



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

In accordance with the provisions of article 227 of the Securities Market Act, and following the communication of Other Relevant Information made on 24 March 2020, the Spanish 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., during its meeting held today, 20 April 2020, in accordance with articles 40 and 41 of Royal Decree-Law 8/2020, of 17 March, on extraordinary urgent measures to deal with the economic and social impact of COVID-19, has agreed to publish a complementary notice to the announcement of the next Ordinary General Shareholders Meeting, which is likely to be held on second call, i.e. on 29 April 2020..

This complementary announcement informs of the decision taken by the Board of Directors to hold the Ordinary General Shareholders Meeting exclusively by telematics means, that is, without the physical assistance of the shareholders or their representatives, and of the additional measures adopted in order to facilitate the exercise of the rights of the shareholders by remote means of communication.

Attached is the full text of the announcement complementing the call for the Ordinary General Shareholders Meeting, which is scheduled to be published in the *Boletín Oficial del Registro Mercantil* next Wednesday, 22 April 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, on 20 April 2020

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

**ANNOUNCEMENT COMPLEMENTING THE CALL FOR THE ORDINARY GENERAL SHAREHOLDERS MEETING, SCHEDULED TO BE HELD ON 28 APRIL 2020 ON FIRST CALL AND ON 29 APRIL 2020 ON SECOND CALL**

In relation to the Ordinary General Shareholders Meeting of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (hereinafter, the "Company" or "BME") convened for 28 April 2020, at 12:30 p.m. or, if the necessary legal quorum is not reached, on 29 April at the same time and in the same place, the Board of Directors of the Company, by virtue of Royal Decree 463/2020, of 14 March, declaring the state of alarm for the management of the healthcare crisis caused by COVID -19 (the "Alarm Royal Decree"), pursuant to Articles 40 and 41 of Royal Decree-Law 8/2020, of 17 March, on extraordinary urgent measures to deal with the economic and social impact of COVID-19 (the "Royal Decree-Law"), and in order to safeguard the general interests as well as the health of the Company's shareholders and of the people involved in the preparation and holding of the General Shareholders Meeting, has adopted the following decisions:

- **Maintain the General Shareholders Meeting** on the date and at the time and with the Agenda foreseen in the call published on 25 March 2020. The Ordinary General Shareholders Meeting is likely to be held on second call, i.e. on 29 April 2020.
- **The General Shareholders Meeting will be held by telematics means**, that is, without the physical attendance of shareholders, representatives or guests except, where appropriate, the President and Secretary of the General Shareholders Meeting, the Chief Executive Officer and the Notary and with the necessary security and distancing measures. The Company will provide the necessary technical systems to facilitate the attendance by audio or video conference of all members of the Board of Directors.

The General Shareholders' Meeting will be broadcasted live via streaming on the corporate website ([www.bolsasymercados.es](http://www.bolsasymercados.es)).

The Company provides its shareholders with a plurality of alternative channels to physical attendance to participate in the General Shareholders Meeting, which are described in the notice of the call, in this announcement and on the corporate website and which include telematic attendance, representation granted through remote communication means (including representation in favour of the Chairman of the General Shareholders' Meeting) and advance voting through remote communication means, either by electronic means or by delivery or postal correspondence, requirements requested by Article 41 of the Royal Decree-Law for the holding of Meetings solely by telematic means.

**I.- Casting of vote and appointing proxies using remote communication.**

As indicated in the notice of the call of the General Shareholders Meeting published on 25 March 2020, shareholders are reminded that they can exercise their voting and delegation rights via remote, postal or electronic communication means, in the terms included in the notice of the call, which are available on the Company's corporate website ([www.bolsasymercados.es](http://www.bolsasymercados.es)).

In view of the concurrent circumstances and, in order to facilitate the exercise of these rights by shareholders, the Board of Directors has agreed to establish the following exceptional measures:

1.- To expand the deadline for votes and proxy representation conferred using remote communication media until 11:00 a.m. on Tuesday, 28 April 2020.

2.- To expand the means at their disposal to exercise such rights. Specifically, shareholders may cast their vote or grant proxy prior to the General Shareholders Meeting via email. In these cases, the shareholder may send a copy of the duly completed personal attendance card to the email JGA2020@grupobme.es, along with a copy of their national identity document or passport. In the case of a legal entity shareholder, a copy of (i) the national identity document or passport of the signatory of the proxy or voting card; and (ii) sufficient power of attorney to sign on behalf of the legal entity. In both cases, when it comes to granting representation, a copy of the representative's national identity document or passport will be sent to said email address.

## **II.- Shareholders' right to information.**

The Board of Directors has also agreed to extend the period for exercising the right to information prior to the holding of the Ordinary General Shareholders Meeting until 11:00 a.m. on Tuesday, 28 April 2020.

## **III.- Telematic attendance at the General Shareholders Meeting.**

In accordance with Article 15.5 of the Bylaws and Article 12.3 of the Rules and Regulations of the General Shareholders Meeting, the Board of Directors has implemented the right to telematic attendance of shareholders and their representatives, through the platform provided on the Company's corporate website ([www.bolsasymercados.es](http://www.bolsasymercados.es)), in the following terms.

### **III.1.- Telematic attendance.**

Prior registration of the shareholder: Shareholders that wish to attend the Meeting and vote in real time through telematic means must register in advance on the corporate website before 11:00 a.m. on Tuesday, 28 April 2020, by accessing the "Telematic attendance" link included in the "2020 Ordinary General Shareholders Meeting" section of the "Shareholders and investors" heading, and follow the instructions and complete the necessary registration data.

For such purposes, shareholders must accredit their identity via (i) a recognised electronic signature or 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 reported, or the recognised electronic certificate forming part of the electronic National Identity Card provided pursuant to Royal Decree 1553/2005 of 23 December, regulating the issuance of National Identity Cards and their electronic signature certificates, or (ii) by using the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and shareholder status using the special registration form available in the section earmarked for such purpose in the aforementioned "Shareholders and investors" section of the Company's website.

Prior registration of the representative: By 11:00 a.m. on Tuesday, 28 April 2020, the shareholder must send a copy of the delegation card in which it states that the "Delegation" section of the personal attendance card has been filled in, along with a copy of their National Identity Document or passport in the case of a natural person shareholder, to the address RegistroJGA2020@grupobme.es. In the case of a legal entity shareholder, it must send a

copy of (i) the national identity document or passport of the signatory of the delegation card; and (ii) sufficient power of attorney to authorise them to sign it on behalf of the legal entity. In both cases, a copy of the representative's national identity document or passport will be sent to said email address.

The Company reserves the right to request any additional means of identification that it deems necessary to verify the status of representatives and guarantee the authenticity of the vote.

Exercise of the right to telematic attendance: On the date of the General Shareholders Meeting, registered representatives and shareholders must connect as telematic attendees between 11:45 a.m. and 12:15 a.m., and prove their identity through (i) the recognised electronic signature or the advanced electronic signature based on the Electronic User Certificate issued by the Spanish Certification Public Authority dependent on the Spanish National Mint, whose revocation has not been reported, or the recognised electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issuance of the National Identity Document and its electronic signature certificates, or (ii) by using the user/password credentials that the shareholder and the representative will receive at their email addresses after verification of their identity through the special registration form available in the section intended for this purpose in the corresponding computer application.

After this time, it will not be possible to connect remotely to the meeting.

The General Shareholders Meeting is expected to be held on second call, in which case, only the registered representatives or shareholders that complete the connection process on 29 April 2020 may attend, intervene, request information, draw up proposals and vote at the General Shareholders Meeting. Shareholders that have connected telematically on 28 April 2020 on first call without the necessary quorum of attendance being reached for the meeting to be held must connect again to be able to appear as attendees on 29 April on second call.

Likewise, shareholders and representatives will not be considered to have attended, nor will interventions, information requests and proposals be taken into consideration made during registration by the representatives or shareholders registered as telematic attendees that fail to connect on the day of the Meeting, as provided for in this section.

Telematic attendance of the registered representatives and shareholders will be subject to confirmation by the Company, from the close of the preliminary registration period until the date of the Meeting, that the shares are recorded in the register five days before the date on which the General Shareholders Meeting is held. Registered shareholders that lose this status and their representatives will be unable to attend the Ordinary General Shareholders Meeting remotely.

In the event of any discrepancy between the number of shares notified by the shareholder or representative attending and 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.

### III.2.- Submission of intervention, information and proposal:

Shareholders or their representatives that, when exercising their rights, wish to intervene telematically at the Meeting and, where appropriate, request information or clarifications in relation to the items on the Agenda, request elucidation regarding the information accessible to the public that the Company would have provided to the Spanish National Securities Market Commission since the last General Shareholders Meeting or regarding the auditors' report, or that wish to make the proposals provided for by Law, may do so:

- (i) In the same registration document, in which case, the shareholder or their representative may send the interventions or questions that they wish to make by following the instructions that appear in the aforementioned section on the Company's website.
- (ii) From the connection of the shareholder or their registered representative until the time the General Shareholders Meeting is held.

The remote attendee that wishes their intervention to be recorded literally in the minutes of the Meeting must indicate this clearly and expressly in the wording of the minutes.

Requests for information or clarification made by attendees electronically will be answered orally during the General Shareholders Meeting or in writing during the seven days following the Meeting, in accordance with the provisions of the Spanish Limited Liability Companies Law.

### III.3.- Voting.

The casting of votes by telematic means on the proposed resolutions related to the items included on the Agenda may be carried out from 11:45 a.m. on the day the Meeting is held until such time as the Chairman declares the period of voting on the proposed resolutions relating to items on the Agenda to have been concluded.

With regard to the proposed resolutions on those matters not included on the Agenda that have been presented in the legally admissible cases, those attending by telematic means may cast their votes from the moment in which the Secretary of the General Shareholders Meeting reads said proposals to proceed to their voting until the end of the voting is indicated.

In any case, the process of telematic voting on all the proposals submitted to the Meeting will end when, once the Secretary of the Meeting has read the summaries of the proposed resolutions, said resolutions are voted on.

### III.4.- Leaving the meeting.

The remote attendee that wishes to expressly leave the Meeting must do so by following the instructions provided for this purpose on the telematic attendance platform.

Once they have communicated their express wish to leave the meeting, all subsequent actions will be considered not to have been carried out.

### III.5.- Priority rules.

The telematic attendance of the shareholders or their representative will have the effect of revoking the vote cast and the proxy granted by remote means of communication.

The Company reserves the right to adopt the pertinent measures in relation to the telematic attendance mechanisms when technical or security reasons so require or demand it. The Company will not be responsible for any damage and losses that may be caused to the shareholder or representative derived from the occasional unavailability of its website, or any faults, overloads, line outages, connection failures or any other eventuality of the same or similar nature, beyond the will of the Company, without prejudice to the adoption of the measures that each situation requires, including the possible temporary suspension or extension of the Meeting if it was necessary to guarantee the full exercise of the rights of shareholders or their representatives.

*TRANSLATION FOR INFORMATION PURPOSES ONLY*

Madrid, 20 April 2020

General Secretary and Secretary to the Board of Directors

Luis María Cazorla Prieto