

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 24 April 2019, at 12:30 pm, or in the case of the necessary legal quorum not being reached, on 25 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 25 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 2019

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:

Agenda	1	2	3	4.1	4.2	5.1	5.2	5.3	5.4	6	7	8	9
In favour													
Against													
Abstains													
Blank 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.

<u>Signature of shareholder granting proxy</u>	<u>Proxy's signature.</u> <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 2019

POSTAL VOTE

The shareholder named on this card vote on the Board of Directors' proposals as follows:

Agenda	1	2	3	4.1	4.2	5.1	5.2	5.3	5.4	6	7	8	9
In favour													
Against													
Abstains													
Blank 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 2019

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 Directors¹, 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 23 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 2019” (General Shareholders' Meeting 2019). 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, 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.

¹ Proxy may be granted to the following members of the Board of Directors: Mr. Antonio J. Zoido Martínez (Chairman), Mr. Javier Hernani Burzako (Chief Executive Officer), Mr. Ignacio Garralda Ruiz de Velasco, Mr. David María Jimenez-Blanco Carrillo de Albornoz, Ms. Maria Helena dos Santos Fernandes de Santana, Ms. Ana Isabel Fernández Álvarez, Mr. Joan Hortalá i Arau, Mr. Juan March Juan, Ms. Isabel Martín Castellá, Mr. Santos Martínez-Conde y Gutiérrez-Barquín, Mr. Juan Carlos Ureta Domingo, Mr. Luis María Cazorla Prieto (Secretary) y 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. Juan March Juan and Mr. Santos Martínez-Conde Gutiérrez-Barquín in the voting of item 4.1 and 4.2, regarding their reelections.

- the whole Board of Directors in the voting on items sixth and seventh of the agenda, regarding Approval, if appropriate, of the Directors' Remuneration Policy for financial year 2019, 2020 and 2021 and, the advisory vote on the annual report of Director's remuneration, 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.