



ORDINARY GENERAL SHAREHOLDERS' MEETING 2017

FAQS

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Note: The responses are for information purposes, without prejudice to that strictly applicable in current legislation (the Companies Act, Articles of Association and General Shareholders' Meeting Regulations).



NOTICE, DATE OF MEETING AND INFORMATION

When will the ordinary General Shareholders' Meeting of Bolsas y Mercados Españoles take place?

The ordinary General Shareholders' Meeting has been called for 12:30 p.m. on 26 and 27 April at first and second call, respectively.

It is foreseeable that the General Shareholders Meeting will take place on Thursday, 27 April, at second call.

Where will the General Shareholders' Meeting take place?

The General Shareholders' Meeting will take place at the Company's registered office in Madrid, at Palacio de la Bolsa (The Madrid Stock Exchange), Plaza de la Lealtad no. 1. The meeting will take place on the trading floor.

When is the venue where the General Shareholders' Meeting is held open?

Shareholders may access the venue where the General Meeting is held one hour prior to the time the meeting is expected to start, that is, after 11:30 pm.

Where can full details of the notice calling the General Shareholders' Meeting be obtained?

The notice calling the General Shareholders' Meeting was published in the Official Gazette of the Companies Register (Boletín Oficial del Registro Mercantil -BORME) and in Spain's national financial newspapers Cinco Días, Expansión and in El Economista on 23 March 2017.

Additionally, the full text of the notice is also available by clicking on "Ordinary General Shareholders' Meeting 2017" on the corporate website www.bolsasymercados.es (English and Spanish version), and can be viewed on the website of the 'Comisión Nacional del Mercado de Valores' (CNMV) www.cnmv.es, since 21 March 2017.

How will shareholders be notified that the Meeting has been called?

In addition to publishing the call notice in Spanish newspapers and on the aforementioned websites, shareholders listed in the shareholder register will receive the attendance card for the ordinary General Shareholders' Meeting at the address appearing in this register. This attendance card shall indicate, along with other information, the place, date and time of the General Meeting as well as the agenda for the meeting.

What information is made available to shareholders? Where can this information be obtained?

Once the call notice is published, shareholders may examine and obtain, immediately and free of charge at the Company's registered office at Plaza de la Lealtad 1, 28014 Madrid, or have delivered or sent to them free of charge the following documentation:

- the full text of the notice of the Ordinary General Shareholders' Meeting;



- the Annual Financial Report for fiscal year 2016, which includes the annual financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and notes to the financial statements) the management reports for 2016, both individual and consolidated, together with the respective auditors' reports and the statement of responsibility for their content;
- the complete text of the resolution proposed which the Board of Directors submits to the Ordinary General Shareholders' Meeting, under items one to seven of the agenda;
- the prior reports from the Appointments and Remuneration Committee and the explanatory reports from the Board of Directors on its proposals regarding the re-election and appointment of Directors, which will be submitted under item three on the agenda, whereby these reports include the identity, curriculum and professional category of the Directors;
- the required report of the Appointments and Remuneration Committee on the amendment to the Directors' Remuneration Policy included in item four of the agenda, together with the reasoned proposal by the Board of Directors;
- the text of the amendment of the Directors' Remuneration Policy corresponding to the years 2016, 2017 and 2018, included in item four of the agenda;
- the Annual Report on Directors' Remuneration for 2016, submitted for advisory vote in item six on the agenda;
- the report in relation to the amendments on the Board of Directors Regulations referred to in item eight of the agenda;
- the Annual Corporate Governance Report for fiscal year 2016;
- the Corporate Social Responsibility Report for fiscal year 2016;
- the Board Activities Report, including the reports from its Committees;
- the Regulations on the operation of the Electronic Shareholders e-Forum;
- the total number of shares and voting rights at the date of the call to the meeting;
- the specimen attendance, proxy representation and remote voting card;
- an explanatory note for shareholders regarding voting, information and the appointment of proxies using remote communications means and the requirements, terms and procedures in place to this effect; and,
- an informative sheet about the mechanisms in place for simultaneous translation of the General Shareholders Meeting into English, the sign language service and the streaming of the event through a *webcast*.

Moreover, from the publication of the call notice until the General Meeting is held, this documentation is available for an uninterrupted period of time on the corporate website at www.bolsasymercados.es.



Can clarification or explanation of these documents be requested? How?

As of the day of publication of the call notice of the General Meeting and up to the fifth day prior, inclusive, to the day in which the General Shareholders Meeting is held, shareholders may request in writing any information or clarification they deem necessary, or submit in writing any questions they deem pertinent in relation to the items on the agenda, concerning any public available information furnished by the Company to the National Securities Market Commission (CNMV) since the last General Shareholders' Meeting, and the auditor's report.

All such requests for information may be made:

- by delivery of the request or by post, to the General Secretary and Secretary to the Board of Directors at the Company's registered office, Plaza de la Lealtad 1, 28014 Madrid.
- by electronic document via the Company's website in "Information for Shareholders and Investors" through the section devoted to the General Shareholders Meeting. This request for information may be made:
 - o with a recognised electronic signature and advanced electronic signature based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates; or
 - o with the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and status as shareholder in the above-mentioned section for the purposes of the General Shareholders Meeting.

The access and use of the platform for exercising the right of information by shareholders is conditioned to maintaining the status of Company's shareholder at all times.

The Company reserves the right to amend, suspend, cancel or restrict the mechanisms for e-mail or electronic requests for information when necessary for technical or security reasons.

The Company shall not be held liable for any loss or damage suffered by shareholders as a result of breakdowns, system overloads, lines failures, connection faults, postal delays or any other similar difficulties beyond the Company's control preventing the correct use of the mechanisms for e-mail or electronic requests for information.

Any requests for information shall include the first name and surname(s) or, where appropriate, the corporate name, of the shareholders requesting the information, and proof must be provided of the shares owned by the shareholders so that this can be checked against the information in the Company's shareholder register.



Will shareholders receive a gift at the General Meeting?

As is tradition at the Company, shareholders that personally attend the General Meeting or those persons attending on their behalf will receive a gift for attending the meeting to show thanks for their participation.

Will shareholders attending the General Meeting receive attendance premiums?

No. The Company does not pay attendance premiums to shareholders attending the General Meeting.



ELECTRONIC SHAREHOLDER FORUM

What is the purpose of the Electronic Shareholder Forum?

The purpose of the Forum is to facilitate communication among BME shareholders (individuals and legal entities, and voluntary associations that may be incorporated under the regulations in force) when General Shareholders' Meetings are held.

When can I register for and use the Electronic Shareholders Forum?

The Forum will be enabled on the corporate website, www.bolsasymercados.es, as of the date on which the call notice is published in the Official Mercantile Registry Gazette (BORME) and will be available to BME shareholders until the date the General Meeting is held, i.e. from 23 March 2017 at 12:00 am until 27 April 2017 at 12:30 pm.

How do I register to be able to use the Electronic Shareholders Forum?

In order to use the Forum, shareholders must register as a user ("Registered User") by filling out the registration form available for such purpose, which can be found in the "2017 General Meeting" section on the corporate website.

To guarantee the shareholders identity, they will be able to access the Forum by means of (i) the recognised electronic signature and the advanced electronic signature based on the Electronic User Certificate issued by the Spanish National Mint's Public Certification Authority, with respect to which no revocation has been registered, or the recognised electronic certificate forming part of the electronic National Identity Card issued pursuant to the Royal Decree 1553/2005 of 23 December regulating issuance of National Identity Cards and their electronic signature certificates, or (ii) the user/password credentials that the shareholder will receive at their e-mail address after the verification of their identity and status as shareholder in the section for such purpose in the Forum. In order to access to the Forum by shareholders which are legal entities or voluntary associations, they must justify the representation of the person accessing the Forum by means of the registration form, in the manner established therein.

The access and use of the Forum is conditioned to maintaining the status of Company's shareholder or voluntary association duly incorporated and registered in accordance with the applicable legislation.

How do I obtain a recognised electronic certificate issued by the Spanish Public Certification body (CERES), a division of the Spanish national mint?

The website of the Spanish national mint (www.fnmt.es) has detailed information on how to obtain an electronic user certificate.

Can I send any kind of communication through the Electronic Shareholder Forum?

No, the shareholders may only send through the Forum communications which, in accordance with the Law, are for the purpose of:

- Publishing proposals to be submitted to complement the agenda announced in the notice of the meeting.
- Requests for adherence to those proposals.



- Initiatives in order to attain the statutory quorum.
- Offers of or requests for voluntary representation.

After sending a proposal through the Electronic Shareholder Forum to supplementary meeting notice or alternative proposal of the General Shareholders' Meeting, will BME take into account and include it as an additional item on the agenda?

No, the publication of a supplementary meeting notice and/or alternative proposal to the agenda on the Forum in no case means that it will be accepted by BME or, therefore, that the agenda published in the notice of the meeting will be modified.

This right must be exercised by submitting due notice of receipt thereof to the Company's registered office within five days of publication of the notice of the meeting, as stated in the notice of the Shareholders Meeting and the applicable law.

Can I communicate with shareholders through the Electronic Shareholder Forum?

No, the Forum is not an electronic mechanism for chatting on line with shareholders nor is it a place for virtual debates. Nor is the Forum a communication channel between the Company and its shareholders.



ATTENDANCE AT THE GENERAL SHAREHOLDERS MEETING

Who is entitled to attend the ordinary General Shareholders' Meeting?

Any shareholder may attend the ordinary General Shareholders' Meeting regardless the number of shares they own, provided that these shares are registered in their name in the corresponding book-entry register five days prior to the date of the General Meeting, that is, at the close of the market on 21 April 2017.

Must shareholders who wish to attend the ordinary General Shareholders' Meeting present any document to gain admission to the venue of the Meeting?

Shareholders will receive a personal attendance card issued by the Company.

To gain admission to the venue of the General Shareholders' Meeting individual shareholders must present at the shareholder admission registration desks this personal attendance card together with their National Identity Card or their passport as proof of their identity.

If the shareholder is a corporate entity, the individual who is representing them must present: (i) the personal attendance card, (ii) the power of attorney certifying that they are able to act for and on behalf of the corporate entity shareholder and (iii) their National Identity Card or passport.

If shareholders who wish to attend the ordinary General Shareholders' Meeting have not received the personal attendance card, what can they do?

Shareholders who have not received the personal attendance card can request a duplicate by various means:

- By post, addressing their request to the General Secretary and Secretary of the Board, at the registered office of the Company, Plaza de la Lealtad 1, 28014, Madrid;
- Via the Company's website www.bolsasymercados.es, in section marked "General Shareholders Meeting 2017". In order to request a duplicate of the attendance card by electronic means, shareholders must have first obtained an electronic certificate from "*Fábrica Nacional de Moneda y Timbre*"¹ or they must have one incorporated in their electronic National Identity Document or obtain the user / key credentials through the special registration form available in the aforementioned section for the General Meeting.
- At the venue of the ordinary General Shareholders Meeting, on the dates on which the Meeting is scheduled to take place at first and second call, by presenting proof of their identity (National Identity Card or passport). In order to speed up the procedures for admission to the Meeting as much as possible, shareholders who are going to request a duplicate of the attendance card on the day of the Meeting are requested to arrive at least one hour before the Meeting is due to commence.

¹ Information on how to obtain an electronic certificate, see page 6.



If several co-owners appear on the attendance card, can all co-owners attend the meeting?

If several co-owners appear on the attendance card, only one needs to attend the General Meeting, whereby this person shall be considered to have been appointed by the other co-owners to exercise the related rights.

However, if the other co-owners wish to attend the General Meeting, they may do so by presenting the attendance card and their national identity card at the registration desks.

What can shareholders' do to modify their personal details shown in their personal attendance card?

Shareholders who realize any mistake in their personal details shown in their personal attendance card will be able to ask for its modification. To do so, the shareholder must notify the mistakes by several means:

- Via shareholder mailbox: accionista@grupobme.es
- By Post, addressing their request to the General Secretary and Secretary of the Board, at the registered office of the Company, Plaza de la Lealtad 1, 28014, Madrid.

Is there some way that shareholders who are unable to attend the Meeting but wish to follow the proceedings may do so?

The ordinary General Shareholders' Meeting can be followed by anyone interested in doing so via the webcast which will be available on the corporate website, www.bolsasymercados.es by clicking on "General Shareholders Meeting 2017".

Will it be possible to follow the proceedings in another language?

Yes, it will be possible to follow the proceedings in English via the webcast on the corporate website www.bolsasymercados.es.

At the venue of the General Shareholders' Meeting will be available a simultaneous translation service into English and also the meeting will be broadcast simultaneously in Spanish language signs.

How can shareholders who are unable to attend the Meeting get notice of the resolutions passed in such meeting?

Once the General Shareholders' Meeting is concluded, the Company will send to the 'Comisión Nacional del Mercado de Valores' (CNMV) the resolutions passed by the General Shareholders' Meeting.

This information will also be available, along with the voting results, under heading "Information for shareholders and investors", "Conduct of the General Shareholders' Meeting" on the Company's website, www.bolsasymercados.es.



EXERCISING VOTING AND OTHER NON-FINANCIAL RIGHTS

THE RIGHT TO VOTE

How many votes does a shareholder attending the Meeting have?

Each share gives entitlement to one vote, which means that each shareholder may cast as many votes as they have shares registered in their name in the relevant book-entry register five days prior to the date of the General Meeting, that is, at the close of the market on 21 April 2017.

What happens if the number of shares that appears on the attendance card does not correspond with the real number of shares the shareholders holds?

From the date of issue of the attendance card to the date of the ordinary General Shareholders' Meeting, the number of shares that the shareholders holds may vary due to purchases or sells on the stock exchange.

Therefore, regardless of the number of shares appearing on the attendance card, the shareholders' shares that will be accounted for the quorum, delegation and voting shall be the number of shares registered in the name of the relevant shareholder in the book-entry register five days prior to the date of the General Meeting, that is, at the close of the market on 21 April 2017.

May shareholders only exercise their right to vote by attending the ordinary General Shareholders' Meeting in person?

With the aim of encouraging all of the shareholders to participate in the Company's Shareholders Meeting, the right to vote may be exercised by means of remote communication.

Specifically, all shareholders may vote: (i) by post, and to do so they must complete the "Postal Vote" section of the attendance card that will be sent to their address, or (ii) by electronic means, via the corporate website www.bolsasymercados.es, and to do so they must have first obtained an electronic certificate from "Fábrica Nacional de Moneda y Timbre"² or they must have one incorporated in their electronic National Identity Card or obtain the user / key credentials through the special registration form available in the aforementioned section for the General Meeting.

The instructions for exercising the right to vote by means of remote communication are included in the notice of the Meeting and are available by clicking on "General Shareholders Meeting 2017" on the corporate website www.bolsasymercados.es.

Proxies appointed and votes cast by remote means of communication, either by post or electronic means, must be received by the Company 24 hours prior to the date of the General Shareholders' Meeting is scheduled to take place at first call, that is, by 12:30 p.m. on 25 April 2017.

² Information on how to obtain an electronic certificate, see page 6.



Can shareholders who have exercised their right to vote or proxy voting by remote means of communication attend the ordinary General Shareholders' Meeting?

Yes, but the vote or the proxy appointed by a shareholder attending the General Shareholders' Meeting in person will override any vote cast or proxy appointed by remote means of communication.

If a shareholder exercises his right to vote by means of remote communication, what happens if the instruction boxes are not checked?

When shareholders exercise their right to vote by means of remote communication, i.e. through the attendance card using the "Postal vote" section or by electronic means, if the boxes provided for such purpose are not checked, votes shall be considered to be cast in favour of the proposed resolutions of the Board of Directors.

If a shareholder exercises his right to vote by means of remote communication, what happens if proposals on items not included on the agenda are submitted?

When shareholders exercise their right to vote by means of remote communication, i.e. through the attendance card using the "Postal vote" section or by electronic means, they may opt: (i) to check the box NO that appears in the "Vote" section, in which case, the shareholder abstains from voting on the proposed items not included on the agenda, or (ii) not to give any instructions, which implies that the shareholder's vote will be cast in the same manner as the Chairman with regard to these proposals.

What does "proposals not included on the agenda" on the attendance card mean?

This refers to any proposed resolutions which, in accordance with the Companies Act, may be raised by shareholders or their proxy holders attending the Meeting that are to be submitted to a vote during this meeting.

Proposed resolutions not included on the agenda that may be raised by shareholders during the General Meeting may relate to:

- The removal of Directors; and,
- Any corporate liability action against the Directors.

Does the service for voting by electronic means cost anything?

No, the service for voting by electronic means is free of charge, except for the cost of connecting to the telecommunications network supplied by the service provider contracted by each shareholder.



THE RIGHT TO APPOINT A PROXY

How may shareholders be represented at the ordinary General Shareholders' Meeting?

All shareholders may appoint another person, even if that person is not a shareholder, entitled to attend the Meeting to represent them at the General Shareholders' Meeting, or any member of the Board of Directors or the Secretary or Vicesecretary to the Board of Directors.

To appoint a proxy, shareholders must complete the "Proxy" section of the attendance card and if they consider it appropriate they may include instructions on how the proxy should vote on their behalf and an indication of how the proxy-holder will vote if no instructions are given; the extension of the proxy appointment to include any resolutions on items not included on the Agenda; and an indication of how the proxy-holder will act if faced with a conflict of interest when exercising his/her vote for any of the resolutions put to the vote at General Shareholders' Meeting, whether on or off the Agenda.

Proxies may be appointed by different means:

- By providing the proxy with the completed attendance card, in which case, on the day, hour and at the venue of the General Meeting, the proxy must present their National Identity Card or passport as proof of their identity, and deliver the printed copy of the attendance card, duly signed by the proxy-grantor and the proxy-holder.
- By post, in which case shareholders must complete the "Proxy" section of the attendance card that will be sent to their address, and sign in the designated place.

In this event, if the proxy being appointed is the Chairman or any other member of the Board of Directors, the attendance card may be delivered or sent to the registered office, or be sent by post or any other similar messenger service, using the envelope "*franqueo en destino*" that, where applicable, will be enclosed to the attendance card.

- By electronic means, via the corporate website www.bolsasymercados.es, and to do so they must have first obtained an electronic certificate from "*Fábrica Nacional de Moneda y Timbre*"³ or they must have one incorporated in their electronic National Identity Document or obtain the user / key credentials through the special registration form available in the aforementioned section for the General Meeting.

The instructions for exercising the right to appoint a proxy by remote means of communication are included in the notice of the Meeting and are available by clicking on "General Shareholders Meeting 2016" on the corporate website www.bolsasymercados.es.

Proxies granted by any means of remote communication shall only be valid if they are granted from 29 March 2017 and received by the Company 24 hours prior to the date set for the ordinary General Shareholders' Meeting at first call, that is, at 12:30 pm on 25 April 2017.

³ Information on how to obtain an electronic certificate, see page 6.



Thereafter, the only proxies accepted will be those appointed in writing using the personal attendance card and presented at the shareholder admission registration desks at the venue, on the date and hour appointed for the General Shareholders Meeting.

If shareholders wish to appoint the Chairman of the Board or any of the Board members, including the Board Secretary or Vicesecretary, as a proxy to represent their shares, do they have to obtain the proxy's signature?

No, it is not necessary. When the proxy appointed is a member of the Board of Directors, the Board Secretary or Deputy Secretary, such appointment shall be effective from the time the Company receives the attendance card signed by the shareholder under "Proxy".

How many proxies may a shareholder appoint?

Only one, since no shareholder may appoint more than one proxy.

The proxy holder may represent more than one shareholder and may cast votes for a certain shareholder differently from votes cast for another shareholder, voting according to the instructions given by each shareholder.

Can the proxy perform their function using means of remote communication?

The proxy-holder may only vote by attending the General Shareholders' Meeting in person.

What happens if a shareholder exercises both his/her right to vote and his/her right to appoint a third person to represent him/her?

Votes cast by any remote means of communication will override any previous vote cast by a proxy appointed by electronic means or by printed card, which will be deemed revoked, or subsequently, which will be deemed to be not granted.

Do proxy-holders have to present any supporting document to gain admission to the Meeting?

In order to gain admission to the General Shareholders Meeting the proxy-holder must (i) show the attendance card of the shareholders they are representing, duly signed by both the shareholder and the appointed proxy-holder and (ii) their National Identity Card or passport.

What happens if a shareholder appoints another person as a proxy with the appropriate voting instructions and new draft resolutions are presented that are not included on the Agenda?

In the cases in which the regulations allow items not included on the Agenda⁴ to be transacted at the General Shareholders' Meeting, the proxy-holder may cast his vote in the manner he considers best suits the interests of the shareholder he represents.

Proxy-holders must tell proxy grantors after the Meeting how they voted on their behalf.

⁴ See page 11.



If a shareholder grants a proxy by means of remote communication, what happens if the instruction boxes are not checked?

When shareholders grant proxy by means of remote communication, i.e. through the attendance card using the “Proxy” section or by electronic means, if the boxes provided for giving instructions are not checked, it shall be understood that the proxy is instructed to vote in favour of the proposed resolutions of the Board of Directors.

Does the service for granting proxies by electronic means cost anything?

No, the service for granting proxies by electronic means is free of charge, except for the cost of connecting to the telecommunications network supplied by the service provider contracted by each shareholder.



THE RIGHT TO INTERVENE AT THE GENERAL SHAREHOLDERS' MEETING

Can shareholders or the proxies-holders intervene at the General Shareholders' Meeting?

In general, in order to take the floor at the General Meeting, the shareholder or the proxy holder must request to do so when indicated by the Chairman. For such purpose, the shareholder or proxy holder must present his National Identity Card to the notary public drawing up the meeting minutes.

Shareholders who wish the content of their contribution from the floor to be fully recorded in the meeting minutes must deliver the text in writing and signed to the notary public at the Meeting, in order for the latter to duly include such content in the minutes.

Are shareholders' interventions subject to a time limit?

To expedite the proceedings, the Shareholders' Meeting Regulations specify that shareholders may speak for five minutes, although the Chairman may extend this time if he considers it appropriate.

Can shareholders speak about any matter that is of interest to them?

No, contributions from the floor must relate to (i) any items included on the agenda of the General Meeting; (ii) information accessible to the public furnished by the Company to the CNMV since the last General Meeting was held; or (iii) the auditors' report.

Who will answer the questions posed by shareholders at the Meeting?

The Chairman of the Meeting is responsible for furnishing the information requested, although he may, as he deems it appropriate, given the nature of such information, entrust this responsibility to the Chairman of the pertinent Board Committee, to any member of the Board of Directors, or to such executive or expert as he considers appropriate.

Must shareholders' questions be answered immediately by the members of the Board of Directors or senior management to whom they are addressed?

Yes, unless the information requested is not available at the Meeting, in which case the members of the Board of Directors must indicate that it is not available and must provide it in writing within seven days following the date on which the Meeting was held.



EXERCISING, IF APPROPRIATE, OF ECONOMIC RIGHTS

DIVIDENDS

If General Shareholders' Meeting approves the complementary dividend distribution of financial year 2016 which would be paid on May 5th, 2017, On which date I must be the ownership to receive that dividend?

In order to be entitled to receive the complementary dividend, shareholders must appear registered on May 4th 2017 in the accounting records in the form of book entries of securities kept by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.*, in accordance with the applicable regulations and through the mechanisms made available to participating entities and issuer agents by this company.

What is the deadline to hire BME shares that giving the right to receive the complementary dividend?

Shareholders may hiring BME shares until the close of trading on May 2nd, 2017.