

TO THE COMISIÓN NACIONAL DEL MERCADO DE VALORES

Pursuant to article 228 of the Securities Market Act, we hereby notify the “*Comisión Nacional del Mercado de Valores*” (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, 25 April 2019, the notice for which was published on 18 March 2019, were carried as per the attached appendix.

On the other hand, as part as the finished of the reorganisation of the company`s corporate governance structure, which was reported on 18 march 2019, at the corresponding Board of Directors Meeting, the Board has been adopted to revoke the powers delegated to Mr. Atonio Zoido Martínez and modify the contract signed between him and the Company to adapt it to his resignation from all executive functions and his new qualification as other external Director.

At the same Board Meeting and because of the amendments to the bylaws adopted by the Ordinary General Shareholders' Meeting, has resolved to eliminate the Executive Committee and amend the Board of Directors Regulation and a number of policies and internal regulations to adapt it to the new company`s corporate governance structure.

In addition, the Board has been adopted the agreements related to the re-election of Mr. Juan March Juan as member of the Audit Committee and the Market and Systems Operations Committee and the re-election of Mr. Santos Martínez-Conde y Gutiérrez Barquín as member of the Appointments and Remuneration Committee.

The abovementioned re-election 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, 25 April 2019

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 25 APRIL 2019.**

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 2018.

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 2018.

SECOND.- Review and approval of the distribution of earnings for the year ended 31 December 2018.

Likewise, the General Shareholders' Meeting has approved the distribution of individual earnings for 2017, representing a net profit of EUR 133,081,627.80 as follows:

- EUR 130,394,819.35 to ordinary dividends.
- EUR 2,630,262.45 to voluntary reserves.

From the total EUR 130,394,819.35 in dividends due, two interim dividends for 2018 amounting to EUR 83,078,233.00 were paid to shareholders on 14 September and 28 December 2017.

The remaining EUR 47,316,586.35 correspond to the complementary dividend for 2018 for EUR 0.57 gross per share (EUR 0.4617 net per share).

The complementary dividend will be paid to shareholders on 10 May 2019 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 7, 2019;
- Date from which shares will trade without dividend right (ex date): May 8, 2019;
- Record date: May 9, 2019; and,
- Dividend payment date: May 10, 2019.

THIRD.- Review and, if appropriate, approval of the consolidated no financial information report (Corporate Social Responsibility Report) of BME Group for the year ended 31 December 2018.

The Ordinary General Shareholders' Meeting has approved the consolidated no financial information report (Corporate Social Responsibility Report) of BME Group for the year ended 31 December 2018.

FOURTH.- Re-election, if appropriate, of members of the Board of Directors.

Item 4.1.- Re-election of Mr. Juan March Juan as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

Item 4.2.- Re-election of Mr Santos Martínez-Conde y Gutiérrez-Barquín as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

The Ordinary General Shareholders' Meeting has re-elected Mr. March Juan and Mr. Martínez-Conde y Gutiérrez-Barquín, qualified as proprietary Directors.

The aforementioned reelections are subject to authorisation by the "Comisión Nacional del Mercado de Valores", in accordance with section 3 of additional provision sixth of the Securities Market Act.

FIFTH.- Analysis and, where appropriate, approval of the amendments to articles 25, 26, 33, 34, 35 and 37 of the Articles of Association in accordance with article 285 of the Corporate Enterprises Act.

Item 5.1.- Amendment of articles 25, 33 y 34, in order to eliminate the obligation included in the Articles of Association to constitute an Executive Committee.

Item 5.2.- Amendment of article 26, related to the number of members of the Board of Directors and its appointments, in order to maintain the position of Lead independent Director regardless of the qualification of the Chairman of the Board of Directors as non-executive Director.

Item 5.3.- Amendment of article 35, that regulates the Audit Committee, to adapt its composition to the provisions of article 529 *quaterdecies* of the *Ley de Sociedades de Capital* (the "Companies Act").

Item 5.4.- Amendment of article 37, related to Market and Systems Operations Committee, in order to amend its functions in relation of interpretation of the Internal Regulations of Conduct.

The Ordinary General Shareholders' Meeting has approved the amendments to articles 25, 26, 33, 34, 35 and 37 of the Articles of Association in accordance with article 285 of the Corporate Enterprises Act.

The aforementioned amendments have been authorized by the "Comisión Nacional del Mercado de Valores", in accordance with section 3 of additional provision sixth of the Securities Market Act.

SIXTH.- Approval, if appropriate, of the Directors' Remuneration Policy for financial year 2019, 2020 and 2021, including the maximum annual remuneration of all Directors acting as such, in accordance with the provisions of article 529 novodecies of the Ley de Sociedades de Capital (hereinafter, "Companies Act").

In accordance with the provisions of article 529.novodecies of the Companies Act, the Ordinary General Shareholders' Meeting has approved the Directors' Remuneration Policy of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., for financial year 2019, 2020 and 2021, that includes the maximum amount of the annual remuneration of all Directors acting as such.

SEVENTH.- Advisory vote on the Annual report on Director's remuneration for 2018.

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 2018.

EIGHTH.- Re-appointment of PricewaterhouseCoopers Auditores, S.L. as auditors of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. accounts and consolidated Group accounts for a period of one year, pursuant to the provisions of article 264 of the Companies Act.

The Ordinary General Shareholders' Meeting has renewed the engagement of the Company's auditors, under the provisions of article 264 of the Companies Act, and has appointed PricewaterhouseCoopers Auditores, S.L., with registered offices in Madrid, on Paseo de la Castellana nº 43, registered in Madrid Companies Register under volume 9,267, book 8,054, folio 75, section 3, sheet M-87.250, 1st registration, and with the Official Auditors' Register (ROAC) under number S0242, and with tax ID number B79031290 as the auditors of the accounts of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., and its consolidated Group for 2019.

This appointment has made for (1) one year, corresponding to the fiscal year 2019, commencing on 1 January 2019 and ending on 31 December 2019.

NINTH.- 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, Chief Executive Officer, Mr. Javier Hernani Burzako, 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.

