

TO THE COMISIÓN NACIONAL DEL MERCADO DE VALORES

Pursuant to article 228 of the Securities Market Act, we hereby notify the CNMV that all the proposed resolutions included on the agenda for the Ordinary General Shareholders' Meeting of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (BME), held today, 27 April 2017, the notice for which was published on 21 March 2017, were carried as per the attached appendix.

In addition to the proposed resolutions approved by the Ordinary General Shareholders' Meeting, item number eight on the agenda informed shareholders of the amendments made to the Board of Directors' Regulations since the previous General Shareholders' Meeting, pursuant to article 528 of the Corporate Enterprises Act.

On the same date and at the Board Meeting held after the Ordinary General Shareholders' Meeting the Board unanimously agreed to appoint Javier Hernani Burzako as Chief Executive Director.

The Board also agreed to re-elect Mr. Zoido Martínez as a member of the Executive Committee, Mr. Mato García-Ansorena as a member of the Audit Committee and Mr. Hortalá i Arau as a member of the Markets and Systems Operating Procedures Committee.

The abovementioned appointments were all supported by favourable reports from the Appointments and Remuneration Committee which were made available to shareholders along with the notice for the Ordinary General Shareholders' Meeting.

This information is hereby placed in the public domain for the appropriate purposes.

Luis María Cazorla Prieto
General Secretary and Secretary to the Board
Madrid, 27 April 2017

APPENDIX

RESOLUTIONS ADOPTED AT THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF BOLSAS Y MERCADOS ESPAÑOLES, SOCIEDAD HOLDING DE MERCADOS Y SISTEMAS FINANCIEROS, S.A., HELD ON 27 APRIL 2017.

FIRST.- Review and, if appropriate, approval of the financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and notes to the financial statements) and the management report of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* and of its consolidated Group, and the performance of the Board of Directors, for the year ended 31 December 2016.

The Ordinary General Shareholders' Meeting has approved the financial statements (balance sheet, statement of income, statement of changes in equity, cash flow statement and notes to the financial statements) and the management report of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* and of its consolidated Group, and the performance of the Board of Directors, for the year ended 31 December 2016.

SECOND.- Review and approval of the distribution of earnings for the year ended 31 December 2016.

Likewise, the General Shareholders' Meeting has approved the distribution of individual earnings for 2016, representing a net profit of EUR 150,693,711.90 as follows:

- EUR 149,568,969.00 to ordinary dividends.
- EUR 1,124,742.90 to voluntary reserves.

From the total EUR 149,568,969.00 in dividends due, two interim dividends for 2016 amounting to EUR 83,096,389.00 were paid to shareholders on 16 September and 29 December 2016.

The remaining EUR 66,472,580.00 correspond to the complementary dividend for 2016 for EUR 0.80 gross per share (EUR 0.648 net per share).

The complementary dividend will be paid to shareholders on 5 May 2017 in accordance with the applicable regulations and through the mechanisms made available to participating entities and issuer agents by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.*

For this purpose, the relevant dates relating to the payment of that dividend are as follows:

- Deadline for trading shares to receive the dividend (last trading day) May 2, 2017;
- Date from which shares will trade without dividend right (ex date): May 3, 2017;
- Record date: May 4, 2017; and,

- Dividend payment date: May 5, 2017.

THIRD.- Determination of the number of members that will form the Board of Directors within the minimum and maximum number established in Article 26 of the Articles of Association and the re-election and appointment, if appropriate, of members of the Board of Directors.

Item 3.1.- Determination of the number of members that will form the Board of Directors within the minimum and maximum established in Article 26 of the Articles of Association.

Item 3.2.- Re-election of Joan Hortalá i Arau as member of the Board of Directors for the four-year term, pursuant to the provisions of Article 38.1 of the Articles of Association.

Item 3.3.- Re-election of Ramiro Mato-García Ansorena as member of the Board of Directors for the four-year term, pursuant to the provisions of Article 38.1 of the Articles of Association.

Item 3.4.- Re-election of Antonio J. Zoido Martínez as member of the Board of Directors for the four-year term, pursuant to the provisions of Article 38.1 of the Articles of Association.

Item 3.5.- Appointment of Javier Hernani Burzako as member of the Board of Directors for the four-year term, pursuant to the provisions of Article 38.1 of the Articles of Association.

The Ordinary General Shareholders' Meeting has established the number of Board members at thirteen (13), which lies within the maximum and minimum thresholds established in Article 26.1 of the Articles of Association.

Following this agreement, has re-elected Mr. Hortalá I Arau, qualified as executive Director, Mr. Mato García-Ansorena, qualified as proprietary Director, and Mr. Zoido Martínez, qualified as executive Director, as well as has appointed Mr. Hernani Burzako as member of the Board of Directors, qualified as executive Director.

The aforementioned appointments are subject to authorisation by the Spanish National Securities Market Commission, in accordance with section 3 of additional provision sixth of the Securities Market Act.

FOURTH.- Approval, if appropriate, the amendment of the Directors' Remuneration Policy pursuant to article 529 novodecies of the Companies Act.

In accordance with the provisions of article 529.novodecies of the Companies Act, the Ordinary General Shareholders' Meeting has approved the amendment to the Directors' Remuneration Policy of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., for 2016, 2017 and 2018.

FIFTH.- Approval, if applicable, of a medium-term remuneration scheme to be implemented by the Company and its subsidiaries for members of the management team, including the executive directors, pursuant to article 219.1 of the Companies Act.

The Ordinary General Shareholders' Meeting has approved, pursuant to the provisions of article 219 of the Companies Act and other applicable legislation, a medium and long-term remuneration scheme (hereinafter Stock Variable Remuneration Plan or Plan), to be applied by the Company and its subsidiaries targeted at the members of the management team, including executive directors, with the following characteristics:

(a) Description: The Remuneration Scheme will consist of the promise to deliver ordinary shares of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (hereinafter BME) to the members of BME's management team, including executive directors, according to the following basic conditions.

The Remuneration Scheme consists of assigning a number of shares to beneficiaries in financial year 2017, as the basis for calculating the BME shares to be delivered to the beneficiaries, if appropriate, subject to fulfillment of the objectives set forth in the Remuneration Scheme.

The number of shares to be granted to each beneficiary will obtain based on: (i) a reference amount that will be the annual variable remuneration for financial year 2016 received by each beneficiary, that may be adjusted individually basis on beneficiary's level of responsibility, and (ii) the average BME share price for the 30 trading sessions preceding the date of the Board meeting called by the Ordinary General Shareholders' Meeting, weighted by daily trading volumes, will be taken. If a beneficiary does not receive an annual variable remuneration for reasons of salary structure, its reference incentive will be fixed by reference to the simple average of the variable remuneration corresponding to the year 2016 received by all the beneficiaries of the Plan of the same professional group.

The specific number of BME shares to be granted to each beneficiary under the Remuneration Scheme, provided the conditions are right, will be equal to the result of multiplying the number of units assigned, by a factor of 0 to 1.5, which will be established based on the evolution and on the Efficiency Ratio (ER) of BME's Total Shareholder Return (TSR) during the period 1 January 2017 to 31 December 2019, compared with the evolution of those indicators for 5 benchmark companies over the same period. The Efficiency Ratio will be calculated excluding extraordinary items.

Each indicator will be assigned a 50% weight to determine the final number of shares, if any, to be granted.

To obtain the exact number of shares to be granted to each beneficiary, the number of shares assigned will be divided by two, associated with each of the two indicators, and each of them will be multiplied by a factor of 0 to 1.5 according to the following scale applicable to each of the two indicators:

<u>BME's position in the ranking</u>	<u>Coefficient</u>
1st	1.5
2nd	1
3rd	0.8
4th	0.6
5th	0
6th	0

The benchmark companies are: Deutsche Börse AG (DB), London Stock Exchange Group (LSE), Euronext N.V. NASDAQ OMX Group Inc (NASDAQ OMX) and Toronto Stock Exchange (TMX).

- (b) Beneficiaries:** The Remuneration Scheme is targeted at executive directors, senior managers (members of the Coordination Committee, the General Secretary and the Secretary to the Board) and lower level managers of the Group companies who may be appointed as beneficiaries of the Remuneration Scheme.

The potential number of possible beneficiaries is 80 senior managers.

Should the Remuneration Scheme beneficiaries' relationship with Company or any of its subsidiaries be terminated, the beneficiary in question will lose the right to receive shares under this Remuneration Scheme, except in the event of death, retirement, disability, wrongful dismissal or winding up for reasons caused by or attributable to the Company.

- (c) Term:** The Remuneration Scheme will last 3 years. The Plan will apply during financial year 2017 and any shares would be delivered in 2020.

Notwithstanding, the Remuneration Scheme shall be terminated early if, while the Remuneration Scheme is in effect, BME were to merge with another entity and involving this operation in a change in control, or if BME were taken over by another entity through any means.

The beneficiaries of the Plan may not perform, directly or indirectly, transactions on the value of the shares, which, if any, they might receive under the Plan.

- (d) Maximum number of BME shares included in the Remuneration Scheme:** Taking as a reference the average BME share price for the 30 trading sessions preceding the date of the Board Meeting called by the ordinary General Shareholders' Meeting, weighted by daily trading volumes, the maximum number of BME shares included in the Remuneration Scheme is 190,263, representing 0.23% of BME's capital, of which a maximum of 24,067 shares may be granted to Antonio Zoido Martínez, 2,550 to Joan Hortalá i Arau and, after his appointment by Ordinary General Shareholders' Meeting, 10.203 to Mr. Javier Hernani Burzako, as executive Directors.

- (e) **Value of the shares in the delivery:** the value of the shares on delivery date will be the closing price of the BME share at this date.
- (f) **Coverage:** The Company may use shares from its own portfolio as coverage for the Remuneration Scheme or else resort to another financial instrument deemed suitable by the Company.

Related to the aforementioned medium and long-term remuneration scheme, it has authorised the Appointments and Remuneration Committee, with specific powers of substitution, to implement, develop, formalise, prepare for execution and pay the remuneration, adopting the necessary resolution for this, and in particular, for the purposes indicated in the following non-exhaustive list:

- a) Implant the Remuneration Scheme and appoint its beneficiaries.
- b) Work out and establish the terms of the Remuneration Scheme regarding anything not covered by this resolution, including, in particular but not exclusively, the criteria and circumstances permitting early termination of the Remuneration Scheme, the declaration of compliance with the conditions which, if applicable, are binding in the event of an early termination, including circumstances involving the end of the beneficiaries' relationship with the Company or its subsidiaries during the effective term of the Remuneration Scheme.
- c) To rectify, amend, amend or supplement this agreement, adjusting it to changes resulting from the execution, if applicable, of possible agreements on share capital (among others, capital reduction, stock split, "Contrasplit", etc.).
- d) Adapt the content of the Plan to the circumstances and corporate operations that may occur during its term, both referred to BME and the group of reference companies of the indicators, even modifying the composition of said group, under the terms and conditions considered necessary or convenient at any time to maintain the purpose of the Plan.
- e) Draft, sign and present any and all communications and supplementary documentation sent to any public or private body regarding the implementation, execution and termination of the Remuneration Scheme.
- f) Use any method of communication necessary to obtain any authorisation or information from any public or private, national or foreign, body, entity or registry to implement, execute or terminate the Remuneration Scheme.
- g) Negotiate, agree on and sign counterparty and liquidity contracts with entities that will be freely appointed under the appropriate terms and conditions.
- h) Draft and publish any announcements deemed necessary and advisable.
- i) Draft, sign and grant and, if appropriate, certify any kind of document concerning the medium-term remuneration scheme.

- j) Adapt the content of the Plan to any corporate circumstances or transactions which might arise during its validity involving both BME and any other benchmark companies listed in the Plan's description, so that the terms and conditions of said Plan remain unchanged.
- k) And, in general, take any steps and sign any public or private documents deemed necessary or advisable to ensure the validity, efficacy, implementation, development, execution, and positive outcome of the Remuneration Scheme and the resolutions already adopted.

SIXTH.- Consultative vote on the Annual report on Director's remuneration for 2016.

The Ordinary General Shareholders' Meeting has issued its favourable vote, in a consultative basis, pursuant to article 541, paragraph 4, of the Companies Act, to the Annual report on Director's remuneration for 2016.

SEVENTH.- Delegation of powers to formalise, rectify, clarify, interpret, define, supplement, implement and execute as a deed the adopted resolutions.

The Ordinary General Shareholders' Meeting to the Chairman, Mr. Antonio J. Zoido Martínez, Secretary, Mr. Luis María Cazorla Prieto, and Vicesecretary of the Board of Directors, Ms. Cristina Bajo Martínez, indistinctly, such powers as may be required to implement and put fully into effect the resolutions adopted at this ordinary General Shareholders' Meeting, including the execution of such public instruments or private documents as may be required and the completion of such procedures and formalities as may be necessary for that purpose, and, among others, the powers to rectify, clarify, construe, supplement, define or specify in more detail, as necessary, the resolutions adopted and, in particular, rectify any defects, omissions or errors that may be identified in the oral or written appraisal of the Companies' Register that might impair the effect of the resolution.

