



**RESOLUTIONS ADOPTED AT THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF BOLSAS Y MERCADOS ESPAÑOLES, SOCIEDAD HOLDING DE MERCADOS Y SISTEMAS FINANCIEROS, S.A., HELD ON 29 APRIL 2020.**

**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 Directors' 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.

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 2019.

**SECOND.-** Review and approval of the distribution of earnings for the year ended 31 December 2019.

Likewise, the Ordinary General Shareholders' Meeting has approved the distribution of individual earnings for 2019, representing a net profit of EUR 122,943,539.82, as follows:

- EUR 117,649,134.26 to ordinary dividends.
- EUR 5,294,405.56 to voluntary reserves.

From the total EUR 117,649,134.26 in dividends due, two interim dividends for 2019 amounting to EUR 82,851,503 were paid to shareholders on 13 September and 30 December 2019.

The complementary dividend will be paid to shareholders on 8 May 2020 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) 5 May 2020;
- Date from which shares will trade without dividend right (ex date): 6 May 2020;
- Record date: 7 May 2020; and
- Dividend payment date: 8 May 2020.

**THIRD.- Review and, if appropriate, approval of the consolidated non-financial information report of BME Group for the year ended 31 December 2019.**

The Ordinary General Shareholders' Meeting has approved the consolidated non-financial information report of BME and companies in the BME Group for the year ended 31 December 2019.

**FOURTH.- 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.**

The Ordinary General Shareholders' Meeting has re-elected Ms María Helena dos Santos Fernandes de Santana as Director of the Company, qualified as independent Director.

The aforementioned reelection is 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.- 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").**

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 2019, 2020 and 2021, approved by the Ordinary General Shareholders' Meeting held on 25 April 2019, will apply in 2020 and 2021.

**SIXTH.- Advisory vote on the Annual report on Director's remuneration for 2019.**

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 2019.

**SEVENTH.- 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 2020.

This appointment will be valid for one year, corresponding to 2020, beginning on 1 January 2020 and ending on 31 December 2020.

**EIGHTH.- 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.**

Finally, authorise the Company's Board of Directors, pursuant to Article 146 of the Companies Act and related provisions, to implement the derivative acquisition of treasury shares under the terms and conditions indicated as follows:

- a) The acquisition may be carried out either directly by the Company itself or indirectly through Group companies.
- b) The acquisition may be in the form of a trade, swap or dation in payment, in one or more instalments, whenever:
  - The acquisition, including the shares that the Company or person acting in his own name but for the company's account acquired previously and held in portfolio, does not result in the equity being reduced to below the amount of the share capital plus the statutory or bylaw restricted reserves.
  - The par value of the treasury shares acquired, directly or indirectly by the Company, together with those already held by the Company and the companies of its Group, does not exceed 10% of the subscribed share capital, pursuant to that established in article 509 of the Companies Act.
- c) The shares acquired must be fully paid up and free of any liens or encumbrances, and not subject to the fulfilment of any kind of obligation.
- d) The acquisition price may not be less than the par value or more than 20% of the market price at which the share is trading on the Spanish electronic trading platform (SIBE) at the time of the acquisition.

This authorisation, which is granted for the maximum legal period of five years, shall be without prejudice to events of open acquisition under the Law.

In addition, for the purposes of paragraph two of Article 146.1.a) of the Companies Act, authorisation to acquire the Company's shares is expressly granted to any companies of its Group on the same terms under this resolution.

It is expressly placed on record that any treasury shares acquired as a result of this authorisation may be either disposed of or redeemed, or allocated to employee remuneration schemes, as set forth in the last paragraph of Article 146.1.a) of the Companies Act.

**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.