# Agenda for the General Shareholders' Meeting

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# Ordinary General Shareholders' Meeting

**FIRST.**
Review and, if applicable, approve the financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes thereto) and the management 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 2010.

**SECOND.**
Review and, if applicable, approve the proposed distribution of earnings for the year ended 31 December 2010.

**THIRD.**
Approve, if appropriate, the distribution of an extraordinary dividend charged to unrestricted reserves, subject to prior approval of the proposed distribution of earnings for 2010.

**FOURTH.**
Analyse and, if appropriate, approve modifications to certain of the Articles of Association in accordance with the provisions of article 285 of the Spanish Companies Act.

4.1. Modification of section 3 of article 10 in relation to the period for holding the Ordinary General Shareholder's Meeting and removal of the reference to the date for presentation of the Annual Corporate Governance Report.

4.2. Modification of section 1 of article 12 in relation to publication of notice of the Ordinary General Shareholder's Meeting.

4.3. Modification of section 1 of article 17 in relation to the location of the venue for the Ordinary General Shareholder's Meeting.

4.4. Modification of section 2 of article 22 in relation to the situations in which a reinforced majority is required for adopting resolutions at the Ordinary General Shareholder's Meeting.

4.5. Modification of section 2 of article 35 on the effects of extending the competences of the Audit Committee and adapting these to the provisions of the latest draft of the Eighteenth Additional Provision of the Spanish Securities Market Act.

4.6. Inclusion of a new point d) in section 2 of article 36 in relation to the competences of the Appointments and Remuneration Committee.

4.7. Inclusion of a new point d) in section 2 of article 37 in relation to the competences of the Markets and Systems Operating Procedures Committee.

4.8. Modification of section 2 of article 43 and removal of section 5 of article 43 in relation to the documents which make up the annual financial statements and removal of the reference to the filing of such documents by the Board of Directors.

4.9. Modification of section 1 of articles 46 and 47 and section 2 of article 48 in relation to the winding-up and liquidation of the Company for the purposes of adapting these to the provisions of the Spanish Companies Act.

**FIFTH.**
Analysis and, if appropriate, approval of modifications to certain articles in the Regulations of the Ordinary General Shareholder's Meeting in accordance with the provisions of article 512 of the Spanish Companies Act.

5.1. Modification of section 2 of article 6, removal of section 3 from article 6 and modification of section 1 of article 8 in relation to the period for holding the Ordinary General Shareholder's Meeting and removal of the reference to the date for presentation of the Annual Corporate Governance Report.

5.2. Modification of section 1.f) of article 7 to regulate the situations in which agreement by the Ordinary General Shareholder's Meeting is not required for the merger or spin-off of the Company.

5.3. Modification of section 1 of article 9 in relation to publication of notice of the Ordinary General Shareholder's Meeting.

BME held its Annual General Shareholders Meeting on 29 April 2010.

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# Ordinary General Shareholders' Meeting

5.4. Inclusion of a new section 3 in article 10 to include a reference to the Electronic Shareholder Forum.

5.5. Modification of section 1 of article 13 in relation to the situations in which a reinforced majority is required for adopting resolutions at the Ordinary General Shareholder's Meeting.

5.6. Modification of section 7 of article 19 to replace the reference to an article withdrawn from the Spanish Securities Market Act.

**SIXTH.**
Re-election, as applicable, of members of the Board of Directors.

6.1. Re-election of Javier Alonso Ruiz-Ojeda as a member of the Board of Directors for the four-year term of office specified in article 38.1 of the Articles of Association.

6.2. Re-election of José Antonio Álvarez Álvarez to the Board of Directors for a four-year term as specified in Article 38.1 of the Company's Articles of Association.

6.3. Re-election of Ignacio Benjumea Cabeza de Vaca to the Board of Directors for a four-year term as specified in Article 38.1 of the Company's Articles of Association.

**SEVENTH.**
Approval of the Chairman's remuneration pursuant to Article 40 of the Company's Articles of Association.

**EIGHTH.**
Approval of the Directors' remuneration pursuant to Article 40 of the Company's Articles of Association.

**NINTH.**
Approval of a medium-term remuneration scheme to be implemented by the Company and its subsidiaries for members of the management team, including the executive directors, pursuant to article 219.1 of the Spanish Companies Act.

**TENTH.**
Consultative voting on the annual report on Directors' remuneration.

**ELEVENTH.**
Reappointment of Deloitte, S.L. as 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 the Spanish Companies Act.

**TWELFTH.**
Delegation, as required, to the Board of Directors of authority to increase capital, within a period of five years, on one or more occasions, in accordance with the provisions of article 297.1.b) of the Spanish Companies Act, with authority to exclude pre-emptive subscription rights; and to modify article 5 of the Articles of Association.

**THIRTEENTH.**
Delegation, as required, to the Board of Directors of authority to issue debentures, bonds, promissory notes and other similar fixed income instruments, both simple and convertible into shares, in addition to warrants, and with the authority to exclude pre-emptive subscription rights in the latter case, and with the authority to increase capital by the amount required and to guarantees issues by Group companies.

**FOURTEENTH.**
Delegation of powers to formalise, rectify, clarify, interpret, define, supplement, implement and execute as a deed the adopted resolutions.

**FIFTEENTH.**
Report to the General Shareholders' Meeting on the amendments made to the Board of Directors Regulations, pursuant to article 516 of the Spanish Securities Market Act.

**SIXTEENTH.**
AOB.