

**ORDINARY GENERAL SHAREHOLDERS' MEETING**  
**ATTENDANCE CARD, PROXY VOTING AND REMOTE VOTING**

Attendance card, proxy voting and remote voting for the Ordinary General Shareholders' Meeting of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* (BME), to be held, at first call, at the Palacio de la Bolsa, Plaza de la Lealtad 1, Madrid, on 26 April 2017, at 12:30 pm, or in the case of the necessary legal quorum not being reached, on 27 April at the same time and in the same place. **The General Shareholders' Meeting is likely to be held at second call, i.e., on 28 April.**

Shareholder Name	<input type="text"/>	Nº Shareholder	<input type="text"/>	Nº of Shares	<input type="text"/>
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**ATTENDANCE**

Those BME shareholders whose BME shares are registered in their name in the relevant book register at least five days prior to the date of the General Meeting at first call, may attend the Ordinary General Shareholders' Meeting.

In order to attend the General Meeting, shareholders must sign in the space provided and arrive at the venue before the meeting is scheduled to commence. Shareholders must show their National Identity Card or passport and hand in this card.

**Signature of shareholder attending the meeting**

In ....., on ... of ..... 2017

**PROXY VOTING**

The undersigned shareholder hereby grants proxy to Mr./Ms./..... with Tax Identification No. .... in representation of his/her shares at the Ordinary General Shareholders' Meeting with instructions to vote on the Board of Directors' proposals as follows<sup>(1) (\*)</sup>:

Orden del día	1	2	3.1	3.2	3.3	3.4	3.5	4	5	6	7
In favour											
Against											
Abstains											
Blank vote											

\* Item 8 is for information purposes only and will not be put to the vote.

If no individual is named as proxy, the Chairman of the General Shareholders' Meeting shall act as such.

If the above boxes are left blank, it will be deemed that the proxy has been precisely instructed to vote in favour of the Board of Directors' proposals.

If any of the proposals on the agenda put to the vote cause a conflict of interest for the proxy, this vote may be delegated to a third party who is not in the same situation, unless instructions are given to do otherwise by marking the NO box in this section. If the NO box is marked, it shall be understood that the shareholder has instructed the proxy to abstain. **NO**

The proxy granted shall also cover any proposals not included on the agenda, in which case the proxy shall vote as he/she sees fit.

<b><u>Signature of shareholder granting proxy</u></b>	<b><u>Proxy's signature.</u></b> <small>(This is not necessary if a member of the Board of Directors is granted proxy)</small>
<input type="text"/>	<input type="text"/>

In ....., on ... of ..... 2017

**POSTAL VOTE**

The shareholder named on this card votes on the Board of Directors' proposals as follows\*:

Orden del día	1	2	3.1	3.2	3.3	3.4	3.5	4	5	6	7
In favour											
Against											
Abstains											
Blank vote											

\* Item 8 is for information purposes only and will not be put to the vote

If any of the above boxes are left blank, the shareholder shall be deemed to vote in favour of the Board of Directors' proposals.

Should any proposals be put forward which are not included in the Agenda, the shareholder shall vote in accordance with the Chairman of the General Shareholder's Meeting's vote, unless instructed to do otherwise by marking the "No" box below. In this event, the shareholder will be deemed to abstain. **NO**

**Signature of shareholder exercising postal vote**

In ....., on ... of ..... 2017

## SHAREHOLDERS WISHING TO GRANT PROXY OR EXERCISE POSTAL VOTE

- Shareholders wishing to vote must fill in the “postal vote” section on this card, sign it and send it to the Company by one of the following methods:
  - Delivered to the Company headquarters, Plaza de la Lealtad 1, 28014 Madrid.
  - Posted in the stamped addressed envelope which came with the attendance card, or sent to the Company headquarters, Plaza de la Lealtad 1, 28014 Madrid, Secretary General and Secretary to the Board of Directors.
- Shareholders who wish to grant proxy by post must fill in the “proxy voting” section and
  - a) If proxy is granted to a member of the Board of Directors<sup>1</sup>, including the Secretary and the Deputy Secretary, the card must be signed by the shareholder being represented, and sent to the Company by any of the following methods:
    - Delivered to the Company headquarters, Plaza de la Lealtad 1, 28014 Madrid.
    - Posted in the stamped addressed envelope which came with the attendance card, or sent to the Company headquarters, Plaza de la Lealtad 1, 28014 Madrid, Secretary General and Secretary to the Board of Directors.
  - b) If proxy is granted to another person, the appointed proxy must attend the Ordinary General Shareholders' Meeting and present their National Identify Card or passport as means of identification and hand in a printed copy of the proxy duly signed by the shareholder granting proxy and the proxy.

The Company must receive all proxy appointments granted by post and all postal votes at its registered offices 24 hours prior to the time the Ordinary General Shareholders' Meeting is due to commence at first call, i.e on 25 April, at 12:30 p.m. After the deadline, only proxy appointments granted using attendance cards will be accepted and must be presented at the shareholders' registration tables upon arrival at the General Shareholders' Meeting in the place and on the day scheduled.

In the event that the shares are held by a group of people, it shall be deemed that the shareholder granting a proxy or voting by post has been appointed by the other shareholders of that group to exercise these rights.

Information on attendance, proxies and remote voting can be found on our corporate website under “Junta General 2017” (General Shareholders' Meeting 2017). [www.bolsasymercados.es](http://www.bolsasymercados.es).

### AGENDA

**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 Director's 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, for the year ended 31 December 2016.

**SECOND.-** Review and approval of the distribution of earnings for the year ended 31 December 2016.

**THIRD.-** Determination of the number of members that will form the Board of Directors within the minimum and maximum number established in accordance with article 26 of the Articles of Association and the re-election and appointment, if appropriate, of members of the Board of Directors.

**3.1.-** Determination of the number of members that will form the Board of Directors within the minimum and maximum number established in accordance with article 26 of the Articles of Association.

**3.2.-** Re-election of Mr. *Joan Hortalá i Arau* as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

**3.3.-** Re-election of Mr. *Ramiro Mato García-Ansorena* as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

**3.4.-** Re-election of Mr. *Antonio J. Zoido Martínez* as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

**3.5.-** Appointment of Mr. *Javier Hernani Burzako* as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

**FOURTH.-** Approval, if appropriate, the amendment of the Directors' Remuneration Policy pursuant to article 529 novodecies of the Companies Act.

**FIFTH.-** Approval, if appropriate, of a medium-term remuneration plan, to be implemented by the Company and subsidiary companies, aimed at members of the management team, including executive Directors, for the purposes of that provided for in article 219.1 of Companies Act.

**SIXTH.-** Advisory vote on the annual report on Directors' remuneration for 2016.

**SEVENTH.-** Delegation of powers to formalise, rectify, clarify, interpret, require, supplement, implement and execute in a public deed the resolutions approved.

**EIGHTH.-** Report to the General Shareholders' Meeting on the amendments included in the Board of Directors Regulations, pursuant to article 528 of the Companies Act.

<sup>1</sup> Proxy may be granted to the following members of the Board of Directors: *Mr. Antonio J. Zoido Martínez (Chairman), Mr. Ignacio Garralda Ruiz de Velasco, Ms. Margarita Prat Rodrigo, Mr. Manuel Olivencia Ruiz, Mr. Álvaro Cuervo García, Ms. María Helena dos Santos Fernandes de Santana, Mr. Carlos Fernández González, Mr. Joan Hortalá i Arau, Mr. Karel Lannoo, Mr. Juan March Juan, Mr. Santos Martínez-Conde y Gutiérrez-Barquín, Mr. Ramiro Mato García-Ansorena, Mr. Luis María Cazorla Prieto (Secretary) and Ms. Cristina Bajo Martínez (Deputy Secretary).*

In accordance with the provisions of articles 523 and 526 of the Companies Act, shareholders are hereby informed of possible conflicts of interest that Board members may encounter when voting and acting as proxy:

- *Mr. Hortalá i Arau* in the voting on item 3.2., regarding to his re-election;
- *Mr. Mato García-Ansorena* in the voting on item 3.3., regarding to his re-election;
- *Mr. Zoido Martínez* in the voting on item 3.4., regarding to his re-election;
- *Mr. Zoido Martínez, Mr. Hortalá i Arau, Mr. Cazorla Prieto and Ms. Bajo Martínez* in the voting on item fifth of the agenda regarding the approval of a medium-term remuneration plan, to be implemented by the Company and subsidiary companies, aimed at members of the management team, including executive Directors; and,
- the whole Board of Directors in the voting on items fourth and sixth of the agenda, regarding the approval of the amendment of Directors' Remuneration Policy and the consultative vote on the annual report of Director's remuneration, respectively, as well as all motions that may be put forward that are not on the agenda relating to the dismissal of directors, which directly or indirectly affects them, and the implementation of corporate liability action as stipulated in sections b) and c) of article 526.1 of the Companies Act.