



## **TO THE COMISIÓN NACIONAL DEL MERCADO DE VALORES**

In accordance with the provisions of article 227 of the Securities Market Act, the National Securities Market Commission is informed that the Board of Directors of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. ("the Company") during its meeting held today, 24 March 2020, resolved to call the Ordinary General Shareholders Meeting at the Company's registered office, Palacio de la Bolsa, Plaza de la Lealtad 1, Madrid, on 28 April 2020 at 12:30, at first call and, if the necessary legal quorum is not reached, on 29 April at the same time and in the same place. The Ordinary General Shareholders Meeting is likely to be held on second call, i.e. on 29 April 2020.

The Board of Directors has decided not to change the initially scheduled date for the General Shareholders Meeting, despite the current state of emergency in Spain, after analysing and evaluating the need for it to be held so that the Company can continue to duly carry out its activity, fully guarantee the rights of shareholders and protect the health of both its shareholders and all other people related to the meeting.

The Board of Directors believes that the best way to ensure that shareholders are able to fully exercise their rights, without endangering their health, is through remote attendance of the General Shareholders Meeting, regardless of whether the current restrictions on the movement of people have been lifted by the date of the meeting.

To facilitate the exercise of these rights, the Board of Directors considers it necessary to enable shareholders to attend the General Shareholders Meeting by electronic means and has made the necessary mechanisms available so that they can cast their vote themselves, or delegate it to a proxy to do so, either by post or electronically via the corporate website.

Attached is the full text of the call for the Ordinary General Shareholders Meeting, which is scheduled to be published in the *Boletín Oficial del Registro Mercantil* next Thursday, 26 March 2020.

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, 24 March 2020

**BOLSAS Y MERCADOS ESPAÑÓLES, SOCIEDAD HOLDING DE MERCADOS Y SISTEMAS FINANCIEROS, S.A.**

**ANNUAL GENERAL SHAREHOLDERS MEETING**

The Board of Directors of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (the Company) at its meeting on 24<sup>th</sup> March 2020, call the Ordinary General Shareholders' Meeting to be held at Palacio de la Bolsa, Plaza de la Lealtad 1, on 28<sup>th</sup> April 2020 at 12:30 pm (first call) or, if the and, if the necessary legal quorum is not reached, on 29<sup>th</sup> April at the same time and in the same place. **The Ordinary General Shareholders' Meeting is likely to be held on second call, i.e. on 29<sup>th</sup> April 2020.**

The annual General Shareholders Meeting will discuss the following:

**AGENDA**

- ONE.** 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 Director's Report of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* and its consolidated Group, and the performance of the Board of Directors, all for the year ended 31 December 2019.
- TWO.** Review and approval of the distribution of earnings for the year ended 31 December 2019.
- THREE.** Review and, if appropriate, approval of the consolidated no financial information report of BME Group for the year ended 31 December 2019.
- FOUR.** Re-election, if appropriate, of Ms María Helena dos Santos Fernandes de Santana as a member of the Board of Directors, a four-year term as stipulated in article 38.1 of the Articles of Association.
- FIVE.** Approval, if appropriate, of the amendment to the Directors' Remuneration Policy in accordance with the provisions of article 529 *novodecies* of the *Ley de Sociedades de Capital* (the "Companies Act").
- SIX.** Advisory vote on the annual report on director remuneration for 2019.
- SEVEN.** Reappointment of PricewaterhouseCoopers Auditores, S.L. as accounts auditors of t Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., and its consolidated Group for a period of one year, pursuant to the provisions of article 264 of the Corporate Enterprises Act.
- EIGHT.** Authorisation for the Board of Directors, if appropriate, to implement the derivative acquisition of treasury shares, directly or through Group companies, pursuant to article 146 of the *Ley de Sociedades de Capital* (the "Companies Act"), establishing the limits and requirements for these acquisitions and delegating to the Board of Directors the necessary powers to execute the resolutions passed by the Shareholders' Meeting in this respect.

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- NINE.** Delegation of powers to formalise, rectify, clarify, interpret, require, supplement, execute and formalise in a public deed the resolutions approved.
- TEN.** Report to the General Shareholders' Meeting on the amendments included in the Board of Directors Regulations, pursuant to article 528 of the Companies Act.

### **SPECIAL CONSIDERATIONS DUE TO THE STATE OF ALARM**

Without prejudice to the following sections of this meeting announcement, the Board of Directors believes that the best way of ensuring that shareholders are able to exercise their rights without endangering their own health and the health of others is to encourage people to attend the General Shareholders Meeting remotely, whether or not the restrictions on the movement of persons currently in force have been lifted by the date of the meeting.

If the state of alarm is extended until 29 April 2020, and the General Meeting has to be held without the physical attendance of shareholders and their proxies, a supplement to this announcement will be duly published in accordance with Royal Decree Law 8/2020 of 17 March. Come what may, we strongly encourage you not to attend the General Shareholders Meeting in person, given how important it is to avoid gatherings and meetings in enclosed public spaces.

To ensure that you are able to exercise your rights remotely, the Company has enabled various systems and procedures on the corporate website, [www.bolsasymercados.es](http://www.bolsasymercados.es).

### **SUPPLEMENTARY MEETING NOTICE AND PROPOSED RESOLUTIONS**

Pursuant to the provisions of Articles 519.1 of the Companies Act, 11.3 of the Articles of Association and 9.4 of the General Shareholders' Meeting Regulations (hereinafter the Meeting Regulations), shareholders representing at least 3% of the Company's share capital may request for the publication of a supplement of this call meeting notice to add one or more items on the agenda, so long as the new items are accompanied by a justification or, if appropriate, by a draft justified resolution.

Moreover, pursuant to the provisions of Articles 519.3 of the Companies Act, 11.3 of the Articles of Association and 9.4 of the Meeting Regulations, any shareholders representing at least 3% of the Company's share capital may submit justified draft resolutions on items already included or that should be included, in the agenda of the meeting.

These rights must be exercised by submitting due notice thereof to the General Secretary and Secretary to the Board of Directors, which must reach the Company's registered offices, Plaza de la Lealtad 1, 28014 Madrid, within five days of the publication of this notice of the meeting.

### **INTERVENTION OF THE NOTARY**

The Board of Directors, pursuant to the provisions of Articles 203.1 of the Companies Act, 23.2 of the Articles of Association and 27.2 of the Meeting Regulations, has requested the attendance of a public notary to the General Shareholders' Meeting and record the minutes.

### **RIGHT OF ATTENDANCE**

In accordance with the provisions of Articles 15.1, 15.4 and 15.5 of the Articles of Association and Articles 12.1 and 12.3 of the General Shareholders' Meeting

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Regulations, shareholders may participate, whether in person or remotely, at the General Shareholders Meeting regardless of the number of shares they own, provided that these shares are registered in their name in the corresponding book-entry register five days prior to the date of the General Shareholders Meeting.

The General Secretary and Secretary to the Board of Directors must issue and deliver an attendance card to the shareholders, as stipulated in Article 12.1 of the General Shareholders' Meeting Regulations, which shareholders must present together with their National Identity Card or passport upon arrival at the Shareholders' Meeting as proof of identity.

Shareholders who wish to attend the Meeting electronically must follow the instructions established below.

### **RIGHT OF REPRESENTATION**

Pursuant to the provisions of Article 522.1 of the Corporate Enterprises Act, Article 16.1 of the Articles of Association and Article 13.1 of the General Meeting Regulations, all shareholders entitled to attend may appoint another person to represent them at the General Meeting, even if that person is not a shareholder, including members of the Board of Directors and the Secretary and the Deputy Secretary of the Board, even if they are not Directors.

Shareholders can appoint their representative by filling out the "Proxy voting" section that is printed on the attendance card, or confer such representation by remote means of communication as provided for in this notice of the meeting. The appointed proxy-holder must formally accept the appointment and, on the day of the Shareholders' Meeting, must show their National Identity Card or passport as proof of identity and hand in the attendance card issued in the shareholder's name, duly completed and signed by both the proxy holder and the proxy grantor.

No shareholder may be represented by more than one proxy. The Proxy may represent more than one shareholder and may cast votes for a certain shareholder differently from votes cast for another shareholder, voting according to the instructions given by each shareholder represented.

### **RIGHT OF INFORMATION**

As of the day of publication of the call notice, shareholders have the right to examine and obtain, immediately and free of charge at the Company's registered office at Plaza de la Lealtad 1, 28014 Madrid, or have delivered or sent to them free of charge the following documentation:

- the full text of the call to the Ordinary General Shareholders' Meeting;
- the Annual Financial Report for fiscal year 2019, which includes the annual financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and notes to the financial statements) the management reports for 2019, both individual and consolidated, together with the respective auditors' reports and the statement of responsibility for their contents;
- the consolidated no financial statement of BME and its Group companies for the year ended 31 December 2019, which is part of the consolidated management report for 2019, together with the report issued by an independent provider;

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- the complete text of the resolution proposed which the Board submits to the Ordinary General Shareholders' Meeting, under items one to nine of the agenda;
- the proposal of the Appointments and Remuneration Committee and the explanatory report by the Board of Directors on for the appointment of a female Director, which will be submitted under item four on the agenda, where these reports include the identity, curriculum and professional category of the Director;
- the Appointments and Remuneration Committee report on the amendment to the Directors' Remuneration Policy submitted under item five of the agenda, together with motivated proposal of the Board of Directors;
- the text of the amendment of the Directors' Remuneration Policy corresponding to years 2019, 2020 and 2021, included in item five of the agenda;
- the Annual Report on Directors' Remuneration for 2019, submitted for advisory vote in item six on the agenda;
- the report in relation to the amendments on the Board of Directors Regulations referred to in item ten of the agenda;
- the Annual Corporate Governance Report for fiscal year 2019;
- the Board Activities Report for 2019, including the reports from its Committees;
- the Regulations on the operation of the Electronic Shareholder e-Forum;
- the total number of shares and voting rights at the date of the call to the meeting;
- the specimen attendance, proxy representation and remote voting card;
- an explanatory note for shareholders regarding voting, information and the appointment of proxies using remote communications means and the requirements, terms and procedures in place to this effect; and
- an informative sheet about the mechanisms in place for simultaneous translation of the General Meeting into English, the sign language service and the streaming of the event through a "webcast".

In accordance with Articles 518 of the Corporate Enterprises Act and 42 of the Articles of Association in relation to Article 10.1 of the Meeting Regulations, as of the day of publication of the call notice until the General Meeting is held, this documentation is available for an uninterrupted period of the time on the corporate website at [www.bolsasymercados.es](http://www.bolsasymercados.es).

Pursuant to the provisions of Articles 197.1 and 520.1 of the Corporate Enterprises Act, 13 of the Articles of Association and 11.3 of the Meeting Regulations, as of the day of publication of the call to the General Meeting and up to the fifth day prior, inclusive, to the day in which the General Shareholders Meeting is held, shareholders may request any information or clarifications they deem necessary, or submit any written questions they deem pertinent in relation to the items on the agenda, concerning any public available information furnished by the Company to the National Securities Market Commission (CNMV) since the last General Shareholders' Meeting, and the auditor's report.

All these requests for information may be made:

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- by delivery of the request or by post, to the General Secretary and Secretary to the Board of Directors at the Company's registered office, Plaza de la Lealtad 1, 28014 Madrid.
- by electronic document via the Company's website under "Shareholders and investors" through the section devoted to the General Shareholders Meeting. This request for information may be made:
  - with a recognised electronic signature and advanced electronic signature based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates; or
  - with the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and status as shareholder in the section for the purposes of the General Shareholders Meeting.

The access and use of the platform for exercising the right to information by the shareholder is conditioned to maintaining the status of Company's shareholder at all times.

The Company reserves the right to amend, suspend, cancel or restrict the mechanisms for e-mail or electronic requests for information when necessary for technical or security reasons.

The Company shall not be held liable for any loss or damage suffered by shareholders as a result of breakdowns, system overloads, lines failures, connection faults, postal delays or any other similar difficulties beyond the Company's control preventing the correct use of the mechanisms for e-mail or electronic requests for information.

Any requests for information shall include the first name and surname(s) or, where applicable, the corporate name, of shareholders requesting the information, and proof must be provided of the shares owned by the shareholders so that this can be checked against the information in the Company's shareholder register.

**ELECTRONIC SHAREHOLDER FORUM**

Pursuant to the provisions of Articles 539.2 of the Companies Act and 10.2 of the Meeting Regulations, as of the date of publication of the call notice on the Official Gazette of the Companies Register, the Company will set up an Electronic Shareholder e-Forum (hereinafter the "Forum") on its corporate website with duly guaranteed access for individual shareholders and any voluntary associations that may be formed for the purpose of facilitating communication prior to the General Meeting.

For these purposes, the Forum pretends the publication of communications made by shareholders registered therein, but it may not under any circumstances, be used as a chat site, a site for virtual debate or a means of communications between shareholders and the Company. The Regulations governing the Functioning of the Forum are available at the corporate website.

Individual shareholders will be able to access the Forum by means of the recognised electronic signature and the advanced electronic signature based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, or the recognised electronic

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certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates.

In order to access to the Forum by shareholders which are legal entities or voluntary associations, they must justify the representation of the person accessing the Forum by means of the registration form, in the manner established therein.

The access and use of the Forum is conditioned to maintaining the status of Company's shareholder or voluntary association duly incorporated and registered in accordance with the applicable legislation.

**REMOTE ATTENDANCE, VOTING AND PROXY REPRESENTATION USING  
REMOTE COMMUNICATION MEDIA**

The Board of Directors, pursuant to the provisions of Articles 521.1 and 521.2 of the Corporate Enterprises Act, 15.5 and 21.3 of the Articles of Association, 12.3, 13.1, 14 and 15 of the Meeting Regulations, has established the following rules, means and procedures for remote attendance, appointment of proxies and the exercise of voting rights using remote means of communication

**I.- Remote attendance.**

Pursuant to the provisions of Article 15.5 of the Articles of Association and 12.3 of the Meeting Regulations, shareholders may exercise their right to attend the General Shareholders Meeting remotely, with due adherence to the following instructions:

**I.1.- Prior registration.**

Shareholders who wish to attend the Meeting electronically must register 24 hours before the date scheduled for the General Shareholders Meeting, at first call, i.e., before 12:30 pm on Monday 27 April 2020. To do so, the shareholder must access the corporate website and under "Shareholders and investors", in the General Shareholders Meeting section, follow the instructions and fill in the necessary registration data.

The guarantees the Board considers suitable to ascertain the authenticity and identity of shareholders attending remotely are (i) the recognised electronic signature and the advanced electronic signature, provided they are based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates, and (ii) the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and status as shareholder using the special registration form available in the section for such purpose in the aforementioned "Shareholders and investors" section of the Company website.

The access and use of the platform for remote attendance by the shareholder is conditioned to maintaining the status of shareholder of the Company at all times.

**I.2.- Submission of interventions and questions.**

At the time of registering, the shareholder may send any interventions or questions that he/she wishes to ask. Questions, clarifications and interventions will be subject to the provisions of the law and the Meeting Regulations.

**I.3.- Accreditation of the shareholder status of registered persons.**

Between the end date of the registration period and the date of the Meeting, the Company will verify the shareholder status of the persons registered in the established manner and within the established deadline.

The remote attendance of the registered shareholder shall be subject to confirmation that the shares are recorded in the share register five days before the date on which the General Meeting is held. Registered shareholders who lose this condition will be unable to attend the annual General Shareholders' Meeting remotely.

In the event of any discrepancy between the number of shares notified by the shareholder attending and voting remotely and the number of shares listed in share register, pursuant to quorum and voting conditions, the number of shares in the register will be considered as valid.

**I.4.- Exercise of the right to attend the Meeting.**

The registered shareholder shall connect, having previously accredited his/her identity, via the corporate website, under "Shareholders and investors", in the General Shareholders' Meeting section, between 11:45 am and 12:15 pm on the day of the meeting.

After this time, it will not be possible to connect remotely to the meeting. The shareholder may follow the broadcast of the meeting and vote on the different agenda items following the instructions indicated.

No interventions or questions made by shareholders registered as remote attendees who fail to connect on the day of the Meeting, as provided in this section, shall be discussed as they shall be considered as not having attended the Meeting.

**II.- Voting using remote communication media.**

Pursuant to the provisions of Article 21.3 of the Articles of Association and Article 14 of the General Meeting Regulations, votes on proposals in items on the agenda may be cast by shareholders by post or via electronic communication, with due adherence to the following instructions:

**II.1.- Postal vote.**

To cast a postal vote, shareholders must fill in the "Postal vote" section of the attendance card issued in their name that will be sent by the Company to their address, and sign it in the designated space.

Once the attendance card has been duly filled in and signed, it must then either be:

- a) delivered to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid.
- b) posted to the Company stamped addressed envelope which came with the attendance card, or sent to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid, General Secretary and Secretary to the Board of Directors.

**II. 2.- Electronic voting.**

Shareholders wishing to vote using electronic media may do so in the "Shareholders and investors" section of the Company website, following the instructions to this end appearing on each screen of the website.



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Pursuant to the aforementioned articles, votes via electronic media will be cast with a recognised electronic signature and/or any other kind of guarantee the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights. The guarantees the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their right to vote are (i) the recognised electronic signature and the advanced electronic signature, based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates, and (ii) the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and status as shareholder using the special registration form available in the section for such purpose in the aforementioned "Shareholders and investors" section of the Company website.

The access and use of the platform for voting via electronic communication media by the shareholder is conditioned to maintaining the status of shareholder of the Company at all times.

**III. Appointing proxies using remote communication.**

Pursuant to the provisions of Article 21.3 of the Articles of Association and 15 of the Meeting Regulations, shareholders may make arrangements for proxy representation by post or via electronic communication, with due adherence to the following instructions:

**III.1.- Appointing proxies using postal communication.**

Shareholders wishing to avail themselves of proxy representation by post must fill in the "Delegation" section of the personal attendance card that will be sent to their place of residence by the Company, and sign the card in the space provided for this purpose.

If proxy representation is conferred on the Chairman or any other member of the Board of Directors, including the Secretary and the Vice-Secretary of the Board, either of the following procedures must be used to send the card to the Company:

- a) delivered to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid.
- b) posted to the Company stamped addressed envelope which came with the attendance card or sent to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid, General Secretary and Secretary to the Board.

**III.2.- Appointing proxies using electronic means.**

Shareholders wishing to vote via electronic communication may do so in the section dealing with the General Shareholders Meeting under "Shareholders and investors" on the Company website, following the instructions to this end appearing on each web screen.

Pursuant to the aforementioned articles, votes via electronic communication will be cast with a recognised electronic signature and/or any other kind of guarantee the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights. The guarantees the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their right to vote are (i) the recognised electronic signature and the advanced electronic signature, based on the

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Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates, and (ii) the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and status as shareholder using the special registration form available in the section for such purpose in the aforementioned "Shareholders and investors" section of the Company website.

The access and use of the platform for granting proxy representation via electronic communication media by the shareholder is conditioned to maintaining the status of shareholder of the Company at all times.

### **III.3.- Rules governing all proxy appointments by remote means of communication.**

Shareholders conferring proxy representation using remote communication media must notify their representatives of the proxy arrangement, who must in turn demonstrably state their acceptance. To this end, at the venue on the day of the General Meeting proxies must identify themselves with their National Identity Card or passport, and present a printed copy of the delegation by post or electronically, duly signed by the proxy and the shareholder represented.

Proxies may only cast votes for the shareholders represented by attending the General Meeting in person.

When proxy representation is conferred on the Chairman or any other member of the Board of Directors, including the Secretary and the Vice-Secretary of the Board, this will be considered to have been notified by reception by the Company of the proxy representation conferred.

### **IV.- Common rules.**

#### **IV.1.- Deadline for exercise of proxy representation and votes using remote communication media and shareholder registration.**

Shareholders who wish to attend the Shareholders' Meeting electronically must previously register on the corporate website, at least 24 hours before the scheduled date of the meeting, at first call, i.e., before 12:30 pm on Monday 27 April 2020.

Proxy representations conferred and votes using remote communication media, by post or via electronic communication, will be permitted as of 1 April 2020, and must be received by the Company at its registered address or website 24 hours prior to the intended date of the General Shareholders Meeting at first call, i.e. before 12:30 pm on Monday 27 April 2020.

It will be considered that proxy representations and votes received after this time have not been conferred and have not been cast, respectively.

After this period, only (i) proxies representations conferred in writing on the personal attendance card will be accepted that are presented at the shareholder registration tables on the day and at the venue of the General Meeting; and (ii) the electronic vote of remote attendees who have previously registered within the aforementioned period.

**IV.2.- Rules governing priorities for attendance, voting and representation using remote communication media.**

*IV.2.1. Priority of attendance in person (whether physical or remote).*

Pursuant to Articles 13.1, 14.2 and 15.2 of the General Meeting Regulations, the attendance in person (whether physical or remote) by the shareholder at the General Shareholders Meeting will override any vote cast or proxy appointed by remote means of communication.. Physical attendance in person will render remote attendance in person ineffective.

*IV.2.2. Priority of remote voting over conferral of remote proxy representation.*

Votes cast using any remote communication media will render null and void any conferrals of electronic representation or printed cards, either ahead of the meeting, in which case they will be considered to have been revoked, or afterwards, in which case they will be considered as not cast.

*IV.2.3. Priority in the event of several conferrals of proxy representation or votes cast using remote communication media.*

If a shareholder confers several proxy arrangements in the proper fashion or casts several votes in the proper fashion using various remote communication media, the proxy arrangement and/or vote received last will prevail, and those received previously will be invalid.

**IV.3.- Co-ownership.**

If shares are co-owned, pursuant to Article 126 of the Corporate Enterprises Act, a co-owner who attending remotely or who who votes or appoints a proxy by remote means of communication shall be treated as the remaining co-owners' appointee to exercise the rights relating to the shares.

**III.4.- Validity of remote attendance, proxy appointed and votes cast by remote means of communication.**

The validity of remote attendance, proxy representations conferred and votes cast using remote communication media will be subject to confirmation that the shares are recorded in the register five days before the date on which the General Meeting is held. In the event of any discrepancy between the number of shares notified by the shareholder conferring proxy representation or voting remotely and the number of shares listed in the share register, pursuant to quorum and voting conditions, the number of shares in the register will be considered as valid.

**IV.5.- Custody of the electronic signature.**

Custody of electronic signatures for attending remotely, casting votes or delegating votes via electronic communication is the exclusive responsibility of shareholders. Moreover, the shareholder will be exclusively responsible for the user/password credentials received at their email address after their accreditation on the voting platform, as well as the password(s) that must be generated after accessing the platform for the first time.

**IV.6.- Legal entities and non-residents.**

Shareholders that are legal entities and shareholders not resident in Spain may consult the General Secretary and Secretary to the Board to ascertain the possibility of

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adapting mechanisms for voting and proxy representation using remote communication media to their particular situation.

Moreover, if the shareholder is a legal entity, it must issue authenticated notification to the Company, via the General Secretary and Secretary to the Board, of any modifications or revocations of the powers of its representative. The Company takes no responsibility until this notification has been made.

**V - Technical incidents.**

The Company reserves the right to amend, suspend, cancel or restrict the mechanisms employed for attending remotely, proxy representation and electronic voting when this is required or demanded due to technical or security-related circumstances.

The Company will not be responsible for any damages that may be incurred by shareholders due to breakdowns, overloads, power outages, failed connections, postal service malfunctions or any other identical or similar eventualities beyond the control of the Company that prevent use of the mechanisms employed for attending remotely, voting or delegation using remote communications.

**PROCESSING OF PERSONAL DATA**

Any personal data sent to the Company by shareholders to exercise their rights of attendance, delegation and voting in connection with the General Meeting, participation in the Shareholder e-Forum and in compliance with any other legal obligations arising from the call to the General Meeting and the General Meeting itself will be processed by the Company for the purposes of managing the development, compliance and control of existing shareholder relationships in connection with the call to the General Meeting and the General Meeting itself.

Shareholders may exercise their right of access, right to rectification, right to erasure, right to restrict processing, right to data portability and right to object in writing to the Data Protection Officer of the BME Group at Plaza de la Lealtad, 1, 28014 Madrid or by e-mail to [protecciondedatos@grupobme.es](mailto:protecciondedatos@grupobme.es). Should you wish to do so, you may lodge a complaint with the Spanish Data Protection Agency ([www.aepd.es](http://www.aepd.es)). You can find additional more detailed information on data protection on the website: <https://www.bolsasymercados.es/esp/privacidad/Politica-de-Privacidad>.

Madrid, 24 March 2020

General Secretary and Secretary to the Board  
Luis María Cazorla Prieto