



TO THE SPANISH SECURITIES MARKET COMMISSION

SIX Group AG (“**SIX**”), in relation to what is set forth in article 227 of the Spanish Securities Market Act (*Ley del Mercado de Valores*) as recast by Legislative Royal Decree 4/2015, of 23 October (the “**LMV**”), makes public the following

OTHER RELEVANT INFORMATION

In relation to the voluntary tender offer for Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (“**BME**”) made by SIX (the “**Offer**”), whose result was published on 11 June 2020 by the Spanish Securities Market Commission (the “**CNMV**”), on 1 September 2020 SIX published a communication of other relevant information (with registration number 434) where the following was disclosed:

- That until 31 August 2020, shareholders of BME holding in aggregate 1,798,530 shares, representing approximately 2.151% of BME’s share capital, have exercised their sell-out right.
- That as a consequence of the aforementioned, as at 31 August 2020, the total number of shares acquired by SIX as a result of the Offer plus the shares which exercised the sell-out right amounted to 79,698,520 shares of BME, representing in aggregate approximately 95.315% of its share capital.
- That, therefore, all the requirements set forth both in article 47 of Royal Decree 1066/2007, of 27 July, on the regime for public offers for acquisition of securities (the “**Royal Decree 1066/2007**”) and in sections 3.6.1 and 4.10 of the Offer prospectus for SIX to exercise the squeeze-out right, had been complied with.

Between 31 August 2020 and 2 September 2020 (included), SIX has acquired 85,635 additional shares of BME, which together with those already held by SIX, amount to a total of 79,784,155 shares, representing approximately 95.418% of BME’s share capital.

Pursuant to articles 136 of the LMV and 48.4 of the Royal Decree 1066/2007 and the Offer prospectus, and following close dialogue with the CNMV, SIX hereby communicates its decision to require the compulsory sale of all BME shares not owned by it at the Offer price (i.e. EUR 32.98 per BME share). Such number of shares, which initially amounts to 3,831,403, will be reduced –if applicable– by the number of shares over which the sell out right is exercised between 3 and 5 September 2020 (both dates included). SIX will inform the market of the number of BME shares finally subject to the squeeze out right.

24 September 2020 is set as the date of the squeeze-out transaction.

Attached is the announcement regarding the characteristics of the squeeze-out transaction, which will be published in the trading bulletins of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and in the newspapers *Expansión*, *Cinco Días* and *El Economista*, all the foregoing in compliance with the provisions of article 48.5 of Royal Decree 1066/2007 and with the Offer prospectus.



For the orderly execution and settlement of the squeeze-out transaction, SIX will request the CNMV to suspend the trading of BME shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges after closing of the stock market on 14 September 2020, and that such trading remains suspended from then on and until the definitive delisting of BME shares.

The settlement of the squeeze-out transaction will imply the delisting of the BME shares from the Madrid, Barcelona, Bilbao and Valencia stock exchanges.

In Zurich, 3 September 2020.

SIX Group AG

Mr Johannes Bernardus Dijsselhof

Mr Daniel Schmucki



**ANNOUNCEMENT OF THE CHARACTERISTICS OF THE SQUEEZE-OUT TRANSACTION
FOLLOWING THE VOLUNTARY TENDER OFFER ON THE SHARES OF BOLSAS Y
MERCADOS ESPAÑÓLES, SOCIEDAD HOLDING DE MERCADOS Y SISTEMAS
FINANCIEROS, S.A. MADE BY SIX GROUP AG**

This announcement is published in accordance with article 48.5 of Royal Decree 1066/2007, of 27 July, on the regime of public tender offers on securities (the “**Royal Decree 1066/2007**”) and it contains the characteristics of the squeeze-out transaction derived from (i) the outcome of the voluntary public takeover bid made by SIX Group AG (“**SIX**” or the “**Offeror**”) over all the shares representing the share capital of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (“**BME**”), authorized by the Spanish Securities Market Commission (the “**CNMV**”) on 25 March 2020 (the “**Offer**”), whose result was published by the CNMV on 11 June 2020, and (ii) the exercise of the sell-out right by BME shareholders between 16 June and 2 September 2020.

1. SQUEEZE-OUT TRANSACTIONS

According to article 48.3 of Royal Decree 1066/2007 and section 3.6.2 of the Offer prospectus, SIX communicated to the CNMV on 1 September 2020, by means of a communication of inside information (*información privilegiada*), the satisfaction of all the required conditions for SIX to exercise its squeeze-out right (that is, the requirements set forth in (i) both article 136 of the Spanish Securities Market Act (*Ley del Mercado de Valores*) as recast by Legislative Royal Decree 4/2015 of 23 October 2015 (the “**LMV**”) and in article 47 of the Royal Decree 1066/2007, and (ii) sections 3.6.1 and 4.10 of the Offer prospectus).

In addition, on 3 September 2020 SIX communicated to the CNMV, by means of a communication of other relevant information and in accordance with article 48.4 of the Royal Decree 1066/2007 and to the terms of the Offer prospectus, and following a close dialogue with the CNMV, its decision to require the compulsory sale of all BME shares not owned by it.

2. CONSIDERATION OF THE SQUEEZE-OUT TRANSACTION

The consideration will be payable in cash and it will be equal to the consideration offered in the Offer (that is, EUR 32.98 per BME share). The settlement of the transaction will be carried out in the same term provided for in the Offer prospectus, as from the trade date of the squeeze-out transaction.

3. DATE OF THE TRANSACTION

24 September 2020 is set as the date of the squeeze-out transaction.

4. GUARANTEE

SIX, as per the provisions in article 48.4 of the Royal Decree 1066/2007, will provide to the CNMV, before the date of the squeeze-out transaction, the documentation evidencing the issuance of a guarantee which secures the payment obligations resulting from the exercise of the squeeze-out right.

Such guarantee will consist of seven first-demand bank guarantees issued by Credit Suisse International, Credit Suisse (Switzerland) Ltd., UBS Switzerland AG, Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A., CaixaBank, S.A. and KutxaBank, S.A., for a total amount of EUR 126,359,670.94. Nonetheless, such amount will be reduced by an amount equal to the aggregate purchase price of any shares over which the sell out right may be exercised between 3 and 5 September 2020 (both dates included).



5. EXECUTION PROCEDURE OF THE SQUEEZE-OUT TRANSACTION

All depositary entities of shares of BME shall execute the sale of shares to SIX on the date of the squeeze-out transaction in accordance with the procedure established for such purpose by Iberclear. The settlement and payment of the consideration offered will be carried out in accordance with the provisions in article 48.4 of the Royal Decree 1066/2007.

According to the provisions of article 136 of the LMV, if the shares of BME subject to the squeeze-out are seized as a consequence of administrative or judicial acts or resolutions or there is some kind of charge on them, including liens, limited real rights or financial securities, the relevant shares will be transferred free of said charges, being such charges constituted on the price paid by the Offeror for the sale. The entity where the shares are deposited will be obliged to keep the price of the sale in deposit, informing the judicial or administrative authority that ordered any seizures or the holder of any other charges of the application of the present procedure. If, once the provisions of this paragraph have been applied, there is a remnant in respect of the necessary amount to satisfy the obligations secured by the seizure or seizures made, or by the existing charges on the shares, such remnant shall be immediately made available to the owner of the shares.

The acquisitions of the shares subject to squeeze-out will be brokered and settled by Banco Bilbao Vizcaya Argentaria, S.A., who acts as member of the Spanish Stock Exchanges and as agent of the transaction, and as participating entity in Iberclear, in charge of carrying out such settlement on behalf of the Offeror.

6. EXPENSES OF THE SQUEEZE-OUT SALE TRANSACTION

The expenses derived from the transfer and settlement of the shares will be borne by SIX.

7. DELISTING OF BME

According to article 48.10 of the Royal Decree 1066/2007, the squeeze-out transaction will imply the delisting of BME shares from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, which will be effective as from the settlement of said transaction.

For the orderly execution and settlement of the squeeze-out sale, SIX will request the CNMV to suspend, with effects as from 14 September 2020, after the closing of the stock market, the trading of BME shares, and that such trading remains suspended from then on and until the definitive delisting of BME shares.

Zurich, [●] September 2020.

SIX Group AG