - Technical Risks
 - Integrity Risks
 - Financial Risks
 - Management Risks
 - Risks of information for decision-taking:
 - Operational
 - Financial
 - Strategic
 - Risks associated with compliance.

Risks are evaluated taking into account:

- The inherent risk understood as risk of not taking action to modify its probability and impact.
- Residual risk, understood as the risk remaining once the responses to the risks have been adopted and implemented.

Subsequently, they are prioritised depending upon the importance and probability after the identified controls, defined as follows:

- **Importance:** Classified in accordance with the negative impact which the occurrence of the risk would have on the results and their 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:

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. The following have been identified: risks associated with regulatory changes, with changes in competition, in relations with shareholders, financial markets and others.

The Antena 3 Group has a multi-disciplinary working group dedicated to analysing 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 quantification of these risks, and this is one of the bases when defining measures to be taken to offset said risks and minimise the possible impact on value creation for shareholders.

Operating Risks

For the main processes, identification is summarised as follows:

- **Revenues for the sale of advertising space and commercial policy:** The Group avails itself of significant and reliable information for analysing changes in the demand of the industry and anticipates them by developing integral communication plans for customers which make it possible to broadcast advertising in both traditional and more innovative forms.

Ongoing analyses are performed on the surroundings 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 the broadcast, valuation of advertising slots, billing and collection, with a view to avoiding a loss of revenue and ensuring compliance with the policies and standards of the sales area.

- **Program production:** Each and every one of the production projects are analysed, approved and developed according to a programming strategy and based on an exhaustive analysis of expectations, audience objectives and commercial returns.

In order to minimise 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 conditions and terms to be used by those in charge with a view to avoiding unforeseen losses and contingencies.

- **Acquisition of broadcasting rights:** Broadcasting rights, which generally have a multi-year projection and validity, are acquired after the required studies of general trends and specific programming projections, suitability of the products, broadcasting capacity, pricing trends and authorised 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 contracting in general:** in the area of processes and their controls, it is important to note the modifications and improvements made to the procedure for outsourcing services, work carried on by companies for the Group, as well as in the asset purchase and investment process. The Group has designed an application for processing outsourcing and investment proposals which permits the electronic organisation and documentation of procedures for filling out outsourcing applications and their authorisation, 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 given in contracting processes more quickly, classifying in an orderly manner all purchase processes and contracts still to be authorised or executed and, in short, which makes it possible to have an overview of the flow of documents and the controls applied to them.

- **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 jobs.

The prevention service depends on the Office for Prevention and Medical Services, which is in charge of defining occupational risks, classifying them by job 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 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 those relating to broadcasting 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 public television service operators, a single company has been contracted to provide the services of carrying, supporting and disseminating the television signal. Any failure in these services could have a negative impact on the company's activity. Nonetheless, independent 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, 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.

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 their compliance with the established parameters. For this reason there are double sets of equipment on both of which preventive tests are carried out 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

The main financial risk 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, 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 minimise the probability of fraud, illegal conduct and unauthorised 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.

Risks deriving from information used in 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 magnitudes 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.

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

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.

- **Response to risks**

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

- Preventing
- Accepting
- Reducing
- Sharing

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 Directors 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.

- **Control measures**

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.

In addition to its adequate separation of functions and authorisation levels for operations, the Group avails itself of tools to carry out control activities, for example:

- Regulations and procedure applying to employees.
- Internal code of conduct in securities market matters.
- Procedures relating to the acquisition of products and services.
- Procedures relating to negotiating and selling advertising.
- IT applications:
 - Risk management system
 - Sales management system
 - Purchasing management system
 - Contracting proposals management system: authorisations for all contracting of services in the Group.

- **Information and communication**

The risk management system which the Antena 3 Group has established, within the management application; the pertinent channels so that all relevant information affecting risk management is identified and updated and thus the organisation is notified in proper 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 carrying out of action plans.
 - iii. Conclusions regarding the efficiency and efficacy of controls.
 - iv. Improvements for procedures and new action plans.

- **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 development of the annual 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 the risk classification and evaluation, in conjunction with established control activities and procedures.

D.2 Indicate if any of the risks facing the company and/or its group (operational, technological, financial, legal, reputational, tax, etc) have materialised:

Yes No

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

Risk materialised	Circumstance that led to it	Operation of control systems
Financial and operational risks	In 2009 the global crisis has had a significant impact on the Spanish economy. This fact has generated external economic risks that have affected the Antena 3 Group's business. The main impact has come from the contraction of the advertising market (the Group's main source of revenue) which has led to less investment in advertising and greater risk of insolvency.	The Group has the information systems and controls necessary to detect and anticipate the manifestation of these risks. Said controls have worked correctly and the Group has had access to the information necessary in order to readjust its budgets and forecast, while reasonably measuring the impact that these factors will have in the short and medium terms on its business and assets. On the other hand, the policy governing collection guarantees and credit limits for clients has ensured that the Group has not incurred any significant nor exceptional losses for failure to collect money owed or late payments from clients.

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

Yes No

If so, indicate the duties thereof.

Name of committee or body	Duties
Audit and Control Committee	<p>Defining the Company's policy on risk control and management, and ensuring it identifies at least: The different types of risk (operating, technical, financial, legal, reputation, etc.) faced by the Company, including, in economic and financial risks, contingent liabilities and other off-balance sheet risks.</p> <ol style="list-style-type: none"> 1. Setting the level of risk considered as acceptable by the Company. 2. Measures established to offset the impact of the risks identified, should they materialise. 3. The internal information and control systems used to control and manage the aforesaid risks, including contingent liabilities and off-balance sheet risks.

D.4 Identify and describe the compliance processes for the regulations and standards affecting the company and/or its group.

As stated in section D.1 of this Report, one of the A3TV Group's goals is to ensure compliance with the regulations and laws applicable in the field of all its companies businesses and activities. The processes designed to ensure this compliance are already specified in the aforesaid section.

Furthermore, there is a Regulatory Compliance Committee made up of the Secretary of the Board of Directors, the Chief Financial Officer, the Legal Director, the Director of Human Resources and the Director of Internal Auditing, and a regulatory Compliance department, which depends upon the former and which must seek to ensure compliance with the Securities Market rules of conduct within the company. A3TV has a computer system called SRC (System for applying internal conduct Rules as regards Securities Markets), available through intranet (a3net)m which enables a flow of information between the people affected and the ad hoc bodies that are competent to control their compliance.

The Management of Regulatory Matters and Institutional Relations, which answers directly to the Secretary General, is in charge of defending the company's interest in regulatory processes. This managerial team is in charge of analysing the possible impact of new regulations and monitoring the company's regulatory framework.

In the field of Protection of Privacy, steady progress has been made in the implementation of management models, supported by IT applications and methods determining effective compliance with the obligations required by laws applicable and assuring the security of personal data handled by A3TV. Within the framework of this special regulation in A3TV, the regulatory inspections required by law have been made to detect risks in this area, performed by first-rate expert consultants, computer and legal experts with acknowledged professional prestige in this field.

Security in the protection of personal data has a hierarchical organisational structure in keeping with its importance and level of responsibility, and has fluid and permanent contact with all areas involved: Systems, Legal Department, Human Resources, Financial Management, Internal Auditing etc. The security model implemented has a Group of companies focus and also includes all the external suppliers of services which have relations with A3TV: security, program production companies, etc., in the broadest possible sense.

In 2008 the Antena 3 Group joined the United Nations' Global Compact, through which it undertakes to support and develop this pact's ten principles related to respecting Human and Labour Rights, the environment and the fight against corruption.

In recognition of its efforts in Corporate Responsibility, since September 2008, the Antena 3 Group forms part of the FTSE4-Good Ibex index, one of the most important sustainable indices in the world that includes companies that have socially responsible business practices.

Antena 3 forms part of the Self-Regulation Committee and the Mixed Tracking Committee, two bodies in charge of ensuring that the Self-Regulation Code is properly applied to television contents and protecting young reviewers. More information at www.tvinfancia.es

As partner of the Advertising Self-Regulation Association (Autocontrol), Antena 3 Televisión undertakes to ensure that all its advertising complies with said organisation's Advertising Conduct Code, based on the International Chamber of Commerce Code of Advertising Practice.

In 2009, Antena 3 Televisión signed an agreement by which it undertakes to follow the rules set forth in the Food Advertising Self-Regulation Code aimed at minors, the prevention of obesity (PAOS Code) which was signed in 2005 between the Ministry of Health (Spanish Food Safety and Nutrition Agency) and the Food Industry. The Spanish Food and Drink Industry Federation, the Spanish Radio and Regional Television organisations and the Commercial Television Union have also signed this agreement, which aims to reduce advertising pressure on children under the age of 12 and promote good healthy habits among this age group. Likewise, Atres Advertising supports the self-regulation codes of sectors such as the spirits industry- FEBE Code- [http://www.febe.es/contenidos\(industria/codigo_index.as](http://www.febe.es/contenidos(industria/codigo_index.as) - or the beer code Spanish Beer Advertising Self-Regulation Code: http://www.cerveceros.org/cont_codig_autores.asp and demands that its clients comply with these documents.

Furthermore, the Antena 3 Group and, in particular, Atres Advertising has established a series of supervision mechanisms to prevent advertising infractions as much as possible.

Finally, a continuous dialogue is held between the operators, the Administration TNS Media (Sofres), Autocontrol and other consumer organisations and associations in order to comply with the laws governing advertising better.

E ANNUAL GENERAL MEETING

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

Yes No

	% quorum different from that stipulated in article 102 Public Limited Companies Act for general cases	% quorum different from that stipulated in article 103 Public Limited Companies for special cases of art. 103
Quorum required on first summons		
Quorum required on second summons		

Description of differences

E.2 Indicate and where applicable give details, whether there are any differences from the minimum standards established under the Companies act with respect to the adoption of corporate resolutions:

Yes No

Describe any differences from the guidelines established under the Company Act.

	Reinforced majority other than that stipulated in art. 103.2 Companies Act for cases of 103.1	Other cases of reinforced majority
% stipulated by company for adopting resolutions		

Description of differences

E.3 List all shareholders' rights regarding the general meetings different from than those established under the Company Act.

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

On the company's website (www.antena3.com) shareholders can find all the information on the AGM published through the CNMV. Furthermore, shareholders can ask questions share opinion and suggestions through this website.

Shareholders that have not received their voting and proxy cards from the entity holding their shares or if they wish to group their shares, they can request a duplicate on our website. Furthermore, they can find information on all aspects related to the GSM: proposed resolutions, voting systems, etc.

Shareholders who have the right to attend GSMs (those who hold 400 shares or more) can send a representative to the General Meeting and shareholders with less than 400 shares can delegate the representation of their shares, and their voting rights, to a shareholder who has the right to attend the General Meeting. Shareholders can also split up their vote so that the financial intermediaries can be considered

shareholders, although they act on behalf of other clients, and vote according to the instructions given by said shareholders.

Shareholders who hold less than 400 shares can join other shareholders that are in the same situation until they have enough votes to attend the General Meeting, delegating the power of representation to one of them. Likewise, shareholders can vote by mail or internet.

E.5. Indicate whether the office of Chairman of the Annual General Meeting is held by the Chairman of the Board of Directors. Detail any measures taken to guarantee the independence and suitable functioning of the Shareholders' Meeting:

Yes No

Description of measures
The application of the provisions of the Annual General Meeting Regulations guarantees the independence and suitable 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 investor's office to answer shareholders questions, as well as an Investor Relations Department

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

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

Date AGM	Attendance data				%Total of share capital
	% shareholders present	% attending by proxy	% voting remotely		
			E-voting	Others	
25-03-2009	0.057	71.105	0.000	2.284	73.446

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

RESOLUTIONS ADOPTED BY THE ORDINARY GENERAL MEETING HELD ON 25 MARCH 2009

I.- To approve, as stated in the legal documentation, the annual accounts (annual report, balance sheet and profit and loss account, changes in the net asset and cash flow statements) and the management report (which includes the information required by article 116 bis of the Securities Market Law) and proposal for the allocation of the results of Antena 3 de Televisión, S.A., as well as the accounts and management report of its consolidated group of companies, and its social management, for the fiscal year ending on 31 December 2009.

To approve, in the terms set forth in the legal documentation, the annual accounts (annual report, balance sheet and profit and loss account, changes in the net asset and cash flow statements) and the management report of Antena 3 Televisión, S.A. and its consolidated group of companies, corresponding to 2009, as stated by the Board of Directors, and approve the management of the Board of Directors of Antena 3 Televisión, S.A., corresponding to 2009.

Consequently, to approve the proposal for the allocation of 2007 results, taking into account that net profits, after the provision for the Corporate Tax corresponding to such year, amounted to Euro 91,940 thousand, which will be distributed in the manner and for the amounts described below:

- a) The sum of Euro 91,553 thousand will be allocated to the payment of dividends, of which Euro 66,219 thousand have been already distributed as an interim dividend paid on 15 September 2008, and the remaining Euro 25,334 thousand correspond to the maximum amount allocated to the payment of the final dividend of 2008, for a sum Euro 0.12 per share, which will be paid to the shareholders on 21 April 2009.

- b) The remaining amount, a minimum sum of Euro 387 thousand, will be allocated to offset losses incurred in previous years.

The amount distributed as interim dividend, which totalled 0.32 euros per share, plus the aforementioned amount allocated to final dividends, 0.12 euros per share, represent the total dividends for year 2008 which, therefore, amount to a total of Euro 0.44. Consequently, the resolution approved by the Board of Directors on 30 July 2008 related to such distribution of the interim dividend 2007 is ratified.

The Board of Directors has been delegated the powers necessary, granting all its members and the Secretary of the Board, the express power of proxy so that any of them can take the steps necessary to execute this agreement.

Approved with the vote of 99.9931% of the capital present or represented with voting rights

II.- Re-appointment and appointment of Board Members.

Upon receiving a favourable report from the Appointment and Remuneration Committee, part of the company's Board of Directors were re-appointed, given that some of its Directors' posts have expired and José Miguel Abad Silvestre, the proprietary board member representing Planeta de Agostini, resigned, effective on 19 February 2009.

The people affected by this renewal are those mentioned below. Each of them has been given the classified according to the Board's Regulations. Each re-appointment and appointment was voted on separately.

JOSÉ MANUEL LARA BOSCH was re-appointed as a proprietary board member representing the PLANETA DE AGOSITINI, S.L. Group.

His re-appointment was approved with 98.7765% of the capital present or represented with voting rights.

MAURIZIO CARLOTTI was re-appointed as an Executive Board Member.

His re-appointment was approved with 98.7765% of the capital present or represented with voting rights.

NICOLAS ABEL BELLET DE TAVERNOST was re-appointed as a proprietary board member representing the shareholder RTL COMMUNICATIONS, S.L. (UFA FILM UNDFERNSEH GMBH IS THE OWENER OF THE Antena 3 shares after the merger).

The re-appointment of JOSÉ CREUHERAS MARGENAT as a proprietary board member representing the PLANETA DE AGOSITINI, S.L. Group

His re-appointment was approved with 98.7765% of the capital present or represented with voting rights.

The re-appointment of MARCO DRAGO as a proprietary board member representing the PLANETA DE AGOSITINI, S.L. Group

His re-appointment was approved with 98.7765% of the capital present or represented with voting rights.

The re-appointment of PEDRO RAMÓN Y CAJAL AGÚERAS as a external independent board member.

His re-appointment was approved with 98.7765% of the capital present or represented with voting rights.

The appointment of MAURICIO CASALS ALDAMA as a proprietary board member representing the PLANETA DE AGOSITINI, S.L. Group

His appointment was approved with 98.7765% of the capital present or represented with voting rights.

The appointment of AURORA CATÁ SALA as an external independent board member.

Her appointment was approved with 98.7765% of the capital present or represented with voting rights.

The appointment of MARÍA ENTRECANALES FRANCO as an external independent board member.

Her appointment was approved with 98.7765% of the capital present or represented with voting rights.

Both the re-appointments and the appointments of directors have a maximum term of six years as stipulated in article 30 of the company's By-Laws.

III. The Company has been authorised to acquire its own shares directly or through any of its subsidiaries so that said shares can be either sold or redeemed, establishing the limits and requirements of such transactions, and with the express power to reduce the capital stock in order to redeem its own shares previously acquired by virtue of this or prior authorisations, delegating to the Board of Directors the power necessary to execute the resolutions that the General Meeting adopts in this regard.

a) To authorize the Company so that, directly or through any of its subsidiaries, it may acquire shares of Antena 3 de Televisión, S.A., through any means approved by the law, and that such shares can subsequently be disposed of or redeemed, in accordance with article 75 and others of the Joint Stock Companies Law, delegating to the Board of Directors the power necessary to execute the resolutions that the General Meeting adopts in this regard.

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

- ✓ The nominal 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 five percent of the capital stock.
- ✓ To include in the liabilities side of the balance sheet of the Company an unavailable reserve equivalent to the amount of the treasury shares included in the assets side. Such reserve must be kept as long as the shares are not disposed.
- ✓ The shares acquired must be fully paid up.
- ✓ The acquisition price will neither be less than the nominal nor higher by 20 percent than the average listing value during the month before the acquisition, and the acquisition transactions must abide by the regulations and customs of the stock exchange markets.

It is expressly authorized that the shares acquired by the Company or its subsidiaries by virtue of this authorization can be allocated, wholly or partially, to their delivery to beneficiaries of future remuneration schemes in favour of employees or administrators. The aim of this authorization is expressly stated for the purposes set out in article 75, paragraph 1, of the Joint Stock Companies Law.

The Board of Directors is authorized, to the broadest extent, 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 favour 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 18 months from the date of holding of this General Meeting and will have no effect, as to the part not yet executed, the authorization granted to the Board of Directors by the Shareholders' General Meeting held on 26 March 2008.

b) Reduce share capital so that the Company's treasury stock can remain on its Balance Sheet, charged to profits or available reserves and for the amount considered appropriate or necessary at any given time up to the maximum number of treasury shares

The Board of Directors has been delegated to execute the preceding capital reduction, which can be done one or several times and within the maximum time of 18 months from the date on which the present General Shareholders Meeting is held, having the power to carry out all the procedures, arrangements, and formalities deemed necessary and required by the Joint Stock Companies Law and other applicable regulations and, particularly, the Board has been delegated to, within the time and limits indicated for said execution, set the date or dates for the capital reduction or reductions, while taking into consideration its timeliness, suitability, and any other relevant circumstances; in each case, Board will indicate the amount of the reduction and determine the use of the reduction amount, providing, when appropriate, the guarantees and complying with the legal requirements; adapt Article 5 of the By-laws to the new social capital amount, request the exclusion of the shares redeemed and, in general, reach as many agreements as necessary so that said redemption and the subsequent capital reduction is fully effective, until they are registered in the Mercantile Registry, while appointing in each case the persons authorised to materially execute these agreements.

Approved with the vote of 99.9931% of the capital present or represented with voting rights.

IV .- To re-elect or, when appropriate, name auditors for the annual accounts both of Antena 3 de Televisión, S.A. and of its consolidated group of companies.

To re-elect the company Deloitte, S.L., in accordance with the provisions of article 204 of the Joint Stock Companies Law, and article 153 of the Regulations of the Mercantile Registry, as auditor to verify the annual

accounts both of Antena 3 de Televisión, S.A. and of its consolidated group of companies during a term of one year, i.e. for the current fiscal year, 2009.

Approved with the vote of 99.9931% of the capital present or represented with voting rights.

E.9 Indicate the number of shares, if any, that are required to be able to attend the General Meeting and whether there are any restrictions on such attendance in the bylaws:

Yes No

No. of shares necessary to attend the General Meeting	400
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E.10 Indicate and explain the policies pursued by the company with reference to proxy voting at the AGM.

Shareholders entitled to attend the Meeting must own at least 400 shares certify this fact with an attendance card issued by the entity that holds their shares.

The notice convening the Meeting contains instructions so that shareholders may delegate their vote, send it by mail, group their shares together or vote by Internet.

Splitting of votes is accepted in order that the financial brokers appearing authorised as shareholders, but who may act on behalf of different customers, can issue their votes according to their instructions.

On the corporate website, the company allows those shareholders who for whatever reason do not have the attendance card issued by the entity that holds their shares, and are interested in exercising their vote by mail, remote voting, delegating shareholders' proxy or grouping shares together to meet the statutory minimum allowing access to the Meeting, to request said attendance card from the Company, which will send the shareholder in question this card by mail for free.

E.11 Indicate if the company has knowledge of the policy of institutional investors regarding whether or not they participate in the company's decisions:

Yes No

Describe policy

E.12 Indicate the address and mode of access to the content on corporate governance on your web-site.

The corporate website is **antena3.com** and it includes a permanent section called "Shareholders and investors' information" providing all the relevant information on corporate governance, in accordance with the requirements stipulated by the Spanish Securities Market Commission (CNMV).

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, attendance cards, Agendas, non-presence voting systems, queries office, etc.

F DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the extent to which the company follows the recommendations of the unified code on corporate governance.

Should the company not have complied with any of them, explain the recommendations, standards, practices and/or criteria that the company does apply.

1.- The Bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

See sections: A.9, B.1.22, B.1.23 and E.1, E.2

Complies **Explain**

2.- When a dominant and a subsidiary company 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 subsidiary and other group companies.
- b) The mechanisms in place to resolve possible conflicts of interest.

See sections C.4 and C.7

Not applicable

3.- Even when not expressly required under company law, any decisions involving a fundamental corporate change should be submitted to the General Meeting for approval or ratification. 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 corporate object;
- c) Operations that effectively entail the company's liquidation.

Complies **Complies partially** **Explain**

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 publication of the call to meeting.

Complies **Explain**

5.- Separate votes should be taken at the General Meeting on materially separate items, so shareholders can express their preferences in each case. This rule shall apply in particular to:

- a) The appointment or ratification of directors, with separate voting on each candidate;
- b) Amendments to the bylaws, with votes taken on all articles or groups of articles that are materially different.

See section: E.8

Complies Complies partially Explain

6.- Companies should allow split votes, so financial intermediaries acting as nominees on behalf of different clients can issue their votes according to instructions.

See section: E.4

Complies Explain

7.- The Board of Directors should perform its duties with unity of purpose and independent judgement, according all shareholders the same treatment. It should be guided at all times by the company's best interests and, as such, strive to maximise its value over time.

It should likewise ensure that the company abides by the laws and regulations in its dealings with stakeholders; fulfils 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 Complies partially Explain

8.- The board should see its core mission as approving the company's strategy and authorising the organisational resources to carry it forward, and ensuring that management meets the objectives set while pursuing the company's interests and corporate object. As such, the board in full should reserve the right 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 how the Group companies are structured;
- 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 oversight systems.
- viii) The pay-out policy and the treasury-stock policy, especially their limits.

See sections: B.1.10, B.1.13, B.1.14 and D.3

b) The following resolutions:

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

See section: 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 section: B.1.14.

iii) The financial information that the Company, as a publicly traded company, must disclose periodically.

iv) Investments and/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 and/or shareholders represented on the board, and/or parties related to them (related-party transactions”).

However, board authorisation need not be required for related-party transactions that simultaneously meet the following three conditions:

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

b. They go through at market rates set in general by the supplier of the goods or services;

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

Related-party transactions should only be approved on the basis of a favourable 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.

The above powers should not be delegated with the exception of those mentioned in b) and c), which may be delegated to the Executive Committee in urgent cases and later ratified by the full board.

See sections: C.1 and C.6

Complies Complies partially Explain

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 section: B.1.1

Complies Explain

10.- External, shareholder-nominated 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 sections: A.2 , A.3, B.1.3 and B.1.14.

Complies Complies partially Explain

11.- If any external director cannot be considered a shareholder-nominated 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 section: B.1.3

Complies Explain Not applicable

12.- Amongst external directors, the ratio between the number of shareholder- nominated and

independent directors should reflect the percentage of shares held by the company that the shareholder-nominated director represents and the remaining share capital. This strict proportionality can be relaxed so the percentage of proprietary directors is greater than would strictly correspond to the total percentage of capital they represent:

1. In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings, despite the considerable sums actually invested in absolute terms.

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

See sections: B.1.3 , A.2 and A.3

Complies Explain

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

See section: B.1.3

Explain

Only three of the external board members who are identified in section B.1.3 of this report are independent which means that the Company does not comply with this Recommendation. The percentage of independent board members is similar to the percentage of the share capital held by insignificant shareholders.

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 & Remuneration committee. Said report should also disclose the reasons for the appointment of shareholder-nominated 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 place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

See sections: B.1.3 and B.1.4

Complies Complies partially Explain

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 procedure for filling board vacancies has no implicit bias against women candidates;

b) The company makes a conscious effort to include women with the target profile among the candidates for board places.

See sections: B.1.2, B.1.27 and B.2.3.

Complies Complies partially Explain Not applicable

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; encourage directors to debate and participate actively in the meetings, safeguarding their freedom to take their own stance and express their own opinion. He/she should organise and coordinate periodic assessment of the board with the chairs of the relevant committees and with the Bank's managing director or chief executive officer, when this is not also the chairman.

See section: B.1 42

Complies Complies partially Explain

This recommendation was not followed in regards to creating a procedure for the evaluation for the Board and the CEO. Internal and external alternatives are being studied to determine their convenience and appropriateness for the full implementation of this recommendation, although for the moment no decision has been taken in this respect.

Nevertheless, the composition of the board is determined in large part by the distribution shareholders' equity and this means, among other things, that in the case of A3TV the significant shareholders have an important presence on this body and are in fact in charge of controlling the quality of the work carried out by board members who were designated through the initiative of each one of them.

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 external directors; and to lead the board's evaluation of the chairman.

See section: B.1.21

Complies Complies partially Explain Not applicable

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

- a) Adhere to the spirit and letter of laws and their implementing regulations, including those issued by regulators;
- b) Comply with the company By-laws and the regulations of the general meeting, the board of directors or others;
- c) Are informed by those good governance recommendations of the Unified Code that the company has subscribed to. In order to safeguard the independence, impartiality and professionalism of the company secretary, his or her appointment and removal should be proposed by the Appointment committee and approved by a full board meeting; the relevant appointment and removal procedures being spelled out in the board's regulations.

See section: B.1.34

Complies Complies partially Explain

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

See section: B.1.29

Complies Complies partially Explain

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 do so with instructions.

See sections: B.1.28 and B.1.30

Complies Complies partially Explain

21. When directors or the company secretary express concerns about some proposal 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.

Not applicable

22. The board in full should evaluate the following points on a yearly basis:

- a) The quality and efficiency of the board's operation;
- b) Starting from a report submitted by the Appointments committee, how well the chairman and chief executive have carried out their duties;
- c) The performance of its committees on the basis of the reports furnished by such committees.

See section: B.1.19

Complies Complies partially Explain

Based on experience it has been decided that this annual assessment is not necessary since the Board of Directors meets often, at least ten times a year, and given that the composition of the board is determined in large part by the distribution of the shareholders' equity and this means, among other things, that in the case of A3TV the significant shareholders have an important presence on this board and are in fact in charge of controlling the quality of the work carried out by board members who were designated through their initiative.

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 regulations indicate otherwise, such requests should be addressed to the chairman or secretary.

See section: B.1.42

Complies Explain

24.- All directors should be entitled to call on the company for the advice and guidance 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 section: B.1.41

Complies Explain

25. Companies should organise induction programmes for new directors to acquaint them rapidly with the workings of the company and its corporate governance rules. Directors should also be offered refresher programmes when circumstances so advise.

Complies Complies partially Explain

In the Board's view, given the size of Grupo Antena 3 and the previous qualifications and professional experience of the designated Board Members, a specific programme of this nature is not necessary, since the same aims can be reached through the individual initiative of each one of the Board Members at the moment of their incorporation, and they can always receive from management all the information they may deem necessary to complete their adequate and complete knowledge of the company.

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

- a) The directors must inform the Appointments & Remuneration 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 sections: B.1.8, B.1.9 and B.1.17

Complies Complies partially Explain

The Board Members assume, upon accepting their posts, the inherent duties and obligations of same, under the terms established in the regulation in force and the internal company rules of Corporate Governance, among which is included the obligation to inform the competent commission of any circumstance that could affect the normal performance of their of their activity or their degree of dedication.

In the A3TV'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 been deemed unnecessary to place a limit on the number of boards of which directors can be a members. This question should be decided by each director, and has no bearing on the supervisory tasks of the Appointment and Remuneration Committee.

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

- a) At the proposal of the Appointments & Remuneration committee for independent directors;**
- b) On the basis of a report by the Appointments committee for all other directors.**

See section: B.1.2

Complies Complies partially Explain

In accordance with the board of director rules the power granted the Appointments and Remuneration committee consists of previously informing of all proposals made by the board of directors to the General Meeting regarding the appointment, re-election, ratification or resignation of board members, even in cases of co-option by the board of directors itself. Consequently, external board members and the other board members are governed by the same scheme.

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 as to whether the directorship is executive, shareholder-nominated or independent; in the case of proprietary directors, stating 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/or share options held in the company.**

Complies Complies partially Explain

In 2009 the company has made progress towards complying with this Recommendation. The company has totally complied with sections a), c) and d), given that it has added this information to the section on Shareholders and Investors. As regards the Boards of Directors on which the directors sit, if they are quoted companies then that information is recorded every year in the Annual Corporate Governance Report, as is the information on the company's shares, which means that all this information is published on the website through said governance report.

29. Independent directors should not stay on as such for a continuous period of more than 12 years.

See section: B.1.2

Complies Explain

30. Shareholder-nominated directors must resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the number of such proprietary directors should be reduced accordingly.

See sections: A.2 , A.3 and B.1.2

Complies Complies partially Explain

31. The board of directors must not propose the removal of independent directors before the expiry of their term in office pursuant to the bylaws, except where due cause is found by the board, based on a report from the Appointments committee. In particular, due cause will be presumed when a director is in breach of his or her fiduciary duties or comes under one of the disqualifying grounds enumerated in section III.5 (Definitions) of this Code.

The removal of independents 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 sections: B.1.2, B.1.5 and B.1.26

Complies Explain

32. Companies should establish rules obliging directors to inform the board of any circumstance that might undermine the organisation'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 article 124 of the 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. The board should also disclose all such determinations in the Annual Corporate Governance Report.

See sections: B.1.43, B.1.44

Complies Complies partially Explain

33. The directors should clearly express their opposition when they consider that a resolution submitted to the Board may not be in the Company's best interest. In particular, independents and other directors unaffected by the 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 Complies partially Explain Not applicable

34. If leaving office before the end of its term, 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 for leaving must be explained in the Annual Corporate Governance Report.

See section: B.1.5

Complies

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, itemised where applicable, for per diem payments for attending the board and its committee meetings and an estimate of the fixed annual remuneration ensuing on this.
- 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 evaluation criteria used to calculate entitlement to the award of shares or share options or any performance-related remuneration;
 - 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 degree of compliance with pre-set targets or benchmarks.
- 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 ringfencing in the event of early termination or rescission of the contractual relationship between company and executive director.

See section: B.1.15

Complies

36. Remuneration comprising the delivery of shares in the company or other companies in the group, share options or other share-indexed instruments, 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 limitation when directors are obliged to retain them until the end of their term of office.

See sections: A.3, B.1.3

Complies Explain

37. External 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 Explain

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.

Complies Explain Not applicable

39. In the case of variable awards, remuneration policies should include 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, atypical or exceptional transactions or circumstances of this kind.

Complies

40. The board should submit a report on the directors' remuneration policy to the advisory vote of the General 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 34, except those potentially entailing the disclosure of commercially sensitive information. It will also focus on the most significant changes in remuneration policy with respect to the previous year, with a global summary of how the policy was applied over the period in question.

The board should also report to the General Meeting on the role of the Remuneration committee in designing the policy, and identify any external advisors engaged.

See section: B.1.16

Complies Complies partially Explain

The total remuneration that the company's board members receive is established in the Company Bylaws. Although the remuneration policy, which is included in its complete form in the Corporate Governance Report, is not submitted annually to a vote by the General Shareholders Meeting, it was approved by a General Shareholders Meeting (held on 29 March 2006) and has not been modified since then. Therefore, it has been considered that it would be reiterative and irrelevant, and also not in keeping with the spirit of these Recommendations, to every year repeat the same information already available to shareholders and the markets. The Company believes that a specific additional report requires minimum amount of added information, which in 2008 has not occurred, because the remuneration policy is the exact same as in previous years, and the shareholders already have the information. This is the same criteria the Company has used in previous years.

41. The notes to the annual accounts should list individual directors' remuneration in the year, including:

a) Itemisation 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 companies in the group;
- 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 and provenance within the group, especially when it may be accounted 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) A breakdown of shares, share options or other share-based instruments delivered to each director, itemised 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 outstanding 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 Complies partially Explain

It has been deemed more adequate to provide information on the remuneration of Board members in the form established by the Spanish Securities Law, which does not require an individualized breakdown, but rather a global figure.

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 of the board should also act as secretary to the executive committee..

Complies partially Explain Not applicable

The current composition of the Delegated Committee, does not strictly comply with this proportionality rule, given that there are no independent board members. In accordance with the Recommendation, the Board secretary holds the same post on the Delegated Committee

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

Complies Explain Not applicable

44. In addition to the audit committee mandatory under the Securities Market Act, the board of directors should form a committee, or two separate committees, for appointments and remuneration.

The rules governing the composition and operation of the Audit committee and the committee(s) for appointments and remuneration should be set forth in the board regulations, and include the following:

- a) The board of directors should appoint the members of such committees with regard to the knowledge, skills and experience of its directors and the terms of reference of each committee; discuss their proposals and reports; and be responsible for overseeing and evaluating their work, which should be reported to the first full board meeting following each meeting;
- b) These committees should be formed exclusively of external 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 be minuted and a copy sent to all board members.

See sections: B.2.1 and B.2.3

Complies Complies partially Explain

The Recommendation will be fully complied with except in respect to having the Audit and Control Committee President be independent, since this committee is presided over by an external directors which in the Committee members' view, has the most adequate experience and the professional capacity to carry out the functions of the position and more specifically, the specialisation referred to in the following Recommendation 46 in accounting, auditing and risk management.

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 Explain

46. All members of the audit committee, particularly its chairman, should be appointed with regard to their knowledge and background in accounting, auditing and risk management.

Complies Explain

47. Listed companies should have an internal audit function, under the supervision of the audit committee, to ensure the proper operation of internal reporting and control systems.

Complies Explain

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

Complies Complies partially Explain

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

- 1) 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;
- 2) The level of risk that the company considers acceptable
- 3) The measures established to mitigate the impact of the risks identified, should they materialise;
- 4) The internal oversight and reporting systems that will be used to control and manage said risks, including contingent liabilities and off-balance-sheet risks.

See section: D

Complies Complies partially Explain

50. The audit committee's role should be:

1. With respect to internal control and reporting systems:
 - a) To supervise the process of drawing up the financial information and its integrity for the company and its group, reviewing compliance with regulatory requirements, suitable scope of the consolidation perimeter and the correct application of accounting principles.
 - b) To periodically review the systems of internal risk management and oversight to ensure the main risks are identified, managed and sufficiently well known;
 - c) To ensure the independence and efficacy of the internal audit. To propose the selection, appointment, re-election and severance of the internal audit officer. To propose the budget for the internal audit service. To receive periodic information on its activities and to verify that the senior management takes due note of the conclusions and recommendations from its reports;
 - d) To establish and supervise a mechanism that enables employees to confidentially and, if this is deemed appropriate, anonymously communicate irregularities they notice within the company that may be of potential importance, especially financial and accounting irregularities.
2. With respect to the external auditor:
 - a) To put to the board the proposals for selection, appointment, re-election and substitution of the external auditor and the terms and conditions of engagement;
 - b) To receive regular information from the external auditor on the audit plan and the outcome of its execution, verifying that the senior management takes due note of its 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 the reasons for the same;
 - ii) Also to ensure that the company and the external auditor respect prevailing

standards on the provision of services other than auditing, the limits on concentration of the auditor's business and, in general, other standards established to guarantee auditors' independence;

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

d) In groups, to help the group auditor take responsibility for auditing the companies belonging to it.

See sections: B.1.35, B.2.2, B.2.3 and D.3

Complies **Complies partially** **Explain**

It was not deemed convenient to implement a formal and permanent mechanism that allows the employees to report possible irregularities in a confidential or anonymous way.

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 **Explain**

52. The audit committee should prepare information on the following points from Recommendation 8 for input to board decision-making:

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 where their scrutiny has been entrusted to some other supervision and control committee.

Sections B.2.2 and B.2.3

Complies **Complies partially** **Explain**

53. The board of directors shall try to avoid the accounts it has filed 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 discrepancies to the markets and shareholders.

See section: B.1.38

Complies **Complies partially** **Explain**

54. The majority of appointments committee members – or appointments & remuneration committee members as the case may be – should be independent directors.

See section: B.2.1

Complies **Explain** **Not applicable**

The Shareholder equity structure of A3TV 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 what would occur in a strict division of equity between significant shareholders and the rest of the shareholders.

55. The appointments committee should have the following duties in addition to those stated in

earlier recommendations:

- a) Evaluate the balance of skills, knowledge and experience required on the board, define the roles 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 organise, in the manner it deems suitable, the succession of the chairman and/or chief executive officer and put corresponding proposals to the board for an orderly, well-planned succession.
- c) Report on the senior officer appointments and removals that the chief executive proposes to the board;
- d) Report to the board on the gender diversity issues discussed in Recommendation 14 of this code.

See section: B.2.3

Complies Complies partially Explain Not applicable

The Board Regulations includes the competences of the Appointment and Remuneration Committee, among which can be found those relating to the selection process for new Board members and new executives. However, there is no specific provision regarding its role in the process of changing the Chairman or the CEO, nor regarding matters having to do with gender diversity in the composition of the board.

The company's equity structure means that it is the biggest shareholder that obtains the majority of Board members which facilitates the naming of the Chairman

56. The appointments & 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 is consideration.

Complies Complies partially Explain Not applicable

57. The appointments committee should have the following duties in addition to those stated in earlier recommendations:

- a) Make proposals to the board of directors regarding:
 - i) The policy for directors' and senior managers' remuneration;
 - ii) The individual remuneration and other contractual conditions of executive directors;
 - iii) The core conditions for senior officer employment contracts.
- b) Oversee compliance with the remuneration policy set by the company.

See sections: B.1.14, B.2.3

Complies Complies partially Explain Not applicable

58. The appointments & remuneration committee shall consult with the company chairman and the chief executive officer, especially with respect to matters related to executive directors and senior managers.

Complies Explain Not applicable

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.

SECTION A.2

RTL Group Communication, S.L.U. former holder of shares of Antena Televisión, S.A. has been absorbed via merger by UFA FILM UND FERNSEH GMBH UNIPERSONAL. As a consequence of this operation, UFA FILM UND FERNSEH GMBH UNIPERSONAL, is now the holder of shares in Antena 3 de Televisión, S.A..

LA SOCIEDAD SABADELL INVERSIÓ DESENVOLUPAMENT, S.A., which at the close of 2008 was a significant shareholder with 5.872% of the voting rights reported to the CNMV on 15 September 2009 that it had lowered its stake to below 3% after selling shares on 10 September 2009, which left its voting rights at 1.819%. At the close of 2009 this company no longer held a stake in the Company according to the records kept by Antena 3 de Televisión, S.A..

SECTION A.6

The shareholders' agreements described in this section with respect to RTL Group Communication, S.L.U. now correspond to UFA FILM UND FERNSEH GMBH UNIPERSONAL.

SECTION A.8

In the last quarter of 2008, the company decided to start the process to buyback its own shares in response to the exceptional situation of the stock markets and its impact on the company's share price. This decision was reported to the financial markets through a Relevant Event dated 10 October 2008, registered in the CNMV under number 99,618. Subsequently, A3TV made several purchases (reported to the CNMV on 11 February 2009 and 24 April 2009) and this transaction has been described in detail in section A.8, leaving the Company's treasury stock position at the limit authorised by the General Shareholders' Meeting, in order words, 5% of the share capital.

SECTION B.1.2

Apart from the resignation submitted by Mr. Abad, in 2009 the posts held by Pedro Antonio Martín Marín and José Luis López de Garayo and Gallardo.

SECTION B.1.3

The percentage that each type of board member represents out of the board's total is calculated on a total of 11 board members. Nevertheless, we must take into account that the General Shareholders Meeting had previously set the board size at 12, between the minimum of 5 and the maximum of 15 established in the Bylaws. In the last three months of 2008, the effective number of board members was only due to the resignation of Mr. Abánades and the board of directors' decision to not name another board member through the co-option system. For this reason, in the company's view, the percentages that should be applied for most of 2008 will be the following:

Executive Board members: 3 board members who represent 25%

Nominal board members: 6 board members who represent 50%

Independent board members: 3 board members who represent 25%

SECTION F.35 in relation to B.1.15

The board of directors reserves the power to approve the questions that appear in section B.1.15 and company complies with Recommendation 35.

Nevertheless, the company warns that as regards the conditions of the top executives contracts, although the board of directors approves the general policy on directives to be followed when hiring top executives, it is the Appointment and Remuneration committee that, due to the size of the company and the limited number of top executives, individually evaluates the particular conditions of each contract.

Information on the variable remuneration and loyalty plan for the directors of the Antena 3 Group.

As was reported to the CNMV on May 12th, 2004, the Company's Annual General Meeting, celebrated on this same date, approved a triennial variable remuneration and loyalty plan for directors and executives of Grupo Antena 3 (Notes 19-b and 21). In following through on this decision of the Meeting, once the criteria of the Appointment and Remuneration Committee had been taken into account and the pertinent agreements with the appropriate administrative bodies were adopted, the plan was implemented over the course of the year, as was reported to the CNMV on January 4th, 2005. This plan was aimed at two groups, the directors and the executives, both groups of which had their own homogeneous conditions.

The significant aspects relative to the execution of this plan on December 31st, 2007 are the following:

1. Beneficiaries of the plan: A total of 31 beneficiaries all of them belonging to the two categories established in the plan, which are: executives and professionals linked to Grupo Antena 3 by a working relationship or through the rendering of services (whether or not they're board members). There are a total of 27 beneficiaries in Antena 3 de Televisión, S.A.
2. The global amount of the plan: the execution of the plan at the close of 2007 is 86.0% of the maximum possible incentive approved by the General Meeting, a percentage which is derived from the sum of:
 - a. 1.72% of the result of multiplying 11.6 by the difference between EUR120,000,000 and the consolidated EBITDA of Grupo Antena 3 as of December 31st, 2006, in accordance with the formulated and audited accounts, and following the criteria established in the aforementioned Meeting. The maximum approved by the Meeting for this item is 2%.
 - b. 0.860% of the difference between EUR1,392,000,000 and the average Stock market value of the company in December 2006, with a maximum of EUR2,000,000,000. The maximum approved by the Meeting in this respect is 1%.
3. Modalities for applying the plan to the different groups:
 - a. Lasting until July 10th, 2009: Group with a variable cash remuneration, of which 70% is related to the share price. This group includes a total of 13 beneficiaries, of which 10 are in Antena 3 de Televisión, S.A., and where the assigned amount represents 75% of the aforementioned 86%.
 - b. Lasting until July 10th, 2007: Group with variable cash remuneration. This group is composed of a total of 18 beneficiaries, 17 of them in Antena 3 de Televisión, S.A., and the amount assigned represents 11% of the aforementioned of 86%.

The amounts corresponding to the group of beneficiaries with an expiry date of 10 July 2007 have been paid. Likewise in July 2009 the amounts corresponding to the first group mentioned in prior paragraphs were paid in full. The amount accrued in 2009 totalled 5,507 thousand euros.

The company is not subject to any legislation other than Spanish law in terms of corporate governance.

This section could include any other information, clarification or nuance related to the previous sections of this report, insofar as they are relevant and not reiterative.

Specifically, indicate if the company is subject to any legislation other than that of Spain as regards corporate governance and, if appropriate, include all the information that is required and different from that presented 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 and/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:

Yes No

Name of director	Type of relationship	Explanation

This annual report on corporate governance has been approved by the Company's board of directors on 17 February 2010

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

Yes No

Name of director not voting in favour of approving this report	Reasons (against, abstain, not present)	Explain the reasons