



BOLSAS Y MERCADOS ESPAÑOLES, SOCIEDAD HOLDING DE MERCADOS Y SISTEMAS FINANCIEROS, S.A.

ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. (the Company) at its meeting on 18th March 2019, called the Ordinary General Shareholders' Meeting, to be held at Palacio de la Bolsa, Plaza de la Lealtad 1, Madrid, on 24th April 2019 at 12:30 p.m (first call) or, if the and, if the necessary legal quorum is not reached, on 25th April at the same time and in the same place. **The Ordinary General Shareholders' Meeting is likely to be held at second call, i.e. on 25th April 2019.**

The Ordinary General Shareholders' Meeting shall discuss the following

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, all for the year ended 31 December 2018.

SECOND.- Review and approval of the distribution of earnings for the year ended 31 December 2018.

THIRD.- Review and, if appropriate, approval of the consolidated no financial information report (Corporate Social Responsibility Report) of BME Group for the year ended 31 December 2018.

FOURTH.- Re-election, if appropriate, of members of the Board of Directors.

4.1.- Re-election of Mr. Juan March Juan as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

4.2.- Appointment of Mr. Santos Martínez-Conde y Gutiérrez-Barquín as member of the Board of Directors for a four-year term, as stipulated in article 38.1 of the Articles of Association.

FIFTH.- Analyse and, if appropriate, approval amendments to articles 25, 26, 33, 34, 35 and 37 of the Articles of Association in accordance with the provisions of article 285 of the *Ley de Sociedades de Capital* (the "Companies Act").

5.1. Amendment of articles 25, 33 y 34, in order to eliminate the obligation included in the Articles of Association to constitute an Executive Committee.

5.2 Amendment of article 26, related to the number of members of the Board of Directors and its appointments, in order to maintain the position of Lead independent Director regardless of the qualification of the Chairman of the Board of Directors as non-executive Director.

5.3. Amendment of article 35, that regulates the Audit Committee, to adapt its composition to the provisions of article 529 *quaterdecies* of the *Ley de Sociedades de Capital* (the "Companies Act").

5.4. Amendment of article 37, related to Market and Systems Operations Committee, in order to amend its functions in relation of interpretation of the Internal Regulations of Conduct.

SIXTH.- Approval, if appropriate, of the Directors' Remuneration Policy for financial year 2019, 2020 and 2021, including the maximum annual remuneration of all Directors acting as such, in accordance with the provisions of article 529 novodecies of the *Ley de Sociedades de Capital* (hereinafter, "Companies Act").

SEVENTH.- Advisory vote on the annual report on Directors' remuneration for 2018.

EIGHTH.- Reappointment of *PricewaterhouseCoopers Auditores, S.L.* as accounts auditors of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A* and its consolidated Group for a period of one year, pursuant to article 264 of the *Ley de Sociedades de Capital* (hereinafter, "Companies Act").

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

SUPPLEMENTARY MEETING NOTICE AND PROPOSED RESOLUTIONS

Pursuant to the provisions of Articles 519.1 of the Companies Act, 11.3 of the Articles of Association and 9.4 of the General Shareholders' Meeting Regulations (hereinafter the Meeting Regulations), shareholders representing at least 3% of the Company's share capital may request for the publication of a supplement of this call meeting notice to add one or more items on the agenda, so long as the new items are accompanied by a justification or , if appropriate, by a draft justified resolution.

Moreover, pursuant to the provisions of Articles 519.3 of the Companies Act, 11.3 of the Articles of Association and 9.4 of the Meeting Regulations, any shareholders representing at least 3% of the Company's share capital may submit justified draft resolutions on items already included or that should be included, in the agenda of the meeting.

These rights must be exercised by submitting due notice thereof to the General Secretary and Secretary to the Board of Directors, which must reach the Company's registered offices, Plaza de la Lealtad 1, 28014 Madrid, within five days of the publication of this notice of the meeting.

INTERVENTION OF THE NOTARY

The Board of Directors, pursuant to the provisions of Articles 203.1 of the Companies Act, 23.2 of the Articles of Association and 27.2 of the Meeting Regulations, has requested the attendance of a public notary to the General Shareholders' Meeting and record the minutes.

RIGHT OF ATTENDANCE

In accordance with the provisions of Articles 15.1 and 4 of the Articles of Association and 12.1 of the General Shareholders' Meeting Regulations, shareholders may attend the General Shareholders Meeting regardless of 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 Shareholders Meeting.

The General Secretary and Secretary to the Board of Directors must issue and deliver an attendance card to the shareholders, as stipulated in Article 12.1 of the General Shareholders

Meeting Regulations, which shareholders must present together with their National Identity Card or passport upon arrival at the Shareholders' Meeting as proof of identity.

RIGHT OF REPRESENTATION

Pursuant to the provisions of Articles 522.1 of the Companies Act, 16.1 of the Articles of Association and 13.1 of the Meeting Regulations, all shareholders entitled to attend may appoint another person to represent them at the General Meeting, even if that person is not a shareholder, including members of the Board of Directors and the Secretary and the Deputy Secretary of the Board, even if they are not Directors.

Shareholders can appoint their representative by filling out the "Proxy voting" section that is printed on the attendance card, or confer such representation by remote means of communication as provided for in this notice of the meeting.

The appointed proxy-holder must formally accept the appointment and, on the day of the Shareholders' Meeting, must show their National Identity Card or passport as proof of identity and hand in the attendance card issued in the shareholder's name, duly completed and signed by both the proxy holder and the proxy grantor.

No shareholder may be represented by more than one proxy. The Proxy 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 represented.

RIGHT OF INFORMATION

As of the day of publication of the call notice, shareholders have the right to 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 2018, 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 2018, both individual and consolidated, together with the respective auditors' reports and the statement of responsibility for their content;
- the consolidated non-financial information report (Corporate Social Responsibility Report) of BME Group for the year ended 31 December 2018, required for article 49 of the *Código de Comercio*, which is part of the consolidated management report for 2018, together with the verification report issued by an independent provider;
- the complete text of the resolution proposed which the Board of Directors submits to the Ordinary General Shareholders' Meeting, under items one to nine of the agenda;
- the reports of the Appointments and Remuneration Committee regarding the re-election of Directors and the explanatory reports from the Board of Directors on the aforementioned re-elections which will be submitted under item four of the agenda, where these reports include the identity, curriculum and professional category of the Directors;

- the explanatory report of the Board of Directors related to the amendment of the Articles of Association which will be submitted under item five on the agenda in accordance with the provisions of article 286 of the Companies Act.
- the proposal of Directors' Remuneration Policy for financial years 2019, 2020 and 2021 submitted under item six on the agenda;
- the Appointments and Remunerations Committee report on the proposal of Directors' Remuneration Policy for financial years 2019, 2020 and 2021 submitted under item six on the agenda, together with motivated proposal of the Board of Directors;
- the Annual Report on Directors' Remuneration for 2018, submitted for advisory vote in item seven on the agenda;
- the Annual Corporate Governance Report for fiscal year 2018;
- the Board Activities Report for 2018, 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*.

In accordance with Articles 518 of the Companies Act and 42 of the Articles of Association in relation to article 10.1 of the Meeting Regulations, as of the day of publication of the call notice until the General Meeting is held, this documentation, which includes the required report of the Appointments and Remuneration Committee on the amendment of the Directors' Remuneration Policy together with the reasoned proposal of the Board of Directors and the text of the proposed amendment, is available for an uninterrupted period of time on the corporate website at www.bolsasymercados.es.

Pursuant to the provisions of Articles 197.1 and 520.1 of the Companies Act, 13 of the Articles of Association and 11.3 of the Meeting Regulations, 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 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 "Shareholders and Investors" through the section devoted to the General Shareholders Meeting. This request for information may be made:
 - 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
 - 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.

ELECTRONIC SHAREHOLDER FORUM

Pursuant to the provisions of Articles 539.2 of the Companies Act and 10.2 of the Meeting Regulations, as of the date of publication of the call notice on the Official Gazette of the Companies Register, the Company will set up an Electronic Shareholder e-Forum (hereinafter the "Forum") on its corporate website with duly guaranteed access for individual shareholders and any voluntary associations that may be formed for the purpose of facilitating communication prior to the General Meeting.

For these purposes, the Forum pretends the publication of communications made by shareholders registered therein, but it may not under any circumstances, be used as a chat site, a site for virtual debate or a means of communications between shareholders and the Company. The Regulations governing the Functioning of the Forum are available at the corporate website.

Individual shareholders will be able to access the Forum by means of 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.

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.

VOTING AND APPOINTING PROXIES USING REMOTE MEANS OF COMMUNICATION

The Board of Directors, as stipulated in Articles 521.1 of the Companies Act, 21.3 of the Articles of Association and 13.1, 14 and 15 of the Meeting Regulations, has established the following rules, means and procedures with regard to the appointment of proxies and the exercise of voting rights using remote means of communication.

I.- Voting using remote communication media.

Pursuant to the provisions of Articles 21.3 of the Articles of Association and 14 of the Meeting Regulations, votes on proposals in items on the agenda may be cast by shareholders by post or via electronic communication, with due adherence to the following instructions:

I.1.- Postal vote.

To cast a postal vote, shareholders must fill in the "Postal vote" section of the attendance card issued in their name that will be sent by the Company to their address, and sign it in the designated space.

Once the attendance card has been duly filled in and signed, it must then either be:

- a) delivered to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid.
- b) posted to the Company stamped addressed envelope which came with the attendance card, or sent to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid, General Secretary and Secretary to the Board of Directors.

I. 2.- Electronic voting.

Shareholders wishing to vote using electronic media may do so in the " shareholders and investors" section of the Company website, following the instructions to this end appearing on each screen of the website.

Pursuant to the aforementioned articles, votes via electronic media will be cast with a recognised electronic signature and/or any other kind of guarantee the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights. The guarantees the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights are (i) the recognised electronic signature and the advanced electronic signature, provided they are 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, and (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 using the special registration form available in the section for such purpose in the aforementioned "Shareholders and investors" section of the Company website.

The access and use of the platform for voting via electronic communication media by the shareholder is conditioned to maintaining the status of shareholder of the Company at all times.

II.- Appointing proxies using remote communication.

Pursuant to the provisions of Articles 21.3 of the Articles of Association and 15 of the Meeting Regulations, shareholders may make arrangements for proxy representation by post or via electronic communication, with due adherence to the following instructions:

II.1.- Appointing proxies using postal communication.

Shareholders wishing to avail themselves of proxy representation by post must fill in the "Delegation" section of the personal attendance card that will be sent to their place of residence by the Company, and sign the card in the space provided for this purpose.

If proxy representation is conferred on the Chairman or any other member of the Board of Directors, including the Secretary and the Vice-Secretary of the Board, either of the following procedures must be used to send the card to the Company:

- a) delivered to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid.
- b) posted to the Company stamped addressed envelope which came with the attendance card sent to the Company registered office, Plaza de la Lealtad 1, 28014 Madrid, General Secretary and Secretary to the Board.

II.2.- Appointing proxies using electronic means

Shareholders wishing to vote via electronic communication may do so in the section dealing with the General Meeting under "Shareholders and investors" on the Company website, following the instructions to this end appearing on each web screen.

Pursuant to the aforementioned articles, votes via electronic communication will be cast with a recognised electronic signature and/or any other kind of guarantee the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights. The guarantees the Board considers suitable to ascertain the authenticity and identity of shareholders exercising their voting rights are (i) the recognised electronic signature and the advanced electronic signature, provided they are 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, and (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 using the special registration form available in the section for such purpose in the aforementioned "Shareholders and investors" section of the Company website.

The access and use of the platform for granting proxy representation via electronic communication media by the shareholder is conditioned to maintaining the status of shareholder of the Company at all times.

II.3.- Rules governing all proxy appointments by remote means of communication. .

Shareholders conferring proxy representation using remote communication media must notify their representatives of the proxy arrangement, who must in turn demonstrably state their acceptance. To this end, at the venue on the day of the General Meeting proxies must identify themselves with their National Identity Card or passport, and present a printed copy of the delegation by post or electronically, duly signed by the proxy and the shareholder represented.

Proxies may only cast votes for the shareholders represented by attending the General Meeting in person.

When proxy representation is conferred on the Chairman or any other member of the Board of Directors, including the Secretary and the Vice-Secretary of the Board, this will be considered to have been notified by reception by the Company of the proxy representation conferred.

III.- Common rules.

III.1.- Deadline for voting and appointing proxies by remote means of communication.

Proxy representations conferred and votes using remote communication media, by post or via electronic communication, will be permitted as of 26 March 2019, and must be received by the Company at its registered address or website 24 hours prior to the intended date of the General Meeting on first call, i.e. before 12:30 hrs on Tuesday 23 April 2019.

It will be considered that proxy representations and votes received after this time have not been conferred and have not been cast, respectively.

After this deadline has expired, only proxy representations conferred in writing on the personal attendance card will be accepted that are presented at the shareholder registration tables on the day and at the venue of the General Meeting.

III.2.- Rules governing priorities for attendance, voting and proxy appointments using remote means of communication.

III.2.1. Priority of attendance in person.

Pursuant to Articles 13.1, 14.2 and 15.2 of the Meeting Regulations, the vote of a shareholder attending the General Shareholders Meeting in person will override any vote cast or proxy appointed by remote means of communication.

III.2.2. Priority of votes cast of remote means over proxies granted by remote means of communication.

Votes cast using any remote communication media will render null and void any conferrals of electronic representation or printed cards, either ahead of the meeting, in which case they will be considered to have been revoked, or afterwards, in which case they will be considered as not cast.

III.2.3. Priority in the case of more than one proxy appointment being made and/or more than one vote cast by remote means of communication.

If a shareholder confers several proxy arrangements in the proper fashion or casts several votes in the proper fashion using various remote communication media, the proxy arrangement and/or vote received last will prevail, and those received previously will be invalid.

III.3.- Co-ownership.

With regard to the co-ownership of shares, and in accordance with Article 126 of the Companies Act, a co-owner who votes or appoints a proxy by remote means of communication shall be treated as the remaining co-owners' appointee to exercise the rights relating to the shares..

III.4.- Validity of proxy appointed and votes cast by remote means of communication .

The validity of proxy representations conferred and votes cast using remote communication media will be subject to confirmation that the shares are recorded in the share register five days before the date on which the General Meeting is held. In the event of any discrepancy between the number of shares notified by the shareholder conferring proxy representation or voting remotely and the number of shares listed in the share register, pursuant to quorum and voting conditions, the number of shares in the register will be considered as valid.

III.5.- Custody of electronic signature.

Custody of electronic signatures for casting votes or delegating votes via electronic communication is the exclusive responsibility of shareholders. Moreover, the shareholder will be exclusively responsible for the user/password credentials received at their email address after their accreditation on the voting platform, as well as the password(s) that must be generated after accessing the platform for the first time.

III.6.- Legal entities and non-residents.

Shareholders that are legal entities and shareholders not resident in Spain may consult the General Secretary and Secretary to the Board to ascertain the possibility of adapting mechanisms for voting and proxy representation using remote communication media to their particular situation.

Moreover, if the shareholder is a legal entity, it must issue authenticated notification to the Company, via the General Secretary and Secretary to the Board, of any modifications or revocations of the powers of its representative. The Company takes no responsibility until this notification has been made.

IV.- Technical difficulties.

The Company reserves the right to amend, suspend, cancel or restrict the mechanisms employed for proxy representation and electronic voting when this is required or demanded due to technical or security-related circumstances.

The Company will not be responsible for any damages that may be incurred by shareholders due to breakdowns, overloads, power outages, failed connections, postal service malfunctions or any other identical or similar eventualities beyond the control of the Company that prevent use of the mechanisms employed for voting or delegation using remote communications.

PROCESSING OF PERSONAL DATA

Any personal data sent to the Company by shareholders to exercise their rights of attendance, delegation and voting in connection with the General Meeting, participation in the Shareholder

Forum and in compliance with any other legal obligations arising from the call to the General Meeting and the General Meeting itself will be processed by the Company for the purposes of managing the development, compliance and control of existing shareholder relationships in connection with the call to the General Meeting and the General Meeting itself.

Shareholders may exercise their right of access, right to rectification, right to erasure, right to restrict processing, right to data portability and right to object in writing to the Data Protection Officer of the BME Group at Plaza de la Lealtad, 1, 28014 Madrid or by e-mail to protecciondedatos@grupobme.es. Likewise, for any claim, you may approach the Spanish Data Protection Agency (www.aepd.es). You can find additional more detailed information on data protection on the website: <https://www.bolsasymercados.es/esp/privacidad/Politica-de-Privacidad>.

Madrid, 18 March 2019
General Secretary and Secretary to the Board of Directors
Luis María Cazorla Prieto