

**INTERNAL REGULATIONS OF CONDUCT OF BOLSAS Y MERCADOS ESPAÑOLES,
SOCIEDAD HOLDING DE MERCADOS Y SISTEMAS FINANCIEROS, S.A.**

At its meeting on March 25 2004, the Board of Directors of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (hereinafter "Bolsas y Mercados Españoles", "BME" or "the Company") approved the Internal Regulations of Conduct, the purpose of which was to lay down the principles and framework of action for the Company and its Group with respect to the securities markets.

At the Extraordinary General Shareholders' Meeting on 5 June 2006, a resolution was adopted to apply for admission to trading for the Company's shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges. This required that amendments be made to these Regulations in order to address issues inherent in a listed company.

Accordingly, the Board of Directors of BME approved the Internal Regulations of Conduct for the BME Group at a meeting held on 15 June 2006, contingent on the shares being admitted to trading.

I. INDIVIDUALS INCLUDED

A. These Regulations shall apply to the members of the Board of Directors, executives and employees of BME and Group companies (hereinafter "Individuals Affected").

For the purposes of these Regulations, the following definitions apply:

- Executives: any senior manager that habitually has access to inside information related, directly or indirectly, to BME or Group companies and who, in addition, has the power to take management decisions that can affect the future business performance and outlook of BME or Group companies.
- Group companies: those in which BME has a controlling interest that determines a group relationship as interpreted from article 4 of the Spanish Securities Market Law.

These Regulations shall also apply to the Secretaries, Vice Secretaries or Advisor to the Board of Directors of BME and Group companies, regardless of whether they are employees of BME or a Group company.

The obligations arising from these Regulations with respect to the use of material and inside information shall also be required of external advisers who provide legal, consultancy, financial or any other type of service to BME or Group companies.

B. In cases where the Individuals Affected are subject to the special rules of conduct contained in the Board of Directors Regulations of Bolsas y Mercados Españoles, S.A. or to special rules of conduct that may be approved by BME group companies, the rules contained herein shall apply in the absence of such special rules.

II. ACTIONS INCLUDED AND SECURITIES AFFECTED

A. These Regulations shall apply to the actions taken by the Individuals Affected in relation to securities and instruments listed on any markets, organised trading systems or registration, clearing or settlement systems governed or managed by companies belonging to the BME Group, as well as securities and instruments for which an application for listing has been made.

B. The following are considered securities and instruments affected (hereinafter "Securities Affected"):

1. Shares and equivalent securities, as well as any other type of marketable securities that grant the right to acquire such securities through conversion or the exercise of the rights attached to them.

2. Debentures or any other type of security that recognises or creates a debt.

3. Any type of contract or instrument irrespective of whether the underlying security is non-financial.

4. Holdings in Exchange Traded Funds (ETF).

5. Warrants.

C. Securities issued or guaranteed by BME (hereinafter "BME securities"), are also considered as Securities Affected.

D. Affected securities do not include shares in open-end investment companies (Sociedades de Inversión de Capital Variable, SICAVs) on which trades are made in the module for announcing trades at net asset value on the Alternative Equity Market (Mercado Alternativo Bursátil, or MAB).

III. STANDARDS OF CONDUCT COMMITTEE

A. Depending on the Markets and Systems Operating Procedures Committee of the Board of Directors, a Standards of Conduct Committee has been established, comprising individuals appointed by BME's Board of Directors, as the body in charge of applying, interpreting and monitoring these Regulations, as well as of approving the instructions or guidelines for their implementation or development. The Standards of Conduct Committee shall establish its own rules of organisation and operation.

In addition to the other responsibilities envisaged in these Regulations, the functions assigned to it under the other internal regulations of BME and its Group, and those attributed to

it by BME's Board of Directors and its Markets and Systems Operating Procedures Committee, the Standards of Conduct Committee shall be responsible for:

- Establishing the procedures and requirements for making all Individuals Affected aware of these Regulations.
- Keeping a list of executives for the purposes of these Regulations.
- Establishing the conditions and procedures for requiring external advisers who provide legal, consultancy, financial and any other type of service to BME or Group companies to abide by the obligations contained by this Regulations with respect to the use of material and inside information.

B. The Standards of Conduct Committee shall appoint a Standards of Conduct Unit to oversee matters pertaining to these Regulations and, in particular, to receive notices and handle requests for authorisation of transactions, as well as to keep data files and carry out the actions entrusted to it by the Standards of Conduct Committee.

C. The information and data sent to the Standards of Conduct Committee and the Standards of Conduct Unit shall be confidential and the persons in charge of handling this information shall be obliged to keep it secret.

D. To ensure that their duties are carried out, the Standards of Conduct Committee and the Standards of Conduct Unit may ask the Individuals Affected for any information they deem necessary.

E. The Standards of Conduct Committee shall produce an annual report on its activities for the Markets and Systems Operating Procedures Committee, and it shall keep the Committee informed, whenever it considers it necessary or is required to do so, of all matters related to the application of these Regulations, of any incidents and of the degree of compliance.

IV. GENERAL PRINCIPLES OF CONDUCT

In performing their activities, the Individuals Affected by these Regulations must always act in accordance with the principles of impartiality and good faith, and comply with the following:

1. They must exercise management that is orderly, diligent, prudent and transparent, in keeping with the integrity of the markets and systems.
2. They must be acquainted and act in full compliance with the regulations, provisions and decisions adopted by the competent authorities and bodies.
3. They must give due assistance to the supervisory bodies.
4. They must not use the BME or Group Company's name in which they render services, nor invoke their status, office or function, to perform transactions on their own account or on the

account of related parties, nor carry out any type of activity that undermines the interests and reputation of the BME Group.

5. They must keep confidential, even when they no longer hold their status, office or function, any data or information that they receive as a result thereof, and may not use such data or information to their own advantage, nor furnish them to third parties, unless legally obliged to do so.

6. They must not grant special treatment to customers, investors or suppliers, or request or accept gifts or invitations that, due to their nature, value and frequency, could influence the behaviour of the persons receiving them. Individuals Affected by these Regulations who carry out transactions with Securities Affected shall not allow members of the markets and systems in question to apply more favourable conditions or commissions than those they would have received had they not been Board members, executives or employees of BME or the BME Group.

7. They must notify the Standards of Conduct Committee immediately of any request for information or action relating to fines or penalties levied by supervisory authorities of the securities or financial markets regarding the remit of the Individual Affected within the BME Group. Individuals Affected by these Regulations shall also notify the Standards of Conduct Committee immediately of any accusations against them in criminal proceedings related to their job.

8. They shall provide a disclaimer stating that the opinions expressed at seminars or conferences, when teaching, or in publications and articles related to the securities markets are personal and, therefore, should not be confused with statements made by BME or BME criteria unless they are acting expressly on behalf of BME or Group companies.

V. CONFLICTS OF INTEREST

A. Individuals Affected must act with due impartiality and in no case placing their own interests before those of the Company and its Group or those of the shareholders. The decisions of Individuals Affected shall be based on what best serves the interests and legally attributed functions of BME and its Group.

B. The Individuals Affected shall endeavour to avoid conflicts of interest with BME shareholders, members of or participants in the markets or systems governed or managed by companies belonging to the BME Group, or with the issuers of the Securities Affected listed on those markets or systems or which have applied for a listing. If affected by a conflict of interest, they shall refrain from intervening in or influencing the discussion and taking of decisions concerning the persons or entities to which the direct interest in conflict refers, and shall notify whoever is responsible for decision-making accordingly. Notwithstanding the foregoing, the Individuals Affected may participate in the discussion and approval of any rules, instructions or

decisions that shall apply generally to all investors, market members or companies with securities admitted to trading.

The obligations deriving from this section for Board Members of BME Group companies shall also apply to the Secretaries, Vice Secretaries and Advisor to the Board of Directors of their respective Boards of Directors.

BME's Board Secretary, Vice Secretary and Advisor to the Board of Directors are subject to the same rules governing conflicts of interest as the Board members.

C. All Individuals Affected must notify the Standards of Conduct Unit of any possible conflicts of interest which may affect them or their related parties.

D. The following shall be considered related parties of Individuals Affected:

1. The spouse or anyone with which he/she has a similar relationship.
2. The parents, children or siblings of the Individuals Affected or of their spouse.
3. Other family members who have been living with or have been dependants of the Individual Affected for at least one year prior to the date of the transaction.
4. The spouses of the parents, children or siblings of the Individuals Affected.
5. The companies in which the Individuals Affected, either personally or through an intermediary:

a) In general, are in any of the situations envisaged in article 4 of the Spanish Securities Market Law 24/1988 of July 28.

b) Own 5% or more of the share capital, when the company is a member of or participant in markets or systems managed by BME Group.

c) Own 5% or more of the share capital, when the company is a customer of services connected with the BME Group markets or systems.

d) Own 10% or more of the share capital, when the company is an issuer of securities admitted to or included in BME Group markets or systems.

Intermediaries are deemed to be persons who, in their own name, engage in transactions with securities on the account of the Individuals Affected. This definition shall be deemed to apply to anyone whom the Individual Affected keeps fully or partially covered against the risks attached to the transactions performed.

E. The related parties of Corporate Individuals Affected are:

1. Partners that, with respect to the Corporate Individuals Affected, are in any of the situations envisaged in article 4 of the Spanish Securities Market Law 24/1988 of July 28.

2. The *de facto* or *de jure* directors, the liquidators and the legal representatives with general powers of attorney of the Corporate Individual Affected.

3. The following companies:

a) In general, those in any of the situations envisaged in article 4 of the Spanish Securities Market Law 24/1988 of July 28.

b) Members of or participants in BME Group markets or systems in which the Corporate Individual Affected owns 5% or more of the share capital.

c) Companies that are customers of services connected to markets or systems managed by BME Group in which the Corporate Individual Affected owns 5% or more of the share capital.

d) Issuers of securities admitted to trading or included in BME Group markets or systems in which the Corporate Individual Affected owns 10% or more of the share capital.

4. Individuals who are classified as related parties of the representative of the Corporate Individual Affected under the terms of section C of this Regulation V.

F. If they have any doubts about the existence of a possible conflict of interest, the Individuals Affected should consult the Standards of Conduct Committee on the matter before taking any decision or action that could be affected by the possible conflict.

G. Individuals Affected must keep the information they supply up to date, giving notice of the termination of or any change in the situation of conflict and the emergence of new situations of this type. Notice must be given within five days from the time the conflict of interest arises and, in any event, before taking any decision or action affected by it.

VI. USE OF INFORMATION

A. Individuals included within the scope of application of these Regulations may not use any information obtained from BME, its group, suppliers, customers or shareholders, to their own advantage. Such information shall include, especially, any that the Individuals Affected obtain, use or apply as a result of the duties assigned to them in BME or Group companies, regardless of whether it refers to the latter or to other companies or persons.

B. The foregoing prohibition includes furnishing and delivering information to third parties without the prior consent of the Standards of Conduct Committee.

C. The Individuals Affected shall refrain from notifying the media, on their own initiative or at the latter's request, of any information or news about BME and its Group companies. Communication with the media is the responsibility of the Company's Communications Division.

D. The Standards of Conduct Committee shall decide which areas or departments of BME are to be classified as separate areas because they are engaged in separate activities in relation to the securities markets, and shall establish the criteria for taking this same decision at Group companies. In any case, the management of treasury stock shall in all cases be considered a separate area.

E. The Standards of Conduct Committee shall define the specific and independent procedures that the separate areas must follow.

F. The Standards of Conduct Committee shall establish the measures for protecting and controlling computer files, documents and archives, as well as written, electronic and telephone communications applicable to each separate area.

VII. TRANSACTIONS

A. The Individuals Affected must notify the Standards of Conduct Committee of any transactions they perform involving Securities Affected within five business days from the date on which they receive written confirmation that the transaction has been performed. Such disclosures must identify the type, number and name of the relevant securities, the transaction price and date, the entity to which the related order was sent and any connection there might be between the transaction in question and other transactions performed previously.

B. Individuals Affected may not engage in opposing transactions with the Securities Affected during the 60 days following each purchase or sale thereof without prior consent from the Standards of Conduct Committee, which must be requested from the Standards of Conduct Unit stating the exceptional circumstances justifying the disposal of the securities.

C. In cases of transactions that are special because of their amount, the type of securities involved, the subscription or trading procedure applicable and other similar circumstances, in which there is a considerable delay between the placement of the relevant order and receipt of confirmation that it has been executed, the Individuals Affected must initially notify the Standards of Conduct Unit that such orders have been given and subsequently that they have been executed, both within the timeframe provided for in section A above.

D. Where Individuals Affected have continuously commissioned management of all or part of the Securities Affected to a financial entity that is legally allowed to manage assets, subject exclusively to the general risk-return guidelines set forth in the contract and without the management company being able to seek or receive investment instructions from the Individuals Affected, the obligations included in sections A to D of this Regulation shall not apply to the transactions decided by the relevant manager.

In such cases, the Individuals Affected must provide the Standards of Conduct Unit with a written document from the financial entity in charge of managing their securities and financial instruments certifying that the arrangement complies with the provisions laid down herein, and confirming that the Individual Affected has instructed the financial entity to respond to any requests for information that the Standards of Conduct Committee and the Standards of Conduct Unit may make regarding transactions arising out of the management agreement.

E. Board members and executives of BME and Group companies shall commission the management and administration of all their Securities Affected under the terms provided for in this Regulation VII, section D above. The management mandate shall last for as long as the

Individual Affected remains in office. For the sole purpose of this management duty, shares of SICAVs managed by a collective investment undertaking management company shall not be considered Affected Securities.

The persons included within the scope of application of this section must provide the Standards of Conduct Committee with a written document from the financial entity commissioned to manage transactions certifying that the mandate complies with the provisions laid down herein and confirming that the Individual Affected has instructed the financial entity to respond to any requests for information that the Standards of Conduct Committee may make regarding the transactions performed under the management agreement.

The persons to whom this section refers may exclude from the management agreement transactions involving BME securities, as defined in Regulation II section C above. Directors opting for this exclusion must notify their intention to carry out any transactions involving these securities, at least 24 hours in advance, to the Markets and Systems Operating Committee, through the General Secretary and Secretary to the Board of Directors, irrespective of whether they subsequently follow the standard communication procedure stipulated in section A of this Regulation.

Directors of BME and Group companies with professional ties to a given entity may also exclude from the asset management mandate securities issued by the entity in question and its group companies.

F. The special rules for Group companies mentioned in Regulation I may prohibit employees and executives working in areas and services that habitually receive information directly related to the performance and prices of markets and trading systems from acquiring listed securities without prior authorisation from the Standards of Conduct Committee.

G. Individuals Affected may not engage in transactions involving BME securities in the following periods:

1. During the month preceding the tentative date of publication of the Company's quarterly, half-yearly or annual results.
2. At any other time as established by the Standards of Conduct Committee.

As an exception, the Standards of Conduct Committee may authorise the disposal of BME securities during these periods.

H. When joining BME or any of the Group companies, the Individuals Affected by these Regulations must inform the Standards of Conduct Unit of all the Securities Affected owned by them and their related parties. In addition, when their relationship with the BME Group comes to an end, they must notify the Standards of Conduct Unit of any transactions involving Securities Affected that they have not yet disclosed.

Board members and executives of BME or Group companies must make such disclosures to the Standards of Conduct Committee.

I. The Standards of Conduct Unit must keep a record of the disclosures referred to in the preceding paragraphs, acknowledging receipt immediately to the Individuals Affected. This record shall be confidential and the Standards of Conduct Committee shall be responsible for establishing the procedure for disclosing its content to the individuals and entities which must legally be allowed access to it.

J. The obligations, prohibitions or limits placed on Individuals Affected in this Regulation shall equally apply to all transactions performed with Securities Affected by:

- 1) Their spouses or persons with whom they have a similar relationship, except for transactions performed by such spouses or persons by themselves involving their exclusive assets;
- 2) Their dependent children;
- 3) Family members who have been living with or have been dependants of the Individual Affected for one year prior to the date of the transaction;
- 4) Companies in which any of them hold an executive position or are in charge of their management or exercise control under the terms set forth in article 4 of the Securities Market Law, or whose economic interests are largely equivalent to those of a director or executive;
- 5) Any individual or corporate entity acting on behalf of the Individuals Affected.

VIII. SPECIAL RULES REGARDING INSIDE INFORMATION

A. Inside information means any information of a specific nature which refers directly or indirectly to one or more of the marketable securities or financial instruments, or to one or more of the issuers of such marketable securities or financial instruments that are within the scope of application of the Spanish Securities Market Law, which has not been made public, and which if it is, or had been, made public could have, or would have had, an appreciable effect on their price on a market or organised trading system. The foregoing shall also apply to marketable securities or financial instruments for which an application has been made for them to be listed on a market or organised trading system.

Information shall be considered to be liable to have an appreciable effect on the trading price when it is information that could be used by a reasonable investor as part of the basis of their investment decisions.

Likewise, information shall be considered to be of a specific nature if it indicates a series of circumstances that exist or may reasonably be expected to occur, or an event that has taken place or may reasonably be expected to take place, when such information is precise enough for

a conclusion to be reached on the potential effect of the series of circumstances or events on the prices of the Securities Affected.

B. Until the information in question ceases to be inside information because it has been divulged or made public, Individuals Affected who possess or have access to it must refrain from engaging in the following conduct on their own or someone else's account, either directly or indirectly:

1. Preparing or performing any kind of transaction involving the marketable securities or financial instruments to which the information refers, or any other security, financial instrument or contract of any kind, whether traded or not on a secondary market, that has as its underlying security the marketable securities or financial instruments to which the information refers.

Preparing and performing transactions whose existence itself constitutes the inside information are exempt, as are any transactions performed in compliance with an obligation, already due, to acquire or transfer marketable securities or financial instruments, when such an obligation is contemplated in an agreement entered into before the person in question comes into possession of the inside information, or other transactions performed in conformity with applicable legislation.

2. Disclosing such information to third parties, except in the normal course of their work, occupation or office.
3. Recommending a third party to acquire or transfer marketable securities or financial instruments or to have someone else acquire or transfer them on the basis of such information.

C. The Individual Affected must consult the Standards of Conduct Committee about any doubts as to whether information is classified as inside information or not and wait to be told that it is not before performing any transaction based on it.

D. After study by the Standards of Conduct Committee and at the proposal of the Markets and Systems Operating Procedures Committee, the Board of Directors shall approve the internal control measures and procedures for information regarding any type of transaction that affects BME as a listed company and that might have a material impact on the prices of the securities. If, in addition, this information is considered to be inside information, the provisions of the preceding sections shall apply.

E. During the analysis and negotiation phases of any relevant transactions, the procedures of section D of this Regulation VIII shall include, at least, the following measures:

1. Limiting knowledge of the information strictly to those persons inside or outside BME and BME Group for whom it is essential (hereinafter "insiders"), and, accordingly, denying access to the information to persons who do not need it to carry out their functions.

2. Keeping a documentary register for each transaction giving the names of the insiders, the reason for their inclusion and the date on which each had knowledge of the information, as well as the dates of creation and updating of the list of insiders and any other information required by law. This register shall be managed by the BME General Secretary and Secretary to the Board of Directors and updated when: 1) there is a change in the reasons for including a person in the register; 2) a new person must be included in the register; and 3) a person included in the register no longer has access to inside information, in which case the date when this circumstance arises must be included.

3. Expressly advising insiders of the nature of the information and of their duty to maintain confidentiality and the prohibition on the use of the information, as well as the penalties for failure to comply.

4. Establishing security measures for the safekeeping, filing, access, reproduction and distribution of the information, avoiding the misuse or unfair use of the information and adopting, as appropriate, the necessary corrective measures for any consequences arising from this.

5. Monitoring the market performance of the securities affected and any news reports by professional broadcasters of economic information and the media that may affect them.

6. In the event of an abnormal trend appearing in the volumes traded or the prices quoted that is reasonably suspected to be the result of premature, partial or distorted dissemination of the transaction, immediately publishing a significant event notice giving a clear and precise report on the status of the transaction in progress or containing a preview of the information to be supplied.

IX. MATERIAL INFORMATION

A. Material information means any information the knowledge of which may reasonably affect an investor when buying or selling securities or financial instruments and which, therefore, may have a material impact on the price of such securities or financial instruments on a secondary market or organised trading system.

B. BME is obliged to immediately disclose all material information to the market by filing a notice with the Spanish Securities Market Commission (the CNMV). If the Company considers that the material information should not be made public because it affects its legitimate interests, it must immediately notify the CNMV.

Exempt from this obligation of disclosure are the analyses, preparation and negotiation carried out before a decision is taken or ongoing negotiations, or circumstances related to them when the result or normal conduct of these negotiations might be affected by the public dissemination of the information, as well as the decisions adopted or contracts entered into by the Board of Directors of BME or BME Group companies that require approval by another body

of the BME Group to become valid, provided the public dissemination of the information prior to said approval could jeopardise the correct assessment of the information by the market.

C. General meetings with market analysts, investors or the media must be prepared and scheduled so that the persons taking part do not disclose material information that has not been previously disseminated to the market in accordance with the previous paragraph.

D. The notice must be filed with the CNMV prior to dissemination by any other means and as soon as the event is known, the decision is adopted or the agreement or contract with third parties is signed, as the case may be. The contents of the notice must be accurate, clear, complete and, when the nature of the information so requires, quantified, so that it is neither confusing nor misleading.

E. Any significant change in the material information disseminated must be communicated to the market immediately in the same way.

F. Material information shall in any event be published on the Company's website exactly as notified to the CNMV. BME shall guarantee that the information is disseminated in a such a way that it is understandable, free, direct and easily accessible by investors.

G. Communications to CNMV of material information of BME or its Group shall be affected by the Department or body designated by the Board of Directors.

X. RULES ON THE MANAGEMENT OF TREASURY STOCK

A. This Regulation shall apply to transactions that according to the applicable legal provisions are considered treasury stock transactions. Such transactions may be performed directly by the Company or its subsidiaries.

B. Transactions with Company shares shall be aimed at providing the appropriate liquidity and breadth to investors in the trading of securities, minimising temporary imbalances between bids and offers and carrying out share buybacks.

C. Transactions with Company shares shall have the following characteristics:

- They must not be motivated by an attempt to intervene in the free formation of prices.
- Treasury stock management must be transparent, meet the related legal obligations and, above all, comply with disclosure requirements or the obligation to notify the supervisory bodies. BME must ensure at all times that trading in its own shares is not the result of or affected by the possession of inside information.
- BME may not agree any transactions in own shares with Group companies, their directors, significant shareholders, nor with the intermediaries of any of them, unless authorised expressly by the Board of Directors.
- The Company may not place buy and sell orders for own shares simultaneously.

D. The “action” of the company in the market in relation with the trading of its shares must not hold a dominant position. In this respect, trading in own shares must be no greater than 25% of the daily average of trading in the shares. As an exception, in a given session in which market volatility is above average, the 25% threshold may be exceeded, provided the CNMV is quickly notified of the new limit to be applied.

E. Buy orders must be made at a price that is not above the higher of the following two:

- the price of the last transaction completed in the market by independent parties
- the highest price contained in a buy order in the order book.

Sell orders must be made at a price that is not below the lower of the following two:

- the price of the last transaction completed in the market by independent parties
- the lowest price contained in a sell order in the order book.

F. Trading in treasury stock is subject to the following time limits:

- During adjustment periods buy or sell orders that set a trend in prices must be avoided.
- No buy or sell orders of treasury stock must be placed in the last five minutes of trading. However, previously placed orders may be maintained provided that they do not represent a significant percentage of the order book. Such orders may be withdrawn at any time.

As an exception, orders may be placed relating to own shares, provided always that the Spanish Securities Market Commission (CNMV) is promptly given confidential notice that this has been done and the reasons for it.

- All transactions with own shares must be carried out during normal trading hours, except for special transactions deriving from one of the reasons stipulated for trading outside normal hours.

G. BME's Financial Department shall be in charge of treasury stock management and appointing the individuals comprising the treasury stock management area.

H. The treasury stock management area shall be responsible for:

- Management of own shares in accordance with the criteria established by the Company's competent bodies and the general principles set forth herein.
- Monitoring the performance of the stock, notifying the Financial Department of any significant change in the price not attributable to normal market factors.
- Keeping a file of all transactions involving own shares for which orders have been placed and executed.
- Reporting any major incident concerning the management of treasury stock to the Financial Department.

XI. NON-COMPLIANCE

A. Without prejudice to the disciplinary powers of the CNMV and the Minister of Economy and Finance, persons included within the scope of application of these Regulations who break the rules set forth herein shall be liable to the sanctions and penalties envisaged in the employment or professional regime applicable to them.

B. The Standards of Conduct Unit shall report any suspected breach of these Regulations and the provisions of development and applications to the Standards of Conduct Committee. If examination of the information received reveals a possible infraction, the Standards of Conduct Committee shall refer the matter to the body of the Company where the Affected Individual works that is competent to bring disciplinary proceedings.

This body must notify the Standards of Conduct Committee of any decisions it adopts on the matter and of the action taken in conducting such disciplinary proceedings.

In the course of such proceedings the party concerned must always be given a hearing.

It shall be the responsibility of the Board of Directors of the company where the individual concerned is employed to rule on such disciplinary proceedings, on the basis of a reasoned proposal from the examiner, in which very particular consideration must be given to the circumstances surrounding the action under examination and its implications.

C. In the case of members of the Company's Board or of the Boards of Group companies, including the Secretaries and Vice Secretaries, the Standards of Conduct Committee shall study the case, sending the dossier and an explanatory report to the Markets and Systems Operating Procedures Committee.

Once it has received the dossier, the Markets and Systems Operating Procedures Committee shall analyse the relevant information.

The Committee may:

- a) declare the absence of any infraction, reporting its findings to the Board of Directors; or,
- b) in the event that the facts analysed lead the Committee to find that an infraction has been committed, submit a proposed plan of action to the Board of Directors, which, depending on the seriousness of the breach of rules, may consist of a private reprimand of the guilty party in writing or a request for their resignation.

Based on the proposal submitted by the Markets and Systems Operating Procedures Committee, the Board of Directors may:

- a) agree on the measure to be taken out of those proposed by the Markets and Systems Operating Procedures Committee; or

- b) declare, with justified reasons, the absence of any infraction.

When the breach of rules affects Directors of Group companies, the Secretary of the Board shall communicate the Board's decision to the Chairman of the Group company concerned, who in turn shall communicate the decision to the Director in question.

D. Breaches of Regulations shall be communicated to the CNMV:

- a) in the event that they have been committed by employees, by the Standards of Conduct Committee, once it has been informed, in accordance with section B above, of the decisions adopted as part of the disciplinary proceedings put in motion: or,
- b) in the event that they have been committed by members of the Board of Directors, by the Board once it has reached an agreement on the disciplinary measure to be taken.

XII. ENTRY INTO FORCE AND TRANSITORY REGIME

A. These Internal Regulations of Conduct shall enter into force when the shares of Bolsas y Mercados Españoles are admitted to trading on the Madrid, Barcelona, Bilbao and Valencia stock exchanges and included in the Sistema de Interconexión Bursátil electronic trading platform.

B. Following the entry into force of these Regulations, Individuals Affected have 10 days to comply with the requirements of Regulation VII section H.