



REPORT ON RELATED-PARTY TRANSACTIONS FOR 2019

The Audit Committee of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* (hereinafter BME or the Company), at its meeting held on 26 February 2020, in accordance with the that set forth in section 4.g) of article 529 *quaterdecies* of the Corporate Enterprises Act and letters j), k) and l) of section 2 of article 19 of the Regulations of the Board of Directors, issues the following report on the related-party transactions for 2019.

In this regard, section 3 of article 16 of the Regulations of the Audit Committee establishes that *"Prior to drawing up the financial statements, the Audit Committee shall issue a report on related-party transactions corresponding to the financial year to which it refers, which shall be included on the Company's corporate website."*

I.- Applicable legislation.

Section 4.g) of article 529 *quaterdecies* of the Corporate Enterprises Act establishes that the Audit Committee must *"previously inform the Board of Directors regarding all matters provided for by Law, in the Articles of Association and the Board of Directors' Rule Book and in particular, regarding: (...) and 3, related party transactions."*

This obligation is set forth in article 19, letter j) of section 2 of the Board of Directors' Rule Book, which charges the Audit Committee with the responsibility to *"Previously inform the Board of Directors regarding the financial information that the Company must make public on a periodic basis; the creation or acquisition of holdings in special purpose vehicles or those domiciled in countries or territories considered tax havens; and related-party transactions"* and article 16, section 1.a), of the Regulations of the Audit Committee that establishes that *"The Audit Committee will report on: a) transactions with related parties."*

Additionally, the letters k) and l) of section 2 of article 19 of the Regulations of the Board of Directors confer to the Audit Committee the following powers, implemented by the Regulations of the Audit Committee:

"Article 19, section 2, letters k) and l) of the Regulations of the Board of Directors:

k) Report on transactions carried out by a Director or parties related thereto with the Company or its Group, provided that the transaction does not involve a value of more than 10% of Company assets, the use of Company assets or the use of a specific business opportunity.

l) Report on transactions that the Company or companies of the Group carry out with shareholders holding significant ownership interest, including shareholders represented on the Board of Directors of the Company or other companies that form part of the same group or with persons related thereto."

"Article 16, section 1, letters b) and c) of the Regulations of the Audit Committee:

1. *The Audit Committee will report on:*

b) The execution of transactions by a Director, or his related persons, with the Company or its Group, provided that the transaction does not involve a value of more than 10% of Company assets, the use of Company assets or the use of a specific business opportunity.

c) Transactions carried out by the Company or group companies with significant shareholders, including shareholders represented on the Board of Directors of the Company or of other companies forming part of the same group or with persons related to them."

II.- Definition of related transactions

Pursuant to letters c) and d) of section 4 of article 7 of the Regulations of the Board of Directors, it is the responsibility of the Board of Directors to approve transactions carried out by a Director or parties related thereto with the Company or its Group, provided that said transaction does not involve a value of more than 10% of Company assets, the use of Company assets or the use of a specific business opportunity, as well as transactions that the Company or the Group companies carry out with shareholders holding significant ownership interests, including shareholders represented on the Board of Directors of the Company or other companies that form part of the same group or with persons related thereto.

The transactions that simultaneously meet the following three characteristics are excluded from the aforementioned considerations:

- they are governed by standard form agreements applied on an across-the-board basis to a large number of clients;
- they are performed at prices or rates established on a general basis by the person supplying the goods or services; and,
- the amount does not exceed 1% of the Company's annual revenue.

Moreover, given the market/systems activities carried on by the Group companies, Articles 29 of the Regulations of the Board of Directors and 16, section 2, of the Regulations of the Audit Committee, establish that trades, transactions or actions undertaken by Directors and significant shareholders and their related parties in their activities on the markets and systems managed by Group companies shall not require prior authorisation, nor shall they be subject to disclosure obligations, provided that they are within the ordinary course of business of the parties involved and on an arm's length basis, without prejudice to compliance with any regulations applicable to transactions with related parties.

III.- Report on related-party transactions in 2019.

In 2019, due to non-enforceability, the Audit Committee was not informed of the performance of related-party transactions.

Without prejudice to the foregoing, the consolidated financial statements for the year ending the 31 December 2019 shall detail all related-party transactions corresponding to balances and transactions performed in relation to the remuneration of the members of the Board of Directors, the members of the Senior Management and those carried out with the investees Regis-TR, S.A., Regis-TR UK, Ltd and LATAM Exchanges Data México, S.A. de C.V.

In relation to the balances outstanding and transactions carried out in 2019 with its significant shareholder, Corporación Financiera Alba, S.A., dividends for the net amount of 12,825 thousand euros were paid, once the withholdings set forth in prevailing tax legislation, amounting to 3,008 thousand euros had been applied.

IV.- Publishing of the report.

In accordance with the provisions set forth by article 16, section 3, of the Regulations of the Audit Committee, this report on related transactions for 2019 will be published on the company's website, www.bolsasymercados.es, together with the Company's individual and consolidated financial statements.